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**MAGMA FINCORP LIMITED**

*(Incorporated on 18th December 1978 under the name ARM Group Enterprise Pvt. Ltd. The name of the company was changed to Magma leasing Ltd. on 24th August 1993 then further changed to Magma Shracchi Finance Ltd. on June 19, 2007 and now renamed as Magma Fincorp Ltd. on July 31, 2008)*

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**SHELF DISCLOSURE DOCUMENT UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 AS AMENDED FROM TIME TO TIME AND SEBI (ISSUE AND LISTING OF DEBT SECURITIES (AMENDMENT) REGULATIONS 2012.**

THIS SHELF DISCLOSURE DOCUMENT IS FOR THE ISSUE OF 250 RATED UNSECURED REDEEMABLE NON-CONVERTIBLE SUBORDINATED DEBENTURE ON PRIVATE PLACEMENT BASIS OF THE FACE VALUE OF RS. 10,00,000 EACH AGGREGATING TO INR 25 CRORES FOR CASH AT PAR TO BE LISTED ON A WHOLESALE DEBT MARKET SEGMENT OF THE STOCK EXCHANGE.

**GENERAL RISKS**

For taking an investment decision, investors must rely on their own examination of the Issue and the Shelf Disclosure Document including the risks involved. The Issue has not been recommended or approved by Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this Shelf Disclosure Document.

**CREDIT RATING**

"Brickworks Rating (BWR AA) with a negative outlook for Rs. 172.70 crores vide letters dated 10<sup>th</sup> March 2017 and 31<sup>st</sup> January 2018 which were subsequently revalidated on 5<sup>th</sup> March 2018 for Proposed Subordinated Debt Instruments. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

"SMERA Ratings (SMERA AA) with a stable outlook for Rs. 50 crores vide letter dated 3<sup>rd</sup> February 2017 which has been subsequently revalidated for Rs. 37 crores on 1<sup>st</sup> March 2018 for Proposed Subordinated Debt Instruments. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

The above rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating obtained is subject to revision at any point of time in the future. The rating agencies have a right to suspend, withdraw the rating at any time on the basis of new information etc.



**ISSUER'S ABSOLUTE RESPONSIBILITY:**

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Shelf Disclosure Document contains all information with regard to the issuer and the issue, which is material in the context of the issue, that the information contained in this Shelf Disclosure Document is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes This Document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**LISTING:** The Debentures are proposed to be listed on the Wholesale Debt Market (WDM) segment of the BSE Limited ("BSE" or the "Stock Exchange").



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 <p><b>TRUSTEE FOR THE DEBENTUREHOLDERS</b></p>	 <p><b>REGISTRAR TO THE ISSUE</b></p>
<p><b>Catalyst Trusteeship Limited</b>  <b>Registered Office</b>                  Office No. 83 – 87, 8th floor, ‘Mittal Tower’,                  ‘B’ Wing, Nariman Point                  Mumbai - 400 021                  Tel: (022) 49220502; Fax: 91-22-49220505                  E-mail: <a href="mailto:dt@gdatrustee.com">dt@gdatrustee.com</a></p>	<p><b>Niche Technologies Private Limited</b>                  D – 511, Bagree Market,                  Kolkata - 700 001                  Tel: (033) 22357270/71                  Fax: 91-33-2215682</p>

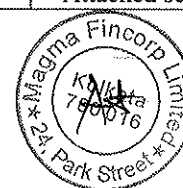
This schedule prepared is in conformity with SEBI (Issue & Listing of Debt Securities) Regulations, 2008, SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2012 issued vide circular no. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012 (referred in this document “SEBI guidelines”) and SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2014 issued vide circular No. LAD-NRO/GN/2013-14/43/207 dated January 31, 2014 and Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2015 issued vide circular no. LAD-NRO/GN/2014-15/25/539 dated 24 March, 2015; Issues pertaining to primary issuance of debt securities issued vide circular no. CIR/IMD/DF/18/2013 dated October 29, 2013 (referred in this Document “SEBI Regulations/ Circulars”) and the Raising Money through Private Placement by NBFCs-Debentures etc. dated June 27, 2013 read with Raising Money through Private Placement of Non-Convertible Debentures (NCDs) by NBFCs dated February 20, 2015 is for issue on a private placement basis, but is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures to be issued by the Issuer.



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**I. DEFINITIONS AND ABBREVIATIONS**

The Company / Issuer / Issuer Company/ We / Our Company/ Us/ MFL	Magma Fincorp Limited, incorporated on 18th December 1978 under the name ARM Group Enterprise Pvt. Ltd. The name of the company was changed to Magma leasing Limited on 24th August 1993 then further changed to Magma Shrachi Finance Limited on June 19, 2007 and now renamed as Magma Fincorp Limited on July 31, 2008 having its Registered Office at "Magma House", 24, Park Street, Kolkata-700 016
Application Form	Pre-numbered form, which shall be issued by the Company to the Debenture Holder(s) as may be specifically named in such Application Form in which an investor can apply for subscription to the Debentures.
ALCO	Asset Liability Management Committee
Allot/Allotment/Allotted	Unless the context otherwise requires or implies, the allotment of the Debentures pursuant to the Issue
Articles	Articles of Association of the Company
Board/Board of Directors	Board of Directors of the Company or a committee thereof.
Book Closure/Record Date	The date of closure of register of Debentures for payment of interest and repayment of principal (in case of exercise of Call Option)
BWR	Brickwork Ratings India Pvt Ltd
Business Day Convention	If any interest payment date falls on a day which is not a Business Day ('Business Day' being a day excluding Saturdays, Sundays or a public holiday on which money markets are operational in Mumbai) then the payment shall be made on the succeeding Business Day (as per the original repayment schedule) without payment of interest for such additional period.  In case if the principal redemption date falls on a day which is not a Business Day (('Business Day' being a day excluding Saturdays, Sundays on which money markets are operational in Mumbai), then the payment due shall be made on the immediate preceding Business Day along with coupon/interest accrued on the NCDs until but excluding the date of such payment.
Business Day	Business Day Means a day (other than a Saturday or Sunday) on which money markets are operational in Mumbai
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
Credit Rating Agency (s)	Any SEBI registered Rating Agency, appointed from time to time
Coupon Payment Date	Date of payment of interest on the Debentures
Date of Allotment	The date on which Allotment for the Issue is made
Debentures/ NCDs/Bonds	250 Unsecured Redeemable Non-Convertible Subordinated Debenture of face value of Rs.10 Lakhs each aggregating to Rs. 25 Crores to be issued by Magma Fincorp Limited
Debenture Holder(s)	The investors who are Allotted Debentures or holds debentures on respective record dates
Debenture Trust Deed	Debenture Trust Deed to be executed between the Issuer and the Debenture Trustee
Debenture Trustee	Trustee for the Debenture holders, in this case being <b>Catalyst Trusteeship Limited</b>
Depository/ies	National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL)
DP	Depository Participant
Director(s)	Director(s) of Magma Fincorp Ltd. unless otherwise mentioned
Disclosure Document/ Private Placement Offer Letter/ These Documents/ This Document	This Shelf Disclosure Document dated 6 <sup>th</sup> March 2018 for Private Placement of Unsecured Redeemable Non-Convertible Subordinated Debentures of face value of Rs. 10 lakhs each for cash aggregating to Rs. 25 Crores to be issued by Company on private placement basis.
FCCB	Foreign Currency Convertible Bonds



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FEMA Regulations	The Regulations framed by the RBI under the provisions of the Foreign Exchange Management Act, 1999, as amended from time to time.
FII	Foreign Institutional Investor (as defined under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995) registered with SEBI
Financial Year/ FY	Period of twelve months ending March 31, of that particular year
FIs	Financial Institutions
ICRA	ICRA Limited
Issue	Issue of Rated, Listed, Unsecured Redeemable Non-Convertible Subordinated Debenture on a Private Placement basis.
Interest Payment Date	Date defined as such in the Term Sheet to the Disclosure Document
M&A	Merger & Acquisition
Memorandum / MoA	Memorandum of Association of the Company
N.A	Not Applicable
NAV	Net Asset Value
NBFCs	Non-Banking Finance Companies
NBFCs-ND-SI	Systemically Important Non-Deposit taking Non-Banking Financial Companies
NCD	Non-Convertible Debentures
NPAs	Non Performing Assets
NRIs	Non Resident Indians
NSDL	National Securities Depository Ltd.
NRI	A person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the FEMA Regulations.
PAN	Permanent Account Number
Registrar/Registrar to the Issue	Registrar to the Issue, in this case being <b>Niche Technologies Private Limited</b>
Reference Date	Means the date on which the Issuer receives the subscription monies with respect to the Debentures
RTGS	Real Time Gross Settlement, an electronic funds transfer facility provided by RBI
RBI	The Reserve Bank of India
Rs.	Indian National Rupee
SEBI	Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992 (as amended from time to time).
SEBI Regulations/ Guidelines	The Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 issued by SEBI as amended from time to time.
Security Documents	Any security document entered into from time to time for creation of any Security for the benefit of the Debenture Holders
SMERA	SMERA Ratings Limited
Stock Exchange	BSE Limited (BSE)
The Act	The Companies Act, 2013 (as amended from time to time) and The Companies Act, 1956 (only insofar as it is applicable)
WDM	Wholesale Debt Market
“We”, “us” and “our”	Unless the context otherwise requires, Our Company and its Subsidiaries.



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## II. DISCLAIMER

### GENERAL DISCLAIMER

This Shelf Disclosure Document is neither a "Prospectus" nor a "Statement in Lieu of Prospectus". This document does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures to be issued by Magma Fincorp Limited. The document is for the exclusive use to whom it is delivered and it should not be circulated or distributed to third party/ (ies). The Issuer Company certifies that the disclosures made in This Document are generally adequate and are in conformity with the Act and SEBI Regulations. This requirement is to facilitate investors to take an informed decision for making investment in the proposed Issue. It is the responsibility of potential investors to also ensure that they will sell these NCDs in strict accordance with This Document and other applicable laws, so that the sale does not constitute an offer to the public, within the meaning of the Companies Act 2013.

Apart from This Shelf Disclosure Document, no offer document or prospectus has been prepared in connection with this Issue and no prospectus in relation to the Issuer or the Debentures relating to this offer has been delivered for registration nor is such a document required to be registered under the applicable laws.

This Shelf Disclosure Document is issued by the Company and has been prepared by the Company to provide general information on the Company to potential investors to whom it is addressed and who are eligible and willing to subscribe to the Debentures and does not purport to contain all the information a potential investor may require. Where this Shelf Disclosure Document summarizes the provisions of any other document, that summary should not be solely relied upon and the relevant document should be referred to for the full effect of the provisions. Neither this Shelf Disclosure Document, nor any other information supplied in connection with the Debentures is intended to provide the basis of any credit or other evaluation. Any recipient of this Shelf Disclosure Document should not consider such receipt a recommendation to purchase the Debentures. Each potential investor contemplating the purchase of any Debentures should make its own independent investigation of the financial condition and affairs of the Issuer, and its own appraisal of the creditworthiness of the Issuer. Potential investors should consult their own legal, regulatory, tax, financial, accounting, and/or other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and should possess the appropriate resources to analyse such investment and the suitability of such investment to such potential investors in particular circumstances.

This Document shall not be considered as a recommendation to purchase the Debentures and recipients are urged to determine, investigate and evaluate for themselves, the authenticity, origin, validity, accuracy, completeness, adequacy or otherwise the relevance of information contained in This Document. The recipients are required to make their own independent valuation and judgment of the Company and the Debentures. The potential investors should also consult their own tax advisors on the tax implications relating to acquisition, ownership, sale or redemption of the Debentures and in respect of income arising thereon. Investors are also required to make their own assessment regarding their eligibility for making investment(s) in the Debentures. The Company or any of its directors, employees, advisors, affiliates subsidiaries or representatives do not accept any responsibility and/ or liability for any loss or damage however arising and of whatever nature and extent in connection with the said information.

Each person receiving and acting on This Document acknowledges that:

- such person has been afforded an opportunity to request and to review and has received all additional information considered by him/her/it to be necessary to verify the accuracy of or to supplement the information herein and
- has not relied on any intermediary that may be associated with any tranche or issuance of NCDs in connection with its investigation of the accuracy of such information or its investment decision.

The Issuer does not undertake to update the Document to reflect subsequent events after the date of the Document and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer. Neither the delivery of This Document nor any sale of NCDs made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof.

However, the Issuer shall be, for every issue of NCDs under This Document, file a Term Sheet and update This Document to the extent necessary which besides being with the BSE shall be issued to the then potential investor of such issue of NCDs. The Document is made available to investors in the Issue on the strict understanding that it is confidential.



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**FORCE MAJEURE**

The Company reserves the right to withdraw the Offer prior to the earliest closing date in the event of any unforeseen development adversely affecting the economic and regulatory environment or otherwise. In such an event, the Company will refund the application money, if any, along with interest payable on such application money, if any, without assigning any reason.

**FILING OF THE SHELF DISCLOSURE DOCUMENT**

This Document has been filed with the BSE in terms of SEBI Regulations as the Debentures are being privately placed.

**DISCLAIMER OF THE RESERVE BANK OF INDIA**

The Securities have not been recommended or approved by the Reserve Bank of India nor does RBI guarantee the accuracy or adequacy of This Document. It is to be distinctly understood that This Document should not, in any way, be deemed or construed that the securities have been recommended for investment by the RBI. RBI does not take any responsibility either for the financial soundness of the Issuer Company, or the securities being issued by the Issuer Company or for the correctness of the statements made or opinions expressed in This Document. Potential investors may make investment decision in the securities offered in terms of This Document solely on the basis of their own analysis and RBI does not accept any responsibility about servicing/ repayment of such investment.

**DISCLAIMER OF THE SECURITIES & EXCHANGE BOARD OF INDIA**

This Document has not been filed with Securities & Exchange Board of India (SEBI). The Securities have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of This Document. It is to be distinctly understood that This Document should not, in any way, be deemed or construed that the same has been cleared or vetted by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the Issue is proposed to be made, or for the correctness of the statements made or opinions expressed in This Document. The issue of Debentures being made on private placement basis, filing of This Document is not required with SEBI however SEBI reserves the right to take up at any point of time, with the Issuer Company, any irregularities or lapses in This Document.

**DISCLAIMER OF THE ARRANGER**

It is advised that the Issuer has exercised self due diligence to ensure complete compliance of prescribed disclosure norms etc. in this Shelf Disclosure Document. The role of the Arranger in the assignment is confined to marketing and placement of the Debentures on the basis of this Shelf Disclosure Document and Term Sheet to be executed by the Issuer from time to time. The Arranger have neither scrutinized/vetted nor have they done any due-diligence for verification of the contents of this Shelf Disclosure Document. Accordingly, no representation, warranty or undertaking (express or implied) is made and no responsibility is accepted by the Arranger or any of their officers as to the adequacy, completeness or reasonableness of the information contained herein or of any further information, statement, notice, opinion, memorandum, expression or forecast made or supplied at any time in relation thereto.

The Arranger shall use this Shelf Disclosure Document for the purpose of soliciting subscription from eligible investors for the Debentures to be issued by the Issuer on a private placement basis. It is to be distinctly understood that the aforesaid use of this Shelf Disclosure Document by the Arranger should not in any way be deemed or construed that the Shelf Disclosure Document has been prepared, cleared, approved or vetted by the Arranger; nor do they in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Shelf Disclosure Document; nor do they take responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of the Bank. The Arranger or any of their directors, employees, affiliates or representatives do not accept any responsibility and/or liability for any loss or damage arising of whatever nature and extent in connection with the use of any of the information contained in this Shelf Disclosure Document.

Please note that:

- (A) The Arranger and/or their Affiliates may, now and/or in the future, have other investment and commercial banking, trust and other relationships with the Issuer and with other persons ("Other Persons");
- (B) As a result of those other relationships, the Arranger and/or their Affiliates may get information about Other Persons, the Issuer and/or the Issue or that may be relevant to any of them. Despite this, the Arranger and/or their Affiliates will not be required to disclose such information, or the fact that it is in possession of such information, to any recipient of this Shelf Disclosure Document;
- (C) The Arranger and/or their Affiliates may, now and in the future, have fiduciary or other relationships under which it, or they, may exercise voting power over securities of various persons. Those securities may, from time to time, include Debentures of the Issuer; and
- (D) Each of the Arranger and/or their Affiliates may exercise such voting powers, and otherwise perform its functions in connection with such fiduciary or other relationships, without regard to its relationship to the Issuer and/or the Debentures.



### III. MANAGEMENT'S PERCEPTION OF RISK FACTORS

Risk Management is an important and separate function in Magma. The risk team comprises of a dedicated team of professionals who are adept at using latest analytical tools and appropriate software which supports the company in designing appropriate product and customer segment specific credit policies and processes keeping in view its own risk appetite and historical portfolio performance.

The following are the risks envisaged by the management and Investors should consider the following risk factors carefully for evaluating the Company and its business before making any investment decision. Unless the context requires otherwise, the risk factors described below apply to Magma Fincorp Limited only.

#### Market risk

Magma's approach towards mitigation of market risk operate at two levels; namely -

- a. Identification of lead economic indicators relevant to Magma's lending business; and
- b. Establishing and regular monitoring of delinquency parameters at the portfolio level

#### Lead indicators

Lead indicators that govern Magma's credit & risk policies are as follows:

- a. National GDP growth
- b. IIP trends
- c. Core Sector performance
- d. Inflation

The above indicators have direct impact on customer cash flows and operational viability of a number of commercial assets that Magma funds; these are tracked very closely throughout the year to ensure portfolio level corrective steps from time to time.

Regular portfolio reviews by Magma's Risk Management Committee (RMC) ensures assessment of evolving and changing market risks. The RMC meets at regular intervals to chalk out road-map in respect of building asset base as well as maintaining portfolio quality in the evolving market.

#### Operational risk management

Operational risk encompasses anything that is beyond a credit or a market risk and covers a wide range of the Company's activities. It involves alignment of all functions and verticals towards identifying key risks. Each functional vertical does transaction testing to evaluate internal compliance and thereby lay down processes for further improvement. Thus, the approach is "bottom-up" ensuring acceptance of findings and faster adoption of corrective actions, if any, to ensure mitigation of perceived risks.

Over the past few years, Magma has undertaken following steps to minimize operational risk

- All processes are standardized and documented
- Clearly defined delegation of authority matrix
- Credit and operations verticals segregated to ensure effective maker-checker system
- Implementation of training calendar for all functions
- Easy access for all employees to various processes, rules, regulations and operating guidelines through web-based interactive system
- Internal audit process covering both on-site and off-site audit of branches and departments

In a nutshell, internal metrics form the key of risk management in Magma. The entire credit process is metrics-driven to achieve the risk-return goals and ensure a healthy portfolio in the years to come.

