

(For Debt Instruments - Allotment)

Ref. No. : 2/2017-18

Date : 16.03.2018

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

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

ISIN	INE448U07034
Security Description	12% SECURED RATED UNLISTED REDEEMABLE NON CONVERTIBLE DEBENTURES. SERIES 2.
Allotment Date	16.03.2018
Face Value per security	Rs.10,00,000/-
Distinctive Numbers	24-58

Allotment Details	No. of records	No. of Securities (Quantity)
Electronic Form – NSDL	1	350
Electronic Form – CDSL	-	-
Physical Form	-	-
<b>Total Allotted</b>	<b>1</b>	<b>350</b>

I, Priyanka Misser, Company Secretary of Veritas Finance Private 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 15.03.2018 (copy enclosed.)

Signature

**For Veritas Finance Private Limited**  
: Priyanka

Notes:

Company Secretary

1. Enclose a copy of the Board Resolution for allotment of the above securities.
2. Ensure that the above details reach NSDL atleast two days before execution of corporate action.
3. The form should be signed by the Company Secretary or Compliance Officer or Managing Director.
4. After submitting the Corporate Action Information Form and payment of fees to NSDL, you may advise your R & T Agent / Registry Division to execute the corporate action.

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Veritas Finance Private Limited

S-15, Second Floor, Economist House, Thiru-Vi-Ka Industrial Estate,  
Guindy, Chennai - 600 032.

For Veritas Finance Private Limited

Priyanka

Company Secretary



Ph : 044 4615 0011  
www.veritasfin.in  
CIN : U65923TN2015PTC100328



**FINAL TERMS FOR INR 35 CRORE SENIOR SECURED NON-CONVERTIBLE  
DEBENTURE FOR VERITAS FINANCE PRIVATE LIMITED**

9 March 2018

**PARTIES**

<b>Company:</b>	Veritas Finance Private Limited
<b>Issuer:</b>	Veritas Finance Private Limited
<b>NCD Holder:</b>	CDC Emerging Markets Limited
<b>Debenture Trustee:</b>	Catalyst Trusteeship Limited
<b>Group:</b>	The Company and all its Subsidiaries, if any

**INR 35 CRORE SENIOR SECURED NON-CONVERTIBLE DEBENTURE (the  
"Facility")**

<b>Facility:</b>	Senior Secured Non-Convertible Debenture (the "NCDs").
<b>Amount:</b>	INR 35 Crore (to be drawn in INR)
<b>Mode of issue:</b>	Private placement
<b>Availability Period:</b>	180 days after the signing date
<b>Tenure:</b>	Up to 4 years from the deemed Date of Allotment of the NCDs
<b>Final Redemption Date:</b>	TBD
<b>Purpose:</b>	To raise debt for finance the expansion of Company's SME loan portfolio
<b>Drawdown schedule:</b>	INR 35 Crore will be callable by the Company any time signing and 180 days after the signing date
<b>Ranking:</b>	Senior
<b>Repayment:</b>	Bullet on Termination Date
<b>Redemption Amount:</b>	At par along with any and all accrued and unpaid interest up to the Final Redemption Date.
<b>Issue price:</b>	INR 10,00,000 (Rupees Ten Lakh) per NCD
<b>Issue opening date:</b>	TBD
<b>Pay-in Date</b>	TBD
<b>Issue Closing Date:</b>	TBD
<b>Credit rating:</b>	Rated BBB- by CARE Ratings.
<b>Listing:</b>	Unlisted, subject to change in law or on request by the NCD Holders at any time after 1 year from the date of allotment of the NCDs.
<b>Put option:</b>	At any time after 3 (three) years from the Issue Closing Date.
<b>Put Notice Deadline date</b>	With an prior notice period of 30 days
<b>Put Notification Time</b>	12.30 pm IST
<b>Voluntary Prepayment (call option):</b>	N/A

