

Private and confidential

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 Issuer, in the past 5 years

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. September 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, 9.40% p.a., January 2028 (RCFL F Series T NCD 04)
Issuer	Reliance Commercial Finance Limited (RCFL)
Type of Instrument	Rated, Listed, Unsecured, Subordinated, Redeemable, Non-Convertible, Debentures (Tier II NCDs) (RCFL F Series T NCD 04)
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	Unsecured
Seniority	Subordinated
Mode of Issue	Private Placement
Eligible Investor	As mentioned in category of investors.
Listing	The Issuer proposes to seek listing of Tier II Debentures/NCDs issued under this Information Memorandum on BSE Limited ("BSE") within 15 (fifteen) days of Date of Allotment.
Rating of the Instrument	CARE AA+ (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. 35,00,00,000 (Rupees Thirty Five Crore Only)
Option to retain oversubscription	Not Applicable
Subscription Amount	Rs. 35,00,00,000 (Rupees Thirty Five Crore Only)

Private and confidential

Objects of the issue/ Purposes and Objects of the Offer	The Series Tier II Debentures / NCDs have been issued to raise resources to (a) augment the Tier II Capital of the Company or (b) 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	9.40%p.a
Step Up /Step Down Coupon Rate	Not Applicable
Coupon Payment Frequency	Annually and on Maturity
Coupon payment dates	Payable Annually on January 19 each year starting from January 19, 2019 and on maturity i.e. January 19, 2028
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 40 of the Information Memorandum
Tenor	3652 days from the Deemed Date of Allotment.
Redemption Date	January 19, 2028
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 Lakhs Only).
Minimum Application and in multiples of Debt securities thereafter	Minimum Application of 10 Debentures and in multiples of 1 Debenture thereafter.

Private and confidential

Issue Timing/ Proposed Time Schedule	
1. Issue Opening Date	January 18, 2018
2. Issue Closing Date	January 18, 2018
3. Pay-in Date	January 19, 2018
4. Deemed Date of Allotment	January 19, 2018
	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 Tier II 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 Effect of Holidays of the Information Memorandum
Record Date	15 days prior to each Coupon Payment / Redemption date
Contribution being made by Promoters or directors either as part of the offer or separately in furtherance of such objects	NIL
Transaction Documents	<ol style="list-style-type: none"> 1. Debenture Trust 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 between the Company, NSDL/ CDSL and the Registrar and Transfer Agent; 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 52 of the Information Memorandum
Provisions related to Cross Default Clause	Not Applicable
Role and Responsibilities of Debenture Trustee	Please refer page 53 of the Information Memorandum

Private and confidential

Governing Law and Jurisdiction	Please refer page 53 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	A.K Capital Services Limited	

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	January 19, 2018
Date of Redemption	January 19, 2028
Coupon Rate	9.40%p.a
Frequency of the Interest Payment with specified dates	Payable Annually on January 19 each year starting from January 19, 2019 and on maturity i.e. January 19, 2028
Day Count Convention	Actual/ Actual

Cash flow

Cash Flows	Date (of actual payment)	No. of Days in Coupon Period	Amount (in Rupees)
Coupon 1	Saturday, January 19, 2019	365	94,000.00
Coupon 2	Monday, January 20, 2020*	365	94,000.00
Coupon 3	Tuesday, January 19, 2021**	366	94,000.00
Coupon 4	Wednesday, January 19, 2022	365	94,000.00
Coupon 5	Thursday, January 19, 2023	365	94,000.00
Coupon 6	Friday, January 19, 2024	365	94,000.00
Coupon 7	Monday, January 20, 2025***	366	94,000.00
Coupon 8	Monday, January 19, 2026	365	94,000.00
Coupon 9	Tuesday, January 19, 2027	365	94,000.00
Coupon 10	Wednesday, January 19, 2028	365	94,000.00
Principal Redemption	Wednesday, January 19, 2028		10,00,000.00
Total			19,40,000.00

* The Schedule coupon date January 19, 2020 is falling on bank holiday, thus coupon will be paid on the following working day i.e. January 20, 2020

**FY 2020 is a Leap Year

Private and confidential

*** FY 2024 is a Leap Year the Schedule coupon date January 19, 2025 is falling on bank holiday, thus coupon will be paid on the following working day i.e. January 20, 2025

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 Tier II Debentures is Rs. 35 crores (Rupees Thirty Five Crores 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 Lakhs thereafter.

v Utilisation of Issue Proceeds / Objects of the issue

The NCDs have been issued to raise resources to augment the Tier II 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 4)
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 2014-15. (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)