#### Asset liability risk

Any mismatch in the tenures of borrowed and disbursed funds may result in liquidity crunch and thereby impact Company's ability to service its loans. Thus it is imperative that there exists nil or minimal mismatch between the tenures of borrowing and assets. At Magma, prudence and appropriate risk is the guiding principle for decision making in the treasury functions. The Company has maintained appropriate asset liability maturity as regards its tenure and interest rates.

#### Foreign exchange risk

The Company has marginal exposure to foreign exchange risk, since its entire disbursements are in rupee terms and more than 99% of its borrowings are in the nature of rupee debt. The limited foreign exchange exposure has been appropriately hedged.





### Liquidity risk management

Magma has for a period of nearly three decades, worked meticulously in diversifying its borrowing profile and has repeatedly enhanced the set of institutions it borrows from. Such diversified and stable funding sources emanate from several segments of lenders like Banks, Insurance Companies, Mutual Funds and other institutions. As a consequence of its impeccable portfolio quality consistently maintained over the past several years, the Company has established a formidable track record in its access to the securitization / assignment market. As a matter of prudence and with a view to manage liquidity risk at optimum levels, Magma keeps suitable levels of unutilized bank limits effectively mitigate possible contingencies arising out therefrom.

The Company has in place an Asset Liability Committee (ALCO) comprising of Company's senior management, which periodically reviews the asset - liability positions, cost of funds and sensitivity of forecasted cash flow over both short and long-term time horizons. It accordingly recommends for corrective measures to bridge the gaps, if any. The ALCO reviews the changes in the economic environment and financial markets and suggests suitable strategies for effective resource management. This results in proper planning on an on-going basis in respect of managing various financial risks viz. asset liability risk, interest rate risk etc.

## IV. DETAILS OF THE ISSUER COMPANY

### A. ISSUER INFORMATION

#### a) NAME AND ADDRESS OF THE FOLLOWING:

Sr. No.	Particulars	Details
1.	Name of the Issuer	Magma Fincorp Limited
2.	Date of Incorporation	18th December, 1978
3.	Registered Office	"Magma House", 24, Park Street, Kolkata-700 016
4.	Corporate Office	Magma Fincorp Limited "Magma House", 24, Park Street, Kolkata-700 016
5.	CIN No.	L51504WB1978PLC031813
6.	Web site and e-mail address	www.magma.co.in; Email: tibrewal.a@magma.co.in
7.	Compliance Officer	<b>Ms. Shabnum Zaman (Company Secretary)</b> Magma Fincorp Limited "Magma House", 24, Park Street, Kolkata-700 016 Email ID: <a href="mailto:shabnum.zaman@magma.co.in">shabnum.zaman@magma.co.in</a> Phone No.: 033 44027736
8.	Chief Finance Officer (CFO) of the Issuer	<b>Mr. Kailash Baheti</b> Magma Fincorp Limited Magma House, 24, Park Street, Kolkata-700 016
9.	Trustee to the Issue	<b>Catalyst Trusteeship Limited</b> Office No. 83 – 87, 8th floor, 'Mittal Tower', 'B' Wing, Nariman Point Mumbai - 400 021 Tel: (022) 49220502; Fax: 91-22-49220505 E-mail: <a href="mailto:dt@gdatrustee.com">dt@gdatrustee.com</a>
10.	Registrar to the Issue	<b>Niche Technologies Private Limited</b> D – 511, Bagree Market, Kolkata - 700 001
11.	Credit Rating Agency (s) of the Issue	Brickworks Rating India Pvt Ltd 3 <sup>rd</sup> Floor, Raj Alkaa Park, Kalena Agrahara Bannerghatta Road, Bengaluru: 560076  SMERA Ratings Limited 816, 8 <sup>th</sup> Floor, DLF Tower – A, Jasola District Centre, New Delhi – 110 025



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		The Issuer reserves the right to provide an additional rating of any other SEBI registered Credit Rating Agency for full or any part of the issue to the debenture holders during the tenor of the debentures.
12.	Auditor(s) of the Issuer	<b>BSR &amp; Co. LLP</b> Maruthi Info-Tech Centre, 11-12/1 Inner Ring Road, Koramangala Bangalore - 560071
13	Arranger to the Issue	The Issuer reserves the right to appoint "Arranger to The Issue " in each series /Tranche issued under this document

**B. BRIEF SUMMARY OF THE BUSINESS CARRIED ON BY THE ISSUER AND ITS SUBSIDIARIES**

*a) Overview*

**History & Background of the Issuer Company**

- ❖ Magma Fincorp Ltd. was originally incorporated as a Private Limited Company with the name as Arm Group Enterprises Private Ltd. under the Companies Act, 1956 and received its certificate of incorporation from the Registrar of Companies on 18.12.1978. The Company became a public limited company w.e.f 13.10.1980 and the name was changed to Arm Group Enterprises Ltd. Later on w.e.f 24th August 1993, the name was changed to Magma Leasing Ltd, then on June 19, 2007 the name was changed to Magma Shrachi Finance Ltd. after its merger with Shrachi Infrastructure Finance Ltd. and then to Magma Fincorp Ltd. as on July 31, 2008.
- ❖ Originally registered with Reserve Bank of India (RBI) as a Deposit - Taking NBFC, converted into Non-Deposit taking company on 9th August, 2004. Further, classified as "Systemically Important Non Deposit Taking NBFC-Asset Financing Company" i.e. SI-ND-NBFC-AFC by RBI on 14th March, 2007.
- ❖ Since then, Magma has emerged over the last decade and-a-half as one of India's largest non-banking financial companies & is today One of the fastest growing financial services company in India.
- ❖ Magma has a proven track record in carrying out successful M&A pursuing inorganic growth, in addition to organic growth of branches and products.
- ❖ Magma is headquartered in Kolkata (India) and registered with the Reserve Bank of India.
- ❖ MFL has a track record of growth built on strong distribution network, strong customer relationship and strong risk management capabilities. It has also established an uninterrupted track record of profit making and dividend paying company.
- ❖ Has an extensive Pan India branch network of over 301+ branches across rural and semi urban India with a retail client base of over 900000.
- ❖ Today, MFL is one of the formidable forces to reckon in retail asset financing with a significant presence throughout the country with conscious presence in semi-urban and rural India.
- ❖ It is represented by a qualified team of 8989 Magmites.

**Business Overview**

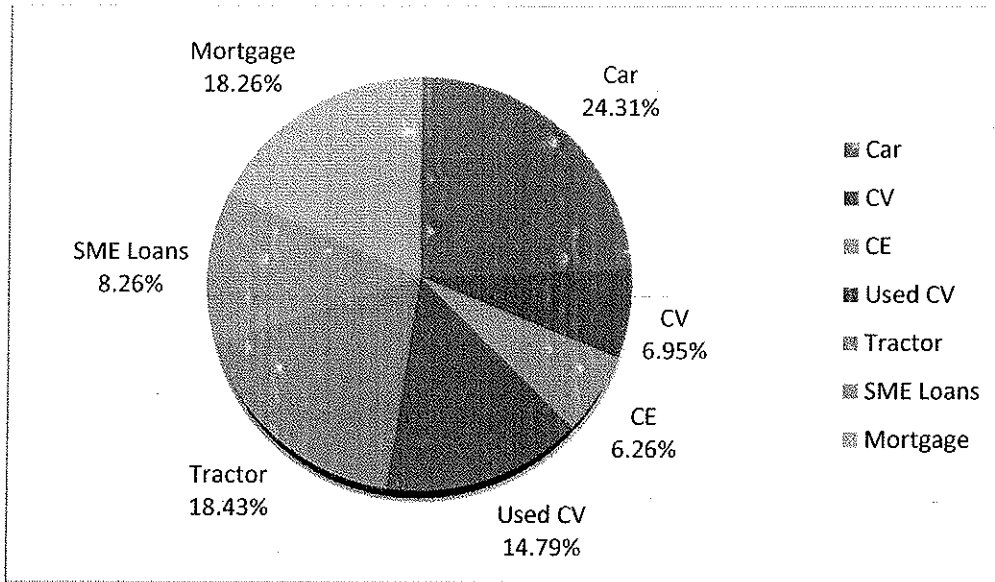
Magma Fincorp Limited ("Magma") is a non-deposit taking non-banking finance company (NBFC), registered with the Reserve Bank of India (RBI) as an Asset Finance Company. The Company provides a bouquet of financial products including financing of New and Used Vehicles (Utility Vehicles & Cars, Commercial Vehicles & Construction Equipment), Tractors and SME Loans. It also operates in Housing Finance (Home Loans, Loans Against Property & Construction Finance Loans) and General Insurance business, either directly or through its subsidiary or associates concerns.

The Company follows a customer centric approach, offering the customer with a bouquet of products so as to fulfill his diverse financial needs, at various stages of his life time. The Company's approach towards customers is centred around investing early into customers (i.e. first time buyers or under banked customers) by aligning the business processes to specialize in customer's specific business needs. The same is supported by a robust recovery system based on customer behaviour, servicing the customers through its branches, a call-centre as also through the web, and designing and developing products and processes based on customer feedback. The entire Origination, Under-writing, Customer Service and the Recoveries processes are aligned to cater to the disenfranchised segment.



➤ **Assets Under Management (“AUM”):**

As at Dec 31, 2017 the Company’s AUMs stood at approx. Rs 15252 Crores. The segment wise breakup of the AUM was as under:

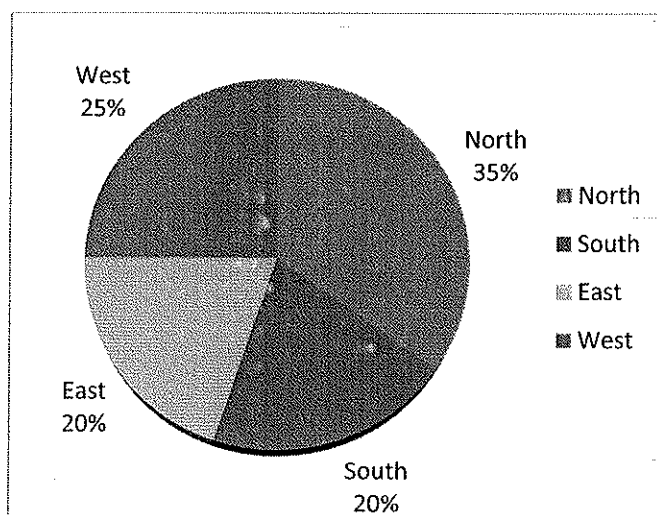


(The above figures include on balance sheet & off balance sheet assets on a consolidated basis)

➤ **Network of Branches:**

The company has a network of 301 branches spread across the country. The company mainly focused in the rural areas (30%) & (70%) in urban and semi urban areas.

**Region Wise Distribution**

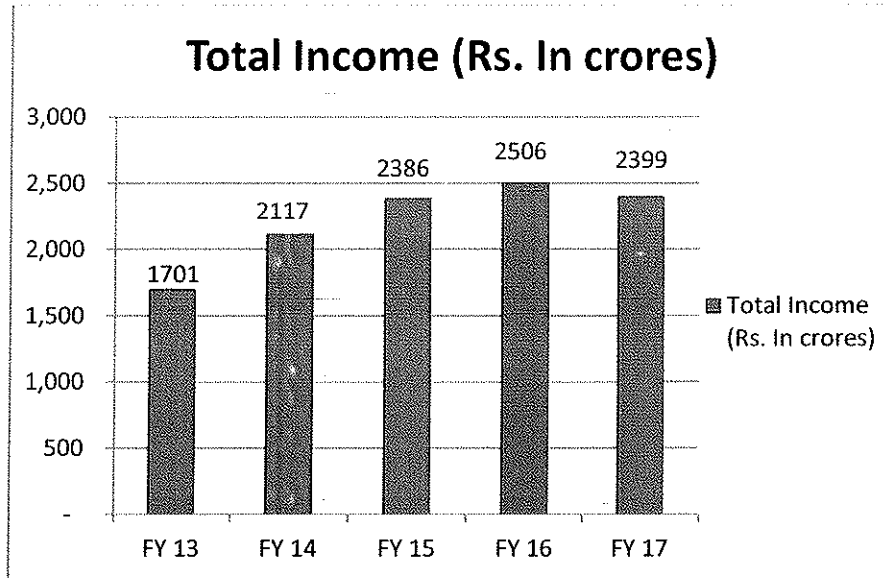


*For Private Circulation Only*

➤ **GROWTH STORY**

Growth Story of the Company for the past Five Year: MFL is today the one of the fastest growing NBFCs in India.

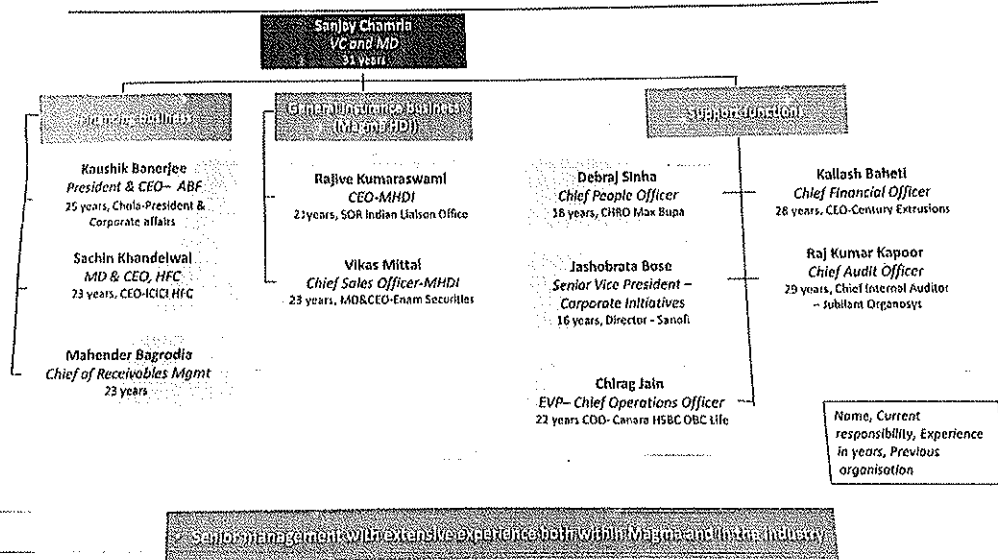
**Gross Income**



b) Corporate Structure

Organisation Structure – Magma

Management Team



HR Cornerstones: Quality Talent Acquisition | Meritocracy, Reward & Recognition | Training & Development | Employee Satisfaction & Engagement



**c) Details of Subsidiary Companies of the Issuer**

**a) Magma ITL Finance Ltd.**

Magma ITL Finance Limited ('MITL') was a joint venture between Magma Fincorp Limited, and International Tractors Limited, manufacturers of 'Sonalika' brand of tractors. In Q2FY 18, MITL became 100% subsidiary of Magma on acquisition of 26% stake from ITL. The Board has approved the scheme of amalgamation between Magma ITL Finance Ltd and Magma Fincorp Ltd and the scheduled date for meeting was 17<sup>th</sup> February 2018.

The company was incorporated on 1st November 2007 under the Companies Act 1956, and received its certificate of Registration from RBI for commencing its business activities as Non Deposit taking NBFC on 13th March 2008.

➤ **Business Overview**

The vision of the company is to provide funding to the farming community all over the country for purchase of Sonalika tractors and other equipment which they need for agriculture and allied purpose and also extend allied services like insurance etc. which they are currently not served well.

The company registered a profit of Rs. 12.03 crores during the nine months ended Dec 17 vs a loss of Rs. 2.71 cr during the nine months ended Dec 16 and a loss of Rs. 29.69 crores in FY 16-17.

➤ **Network of Branches:**

MITL operates through 188 branches across the country as of 31st March 2017

**b) Magma Housing Finance Limited (Formerly Magma Housing Finance (A Public Company with Unlimited Liability))\***

Magma Housing Finance Limited (earlier known as GE Money Housing Finance) is the housing-finance arm of Magma Group. It was incorporated on 21 April 2004 in Delhi, India to carry on the business of housing finance. The Company was registered as a "Non-deposit taking Housing Finance Company" with the National Housing Bank (NHB) in October 2004. The Company commenced business operations in November 2004.

Magma Fincorp Ltd, through its wholly owned subsidiary, Magma Advisory Services Ltd. (MASL), acquired the entire shareholding of GE Money Housing Finance (GEMHF). The acquisition of the business was completed on 11th February 2013. The acquisition has allowed Magma group to leverage its strong branch presence in the rural and semi-urban markets and offering its customers various funding options under one roof.

➤ **Business Overview**

The Company started new loans origination, under the Magma management from June, 2013. It offers Home Loans for residential, commercial and plot purchase as also Loan against property, besides some Construction Finance to builders and developers. The Company has assets under management of Rs. 1778 Cr as at 31<sup>st</sup> December 2017, which includes both the new loans origination and the acquired assets through the takeover of GE Money Housing Finance and Loan Against Property portfolio buyout of GE Money Financial Services Private Limited.

The company registered a PAT of Rs. 21.75 cr during nine months ended Dec 17 vs PAT of Rs. 33.74 cr in FY 16-17.

➤ **Network of Branches:**

MFL's existing distribution and branch reach has been leveraged to reach out to smaller markets and focus on customer segments with informal income and the company has started lending in 218 branches as on 30<sup>th</sup> September 2017.



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### **Details of Joint Venture of the Issuer Company**

#### **a) Magma HDI General Insurance Company Limited**

The Company has a Joint Venture Agreement with HDI-Gerling Industries Versicherung AG, for General Insurance business in India in the name of Magma HDI General Insurance Company Limited (the "JV Company"). The JV Company had commenced commercial operations of General Insurance business in India from 1st October 2012. Magma Fincorp Limited directly holds 31.33% of the equity share capital of Magma HDI as on 31<sup>st</sup> March, 2017.

#### **➤ Business Overview**

The company registered profit of Rs. 4.44 cr during nine months ended Dec 17 vs Rs. 4.58 cr during nine months ended Dec 16 and a profit of Rs. 6.30 cr in FY 16-17.