For Veritas Finance Private Limited

*Paiyanka*  
Company Secretary



Veritas Finance Private Limited

Ph : 044 4615 0011

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## PRICING



<b>Upfront Fee</b>	N/A
<b>Commitment Fee</b>	2% per cent per annum, payable quarterly in arrear, plus goods and service tax as applicable, for the period from the date of the debenture trust deed to and including the last day of the Availability Period
<b>Interest rate:</b>	12 per cent per annum
<b>Interest Periods:</b>	6 months
<b>Payment of Interest:</b>	Interest is payable on the last day of each Interest Period.
<b>Interest Payment Date(s):</b>	The due dates for interest payments will fall at the end of every 6-month period after deemed Date of Allotment.
<b>Coupon type:</b>	Fixed
<b>Coupon reset process:</b>	N/A
<b>Day Count Basis:</b>	Actual/Actual
<b>Default Interest rate:</b>	2 per cent per annum on overdue amounts
<b>Other Fees:</b>	Monitoring fees of INR 500,000 (Rupees Five Hundred Thousand), payable first on signing, and on each anniversary thereafter.

## OTHER TERMS

- Mandatory prepayment:**
- (a) **Illegality:** The NCD Holder may require prepayment of the NCDs.
  - (b) **Change of Control:** Any person or group of related persons (other than the shareholders of the Company as at the signing date) gains control of the Company.
  - (c) **Insolvency:** The Issuer shall have voluntarily or involuntarily become the subject of proceedings under bankruptcy or insolvency law and such proceedings have not been stayed, quashed or dismissed by a competent court prior to admission.
  - (d) **Liquidation or Dissolution:** The Issuer has taken or suffered any action to be taken for its liquidation or dissolution

## Security

Hypothecation by way of first and exclusive charge over the specific and identified free receivables of the Issuer so as to provide a security cover of 1.1 times on the outstanding principal component of the credit facility. The NCD Holder reserves the right to accept or reject a particular receivable as security.

## Financial Covenants:

- Portfolio at Risk (PAR) above 30 dpd < 5%





- Portfolio at Risk above 90 dpd < 3%
- Gross NPAs < 3%
- Debt to Equity ratio < 5.5:1
- CDC Debt to Total Indebtedness < 30%
- CAR of at least 2% above the minimum CAR as may be specified by the RBI from time to time for the Company

**Tax Gross up:**

If a tax deduction is required to be made by law, such tax liability shall be shared between the Company and the NCD Holder in the following manner:

- (a) tax deduction upto 5 (five) per cent on the relevant payment shall be borne by the Company; and
- (b) tax deduction above 5 (five) per cent, if any, on the relevant payment shall be borne by the NCD Holder.

**Representations and undertakings:**

Customary for a transaction of this nature and including CDC's environmental and social and business integrity requirements.

**Events of Default:**

Including among others:

- (a) non-payment unless failure to pay is caused by administrative or technical error and payment is made within 3 Business Days of its due date
- (b) any financial covenant not satisfied subject to agreed remedy periods, as applicable
- (c) failure to comply with any other obligations subject to agreed remedy periods if capable of remedy
- (d) misrepresentation
- (e) cross default, subject to an agreed minimum amount
- (f) insolvency
- (g) insolvency proceedings unless stayed or dismissed within 30 days
- (h) creditors' process
- (i) cross default of other financial indebtedness
- (j) ownership by Company of the Issuer
- (k) unlawfulness
- (l) repudiation
- (m) material adverse effect
- (n) breach of ESG and Business Integrity requirements subject to agreed remedy periods



- (o) breach of sanctions terms subject to agreed remedy periods
- Governing Law:** Indian Laws, arbitration in Singapore under SIAC rules.
- Costs and expenses:** The Issuer shall pay all legal costs, costs of listing, fees of the Debenture Trustee and all out of pocket expenses of the Debenture Trustee and the NCD Holder incurred in connection with the issuance and redemption of the NCDs.
- Pre-conditions for disbursement:** Among others, the following conditions having been fulfilled:
- (a) receipt of copy of accounts and constitutional documents of the Issuer by the Debenture Trustee;
  - (b) approval by the board of directors of the Issuer of all transaction documents;
  - (c) grant and continuance in force of all government approvals, corporate, creditors', shareholders' and other permissions, approvals, licences, consents, registrations and authorisations required for the issuance of the NCDs;
  - (d) the NCD Holder having received a letter of offer for subscription to the NCDs;
  - (e) receipt of all requisite internal approvals required by the NCD Holder;
  - (f) no breach of any covenants of the debenture trust deed or of the warranties having occurred;
  - (g) the Issuer having requested for a no-objection certificate from its lenders for the issuance of the NCDs;
  - (h) the Issuer having created security in favour of the Debenture Trustee on behalf of the NCD Holder; and
  - (i) no Event of Default or potential Event of Default has occurred and is continuing, or would result from such disbursement.