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**C. Directors of the Issuer as on 31<sup>st</sup> December 2017:**

*a) Details of the current Directors of the Company as on 31<sup>st</sup> December 2017:*

Sr. No.	Name, Designation, DIN and Occupation	Age	Address	Directorship of the company since	Details of other Directorship
1	Mr. Mayank Poddar Whole Time Director 00009409 Business	63	"Park Centre" 9th Floor, 24, Park Street, Kolkata – 700 016	18/12/1978	<ul style="list-style-type: none"> <li>a) Mask Corp. USA (Company incorporated in USA)</li> <li>b) Magma HDI General Insurance Company Limited</li> <li>c) Magma ITL Finance Limited</li> <li>d) Magma Housing Finance Limited {(Formerly Magma Housing Finance (A Public Company with Unlimited Liability))}</li> <li>e) Magma Advisory Services Limited</li> <li>f) Fluence Advisory Services Limited</li> <li>g) Jaguar Advisory Services Pvt. Ltd</li> <li>h) Celica Developers Pvt. Ltd</li> <li>i) Microfirm Capital Pvt. Ltd</li> </ul>
2	Mr. Sanjay Chamria Vice Chairman & Managing Director 00009894 Service	53	22/1 Belvedere Road, Kolkata-27	28/09/1993	<ul style="list-style-type: none"> <li>a) Magma ITL Finance Limited</li> <li>b) Magma HDI General Insurance Company Limited</li> <li>c) Magma Housing Finance Limited {(Formerly Magma Housing Finance (A Public Company with Unlimited Liability))}</li> <li>d) Fluence Advisory Services Limited</li> <li>e) Finance Industry Development Council</li> <li>f) Magma Consumer Finance Private Ltd</li> <li>g) Microfirm Capital Pvt. Ltd</li> <li>h) Jaguar Advisory Services Pvt. Ltd</li> <li>i) Celica Developers Pvt. Ltd</li> </ul>





**For Private Circulation Only**

Sr. No.	Name, Designation, DIN and Occupation	Age	Address	Directorship of the company since	Details of other Directorship
3	Mr. Narayan K Seshadri Chairman and Director 00053563 Financial Consultant	60	Flat No. 10, 7th Floor, Skylark Co-operative Housing Society Ltd. Little Gibbs Road, Malabar Hill, Mumbai 400 006	31/10/2006	a) PI Industries Limited b) Kalpataru Power Transmission Limited c) Wabco India Limited d) Astrazeneca Pharma India Limited e) SBI Capital Markets Limited f) TVS Investments Private Limited g) Radiant Life Care Private Limited h) IRIS Business Services Limited i) Halcyon Resources & Management Pvt. Ltd j) A2O Software India Pvt Ltd k) Halcyon Enterprises Private Limited l) Tranzmute Capital & Management Private Ltd m) Lindner Investments Limited, BVI* n) Indrise Investments * o) TVS Electronics Limited p) TVS Wealth Private Limited q) Clearing Corporation of India Limited r) KKR ARC India Private Limited s) Secural S.A* t) ERLPhase Power Technologies Limited u) Halcyon Finance & Capital Advisors Pvt. Ltd v) Kritdeep Properties Private Limited *Foreign Companies
4	Mr. Nabankur Gupta Director 00020125 Business	68	11 Jayshree, 75 Worli Seaface, Mumbai- 400 025	22/10/2008	a) Raymond Limited b) J.K.Helene Curtis Limited c) Cravatex Limited d) Pritish Nanady Communications Limited e) PNC Wellness Limited f) VIP Industries Limited g) Videocon d2h Limited h) Blueocean Capital and Advisory Services Pvt Ltd i) Quantum Advisors Private Limited j) Gomukhi Indus Capital Advisory Pvt Ltd
5	Mr. Satya Brata Ganguly Director 00012220 Financial Consultant	74	16B Minto Park, 13 D L Khan Road, Kolkata 700027	16/07/2010	a) West Bengal Industrial Development Corp Ltd. b) Paharpur Cooling Towers Ltd. c) Emami Ltd. d) Sucharita Printers Pvt Ltd e) Magma ITL Finance Ltd f) Rupa & Co Ltd



**For Private Circulation Only**

Sr. No.	Name, Designation, DIN and Occupation	Age	Address	Directorship of the company since	Details of other Directorship
6	Mr. Sanjay Omprakash Nayar Director 00002615 Company Director	56	Flat No. 9, The Rushilla Co-op Housing Society Limited, 17/C Carmichael Road, Mumbai – 400 026	01/07/2011	a) KKR India Advisors Private Limited b) KKR India Financial Services Private Limited c) Coffee Day Enterprises Limited d) Coffee Day Global Limited e) Pratham Education Foundation f) Indian School of Business g) Valleyview Probuild Pvt Ltd h) Grameen Capital India Private Limited i) Heritage View Developers Private Limited j) Pratham Institute for Literacy Education & Vocational Training k) Grameen Capital Investment Advisors Pvt Ltd l) Sea View Probuild Pvt Ltd m) Sealink View Probuild Pvt Ltd n) Apollo Hospitals Enterprise Ltd o) Seynse Technologies Private Limited p) Avendus Capital Pvt Ltd q) Max Financial Services Limited r) Epimoney Private Limited s) Bharti Infratel Limited t) KKR Capital Markets India Private Limited
7	V K Viswanathan Independent Non Executive Director 01782934 Service	66	Apt #F-01, First Floor, Legacy Caldera, #56, SRT Road, Cunningham Cross Road, Bangalore – 560052, Karnataka	13/08/2016	a) Bosch Limited b) Bharti Airtel Ltd c) HDFC Standard Life Insurance Company Ltd d) Century Metal Recycling Pvt Ltd e) K S B Pumps Ltd f) Transunion Cibil Limited g) Magma HDI General Insurance Company Limited h) United Spirits Limited
8	Madhumita Dutta Sen	58	4429, Fessenden St, NW, Washington, DC 20016 United States of America	29/08/2017	NIL

The Company certifies that none of its Directors are appearing on the RBI/ ECGC defaulters list.

**b) Brief profile of the Board of Directors and Management of the Company**

**Brief particulars of Board of Directors of the Company**

➤ **Mr. Mayank Poddar**

Mr. Poddar provides strategic guidance in framing business policies and directs corporate governance at Magma. He is a commerce graduate and one of the promoters of the Company.



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- **Mr. Sanjay Chamria**  
Mr. Chamria steers policy formation, strategic planning and its execution for Magma. He is a chartered accountant. He has represented the Banking, Financial Services and Insurance (BFSI) and Non-Banking Financial Company (NBFC) industries at various platforms. He is one of the promoters of the Company.
- **Mr. Sanjay Omprakash Nayar**  
Mr. Nayar is the CEO and Country Head of Kohlberg Kravis Roberts & Co (KKR) in India. He is a science graduate, who also holds a PGDM (Finance) from IIM, Ahmedabad.
- **Mr. Narayan K Seshadri**  
Mr. Seshadri provides strategic guidance in framing corporate strategy, organisational transformation and risk management. He is a Chartered Accountant. He has held leadership positions in companies like Andersen and KPMG gaining immense experience before establishing his business of value management, investment advisory and private equity.
- **Mr. Nabankur Gupta**  
Mr. Gupta has rich experience in marketing, business development and general management. He is a B. Tech and an AMP. Mr. Gupta is the founder of Nobby Brand Architects and Strategic Marketing Consultants. He co-founded Blue Ocean Capital and Advisory Services.
- **Mr. Satya Brata Ganguly**  
Mr. Ganguly serves on the Boards of various reputed Indian companies and public bodies as an Independent Director. A chemical engineer by profession, he is also the Chairman Emeritus of Exide Industries.
- **Mr. V K Viswanathan**  
Mr. Viswanathan is a commerce graduate from Madras University and a chartered accountant from the Institute of Chartered Accountants of India. He is the Chairman of the Board of Directors of Bosch Limited. Prior to this role, Mr. Viswanathan was the Managing Director of Bosch Limited.
- **Ms. Madhumita Dutta-Sen**  
Ms. Madhumita is holding Masters Degree in Commerce from University of Kolkata and has completed her M.Sc in Finance from American University, Washington DC. She has varied knowledge of Global Financial Markets, Portfolio Management and Project Structuring. She focused on projects in Latin America while based in Mexico and has also executed financial markets projects globally.

**Apart from the Board of Directors, the senior management of our Company comprises of the following people**

- **Mr. Kailash Baheti**  
Mr. Baheti is a chartered accountant, company secretary and a cost and management accountant. He heads the finance function of the Company as the Chief Financial Officer. He handles all aspects of finance (treasury, investor relations, accounts, tax and corporate legal matters).
- **Mr. Kaushik Banerjee**  
Mr. Banerjee has over 25 years of experience in India's retail financing sector. He completed his degree in commerce from Sydenham College of Commerce and Economics, Mumbai and MBA (marketing) from the Asian Institute of Management Manila, Philippines. He has handled leadership roles in companies like Esanda Finanz (a subsidiary of Grindlays Bank) and Cholamandalam Finance. At Magma, he is responsible for the profitable growth of the asset financing business of the group.
- **Mr. Jashobrata Bose**  
Mr. Bose leads enterprise-wide strategic initiatives across Magma's businesses. He is a mechanical engineer from BITS, Pilani and holds an MBA in Marketing Management from XLRI, Jamshedpur. He has over 15 years of rich industry experience across blue-chip companies like Hindustan Unilever, ITC, Accenture and Sanofi, with roles spanning in the areas of business performance transformation, change management and nurturing new business growth opportunities.



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- **Mr. Debraj Sinha**  
Mr. Sinha completed his master's degree in personnel management from Symbiosis Institute of Business Management (SIBM), Pune. Over the years, he has gathered rich experience in diverse areas of Human Resource Management and handled multiple roles in insurance, asset management, and investment banking sectors. Prior to Magma, he has handled leadership roles with organisations like, Max Life and Hewitt Associates.
- **Mr. Mahender Bagrodia**  
Mr. Bagrodia is a fellow member of the Institute of Chartered Accountants of India (ICAI). Over the past 16 years in Magma, he has been instrumental in developing the Company's operations across India. Currently, his role involves collections management.
- **Mr. Raj Kumar Kapoor**  
Mr. Kapoor is responsible for Magma's 'third line of defence'. He is a chartered accountant and a certified internal auditor. His role in Magma involves providing assurance on internal controls with periodic review of internal control designs and their operative effectiveness.
- **Mr. Rajive Kumaraswami**  
A fellow member of the Institute of Chartered Accountants of India and an associate member of the Institute of Cost Accountants India, Mr. Kumaraswami has vast experience in the financial sector, spanning 23 years. He has been involved with the insurance industry. Prior to Magma, Mr. Kumaraswami was with SCOR SE, the fifth largest reinsurer in the world, wherein he served as the chief representative for the Indian subcontinent.
- **Mr. Vikas Mittal**  
Mr. Mittal is a chartered accountant and a cost and management accountant. He has more than 20 years of experience in banking and finance – retail banking, wealth management, lending and general insurance. Besides, his experience spans institutional and retail equity brokerage
- **Chirag Jain**  
Mr. Jain has over 23 years of extensive experience in the financial services sector. He is an alumnus of IIT, Delhi and IIM, Ahmedabad. He has worked in banking and insurance sectors extensively. In his years of experience, he has been primarily involved in developing strategic plans for business growth and scaling up. Besides, he has been working on developing infrastructure, market expansion, and technology innovation.
- **Manish Jaiswal**  
Mr. Manish Jaiswal is the CEO of Magma Housing Finance & SME Business. He is an engineer from VNIT, Nagpur and has done his Fast Track General Management from IIM, Bangalore. Mr. Jaiswal has over 25 years of rich corporate experience and joined Magma after a very successful stint with CRISIL where he was spearheading the businesses of Risk Advisory, Research and SME Ratings.



**D. Capital Structure of the Company as on 31<sup>st</sup> December 2017**

**a) SHARE CAPITAL (Rs. In lakhs)**

<b>Authorised</b>		
26,50,00,000	(2013: 22,00,00,000) Equity shares of Rs.2 each	5,300.00
5,43,00,000	(2013: 5,52,00,000) Preference shares of Rs.100 each	54,300.00
		<b>59,600.00</b>

**ISSUED, SUBSCRIBED AND PAID-UP**

**Equity share capital**

23,69,73,672	Equity shares of Rs.2 each, fully paid up.	4739.47
		<b>4739.47</b>

**b) Change in capital structure as on 31<sup>st</sup> December 2017 for the last five years**

**i. Authorised Capital**

Sr. No	Particulars	Year of change
1	Increased from existing share capital to Rs. 596,00,00,000/- divided into 22,00,00,000 Equity Shares of Rs. 2/- each and 5,52,00,000 Preference Shares of Rs. 100/- each	2012
2	Reclassification of existing shares into 26,50,00,000 Equity Shares of Rs. 2/- each and 5,43,00,000 Preference Shares of Rs. 100/- each	2013

**ii. Equity Share Capital**

Date of AGM/EGM	Amount Rs.	Particulars
01/07/2009	122,42,00,000	Allotted to Qualified Institutional Buyers ("QIBs") in the Qualified Institutions Placement under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
05/06/2007	4,546,800	ESOP
15/07/2010	N.A	Sub division of equity shares of Rs. 10 each into 5 equity shares of Rs. 2 each.
05/06/2007	15,316,200	ESOP
21/06/2011	4,387,185,000	Allotted at a premium of Rs.86/- each on Preferential basis under Sec 81(1A) & SEBI (ICDR) Regulations to IFC and Zend.
05/06/2007	1,283,400	ESOP
08/04/2010	500,000,000	Allotted to Microfirm Softwares Private Limited at a premium of Rs. 48/- each on preferential basis under sec 81(1A) & SEBI(ICDR) Regulations arising out of option attached to 1,00,00,000 warrants
05/06/2007	2,469,600	ESOP
05/06/2007	5,754,600	ESOP
05/06/2007	23,31,000	ESOP
05/06/2007	46,72,800	ESOPs
05/06/2007	12,02,400	ESOP
05/06/2007	48,98,700	ESOP
05/06/2007	45,00,000	ESOP



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Date of AGM/EGM	Amount Rs.	Particulars
05/06/2007	13,07,700	ESOP
05/06/2007	9,00,000	ESOP
05/06/2007	2,16,000	ESOP
05/06/2007	22,50,000	ESOP
05/06/2007	18,00,000	ESOP
28/04/2015	500,00,00,076	Allotted at an issue price of Rs. 108/- each including a premium of Rs. 106/- each on Preferential basis under Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 & SEBI (ICDR) Regulations to Zend Mauritius VC Investments, Ltd, Indium V (Mauritius) Holdings Limited and LeapFrog Financial Inclusion India Holdings Limited.
05/06/2007	14,04,000	ESOP
05/06/2007	28,50,000	ESOP
05/06/2007	9,00,000	ESOP
05/06/2007	54,00,000	ESOP
05/06/2007	15,60,000	ESOP
05/06/2007	8,40,000	ESOP

**iii. PREFERENCE SHARE CAPITAL**

Date of AGM/EGM/	Amount Rs.	Particulars
05/11/2012	36,00,00,000	Private Placement
03/08/2013*	30,00,00,000	Redemption of 5% CNCR Preference Shares of face value of Rs. 30 crores fully paid -up.
17/02/2015*	421,83,980	Redemption of fifth and last installment of Rs. 20/- each of 21,09,199 Nos. 9.70% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each
19 /06/2015*	10,00,00,000	Redemption of 10,00,000 Nos. 9.6% Cumulative Non-Convertible Redeemable Preference Shares (NCPS)
30/06/2015*	25,00,00,000	Redemption of 25,00,000 Nos. 12% Cumulative Non Convertible Redeemable Preference Shares (NCPS)
11/11/2015*	36,00,00,000	Redemption of 36,00,000 Nos. 11% Cumulative Redeemable Non Convertible Preference Shares (CRNCPS)
04/04/2016*	6500999	Redemption of fifth and last installment of Rs. 20/- each of 65,00,999 Nos. Cumulative Non-Convertible Redeemable Preference Shares (CNCRPS) of Rs. 100/- each carrying dividend rate fixed at 6 months US Dollar Libor plus 3.25%

**\*Date of redemption**

**Note: The dates referred to for preference share capital is the date of postal ballot.**



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**c) Capital History of the Issuer**

*i. Details of Equity share capital history as on 31<sup>st</sup> December 2017:*

*Rs. In crores.*

Date of allotment	No. of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Exercise Price	Consideration (Rs.)	Consideration in cash or other than cash, details as applicable (Rs.)	Cumulative			Nature of Allotment	Remarks
							No. of equity shares	Paid Up Equity Capital	Equity share premium (Rs.)		
12/01/79	200	10	10	N.A	2,000	N.A	200	2,000	Nil	Allotted in cash	Nil
03/08/79	7,800	10	10	N.A	78,000	N.A	8000	80,000	Nil	Allotted in cash	Nil
23/08/80	3,000	10	10	N.A	30,000	N.A	11,000	1,10,000	Nil	Allotted in cash	Nil
14/11/80	69,000	10	10	N.A	6,90,000	N.A	80,000	8,00,000	Nil	Allotted in cash	Nil
13/04/81	1,20,000	10	10	N.A	12,00,000	N.A	2,00,000	20,00,000	Nil	Allotted in Cash (Public Issue during 1980-81 vide Prospectus dated 10th December, 1981	Nil
04/03/89	39,54,500	10	N.A	N.A	N.A	N.A	41,54,500	4,15,45,000	Nil	Allotted to the Shareholders of Calcutta Credit Corporation Limited pursuant to Scheme of Amalgamation (SOA) vide Hon'ble Calcutta High Court Order dated 17th November 1988	Nil
21/08/93	13,70,900	10	N.A	N.A	N.A	N.A	55,25,400	5,52,54,000	N.A	Allotted to the Shareholders of erstwhile Magma Leasing Limited pursuant to SOA vide Hon'ble Calcutta High Court Order dated 21st August, 1993	Nil
21/08/93	7,50,000	10	N.A	N.A	N.A	N.A	62,75,400	6,27,54,000	N.A	Allotted to the Shareholders of erstwhile ARM Leasing Limited pursuant to the SOA vide Hon'ble Calcutta High Court Order dated 21st August, 1993	Nil



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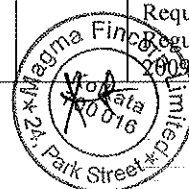
Date of allotment	No. of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Exercise Price	Consideration (Rs.)	Consideration in cash or other than cash, details as applicable (Rs.)	Cumulative			Nature of Allotment	Remarks
							No. of equity shares	Paid Up Equity Capital	Equity share premium (Rs.)		
10/05/95	25,10,160	10	20	20	5,02,03,200	N.A	87,85,560	8,78,55,600	2,51,01,600	Allotted at a premium of Rs.10/- each on conversion of Part 'A' of PCDs of Rs.40/- each offered on Rights basis to the existing Shareholders vide Letter of Offer dated 30th January 1995	Nil
19/07/95	N.A	N.A	N.A	N.A	(40,00,000)	N.A	N.A	N.A	2,11,01,600	Utilisation of Securities Premium against allotment of FCDs to Allahabad Bank at a discount of Rs. 10/- each	Nil
19/07/97	24,15,458	10	20.70	N.A	4,99,99,980.60	N.A	1,12,01,018	11,20,10,180	4,69,47,000	Allotted on conversion of 4,00,000 Nos.12.25% Secured FCDs of Rs.125/- each to Allahabad Bank, I.F. Br., Cal.	Nil
20/08/01	1,73,974	10	N.A	N.A	N.A	N.A	1,13,74,992	11,37,49,920	4,69,47,000	Allotted to the Shareholders of erstwhile Consortium Finance Limited pursuant to SOA vide Hon'ble High Court Orders dated 27th March, 2001 and 21st May, 2001 approved by Hon'ble High Courts at Calcutta and Delhi respectively	Nil
05/08/05	30,17,000	10	96	N.A	28,96,32,000	N.A	1,43,91,992	14,39,19,920	30,64,09,000	Allotted in cash at a premium of Rs.86/- each on Preferential basis	Nil
05/08/05	N.A	N.A	N.A	N.A	(1,28,45,234)	N.A	N.A	N.A	29,35,63,766	Utilisation of Securities Premium against share Issue expenses.	Nil





*For Private Circulation Only*

Date of allotment	No. of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Exercise Price	Consideration (Rs.)	Consideration in cash or other than cash, details as applicable (Rs.)	Cumulative			Nature of Allotment	Remarks
							No. of equity shares	Paid Up Equity Capital	Equity share premium (Rs.)		
04/08/06	2,537,772	10	180	N.A	45,67,98,960	N.A	1,69,29,764	16,92,97,640	72,49,85,006	Allotted in cash at a premium of Rs.170/- each on preferential basis	Nil
04/08/06	N.A	N.A	N.A	N.A	(2,39,37,994)	N.A	N.A	N.A	74,89,23,000	Utilisation of Securities Premium against share Issue expenses.	Nil
08/05/07	32,33,076	10	N.A	N.A	3,23,30,760	N.A	2,01,62,840	20,16,28,400	74,89,23,000	Under Scheme of Amalgamation of Shrachi Infrastructure Finance Ltd ,the shareholders of Shrachi were allotted equity shares of Magma Leasing Ltd.	Nil
04/02/08	16,14,300	10	200	N.A	32,28,60,000	N.A	2,17,77,140	21,77,71,400	1,05,56,40,000	Allotted upon conversion of 30,00,000 5% Optionally Convertible Preference Shares (OCPS) of Rs 100/- each to the holders to OCPS	Nil
04/02/08	N.A	N.A	N.A	N.A	(2,71,10,000)	N.A	N.A	N.A	1,02,85,30,000	Utilisation of Premium against Conversion of 5% Cumulative Optionally Convertible Redeemable Preference Shares "OCPS" of Rs. 100 each and Share Issue Expenses	Nil
12/05/10	40,67,220	10	301	N.A	1,22,42,33,220	N.A	2,58,44,360	25,84,43,600	2,21,20,91,000	Allotted to Qualified Institutional Buyers ("QIBs") in the Qualified Institutions Placement under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations,	Nil



**For Private Circulation Only**

Date of allotment	No. of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Exercise Price	Consideration (Rs.)	Consideration in cash or other than cash, details as applicable (Rs.)	Cumulative			Nature of Allotment	Remarks
							No. of equity shares	Paid Up Equity Capital	Equity share premium (Rs.)		
25/05/10	25,260	10	251.65	180	45,46,800	N.A	2,58,69,620	25,86,96,200	2,21,81,96,000	ESOP (251.65 is the grant price and 180 is the issue price, balance is adjusted with Share premium account)	Nil
17/08/10	12,93,48,100	2	NA	N.A	NA	N.A	12,93,48,100	25,86,96,200	2,21,81,96,000	Subdivision of equity shares of '10 each into 5 equity shares of Rs. 2 each.	Nil
19/11/10	4,25,450	2	50.33	36	1,53,16,200	N.A	12,97,73,550	25,95,47,100	2,23,87,58,000	ESOP (50.33 is the grant price and 36 is the issue price, balance is adjusted with Share premium account)	Nil
19/11/10	N.A	N.A	N.A	N.A	(4,58,46,595)	N.A	N.A	N.A	2,19,29,11,000	Utilisation of Securities Premium against share Issue expenses.	Nil
30/06/11	4,98,54,375	2	88	N.A	4,38,71,85,000	N.A	17,96,27,925	35,92,55,850	6,48,03,87,000	Allotted at a premium of Rs. 86/- each on Preferential basis under Sec 81(IA) & SEBI (ICDR) Regulations to IFC and Zend	Nil
29/07/11	35,650	2	50.33	36	12,83,400	N.A	17,96,63,575	35,93,27,150	6,48,21,10,000	ESOP (50.33 is the grant price and 36 is the issue price, balance is adjusted with Share premium account)	Nil
28/10/11	1,00,00,000	2	50	N.A	50,00,00,000	N.A	18,96,63,575	37,93,27,150	69,62,11,000	Allotted to Microfirm Softwares Private Limited at a premium of '48/- each on preferential basis under sec 81(IA) & SEBI (ICDR) Regulations arising out of option attached to 1,00,00,000 warrants	Nil
25/11/11	68,600	2	50.33	36	24,69,600	N.A	18,97,32,175	37,94,64,350	6,96,54,26,000	ESOP(50.33 is the grant price and 36 is the issue price,	Nil



**For Private Circulation Only**

Date of allotment	No. of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Exercise Price	Consideration (Rs.)	Consideration in cash or other than cash, details as applicable (Rs.)	Cumulative			Nature of Allotment	Remarks
							No. of equity shares	Paid Up Equity Capital	Equity share premium (Rs.)		
										balance is adjusted with Share premium account)	
25/11/11	N.A	N.A	N.A	N.A	(8,38,79,739)	N.A	N.A	N.A	6,88,15,46,000	Utilisation of Securities Premium against share Issue expenses.	Nil
07/08/12	1,59,850	2	50.33	36	57,54,600	N.A	18,98,92,025	37,97,84,050	6,88,92,71,000	ESOP(50.33 is the grant price and 36 is the issue price, balance is adjusted with Share premium account)	Nil
30/11/12	64,750	2	50.33	36	23,31,000	N.A	18,99,56,775	37,99,13,550	6,89,24,01,000	ESOP(50.33 is the grant price and 36 is the issue price, balance is adjusted with Share premium account)	Nil
24/07/13	1,29,800	2	50.33	36	46,72,800	N.A	19,00,86,575	38,01,73,150	6,89,86,74,000	ESOP(50.33 is the grant price and 36 is the issue price, balance is adjusted with Share premium account)	Nil
03/08/13	N.A	N.A	N.A	N.A	(15,90,00,000)	N.A	N.A	N.A	6,73,96,74,000	Utilisation of Premium against redemption of 5% CNCR Preference Shares of face value of Rs.100/- each fully paid - up on	Nil
06/12/13	33,400	2	50.33	36	12,02,400	N.A	19,01,19,975	38,02,39,950	6,74,12,88,000	ESOP(50.33 is the grant price and 36 is the issue price, balance is adjusted with Share premium account)	Nil
30/07/14	1,36,075	2	50.33	36	48,98,700	N.A	19,02,56,050	38,05,12,100	6,74,78,64,505	ESOP(50.33 is the grant price and 36 is the issue price, balance is adjusted with Share premium account)	Nil
30/07/14	60,000	2	58.75	60	36,00,000	N.A	19,03,16,050	38,06,32,100	6,75,13,44,505	ESOP(issued at a price of Rs. 60 each)	Nil
30/07/14	15,000	2	70.75	60	9,00,000	N.A	19,03,31,050	38,06,62,100	6,75,23,75,755	ESOP(issued at a price of Rs. 60 each)	Nil



**For Private Circulation Only**

Date of allotment	No. of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Exercise Price	Consideration (Rs.)	Consideration in cash or other than cash, details as applicable (Rs.)	Cumulative			Nature of Allotment	Remarks
							No. of equity shares	Paid Up Equity Capital	Equity share premium (Rs.)		
05/11/2014	36,325	2	50.33	36	13,07,700	N.A	19,03,67,375	38,07,34,750	6,75,41,31,342	ESOP(issued at a price of Rs. 36 each)	Nil
05/11/2014	15,000	2	58.75	60	9,00,000	N.A	19,03,82,375	38,07,64,750	6,75,50,01,342	ESOP(issued at a price of Rs. 60 each)	Nil
03/02/2015	6,000	2	50.33	36	2,16,000	NA	19,03,88,375	38,07,76,750	6,75,52,91,322	ESOP(issued at a price of Rs. 36 each)	Nil
03/02/2015	22,500	2	58.75	60	13,50,000	NA	19,04,10,875	38,08,21,750	6,75,65,96,322	ESOP(issued at a price of Rs. 60 each)	Nil
03/02/2015	15,000	2	100	60	9,00,000	N.A	19,04,25,875	38,08,51,750	6,75,80,66,322	ESOP(issued at a price of Rs. 60 each)	Nil
24/04 2015	30,000	2	100	60	1800000	N.A.	19,04,55,875	38,09,11,750	6761006322	ESOP(issued at a price of Rs. 60 each)	Nil
8/05/2015	4,62,96,297	2	108	-	5,00,00,00,076	N.A	23,67,52,172	47,35,04,344	11668413804	Allotted at a issue price of Rs. 108/- each including a premium of Rs. 106/- each on Preferential basis to Zend Mauritius VC Investments, Ltd, Indium V ( Mauritius) Holdings Limited and LeapFrog Financial Inclusion India Holdings Limited.	
19/06/15	N.A	N.A	N.A	N.A	NA	N.A	N.A	N.A	11693413804	Utilisation of Premium against redemption of 9.60% CNCR Preference Shares of face value of Rs.100/- each fully paid –up on 19 <sup>th</sup> June 2015	Nil
-	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	11570540000	Utilisation of Securities Premium against share Issue expenses.	Nil
31/07/2015	14000	2	50.33	36	504000	N.A	236766172	473532344	11571216620	ESOP(issued at a price of Rs. 36 each)	Nil
31/07/2015	15000	2	58.75	60	900000	N.A	236781172	473562344	11572086620	ESOP(issued at a price of Rs. 60 each)	Nil
08/02/2016	10000	2	58.75	60	600000	NA	236791172	473582344	11522666620	ESOP(issued at a price of Rs. 60 each)	Nil



*For Private Circulation Only*

Date of allotment	No. of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Exercise Price	Consideration (Rs.)	Consideration in cash or other than cash, details as applicable (Rs.)	Cumulative			Nature of Allotment	Remarks
							No. of equity shares	Paid Up Equity Capital	Equity share premium (Rs.)		
08/02/2016	15000	2	100.00	60	900000	NA	236806 172	473612 344	115241 36620	ESOP(issued at a price of Rs. 60 each)	Nil
08/02/2016	22500	2	65.70	60	1350000	NA	236828 672	473657 344	11,525, 569,870	ESOP(issued at a price of Rs. 60 each)	Nil
26/04/2016	15000	2	70.75	60	900000	NA	236843 672	473687 344	11,52,6 6,01,12 0	ESOP(issued at a price of Rs. 60 each)	Nil
13/08/2016	15000	2	58.75	60	900000	NA	236858 672	473717 344	115274 71120	ESOP(issued at a price of Rs. 60 each)	Nil
13/08/2016	37500	2	58.75	60	2250000	NA	236896 172	473792 344	115296 46120	ESOP(issued at a price of Rs. 60 each)	Nil
13/08/2016	15000	2	79.80	60	900000	NA	236911 172	473822 344	115308 13120	ESOP(issued at a price of Rs. 60 each)	Nil
13/08/2016	22500	2	65.90	60	1350000	NA	236933 672	473867 344	115322 50870	ESOP(issued at a price of Rs. 60 each)	Nil
08/02/2017	20,000	2	58.75	60	12,00,000	NA	236953 672	473907 344	115334 10870	ESOP(issued at a price of Rs. 60 each)	Nil
08/02/2017	6000	2	100.00	60	360000	NA	236959 672	473919 344	115339 98870	ESOP(issued at a price of Rs. 60 each)	Nil
10/05/2017	10000	2	57.25	60	6,00,000	NA	236969 672	473939 344	115845 78870	ESOP(issued at a price of Rs. 60 each)	Nil
10/05/2017	4000	2	100.00	60	2,40,000	NA	236 973672	473947 344	115849 70870	ESOP(issued at a price of Rs. 60 each)	Nil
01/04/2017									132183 03870	Addition to Securities Premium due to merger of MFL with MASL w.e.f 1 <sup>st</sup> April 2017 approved vide order dated 15 <sup>th</sup> Jan 2018	Nil

value of Rs. 2/- each

**ii. Preference Share Capital as on 31<sup>st</sup> December 2017:**

Date of Allotment	Number of Preference Shares	Face Value (Rs)	Issue Price (Rs)	Consideration	Reasons for Allotment	Cumulative Paid Up Preference Capital (Rs. Crores)
12.03.2001	4,00,000	100	100	4,00,00,000	Private placement	4
29.06.2001	6,00,000	100	100	6,00,00,000	Private placement	10
07.11.2001	6,00,000	100	100	6,00,00,000	Private placement	16



**For Private Circulation Only**

Date of Allotment	Number of Preference Shares	Face Value (Rs)	Issue Price (Rs)	Consideration	Reasons for Allotment	Cumulative Paid Up Preference Capital (Rs. Crores)
	4,00,000	100	100	4,00,00,000	Redemption of 4,00,000 shares	12
17.02.2006	21,09,199 #	100	100	21,09,19,900	Private Placement	0 (after redemption of Rs. 100/- till 17 2 15)
	6,00,000	100	100	6,00,00,000	Redemption of 6,00,000 shares	6
04.08.2006	30,00,000	100	100	30,00,00,000	Private Placement	36
04.08.2006	30,00,000	100	100	30,00,00,000	Private Placement	66
	6,00,000	100	100	6,00,00,000	Redemption of 6,00,000 shares	60
26.03.2007	65,00,999 ##	100	100	65,00,99,900	Private Placement	73
04.02.2008	30,00,000	100	200	Conversion of 30,00,000 Preference shares into 16,14,300 Equity Shares as per the terms of issue	Private Placement	43
19.06.2010	10,00,000	100	100	10,00,00,000	Private placement	53
30.06.2010	25,00,000	100	100	25,00,00,000	Private Placement	78
12.11.2012	36,00,000	100	100	36,00,00,000	Private Placement	114
04.08.2013	30,00,000	100	100	(30,00,00,000)	Redemption	84
*19.06.2015	10,00,000	100	100	(10,00,00,000)	Redemption	74
**30.06.2015	25,00,000	100	100	(25,00,00,000)	Redemption	49
***11.11.2015	36,00,000	100	100	(36,00,00,000)	Redemption	13
****04.04.2016	65,00,999	20	100	(198420000)	Redemption	

Note:-# Full redemption of fifth and final instalment of Rs. 20 each per share on 17/02/2015 as per the terms of issue.

##Reduced to Rs. 20 per share upon redemption of 4th instalment of Rs. 20/- each per share on 01/04/2015 as per the terms of issue

\*fully Redeemed on 19 June 2015 as per the terms of issue.

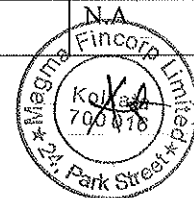
\*\* Fully Redeemed on 30 June 2015 as per the terms of issue.

\*\*\*Fully Redeemed on 11 November 2015 as per terms of issue.

\*\*\*\*Fully Redeemed on 4 April 2016 as per terms of issue.

**d) Details of allotment of equity share and preference share capital in last 1 year:**

Date of Allotment	Equity/Pref share allotted	No. of shares allotted	Price at which shares were allotted	Type of Consideration	Details of consideration if allotment is made for consideration other than cash
24/07/13	Equity	1,29,800	Rs. 36/- per Share	Cash	N.A
06/12/2013	Equity	33,400	Rs. 36/- per Share	Cash	N.A
30/07/14	Equity	1,36,075	Rs. 36/- per Share	Cash	N.A
30/07/14	Equity	75,000	Rs. 60/- per Share	Cash	N.A
06/11/2014	Equity	36,325	Rs. 36/- per Share	Cash	N.A
06/11/2014	Equity	15,000	Rs. 60/- per Share	Cash	N.A
03/02/2015	Equity	6,000	Rs. 36/- per Share	Cash	N.A
03/02/2015	Equity	37,500	Rs. 60/- per Share	Cash	N.A
24/04/2015	Equity	30,000	Rs. 60/- per Share	Cash	N.A



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08/05/2015	Equity	4,62,96,297	Rs. 108/- per share	Cash	N.A.
31/07/2015	Equity	14,000	Rs. 50.33/- per share	Cash	N.A.
31/07/2015	Equity	15,000	Rs. 58.75/- per share	Cash	N.A.
08/02/2016	Equity	47500	Rs. 60/- per share	Cash	N.A.
26/04/2016	Equity	15000	Rs. 60/- per share	Cash	N.A.
13/08/2016	Equity	90,000	Rs. 60/- per share	Cash	N.A.
08/02/2017	Equity	26000	Rs. 60/- per share	Cash	N.A.
10/05/2017	Equity	14,000	Rs. 60/- per share	Cash	N.A.