For CDC Emerging Markets Limited

Authorized Signatory

Name:

S. HABAY

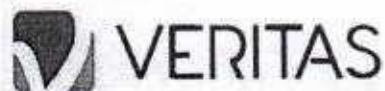
Position:

Director

Date:

12 March 2018

SEH



For Veritas Finance Private Limited

For Veritas Finance Private Ltd

D Arulnani  
Managing Director & CEO

Authorized Signatory

Name:

D ARULNANI

Position:

MANAGING DIRECTOR & CEO

Date:

10<sup>th</sup> MARCH 2018

Stamp:



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For Veritas Finance Private Limited

Priyanka  
Company Secretary

Veritas Finance Private Limited

Ph : 044 4615 0011

**EXTRACT OF CIRCULAR RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF M/S. VERITAS FINANCE PRIVATE LIMITED HAVING ITS REGISTERED OFFICE AT S-15 2ND FLOOR, ECONOMIST HOUSE, THIRU VI KA INDUSTRIAL ESTATE, GUINDY, CHENNAI – 600032 ON 16<sup>th</sup> DAY OF MARCH 2018.**

**RESOLVED THAT** pursuant to Section 42, 71 of the Companies Act 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Rules made thereunder including Companies (Prospectus and Allotment of Securities) Rules, 2014, as may be amended from time to time, Articles of Association of the Company and in continuation of the resolution passed by the Board of Directors in its meeting held on 29.01.2018 and by the Shareholders in their Extra ordinary general meeting held on 26.02.2018, pursuant to the Letter of offer dated 16.03.2018, consent of the Board be and is hereby accorded to allot on such terms and conditions as maybe agreed upon between the Company and the Lender, Rated, Secured, Redeemable, Non Convertible Debentures (NCDs) of face value of Rs. 10 Lakhs each to the following applicants on a private placement basis:

Name of the Allottee	Address	No. of NCDs offered
CDC Emerging Markets Limited	123 Victoria Street, London, SW1E 6DE	350

**RESOLVED FURTHER THAT** NCDs in respect of the aforesaid allotment be issued to the said allottees in the Demat form and be credited to their respective Demat accounts.

**RESOLVED FURTHER THAT** necessary entries be made in the Register of Debenture Holders maintained by the Company to incorporate the details of the aforesaid allotment.

**RESOLVED FURTHER THAT** Mr. D. Arulmany, Managing Director & CEO, V.G. Suchindran, Chief Financial Officer and Priyanka Misser, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution and to take all such steps and actions for the purposes of making all such filings and registrations as may be required.

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**For Veritas Finance Private Limited**

*Priyanka*  
Company Secretary

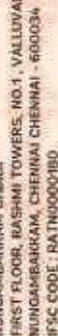
**LIST OF ALLOTTEES:**

Name of the Allottee	DP ID	Client ID	No. of NCDs allotted
CDC Emerging Markets Limited	IN300142	10735045	350

For Veritas Finance Private Limited

*Paiyanka*  
Company Secretary





Valid for 3 months from the date of issue

या धारक को Or Bearer

NATIONAL SECURITIES DEPOSITORY LTD

रुपय Rupees

Two Thousand One Hundred Sixty Only

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**\*\*2,160.00**

खाता सं.  
A/c No.

409000511932

For VERITAS FINANCE PRIVATE LIMITED

Payable At Par At All RBL Bank Branch/es In India

*V. A. Surdin*  
v. a. surdin@san  
Authorised Signatory

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