*Note: There is no fresh allotment of Preference Shares in last 1 year.*

**e) Details of change in directors since last three years**

Name, Designation and DIN	Date of Appointment /Resignation	Director of the Company since (in case of resignation)	Remarks
Ms. Ritva Kaarina Laukkanen Director 06882930	Appointment as Non Executive Director w.e.f. 14.10.2014	-	-
Mr. Neil Graeme Brown Director 01313315	Resignation-06.05.2016	04.08.2006	
Mr. Srenik Singhvi Director 01320619	Resignation-13.08.2016	12.05.2016	
Mr. V K Viswanthan Director 01782934	Appointment as Independent Non Executive Director w.e.f. 13.08.2016		
Ms. Ritva Kaarina Laukkanen Director 06882930	Resignation as Director w.e.f. 15.05.2017	14.10.2014	
Ms. Madhumita Dutta Sen	Appointment as Non – Executive Director w.e.f. 29.08.2017		

**E. Details of the auditors of the Company:**

**a) Details of the auditor of the Company.**

Name	Address	Auditor Since
BSR & Co LLP Statutory Auditor	Maruthi Info-Tech Centre, 11-12/1 Inner Ring Road, Koramangala, Bangalore – 560071	12 <sup>th</sup> December 2011
MKB & Associates Secretarial Auditor	Shantiniketan, 5th Floor, Room No. 511, 8, Camac Street, Kolkata-700 017	Since 8 <sup>th</sup> May 2015





**For Private Circulation Only**

**b) Details of change in Auditor since last three years**

Name	Address	Date of Appointment / Resignation	Auditor of the company since (in case of Resignation)	Remarks
BSR & Co. LLP	Maruthi Info-Tech Centre, 11-12/1 Inner Ring Road, Koramangala, Bangalore – 560071	Appointment 12 <sup>th</sup> December 2011	-	--
S S Kothari & Co.	India Steamship House, 21 Old Court House Street, Kolkata – 700001	Resignation 31.03.2013	23.06.1997	-

**F. Shareholding Pattern of the Company as on last quarter end 31<sup>st</sup> December 2017**

Particulars	Total No of Equity Shares	No of shares in demat form	Total Shareholding as % of total
<b>(A) Shareholding of Promoter and Promoter Group</b>			
<b>(1) Indian</b>			
Individuals / Hindu Undivided Family	481580	481580	0.203%
Bodies Corporate	65270503	65270503	27.543%
<b>Sub Total (A)(1)</b>	<b>65752083</b>	<b>65752083</b>	<b>27.747</b>
<b>(2) Foreign</b>	-	-	-
Individuals (Non-Residents Individuals / Foreign Individuals)	Nil	Nil	Nil
<b>Sub Total (A)(2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>65752083</b>	<b>65752083</b>	<b>27.747%</b>
<b>(B) Public Shareholding</b>	-	-	-
<b>(1) Institutions</b>	-	-	-
Mutual Funds / UTI	7659067	7659067	3.232%
Foreign Portfolio Investors	43786008	43786008	18.477 %
Financial Institutions / Banks	170724	48364	0.072 %
<b>Any Others (Specify)</b>	-	-	-
Foreign Institutional Investors	0	0	0.0%
QFI-Corporate	70495153	70495148	29.748 %
<b>Sub Total (B)(1)</b>	<b>122110952</b>	<b>121988587</b>	<b>51.529%</b>
Central Government/State Government(s)/President of India	Nil	Nil	Nil
<b>Sub-Total (B)(2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>





*For Private Circulation Only*

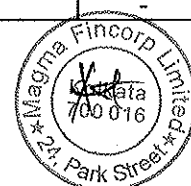
Particulars	Total No of Equity Shares	No of shares in demat form	Total Shareholding as % of total
<b>(3) Non-Institutions</b>	-	-	-
<b>Individuals</b>	-	-	-
Individual shareholders holding nominal share capital up to Rs. 2 lakh	9809715	9003915	4.14 %
Individual shareholders holding nominal share capital in excess of to Rs. 2 lakh	3089308	3089308	1.304 %
<b>Any Others (Specify)</b>	-	-	-
Bodies Corporate	32890785	32862960	13.88 %
NRIs/OCBs	2612257	2612092	1.02%
Trusts	NIL	NIL	NIL
Clearing Members	426236	426236	0.18 %
<b>Sub Total (B)(3)</b>	<b>49110637</b>	<b>48276847</b>	<b>20.724 %</b>
<b>Total Public shareholding (B) = (B)(1) + (B)(2) +(B)(3)</b>	<b>171221589</b>	<b>170265434</b>	<b>72.253 %</b>
<b>Total (A)+(B)</b>	<b>236973672</b>	<b>236017517</b>	<b>100.000%</b>

a) Details of shares pledged or encumbered by the promoters (if any): **NIL**

b) Details of promoters of the Company:

*Details of promoter holding in the company as on the latest quarter end: As on as on 31<sup>st</sup> December 2017*

Srl No.	Name of the shareholder	Total No. of Equity shares	No of shares in demat form	Total Shareholding as a % of total no. of equity shares	No. of shares pledged	%of shares pledged with respect to shares owned
1	Microfirm Softwares Pvt Ltd	34015928	34015928	14.354 %	-	-
2	Celica Developers Pvt Ltd	29434455	29434455	12.421 %	-	-
3	Columbine Decorative & Marketing Private Limited	1820120	1820120	0.768%	-	-
4	Mansi Poddar	285000	285000	0.12 %	-	-
5	Shaili Poddar	125000	125000	0.053 %	-	-
6	Kalpana Poddar	55080	55080	0.023 %	-	-
7	Ashita Poddar	16500	16500	0.007 %	-	-
	<b>TOTAL</b>	<b>65752083</b>	<b>65752083</b>	<b>27.748%</b>	-	<b>0.00%</b>



**For Private Circulation Only**

**G. List of Top 10 shareholders and debentures of the Company**

**a) List of Top 10 equity shares holders of the Company as on last quarter ended: 31<sup>st</sup> December 2017**

Sr. No	Shareholder(s)	Number of Equity Shares	No. of shares in demat form	Total shareholding as Percentage (%) of total number of equity shares
1.	Zend Mauritius VC Investments Ltd	34276629	34276629	14.464
2.	Microfirm Capital Private Limited	34015928	34015928	14.354
3.	Celica Developers Pvt Ltd	29434455	29434455	12.421
4.	India Value Fund V LLP	28255524	28255524	11.923
5.	International Finance Corporation	23000000	23000000	9.706
6.	Lavender Investments Limited	18851431	18851431	7.955
7.	LeapFrog Financial Inclusion India Holdings Limited	13218519	13218519	5.578
8.	Bank Muscat India Fund	8754888	8754888	3.694
9.	ICICI Prudential Banking And Financial Services Fund	4328892	4328892	1.827
10.	KKR Mauritius Direct Investments I Ltd.	3674831	3674831	1.551

**b) List of Top 10 holders of preference shares of the Company as on last quarter ended 31 December 2017- Not Applicable**

**c) List of Top 10 debenture holders (As on 31<sup>st</sup> December 2017)**

SI No.	Name of the debenture holder	Amount (Rs. In Crs)
1	IFC	215
2	Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V. (Fmo)	125
3	Secretary Board Of Trustees Mpeb Employees Provident Fund	110
4	Bangiya Gramin Vikash Bank	62
5	AXIS MF	60
6	Hvpnl Employees Pension Fund Trust	60
7	Bank Of India	50
8	DHFL Pramerica MF	50
9	RRVK	49
10	Syndicate Bank	40



**H. Details of borrowing of the company, as on the latest quarter ended 31<sup>st</sup> December 2017:**

*a) Details of secured loan facilities*

(Rs. in crores)

SL No.	Lenders Name	Type of facility	Amount sanctioned	Amount O/s	Repayment schedule	Repayment Date	Security
1	SIDBI	Secured Term Loans	500.00	23.00	19 quarterly installments	10-Jan-18	Exclusive charge over receivables of the Company
2	IREDA 1	Secured Term Loans	18.00	0.45	40 quarterly installments	31-Mar-18	Windmills
3	IREDA 2	Secured Term Loans	12.22	1.83	40 quarterly installments	30-Jun-19	Windmills
4	IREDA 3	Secured Term Loans	8.15	0.61	40 quarterly installments	30-Sep-18	Windmills
5	IREDA 5	Secured Term Loans	13.38	1.07	36 quarterly installments	30-Sep-18	Windmills
6	SIDBI	Secured Term Loans	90.00	9.42	19 quarterly installments	10-Apr-18	Exclusive charge over receivables of the Company
7	SIDBI	Secured Term Loans	10.00	1.58	19 quarterly installments	10-Aug-18	Exclusive charge over receivables of the Company
8	Canara Bank	Secured Term Loans	100.00	28.56	7 half Yearly Installments	12-Aug-18	Exclusive charge over receivables of the Company
9	Vijaya Bank	Secured Term Loans	200.00	80.00	20 Equal quarterly Installments	30-Dec-19	Exclusive charge over receivables of the Company
10	Allahabad Bank	Secured Term Loans	100.00	50.00	16 Equal quarterly Installments	27-Nov-19	Exclusive charge over receivables of the Company
11	Bank of India	Secured Term Loans	300.00	150.00	16 Equal quarterly Installments	28-Dec-19	Exclusive charge over receivables of the Company
12	ICICI Bank	Secured Term Loans	200.00	50.00	12 Equal quarterly Installments	27-Sep-18	Exclusive charge over receivables of the Company
13	Bank of Baroda	Secured Term Loans	200.00	150.00	16 Equal quarterly Installments	31-Dec-20	Exclusive charge over receivables of the Company
14	United Bank of India	Secured Term Loans	170.00	127.50	16 Equal quarterly Installments	28-Dec-20	Exclusive charge over receivables of the Company
15	State Bank of India	Secured Term Loans	100.00	75.00	16 Equal quarterly Installments	31-Dec-20	Exclusive charge over receivables of the Company
16	Punjab & Sind Bank	Secured Term Loans	100.00	83.33	12 Equal quarterly Installments	31-May-20	Exclusive charge over receivables of the Company
17	Oriental Bank of Commerce	Secured Term Loans	100.00	87.50	16 Equal quarterly Installments	30-Jun-21	Exclusive charge over receivables of the Company
18	Syndicate Bank	Secured Term Loans	200.00	175.00	16 Equal quarterly Installments	22-Sep-21	Exclusive charge over receivables of the Company



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19	Bank of Baroda	Secured Term Loans	300.00	281.25	16 Equal quarterly Installments	27-Sep-21	Exclusive charge over receivables of the Company
20	Catholic Syrian Bank	Secured Term Loans	25.00	25.00	16 Equal quarterly Installments	31-Mar-22	Exclusive charge over receivables of the Company
21	India Bank	Secured Term Loans	100.00	100.00	16 Equal quarterly Installments	19-Jun-22	Exclusive charge over receivables of the Company
22	Oriental Bank of Commerce	Secured Term Loans	200.00	200.00	16 Equal quarterly Installments	25-Sep-22	Exclusive charge over receivables of the Company
23	Andhra Bank	Secured Term Loans	75.00	75.00	16 Equal quarterly Installments	30-Sep-22	Exclusive charge over receivables of the Company
	<b>Total</b>		<b>3,121.75</b>	<b>1,776.10</b>			

**Note:** All installments are as per the original installments payable for the loan sanctioned.

**b) Details of unsecured loan facilities**

(Rs. in Crores)

Lender's Name	Type of Facility	Amt Sanctioned	Principal outstanding	Amt	Repayment Date / Schedule
		Nil			

**c) Details of secured non-convertible debentures issued and outstanding as on 31<sup>st</sup> December 2017**

(Rs. in Crores)

SL No.	Debenture Series	Tenure /Period of Maturity	Coupon	Amount	Date of allotment	Redemption date	Rating	Secured / Unsecured
1	MMM	728 days	9.68%	15.00	04-Feb-16	01-Feb-18	IND AA-	Secured
2	NNN	1823 days	9.55%	5.00	10-Jan-17	07-Jan-22	CARE AA-	Secured
3	OOO	7 Yrs	9.00%	50.00	13-Feb-17	13-Feb-24	CARE AA-	Secured
4	PPP	7 Yrs	9.00%	50.00	06-Apr-17	06-Apr-24	CARE AA-	Secured
5	QQQ	731 days	8.99%	60.00	18-Aug-17	19-Aug-19	ICRA AA-	Secured
6	RRR	551 days	8.74%	50.00	24-Aug-17	26-Feb-19	ICRA AA-	Secured

**Note:** All the above Debentures are secured against mortgage of Property situated in Kolkata. The debentures, secured otherwise, may not be secured in terms of Rule 18 of Companies (Share Capital and Debenture) Rules, 2014.

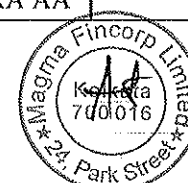


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**d) Non-convertible redeemable unsecured subordinated debt as on 31<sup>st</sup> December 2017**

(Rs in crores)

SL No.	Tenure	Coupon (%)	Amount	Date of allotment	Date of Repayment	Rating	Secured / Unsecured	Security
1	7Yrs	11.20%	125.00	09-Dec-11	09-Dec-18	CARE AA-BWR AA	Unsecured	NA
2	7Yrs	11.75%	25.30	30-Mar-12	30-Mar-19	CARE AA-BWR AA	Unsecured	NA
3	10Yrs	11.50%	25.00	06-Sep-12	06-Sep-22	CARE AA-BWR AA	Unsecured	NA
4	5Yrs & 9 mths	11.50%	60.00	06-Sep-12	06-Jun-18	CARE AA-BWR AA	Unsecured	NA
5	10Yrs	11.00%	10.00	17-Jan-13	17-Jan-23	CARE AA-BWR AA	Unsecured	NA
6	7Yrs	11.00%	15.00	17-Jan-13	17-Jan-20	CARE AA-BWR AA	Unsecured	NA
7	7Yrs	11.00%	55.00	11-Mar-13	11-Mar-20	CARE AA-BWR AA	Unsecured	NA
8	7Yrs	11.00%	60.00	19-Mar-13	19-Mar-20	CARE AA-BWR AA	Unsecured	NA
9	10Yrs	10.70%	48.00	23-Apr-13	21-Apr-23	CARE AA-BWR AA	Unsecured	NA
10	10Yrs	10.90%	14.00	26-Sep-13	26-Sep-23	CARE AA-BWR AA	Unsecured	NA
11	7 Yrs 1 mth	11.00%	15.00	28-Mar-14	28-Apr-21	CARE AA-	Unsecured	NA
12	7 Yrs	11.45%	215.00	30-Jun-14	30-Jun-21	CARE AA-	Unsecured	NA
13	7 Yrs	11.00%	100.00	30-Jun-16	30-Jun-23	-	Unsecured	NA
14	10Yrs	10.40%	10.00	07-Dec-16	07-Dec-26	BWR AA SMERA AA	Unsecured	NA
15	10Yrs	10.40%	25.00	07-Dec-16	07-Dec-26	BWR AA SMERA AA	Unsecured	NA
16	5Yrs 9 mths	10.30%	10.00	14-Dec-16	14-Sep-22	BWR AA SMERA AA	Unsecured	NA
17	5Yrs 9 mths	10.30%	3.00	28-Dec-16	28-Sep-22	BWR AA SMERA AA	Unsecured	NA
18	5Yrs 9 mths	10.30%	5.00	03-Jan-17	03-Oct-22	BWR AA SMERA AA	Unsecured	NA
19	10 Yrs	10.40%	15.00	06-Jan-17	06-Jan-27	BWR AA SMERA AA	Unsecured	NA
20	5Yrs 9 mths	10.30%	5.00	06-Jan-17	06-Oct-22	BWR AA SMERA AA	Unsecured	NA
21	10 Yrs	10.40%	25.00	24-Jan-17	24-Jan-27	BWR AA SMERA AA	Unsecured	NA
22	10 Yrs	10.25%	15.00	03-Mar-17	03-Mar-27	BWR AA SMERA AA	Unsecured	NA



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23	10 Yrs	10.10%	10.00	18-May-17	18-May-27	BWR AA SMERA AA	Unsecured	NA
	<b>Total</b>		<b>890.30</b>					

e) Perpetual debt instruments as on 31<sup>st</sup> December 2017

(Rs. in crores)

SL No.	Tenure	Coupon	Amount	Date of allotment	Date of Repayment	Rating	Secured / Unsecured	Security
1	10 yrs	13.50%	10.00	24-Mar-10	Perpetual	CARE A+ BWR AA-	Unsecured	NA
2	10 yrs	13.75%	20.00	29-Mar-10	Perpetual	CARE A+ BWR AA-	Unsecured	NA
3	10 yrs	12.50%	10.00	09-Dec-10	Perpetual	CARE A+ BWR AA-	Unsecured	NA
4	10 yrs	12.50%	15.00	07-Jan-11	Perpetual	CARE A+ BWR AA-	Unsecured	NA
5	10 yrs	12.10%	25.50	20-May-13	Perpetual	CARE A+ BWR AA-	Unsecured	NA
6	10 yrs	12.00%	25.00	26-Sep-13	Perpetual	CARE A+ BWR AA-	Unsecured	NA
7	10 yrs	12.10%	2.00	18-Sep-15	Perpetual	CARE A+	Unsecured	NA
8	10 yrs	12.10%	5.00	15-Oct-15	Perpetual	CARE A+	Unsecured	NA
9	10 yrs	12.10%	3.00	14-Jun-16	Perpetual	BWR AA-	Unsecured	NA
10	10 yrs	12.10%	1.70	05-Jul-16	Perpetual	BWR AA-	Unsecured	NA
11	10 yrs	12.10%	10.00	01-Aug-16	Perpetual	BWR AA-	Unsecured	NA
12	10 yrs	12.10%	3.00	09-Sep-16	Perpetual	BWR AA-	Unsecured	NA
13	10 yrs	11.50%	1.90	03-Feb-17	Perpetual	BWR AA- CARE A+	Unsecured	NA
14	10 yrs	11.50%	1.00	07-Mar-17	Perpetual	BWR AA- CARE A+	Unsecured	NA
15	10 yrs	11.00%	1.00	04-Aug-17	Perpetual	BWR AA- CARE A+	Unsecured	NA
	<b>Total</b>		<b>134.10</b>					

The amount of corporate guarantee issued by the Issuer along with name of the counterparty (like name of the subsidiary, JV entity, Group Company, etc.) on behalf of whom it has been issued as on December 31, 2017.

There is no outstanding Corporate Guarantee as on 31<sup>st</sup> December, 2017 issued by the Issuer Company



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**f) Details of commercial paper:- As on 31<sup>st</sup> December 2017 (Rs. in crores)**

Sl No.	Date of maturity	Amount O/s
1	22-Jan-18	50.00
2	29-Jan-18	100.00
3	01-Feb-18	235.00
4	05-Feb-18	100.00
5	23-Mar-18	25.00
6	26-Mar-18	50.00
	<b>Grand Total</b>	<b>560.00</b>

g) Details of rest of the borrowing (If Any including hybrid debt like FCCB, optionally convertible debentures / preference shares) as on 31<sup>st</sup> December 2017- Nil

h) 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: Nil

i) Project cost and means of financing, in case of funding of new project: Not Applicable



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**I. Financial position of the company**

**Key operational and financial parameters for the last 3 audited years**

(Rs. In Crores)

Parameters	Consolidated Unaudited Nine Months ended Dec 17	Consolidated Audited FY 2016-17	Consolidated Audited FY 2015-16	Consolidated Audited FY 2014-15
Net worth	2,261.56	2,172.13	2,151.28	1,654.90
Total Debt	9,470.30	10,075.32	11,845.53	11,623.36
of which – Non Current Maturities of Long Term Borrowing	2,723.33	3,109.29	3,313.16	3,568.62
- Short Term Borrowing	5,677.42	5,480.23	7,004.56	6,329.55
Current Maturities of Long Term Borrowing	1,069.56	1,485.79	1,527.81	1,725.20
Net Fixed Assets	222.91	285.26	278.46	220.5615
Non-Current Assets	8,782.02	8,898.23	10,287.13	9,787.58
Cash and Cash Equivalents	431.50	353.31	408.38	626.83
Current Investments	118.42	73.56	75.53	105.82
Current Assets	4,584.98	4,696.99	5,236.03	5,094.90
Current Liabilities	8,055.93	8,053.72	9,654.58	9,246.85
Assets Under Management	15,252.21	16,100.58	18,183.24	21,174.95
Off Balance Sheet Assets	3,569.41	4,132.53	4,084.32	6,292.47
Interest Income	1,537.21	2,230.03	2,332.39	2,209.71
Interest Expense	688.95	1,125.44	1,191.60	1,232.94
Provisioning/Write off	268.10	606.86	374.98	244.36
PAT	158.95	12.73	213.48	187.27
Gross NPA (%)	7.12	6.71	7.36	3.93
Net NPA (%)	5.33	5.59	5.74	2.92
Tier I Capital Adequacy Ratio (%)	16.2	15.4	14.6	11.09
Tier II Capital Adequacy Ratio (%)	4.1	5.0	4.1	5.21

**Gross Debt: Equity Ratio of the Company as on December 31, 2017-**

Before the issue of debt Securities	3.98
After the issue of debt Securities	3.99

**J. Details of acquisition or amalgamation in the last 1 year:**

Magma Fincorp Ltd has acquired 26% stake in Magma ITL Ltd from ITL in Aug 17, thereby becoming a 100% holding company of Magma ITL Limited. Further the Board has approved the scheme of amalgamation between Magma ITL Finance Ltd and Magma Fincorp Ltd and the scheduled date for meeting was 17<sup>th</sup> February 2018.

Magma Fincorp has also merged with Magma Advisory Services Ltd w.e.f 1<sup>st</sup> April 2017 approved vide order dated 15<sup>th</sup> Jan 2018

**K. Details of any reorganisation or reconstruction in the last 1 year; None**





## **V. PARTICULARS OF THE OFFER**

### **Authority for the Placement**

The present issue of Rs. 25 Crores is within the general borrowing limits in terms of the resolution passed under Section 180(1)(c) of the Companies Act, 2013 passed through Postal Ballot on 17<sup>th</sup> June, 2014 giving their consent to the borrowing by the Directors of the Company from time to time up to Rs. 25000 Crores subject to any restrictions imposed by the terms of the agreement entered into from time to time for grant of loans to the Company of all monies deemed by them to be requisite or proper for the purpose of carrying on the business of the Company. The borrowings under these Debentures will be within the prescribed limits as aforesaid. This private placement of Debentures is being made pursuant to the resolution of the Board of Directors passed at its meeting held on 9<sup>th</sup> February, 2017 which has approved the placement of debentures upto Rs. 2000 Crores and further pursuant to resolution passed by the shareholders of the Issuer by way of postal ballot on 25<sup>th</sup> March 2017, wherein the shareholders have approved issuance of debentures up to a limit of Rs. 2000 Crores during the financial year 2017-18. This being a private placement of debt securities, the eligibility norms of SEBI (DIP) Guidelines, 2000 shall not be applicable. Further the Issuer Company, its promoter, its associates and companies with which the directors of the Issuer Company are associated as directors or promoters are not prohibited from accessing the capital market/ debt securities market under any order or directions passed by SEBI. The Issuer Company can undertake the proposed issue of Debentures in view of the present approvals and no further approval from any government authority (ies)/ Reserve Bank of India (RBI) is required by the Issuer Company in this connection

The Company can carry on its existing activities and future activities planned by it in view of the existing approvals, and no further approvals from any Government authority are required by the Company to carry on its said activities.

The name and designation of the persons authorised vide the resolution passed at the meeting of the Management Committee of the Board of Directors of the Company dated 6<sup>th</sup> March 2018 as required by RBI/2012-13/560 DNBD(PD) CC No. 330 /03.10.001/2012-13 dated June 27, 2013 are given below:

<b>Name</b>	<b>Designation</b>
Mr. Sanjay Chamria	Vice Chairman & Managing Director
Mr. Gauri Shankar Agarwal	Senior Vice President, Head Treasury
Mr. Kailash Baheti	Chief Financial Officer
Ms. Shabnum Zaman	Company Secretary
Mr. Ajay Kumar Rungta	Associate Vice President
Mr. Atul Tibrewal	Vice President
Mr. Abhisek Bose	General Manager
Ms. Payal Hamirbasia	General Manager



**A. ISSUE DETAILS:**

Security Name	As per the Term sheet
Issuer	Magma Fincorp Limited
Type of Instrument	Unsecured Redeemable Non-Convertible Subordinated Debenture.
Nature of Instrument	Unsecured
Seniority	Subordinated
Mode of Issue	Private Placement
Validity of This Document	Upto 180 days from the date of filing of the shelf disclosure document
Eligible Investors	Only the persons who are specifically addressed through a communication are eligible to apply for the Debentures. No other person can apply
Listing	The NCDs are proposed to be listed on WDM segment of BSE Limited. The Company shall forward the listing application to the BSE Limited within 15 days from the deemed date of allotment(s). In case of delay in listing of the debt securities beyond 20 days from the deemed date of allotment, the Company will pay penal interest of 1 % p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor.
Rating of the Instrument	BWR AA with a negative outlook by Brickwork Ratings India Pvt Ltd and SMERA AA with a stable outlook by SMERA Ratings Limited
Issue Size	Rs. 25 crores
Option to retain oversubscription (Amount)	Nil
Objects of the Issue	Please refer to clause " <u>Object &amp; Utilization of the Issue Proceeds</u> " of this Shelf Disclosure Document
Details of the utilization of the Proceeds	Please refer to clause " <u>Object &amp; Utilization of the Issue Proceeds</u> " of this Shelf Disclosure Document
Coupon Rate	As per the term sheet
Step Up/Step Down Coupon Rate	N.A.
Coupon Payment Frequency	As per the term sheet
Coupon payment dates	As per the term sheet
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc).	N.A.
Day Count Basis	Actual/ Actual
Interest on Application Money	At the respective Coupon rate (subject to deduction of tax at source, as applicable,) from the date of realization of cheque (s)/ demand draft(s)/ RTGS upto one day prior to the Deemed date of allotment
Default Interest Rate	2% p.a. over the coupon rate will be payable by the Company for the defaulting period
Tenor	As per the term sheet
Redemption Date	As per the term sheet
Redemption Amount	At Par



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Redemption Premium /Discount	Not applicable
Issue Price	Rs. 10,00,000/- each
Premium on Issue Price	Nil
Justification for the issue price	Not applicable since the issue is at par.
Discount at which security is issued and the effective yield as a result of such discount.	N.A
Put option Date	N.A.
Put option Price	N.A.
Call Option Date	N.A.
Call Option Price	N.A.
Put Notification Time	N.A.
Call Notification Time	N.A.
Face Value	Rs 10 Lakhs per instrument for all the issues
Lock-In Clause	N.A.
Minimum Application per investor	10 debentures and in multiple of 1 debenture thereafter.
Issue Timing 1. Issue Opening Date 2. Issue Closing Date 3. Pay-in Date 4. Deemed Date of Allotment	As per the term sheet
Issuance mode of the Instrument	Demat only
Trading mode of the Instrument	Demat only
Settlement mode of the Instrument	Payment of interest and principal will be made by way of RTGS.
Mode of Payment/Repayment	Any payment to be made by the Issuer to the Debentureholder or the Debenture Trustee, as the case may be, shall be made for value on the due date in Indian Rupees by electronic transfer
Depository	NSDL/CDSL
Business Day Convention	Means a day (other than a Saturday or Sunday) on which money markets are operational in Mumbai  If any interest payment date falls on a day which is not a Business Day ('Business Day' being a day excluding Saturdays, Sundays or a public holiday on which money markets are operational in Mumbai) then the payment shall be made on the succeeding Business Day (as per the original repayment schedule) without payment of interest for such additional period.  In case if the principal redemption date falls on a day which is not a Business Day (('Business Day' being a day excluding Saturdays, Sundays on which money markets are operational in Mumbai), then the payment due shall be made on the immediate preceding Business Day along with coupon/interest accrued on the NCDs until but excluding the date of such payment.
Record Date	Means, in relation to any date on which a payment has to be made by the Issuer in respect of the Debentures, the date that is 15 (fifteen) days prior to that payment date. If the record date falls on a holiday, then the previous working day shall be considered as the Record date
Security	Not applicable



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Transaction Documents	(a) the Debenture Trust Deed/ Trustee Agreement, (b) the Offer Document and any other document that may be designated as a transaction document by the Debenture Trustee
Conditions Precedent to Disbursement	a) Credit Rating Letter from Rating Agencies b) Trustee Consent Letter c) All required Shareholders & Board Resolution
Condition Subsequent to Disbursement	Credit of demat account(s) of the allottee(s) by number of debentures allotted within two business days from the deemed date of allotment.
Other Covenants, if any	As discussed mutually between the Investor and the Issuer
Events of Default	Please refer clause " <i>Event of Default</i> " of this Shelf Disclosure Document
Role and Responsibilities of Debenture Trustee	Please refer clause " <i>Name of Debenture Trustee- Role and Responsibilities of Debenture Trustee</i> " of this Shelf Disclosure Document.
Governing Law and Jurisdiction	The Debentures offered are subject to provisions of the Companies Act, 1956 and Companies Act, 2013 as may be applicable, Securities Contract Regulation Act, 1956, terms of this Shelf Disclosure Document, Instructions contained in the Application Form and other terms and conditions as may be incorporated in the Trustee Agreement and the Trust Deed. Over and above such terms and conditions, the Debentures shall also be subject to the applicable provisions of the Depositories Act 1996 and the laws as applicable, guidelines, notifications and regulations relating to the allotment & issue of capital and listing of securities issued from time to time by the Government of India (GoI), Reserve Bank of India (RBI), Securities & Exchange Board of India (SEBI), concerned Stock Exchange or any other authorities and other documents that may be executed in respect of the Debentures. Any disputes arising out of this issue will be subject to the exclusive jurisdiction of the Court at Kolkata.

**Illustration of Bond Cash Flows: As per term sheet**



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## **B. Object & Utilization of the Issue Proceeds**

The company proposes to raise Rs. 25 crores through the issue of Unsecured Redeemable Non-Convertible Subordinated debentures of face value of Rs. 10 lakhs each, by way of private placement as per the terms and conditions. The Capital Adequacy Ratio of the Company as on 31<sup>st</sup> December 2017 is 20.3%. However, considering the growth of assets planned during the current and the subsequent years, the Company desires to raise Tier II capital to maintain the Company's Capital Adequacy Ratio at a level not below the minimum required to be maintained as per RBI guidelines. Accordingly this issue will enhance capital adequacy of the Company from the present level requirements and finance the asset growth of the Company.

The net proceeds from the Issue shall not be used for any purpose which is in contravention of the RBI guidelines applicable to banks and Financial Institutions on investment in NBFCs.

No part of the proceeds of the NCDs would be utilized by the Issuer directly/indirectly towards Capital markets and Real Estate purposes. Hence the subscription to the current NCD issue would not be considered /treated as a capital market exposure. Further none of the proceeds from the issue of the Debentures may be used to refinance or reschedule existing indebtedness of a Client (including debt to equity conversions).

We shall only issue debentures for deployment of funds on our own balance sheet and not to facilitate resource requests of group entities/ parent company / associates.

We shall not extend loans against the security of our own debentures.

The expenses of the present Issue would also be met from the Proceeds of the Issue. The Main Object Clause of the Memorandum of Association of the Company enables it to undertake the activities for which the funds are being raised through the present issue and also the activities, which the Company has been carrying on till date. The Proceeds of this Issue after meeting all expenses of the Issue will be used by the Company for meeting issue objects.

## **C. Name of Debenture Trustee**

The Company has appointed **Catalyst Trusteeship Limited** a SEBI approved Trust Management Company as the agent and trustees for and on behalf of the Debenture holders. The address and contact details of the Trustees are as under:

**Catalyst Trusteeship Limited**  
Office No. 83 – 87, 8th floor, 'Mittal Tower'  
'B' Wing, Nariman Point,  
Mumbai - 400 021  
Tel: (022) 49220502; Fax: 91-22-49220505  
E-mail: [dt@gdatrustee.com](mailto:dt@gdatrustee.com)

**Catalyst Trusteeship Limited** has given its written consent for its appointment as Debenture Trustee to the Issue under regulation 4 (4) of the SEBI Debt Listing Regulations and inclusion of its name in the form and context in which it appears in this Offer Document and in all the subsequent periodical communications sent to the Debenture Holders. The consent letter from Debenture Trustee is provided in Annexure II of this Offer Document.

### ***Role and Responsibilities of Debenture Trustee***

The Company shall execute a Debenture Trust Deed inter-alia, specifying the powers, authorities, responsibilities and obligations of the Company and the Trustees in respect of the Debentures.



**D. Rating Rationale and Credit Rating Adopted by Rating Agencies**

“Brickworks Rating (BWR AA) with a negative outlook for Rs. 172.70 crores vide letters dated 10th March 2017 and 31st January 2018 which were subsequently revalidated on 5th March 2018 for Proposed Subordinated Debt Instruments. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

“SMERA Ratings (SMERA AA) with a stable outlook for Rs. 50 crores vide letter dated 3rd February 2017 which has been subsequently revalidated for Rs. 37 crores on 1st March 2018 for Proposed Subordinated Debt Instruments. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk

The rating letters are enclosed as *Annexure I* of this Shelf Disclosure Document

The above rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating obtained is subject to revision at any point of time in the future. The rating agencies have a right to suspend, withdraw the rating at any time on the basis of new information etc.

**a) DETAILS/COPY OF GUARANTEE LETTER OR LETTER OF COMFORT OR ANY OTHER DOCUMENT / LETTER WITH SIMILAR INTENT, IF ANY**

Not Applicable

**b) Consent Letter from the Trustee**

The consent letter is enclosed as *Annexure II* of this Shelf Disclosure Document

**c) Names of all the recognised stock exchanges where the debt securities are proposed to be listed.**

The NCDs are proposed to be listed on the Wholesale Debt Market (WDM) segment of the BSE Limited. BSE Limited shall be the Designated Stock Exchange.

The Company shall forward the listing application to the BSE Limited within the 15 days from the deemed date of allotment(s).

In case of delay in listing of the debt securities beyond 20 days from the deemed date of allotment, the Company will pay penal interest of 1 % p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor.

**E. OTHER DETAILS:**

**a) DEBENTURE REDEMPTION RESERVE (DRR)**

In accordance with Rule (18)(7)(b)(ii) of Companies (Share Capital and Debentures) Rules 2014 the Company is not required to create DRR for privately placed Debentures. Therefore, No debenture redemption reserve is being created for the issue of NCDs in pursuance of This Document.

The Company also undertakes that, if there is any further guidelines are formulated (or modified or revised) by the Central Government or any other authority in respect of creation of Debenture Redemption Reserve the Company shall abide by such guidelines.

As per relevant regulations, “Subordinated debt” means an instrument, which is fully paid up, is unsecured and is subordinated to the claims of other creditors and is free from restrictive clauses and is not redeemable at the instance of the holder or without the consent of the supervisory authority of the NBFCs



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- b) **Minimum Subscription for overall issue**  
In terms of clarifications issued by SEBI (Ref. No. SEBI/MRD/SE/AT46/2003) dated 22<sup>nd</sup> December 2003, the minimum subscription clause is not applicable to privately placed debt securities.
- c) **Minimum Subscription/ Minimum Ticket size for single investor**  
The minimum subscription amount for a single investor shall be 10 debentures and in multiples of 1 debenture thereafter vide RBI circular DNBR (PD) CC No.021/03.10.001/2014-15 dated 20th February 2015.
- d) **Issuer Schedule**  
Each series of debentures offered pursuant to this schedule shall be subject to the terms and conditions pertaining to debentures outlined hereunder as modified /supplemented by the terms of the respective term sheets filed with the Stock Exchange in relation to such series and other documents in relation to such issuance. The terms and conditions contained in this schedule may be read in conjunction with the provisions (as may be mutual agreed between the issuer and the debenture holders from time to time ) contained in the respective term sheet(s).
- e) **Deemed Date of Allotment**  
Interest on Debentures shall accrue to the Debentureholder(s) from and including the deemed date of allotment that will be notified in the term sheet. All benefits relating to the Debentures will be available to the investors from the Deemed Date of Allotment. The Company reserves the right to keep multiple allotment date(s)/ deemed date(s) of allotment at its sole and absolute discretion without any prior notice and shall have a right to allot the Debentures in tranches / series which shall form the part of this Issue. In case if the issue closing date is changed (pre-poned/ postponed), the Deemed Date of Allotment may also be changed (pre-poned/ postponed) by the Company at its sole and absolute discretion.
- f) **Subordinated ranking:**  
Its payment obligations under the Transaction Documents rank subordinated to the claims of all senior creditors of the Company.
- g) **Subordinated Obligations**  
The Debentures shall be unsecured and constitute subordinated obligations of the Company. The claims of Debenture Holders shall be:  
i. pari passu with claims of subordinated debt creditors;  
ii. subordinated to the claims of all senior creditors of the Company; and  
ii. eligible for Tier II capital of the Issuer
- h) **Underwriting**  
The present Issue of Debentures is on private placement basis and has not been underwritten.
- i) **Status of NCDs**  
The NCDs shall be unsecured, redeemable, non-convertible subordinated debt in the nature of debentures each having a face value of Rs. 10,00,000 (Rupees Ten Lakhs only) and not exceeding the aggregate principal amount up to Rs 25 crores for cash at par, in a dematerialized form, on a private placement basis, for the purpose of augmenting the Tier II capital of the Company and to finance the asset growth of the Company in accordance with applicable law, pursuant to the provisions of the Companies Act, 1956 and the Companies Act, 2013, as may be applicable, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and the board resolution of the Company dated 9<sup>th</sup> February 2017, authorizing borrowing of funds by way of issuing various series of secured/unsecured, redeemable, non - convertible debentures including subordinated debt in the nature of debentures, from time to time, for an aggregate amount not exceeding the limit of Rs. 2000 crores.
- j) **Market Lot**  
The market lot shall be one NCD of face value of Rs. 10 Lakhs each ("Market Lot"). Since the NCDs are being issued only in dematerialised form, the odd lots will not arise either at the time of issuance or at the time of transfer of NCDs.
- k) **Interest on Application Money**  
Interest at the coupon rate as notified in the term sheet (subject to deduction of income tax under the provisions



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of the Income Tax Act, 1961, or any other statutory modification or re-enactments thereof, as applicable) will be paid to all the applicants on the application money for the Debentures. Such interest shall be payable from the date of credit of funds remitted vide RTGS to the designated account of the Issuer upto one day prior to the deemed date of allotment. Such Interest shall be paid as per the details mentioned in the Term sheet. The interest on application money will be computed on an Actual/Actual basis. Such interest would be paid on all the valid applications.

Where the entire or Part subscription amount has been refunded, the interest at the respective coupon rate on application money will be paid along with the Refund Orders. Where an applicant is allotted lesser number of debentures than applied for, the excess amount paid on application will be refunded to the applicant along with the interest at the respective coupon rate on refunded money.

**l) Interest on NCDs**

The Debentures shall carry interest at the rate of as per term sheet (subject to deduction of tax at source at the rates prevailing from time to time under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof for which a certificate will be issued by the Company) payable to the holders of Debentures (the "Holders" and each, a "Holder") as of the relevant Record Date. The interest payable on any Interest Payment Date will be paid to the Debenture holder(s) whose names appear in the List of Beneficial Owners given by the Depository to the Company as on the Record Date.

The first interest period is defined as the actual number of days falling between the Deemed Date of Allotment to one day prior to the next interest payment date. The second and subsequent interest period (except the last interest period) is defined as the actual number of days in a year between the last interest payment date till one day prior to next interest payment date. The last interest period is defined as the actual number of days falling till one day prior to the redemption date. The last interest

If any interest payment date falls on a day which is not a Business Day ('Business Day' being a day excluding Saturdays, Sundays or a public holiday on which money markets are operational in Mumbai) then the payment shall be made on the succeeding Business Day (as per the original repayment schedule) without payment of interest for such additional period

**m) Tax Deduction at Source**

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source.

Tax exemption certificate/ document, under Section 193 of the Income Tax Act, 1961, if any, must be lodged at the registered office of the Company or at such other place as may be notified by the company in writing, at least 30 calendar days before the interest payment dates.

Tax exemption certificate / document in respect of non-deduction of tax at source on interest on application money, must be submitted along with the Application Form.

**n) Debentures in Dematerialized Form**

The Company has finalized depository arrangements with National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) for dematerialization of the Debentures. The investor has to necessarily hold the Debentures in dematerialized form and deal with the same as per the provisions of Depositories Act, 1996 (as amended from time to time). The normal procedures followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his Depository Participant.

Applicants to mention their Depository Participant's name, DP-ID and Beneficiary Account Number/Client ID in the appropriate place in the Application Form. In case the depository arrangement is finalized before the completion of all legal formalities for issue of debenture certificates, debentures to successful allottee(s) having Depository Account shall be credited to their Depository Account against surrender of Letter of Allotment.

Interest or other benefits with respect to the Debentures would be paid to those Debenture holders whose names appear on the list of beneficial owners given by the Depositories to the Issuer as on a record date/book





closure date. The Issuer would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and informed to the Issuer where upon the interest/benefits will be paid to the beneficiaries within a period of 30 days.

**o) Transfer of Debentures**

Debentures shall be transferred subject to and in accordance with the rules/ procedures as prescribed by the NSDL /CDSL Depository Participant of the transferor/ transferee and any other applicable laws and rules notified in respect thereof. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these debentures held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his Depository Participant.

Transfer of Debentures to and from NRIs/ OCBs, in case they seek to hold the Debentures and are eligible to do so, will be governed by the then prevailing guidelines of RBI. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be made to the person, whose name appears in the records of the Depository. In such cases, claims, if any, by the transferee(s) would need to be settled with the transferor(s) and not with the company.

**p) Payment of Redemption**

Each Debenture of face value of Rs. 10.00 lakhs each redeemable as specified in the term sheet.

The Debentures will not carry any obligation, for interest or otherwise, after the date of redemption. The Debentures held in the dematerialized form shall be taken as discharged on payment of the redemption amount by the Company on maturity to the registered Debenture holders whose name appear in the Register of Debenture holders on the Record Date. Such payment will be a legal discharge of the liability of the Company towards the Debenture holders. On such payment being made, the Company will inform NSDL/CDSL and accordingly the account of the Debenture holders with NSDL/CDSL will be adjusted.

In case if the principal redemption date falls on a day which is not a Business Day ('Business Day' being a day excluding Saturdays, Sundays on which money markets are operational in Mumbai), then the payment due shall be made on the immediate preceding Business Day along with coupon/interest accrued on the NCDs until but excluding the date of such payment.

**q) Right to Reissue Debenture(s)**

Pursuant to the provisions of Section 68 and 70 of the Companies Act, 2013 read with rules, regulations, amendments in relation thereto, Company will have the power, exercisable at its absolute discretion from time to time to repurchase some or all the Debenture at any time prior to the specified date of maturity as per the prevailing guidelines/regulations of Reserve Bank of India and other Authorities. This right does not construe a call option. In the event of the Debenture being bought back, or redeemed before maturity in any circumstance whatsoever, the Company shall be deemed to always have the right, subject to the provisions of Section 121 of the Companies Act, 1956 and relevant provision of the Companies Act, 2013 as may be applicable to re-issue such Non-convertible debenture either by re-issuing the same Debenture or by issuing other Non-convertible debenture in their place.

The Company may also, at its discretion and as per the prevailing guidelines/regulations of Reserve Bank of India and other Authorities at any time purchase Non Convertible Debenture at discount, at par or at premium in the open market. Such Non Convertible Debenture may, at the option of Company, be cancelled, held or resold at such price and on such terms and conditions as the Company may deem fit and as permitted by Law.

**r) Future Borrowings**

The Company shall be entitled to make further issue(s) of debentures, raise further loans of advances and/or avail further deferred payment guarantees or other financial facilities from time to time from such persons/banks/financial institutions or body corporate/or any other agency on such terms and conditions as the Company may think appropriate, subject to the issuer maintaining the adequate security cover as agreed. However, until the debentures are fully redeemed, the Company shall not create any further charge on the Securities offered under this Issue without the prior written approval of the Debenture Trustee.



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s) **Disputes and Governing Law**

The Debentures shall be construed to be governed in accordance with Indian Law. The competent alone shall have jurisdiction in connection with any matter arising out of or under these precincts.

Over and above the aforesaid Terms and Conditions, the said Debentures shall be subject to the Terms and Conditions to be incorporated in the Debentures to be issued to the allottees and the Debenture Trust Deed/Trustee Agreement

t) **Trading of Debentures**

The marketable lot of debentures shall be Rs. 10 lakhs per debenture. The same shall be tradable on the debt segment of Bombay Stock exchange.

u) **List of Beneficial Owners**

The Company shall request the Depository to provide a list of Beneficial Owners as at the end of the Record Date. This shall be the list, which shall be considered for payment of interest or repayment of principal amount, as the case may be.

v) **Succession**

In the event of demise of the sole/first holder of the Debenture(s) or the last survivor, in case of joint holders for the time being, the Company will recognize the executor or administrator of the deceased Debenture Holder, or the holder of succession certificate or other legal representative as having title to the Debenture(s). The Company shall not be bound to recognize such executor or administrator, unless such executor or administrator obtains probate, letter of administration wherever it is necessary, or such holder is the holder of succession certificate or other legal representation, as the case may be, from a Court in India having jurisdiction over the matter. The Company may, in its absolute discretion, where it thinks fit, dispense with production of probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Debenture(s) standing in the name of the deceased Debenture Holder on production of sufficient documentary proof or indemnity.

- 1) Where a non-resident Indian becomes entitled to the Debenture by way of succession, the following steps have to be complied:
- 2) Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the Debenture was acquired by the NRI as part of the legacy left by the deceased holder.

w) **Disclosure Clause**

In the event of default in the repayment of the principal and/or interest thereon on the due dates, the investors and/or the Reserve Bank of India/SEBI will have an unqualified right to disclose or publish the name of the borrower and its directors as defaulter in such manner and through such medium as the Investors and/or the Reserve Bank of India in their absolute discretion may think fit. Over and above the aforesaid Terms and Conditions, the said Debentures shall be subject to the Terms and Conditions to be incorporated in the Debenture Trust Deed.

x) **Registrars**

Niche Technologies Private Limited is acting as Registrar and Transfer agents for the Company for debt instruments. Requests for registration of transfer, along with Debenture Certificates/Letters of Allotment and appropriate transfer documents should be sent to the Registrars. The transferee shall also furnish name, address and specimen signatures and wherever necessary, authority for purchase of debentures. The Registrars after examining the adequacy and correctness of the documentation shall register the transfer in its books. However, as the NCDs are compulsory issued in demat mode, this may not be applicable.

y) **Events of Default**

Events of Default shall be as prescribed in the Debenture Trust Deed executed for this purpose.

If so required in writing by the holders of not less than 75 per cent. in principal amount of the NCDs then outstanding or if so directed by an Extraordinary Resolution shall (subject to being indemnified and/or secured by the NCD holders to its satisfaction), give notice to the Issuer that the NCDs are, and they shall accordingly thereby become, due and repayable at their Early Redemption Amount if any of the events listed below (each, an "Event of Default") has occurred.



Each of the following events shall be an Event of Default:

1. In case of default in payment of Interest and/or principal redemption on the due dates with an additional interest @ 2% p.a. over the coupon rate will be payable by the Company for the defaulting period on the amount due.
2. The Issuer is (or is deemed by law or a court to be) insolvent or bankrupt or unable to pay (in the opinion of the Debenture Trustee) a material part of its debts, or stops, suspends or threatens to stop or suspend payment of all or (in the opinion of the Debenture Trustee) a material part of (or of a particular type of) its debts, proposes or makes any agreement for the deferral, rescheduling or other readjustment of all or (in the opinion of the Debenture Trustee) a material part of (or all of a particular type of) its debts (or of any part which it will or might otherwise be unable to pay when due), proposes or makes a general assignment or an arrangement or composition with or for the benefit of the relevant creditors in respect of any of such debts or a moratorium is agreed or declared in respect of or affecting all or any part of (or of a particular type of) the debts of the Issuer;
3. A distress, attachment, execution or other legal process is levied, enforced or sued out on or against any material part of the property, assets or revenues of the Issuer and is not discharged or stayed within 45 days;
4. An order is made or an effective resolution passed for the winding-up or dissolution, judicial management or administration of the Issuer, or the Issuer ceases or threatens to cease to carry on all or substantially all of its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, re-organisation, merger or consolidation on terms approved by an Extraordinary Resolution of the NCD holders;
5. An encumbrancer takes possession or an administrative or other receiver or an administrator is appointed of the whole or (in the opinion of the Trustee) any substantial part of the property, assets or revenues of the Issuer (as the case may be) and is not discharged within 60 days;
6. The Issuer commences a voluntary proceeding under any applicable bankruptcy, insolvency, winding up or other similar law now or hereafter in effect, or consent to the entry of an order for relief in an involuntary proceeding under any such law, or consent to the appointment or taking possession by a receiver, liquidator, assignee (or similar official) for any or a substantial part of its property or take any action towards its reorganisation, liquidation or dissolution;
7. It is or will become unlawful for the Issuer to perform or comply with any one or more of its obligations under any of the NCDs or the Debenture Trust Deed;
8. Any step is taken by governmental authority or agency or any other competent authority, with a view to the seizure, compulsory acquisition, expropriation or nationalisation of all or (in the opinion of the Trustee) a material part of the assets of the Issuer which is material to the Issuer;
9. Any event occurs which under the laws of any relevant jurisdiction has an analogous effect to any of the events referred to in any of the foregoing paragraphs.
10. If any Event of Default or any event which, after the notice, or lapse of time, or both, would constitute an Event of Default has happened, the Issuer shall, forthwith give notice thereof to the Debenture Trustee in writing specifying the nature of such event of default or of such event.

**Other events of default are:**

1. Default is committed in the performance or observance of any covenant, condition or provision contained in these presents and/or the financial Covenants and Conditions (other than the obligation to pay principal and interest) and, except where the Trustees certify that such default is in their opinion incapable of remedy (in which case no notice shall be required), such default continues for 30 days after written notice has been given thereof by the Trustees to the Company requiring the same to be remedied.
2. Any information given by the company in its applications to the Debenture holders, in the reports and other information furnished by the Company and the warranties given/deemed to have been given by it to the Debenture holders/trustees is misleading or incorrect in any material respect.
3. The Company is unable to or has admitted in writing its inability to pay its debt as they mature.
4. A Receiver or a Liquidator has been appointed or allowed to be appointed of all or any part of the undertaking of the Company and such appointment is not dismissed within 60 days of appointment.
5. The Company ceases to carry on its business.



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**z) Debenture holder not a Shareholder**

The Debenture Holders will not be entitled to any of the rights and privileges available to the shareholders. If, however, any resolution affecting the rights attached to the debentures is placed before the members of the Bank, such resolution will first be placed before the Debenture holders for their consideration.

**Modification of Rights**

The rights, privileges, terms and conditions attached to the Debentures may be varied, modified or abrogated with the consent, in writing, of those holders of the Debentures who hold at least three fourth of the outstanding amount of the Debentures or with the sanction accorded pursuant to a resolution passed at a meeting of the

Debenture holders, provided that nothing in such consent or resolution shall be operative against the Company where such consent or resolution modifies or varies the terms and conditions of the Debentures, if the same are not acceptable to the Company.

**aa) Abridged version of audited consolidated (wherever available) 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.**

As per Audited Financial Statement for year ended 31<sup>st</sup> March 2015, 2016 and 2017

**bb) Abridged version of latest audited / limited review half yearly consolidated (wherever available) and standalone financial information (like profit & loss statement, and balance sheet) and auditors' qualifications, if any.**

As per Audited Financial Statement for year ended 31<sup>st</sup> March 2015, 2016 and 2017

**cc) Any material event/ development or change having implications on the financials/credit quality (e.g. Any material regulatory proceedings against the issuer/promoters, tax litigations resulting in material liabilities, corporate restructuring event etc) at the time of issue which may affect the issue or the investor's decision to invest / continue to invest in the debt securities.**

The Issuer Company hereby declares that there has been no material event, development or change at the time of issue which may affect the issue or the investor's decision to invest/ continue to invest in the debt securities of the Issuer Company.

**dd) CONFLICT**

In case of any inconsistency where there is a conflict between the conditions as stipulated in this Offer Document and the Debenture Trust Deed, the provisions of the Debenture Trust Deed shall prevail and override the provisions of this Offer Document. The Issuer agrees, upon request in writing from the Debenture Trustee, to issue any supplement to this Offer Document and ensure that this is consistent with the terms and conditions set out in the Debenture Trust Deed.

**ee) APPLICATION PROCESS**

**Mode of Subscription/ How to Apply**

This being a Private Placement Offer, Investors who have been addressed through this communication directly only are eligible to apply.

All Application Forms, duly completed, together with RTGS details for the amount payable on application must be delivered before the closing date of the issue to the Issuer.

Applications for the Debentures must be in the prescribed form (enclosed) and completed in BLOCK CAPITAL LETTERS in English and as per the instructions contained therein

Applications complete in all respects (along with all necessary documents as detailed in this Shelf Disclosure Document) must be submitted before the last date indicated in the issue time table or such extended time as



decided by the Issuer, at any of the designated collection centers, accompanied by the subscription amount by way of RTGS credit in favour of the Issuer.

**Notices:**

**Any communication shall be by letter, sent by registered post, courier or fax:**

The notices to the Debenture holder(s) required to be given by the Company or the Trustees shall be deemed to have been given if sent by registered post, courier or fax to the sole/first allottee or sole/first registered holder of the Debentures, as the case may be. All notices to be given by the Debenture holder(s) shall be sent by registered post or by hand delivery to Registrars or to such persons at such address as may be notified by the Company from time to time.

All transfer related documents, tax exemption certificates, intimation for loss of Letter of Allotment/Debenture(s), etc., requests for issue of duplicate debentures, interest warrants etc. and/or any other notices / correspondence by the Debenture holder(s) to the Company with regard to the issue should be sent by Registered Post or by hand delivery to the Registrar, or to such persons at such persons at such address as may be notified by the Company from time to time.

(b) Communications will take effect in the case of a letter, when delivered, in the case of fax, when the relevant delivery receipt is received by the sender; provided that any communication which is received (or deemed to take effect in accordance with the foregoing) outside business hours or on a non-business day in the place of receipt shall be deemed to take effect at the opening of business on the next following Business Day in such place. Any communication delivered to any party under this Deed which is to be sent by fax will be written legal evidence.

**Allotment Process:**

The beneficiary account of the investor(s) with National Securities Depository Ltd. (NSDL)/ Central Depository Services Ltd (CDSL) Depository Participant will be given initial credit within two working days from the Deemed Date of Allotment. The initial credit in the account will be akin to the Letter of Allotment. On completion of the all statutory formalities, such credit in the account will be akin to a Debenture Certificate.

**Right to Accept or Reject Applications**

The Company reserves its full, unqualified and absolute right to accept or reject any application, in part or in full, without assigning any reason thereof. The applicants will be intimated about such rejection along with the refund warrant, together with interest on application money, if applicable, from the date of receipt of credit of application money remitted vide RTGS into the designated account of the Issuer till one day prior to the date of refund. The application forms that are not complete in all respects are liable to be rejected and such applicant would not be paid any interest on the application money. Application would be liable to be rejected on one or more technical grounds, including but not restricted to:

1. Number of debentures applied for is less than the minimum application size;
2. Applications exceeding the issue size;
3. Bank account details not given;
4. Details for issue of debentures in electronic/ dematerialized form not given; PAN not mentioned in appropriate place.
5. In case of applications under Power of Attorney by limited companies, corporate bodies, trusts, etc. relevant documents not submitted;

In the event, if any Debenture(s) applied for is/ are not allotted in full, the excess application money of such debentures will be refunded, as may be permitted.

**Eligible Investors**

The following categories of Investors, when specifically approached through issuance of a Offer Document along with the Application Form, are eligible to apply for this private placement of debentures subject to fulfilling their respective investment norms/rules and compliance with laws applicable to them by submitting all the relevant documents along with the Application Form:



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1. Scheduled Commercial Banks;
2. Financial Institutions;
3. Insurance Companies;
4. Primary/ State/ District/ Central Co-operative Banks (subject to permission from RBI);
5. Regional Rural Banks;
6. Mutual Funds;
7. Companies, Bodies Corporate authorized to invest in Debentures;
8. Provident Funds, Gratuity, Superannuation & Pension Funds, subject to their Investment guidelines.
9. Trusts inclusive of public charitable trust subject to their investment guidelines
10. Individuals
11. Foreign Institutional Investors (FIIs);
12. Or any other investor category eligible to invest subject to current applicable rules, act, laws etc
13. Partnership Firms or their nominees;

**Application not to be made by**

1. Hindu Undivided Family (neither by the name of the Karta);
2. Overseas Corporate Bodies (OCBs);
3. Non Resident Indians (NRIs)

All Investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue of Debentures.

The following is an indicative list of documents to accompany any application:

**Application by Banks/eligible Foreign institutional investors**

The application must be accompanied by certified true copies of

- (i) Board Resolution authorizing investment and containing operating instructions or letter of authorization, if applicable or Power of Attorney, if applicable
- (ii) Copy of the PAN Card
- (iii) Specimen signature of authorized signatories
- (iv) Registration Certificate as may be applicable.

**Application by Corporate Bodies/Eligible Financial institutions/Companies/Statutory Corporation/ Trust**

The application must be accompanied by certified true copies of

- (v) Memorandum and Articles of Association/Trust Deed / Proof of constitution as may be applicable
- (vi) Copy of the PAN Card
- (vii) Board Resolution authorizing investment and containing operating instructions
- (viii) Specimen signature of authorized signatories
- (ix) Necessary certificate for claiming exemption form deduction of tax at source on interest on application money

**Application by Mutual Funds/ Insurance Companies**

The application must be accompanied by certified true copies of

- (x) SEBI /IRDA Registration certificate as may be applicable
- (xi) Copy of the PAN Card
- (xii) Authorised signatory list containing operating instructions along with Specimen signatures and power of attorney forwarded by the custodian of the Mutual Funds/ Insurance Companies
- (xiii) Application form shall clearly indicate the name of the concerned scheme for which application is being made

Necessary forms for claiming exemption from deduction of tax at source on the interest income/ interest on application money, wherever applicable.



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**Applications under Power of Attorney**

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signatures of all the authorized signatories and the tax exemption certificate/document, if any, must be lodged along with the submission of the completed Application Form. Further modifications/additions in the power of attorney or authority should be notified to the Company at its registered office.

In case of applications made under a Power of Attorney or by a Limited Company or a Body Corporate or Registered Society or Mutual Fund, and scientific and/or industrial research organisations or Trusts etc., the relevant Power of Attorney or the relevant resolution or authority to make the application, as the case may be, together with the certified true copy thereof along with the certified copy of the Memorandum and Articles of Association and/or Bye-Laws as the case may be must be attached to the Application Form or lodged for scrutiny separately with the photocopy of the Application Form, quoting the serial number of the Application Form at the Company's branch where the application has been submitted, or at the office of the Registrars to the Issue after submission of the Application Form to the bankers to the issue or any of the designated branches as mentioned on the reverse of the Application Form, failing which the applications are liable to be rejected. Such authority received by the Registrars to the Issue more than 10 days after closure of the subscription list may not be considered

**Note:** Participation by potential investors in the issue may be subject to statutory and/or regulatory requirements applicable to them in connection with subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that they comply with all regulatory requirements applicable to them, including exchange controls and other requirements. Applicants ought to seek independent legal and regulatory advice in relation to the laws applicable to them. The Issuer shall not be bound to verify compliance of such regulatory requirements and shall not be responsible/ liable for any contravention of such regulatory requirements by the Applicants.

Potential investors will be invited to subscribe to Debentures by way of the Application Form provided for in the Offer Document during the period between the Issue Opening Date and the Issue Closing Date (both dates inclusive). The Issuer reserves the right to change the issue schedule including the Deemed Date of Allotment at its sole discretion, without giving any reasons or prior notice. Debentures will be open for subscription during the banking hours on each day during the period covered by the Issue Schedule.

All applications for the Debenture(s) must be in the prescribed Application Form and be completed in block letters in English. The investor shall make the payment by way of an RTGS Transfer to the account details as mentioned in the Application Form

The Company will not be responsible in any manner for any delayed receipts / non-receipt of RTGS payments or applications lost in mail.

The application form will be made available along with the Offer Document.

**ff) Signatures**

Signatures should be made in English or in any of the Indian Languages. Thumb impressions must be attested by an authorized official of a Bank or by a Magistrate/Notary Public under his/her official seal.

**gg) PAN/GIR Number**

All Applicants should mention their Permanent Account Number or the GIR Number allotted under Income Tax Act, 1961 and the Income Tax Circle / Ward / District. In case where neither the PAN nor the GIR Number has been allotted, the fact of such a non-allotment should be mentioned in the Application Form in the space provided

**hh) Nomination Facility**

As per Section 109 A of the Companies Act, 1956 and other relevant provisions of the Companies Act, 2013, only individuals applying as sole Applicant/Joint Applicant can nominate, in the prescribed manner, a person to whom his debentures shall vest in the event of his death. Non-individuals including holders of Power of Attorney cannot nominate.



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**ii) Undertaking by the Company**

The Issuer Company undertakes that:

- a) Undertaking regarding RBI/ECGC Defaulters List  
As per declaration submitted to the Company this is to confirm that none of its Directors are appearing on the RBI/ECGC defaulters list.
- b) Default in Payment  
In case of default in payment of Interest and/or principal redemption on the due dates, additional interest of @ 2% p.a. over the coupon rate will be payable by the Company for the defaulting period.
- c) The Company will enter into a Trustee Agreement/Trust Deed, inter-alia, specifying the powers, authorities and obligations of the Company and the Trustees in respect of the Debentures.
- d) Listing:  
The Company shall forward the listing application to the BSE Limited within the 15 days from the Deemed date of allotment(s) In case of delay in listing of the debt securities beyond 20 days from the deemed date of allotment, the Company will pay penal interest of 1% p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor
- e) The complaints received in respect of the Issue shall be attended to by the Company expeditiously and satisfactorily;
- f) It shall take all steps for completion of formalities for listing and commencement of trading at the concerned stock exchange where securities are to be listed within specified time frame;
- g) Necessary co-operation to the credit rating agencies shall be extended in providing true and adequate information till the debt obligations in respect of the instrument are outstanding.
- h) It shall use a common form of transfer for the instrument





**For Private Circulation Only**

**DECLARATION**

It is hereby declared that this Shelf Disclosure Document contains full disclosures in accordance with Securities and Exchange Board of India (Issue & Listing of Debt Securities) regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 6, 2008 and SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2012 issued vide circular no. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012 and amendments thereto.

The Issuer also confirms that this Shelf Disclosure Document does not omit disclosure of any material fact which may make the statements made therein, in light of the circumstances under which they are made, misleading. The Shelf Disclosure Document also does not contain any false or misleading statement.

The Issuer accepts no responsibility for the statement made otherwise than in this Shelf Disclosure Document or in any other material issued by or at the instance of the Issuer and that any one placing reliance on any other source of information would be doing so at his own risk.

Signed by **Mr. Atul Tibrewal**, VP Treasury pursuant to the authority granted by the Board of Directors of the Company in their meeting held on 6<sup>th</sup> March 2018.

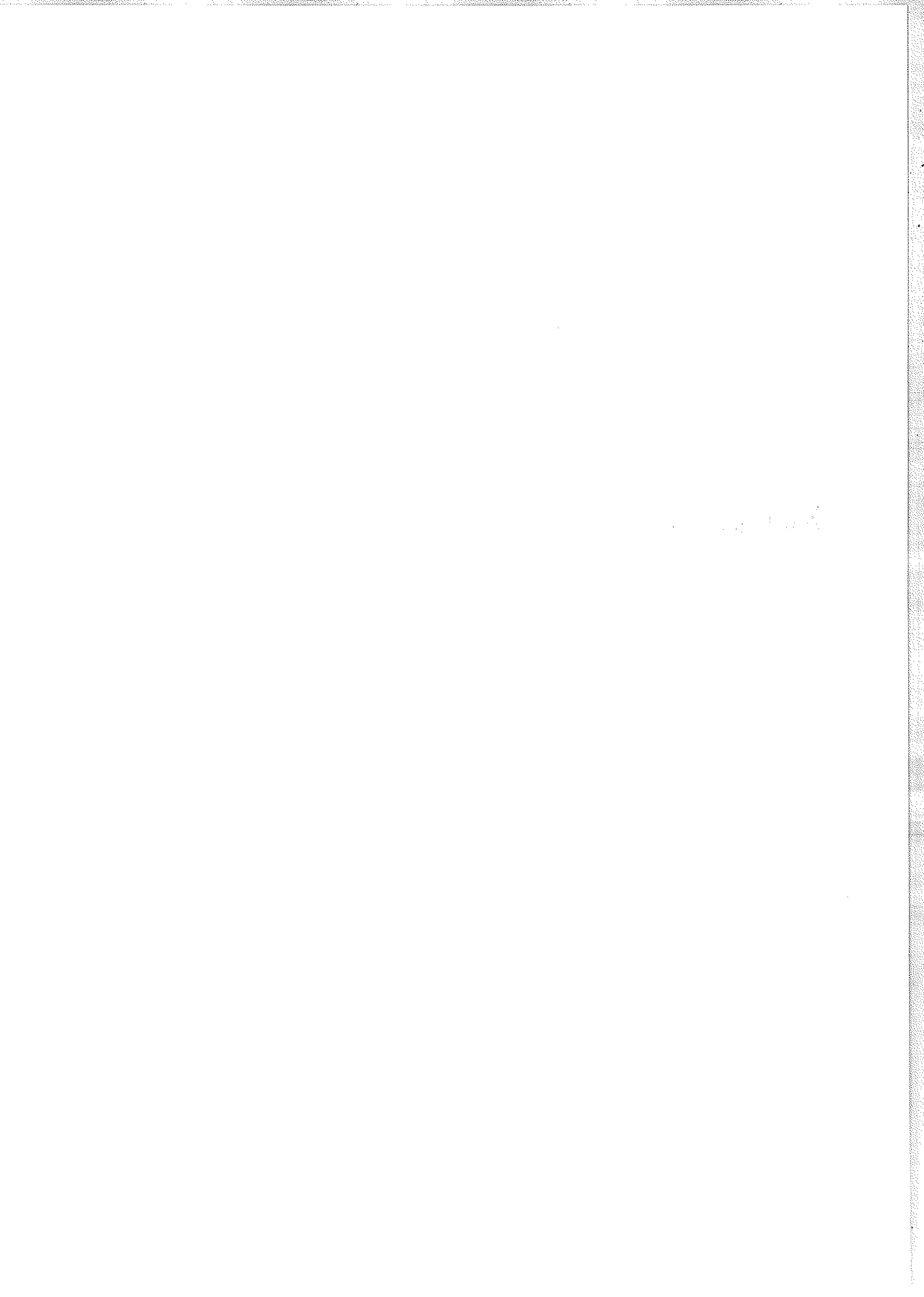
**For Magma Fincorp Limited**



**Atul Tibrewal**  
**(Authorised signatory)**

**Date: March 6, 2018**  
**Place: Kolkata**





**For Private Circulation Only**

**A) Annexure I: Rating Letter**



SEBI Registered  
RBI Accredited  
NSIC Empowered

**BWR/NCD/HO/ERC/MM/0782/2017-18**

March 5, 2018

Mr. Atul Tibrewal  
Vice President  
Magma Fincorp Limited  
Park Centre Building, 24 Park Street  
Kolkata - 700016

Dear Sir,

**Sub: Validation of Rating for Magma Fincorp Ltd.'s Subordinated NCD issues aggregating to Rs 593.00 crs rated by Brickwork Ratings.**

**Ref: Your email dated March 1, 2018**

We wish to advise that your Company's Subordinated NCD issues aggregating to Rs 593 Crores carries **BWR AA (Pronounced BWR Double A) (Outlook: Negative)** as advised vide our letters BWR/NCD/HO/ERC/MM/0700/2016-17 dated Mar 10, 2017 and BWR/NCD/HO/ERC/MM/0731/2017-18 dated Jan 31, 2018 with validity up to Jan 31, 2019. As informed by the company the total amount raised as on date is Rs 420.30 crs and unutilized portion is Rs 172.70 crs.

Instruments with BWR AA rating are considered to have **high degree of safety** regarding timely servicing of financial obligations. Such instruments carry **very low credit risk**.

Please note that all the terms and conditions of our earlier letters BWR/NCD/HO/ERC/MM/0700/2016-17 dated Mar 10, 2017 and BWR/NCD/HO/ERC/MM/0731/2017-18 dated Jan 31, 2018 remain unchanged.

Please note to furnish complete details of borrowings under the above issue, as and when is completed.

Best Regards,

  
Manjunatha MSR  
Director - Ratings



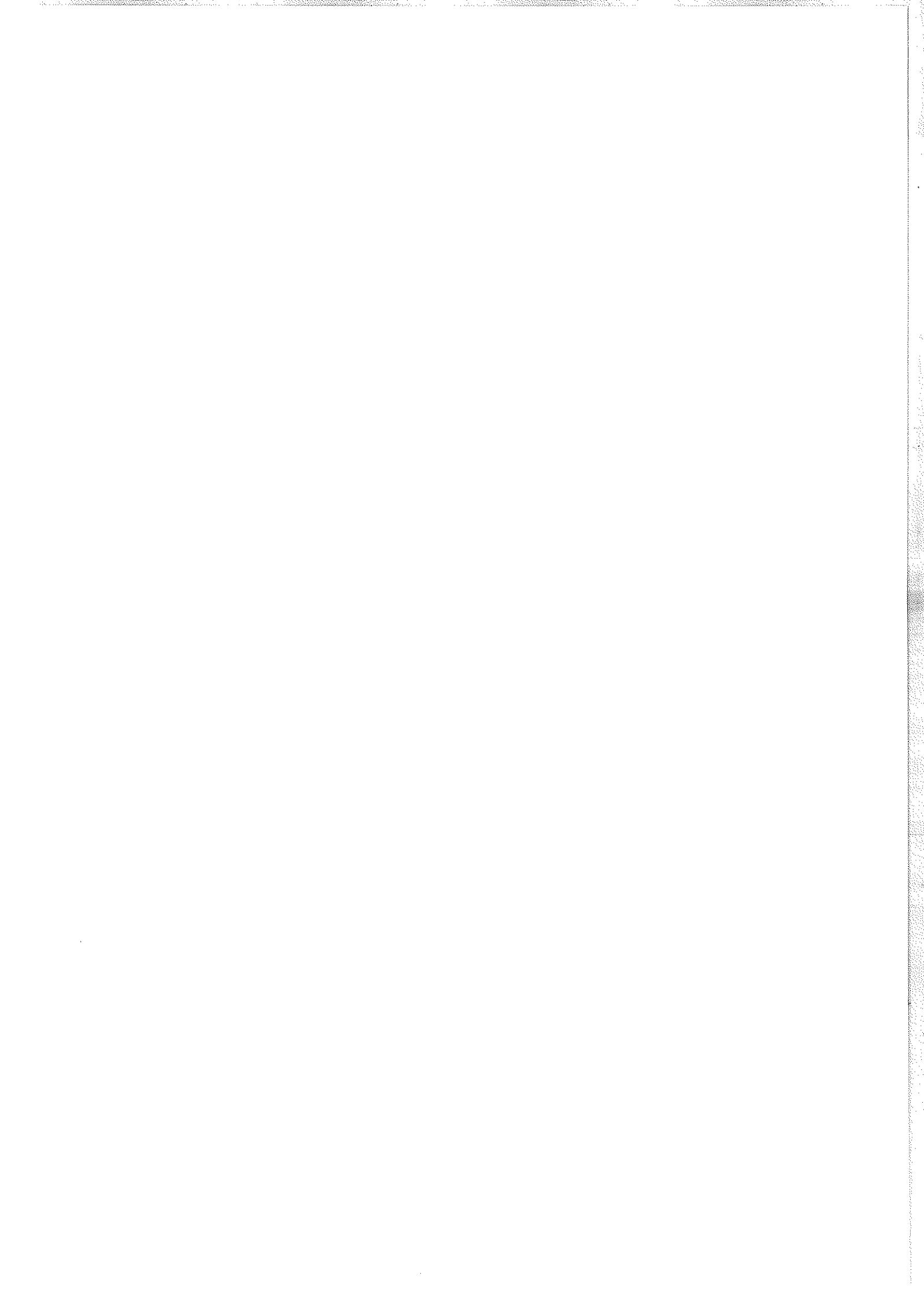
**Disclaimer:** Brickwork Ratings (BWR) has assigned the rating based on the information obtained from the issuer and other reliable sources, which are deemed to be accurate. BWR has taken considerable steps to avoid any data distortion; however, it does not examine the precision or completeness of the information obtained. And hence, the information in this report is presented "as is" without any express or implied warranty of any kind. BWR does not make any representation in respect to the truth or accuracy of any such information. The rating assigned by BWR should be treated as an opinion rather than a recommendation to buy, sell or hold the rated instrument and BWR shall not be liable for any losses incurred by users from any use of this report or its contents. BWR has the right to change, suspend or withdraw the ratings at any time for any reasons.

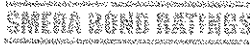
**Brickwork Ratings India Pvt. Ltd.**

3rd Floor, Bay Area Park, Gated Apartments, Hiranagar Road, Bangalore - 560 076  
Phone: +91 80 4040 9940 • Fax: +91 80 4040 9941 • [info@brickworkratings.com](mailto:info@brickworkratings.com) • [www.brickworkratings.com](http://www.brickworkratings.com)  
Ahmedabad • Bangalore • Chandigarh • Chennai • Guwahati • Hyderabad • Kolkata • Mumbai • New Delhi

UIN: CCR1908A100PTT043591







Rating Revalidation Letter

Private and Confidential

2018/31977/MFL/RL/VN  
March 01 2018

Mr. Atul Tibrewal  
AVP - Treasury  
Magma Fincorp Limited  
Magma House,  
24 Park Street,  
Kolkata-700016,  
West Bengal,  
Contact Number - 91 9831867069

**Credit Rating for Rs.50.00 crore Proposed Unsecured Subordinated Redeemable Non-Convertible Debentures (Tier II) (NCD) of Magma Fincorp Limited**


Dear Sir,

We refer to our letter (Ref No. 2017/21139/MFL/RL/A) dated February 03, 2017.

SMERA has an outstanding rating of '**SMERA AA**' read as [**SMERA double A**] with a 'Stable' outlook for the abovementioned debt instrument [see annexure 1]. As per SMERA's rating definition, instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

SMERA reserves the right to revise the ratings, along with the outlook, at any time, on the basis of new information, or other circumstances which SMERA believes may have an impact on the ratings. Such revisions, if any, would be appropriately disseminated by SMERA as required under prevailing SEBI guidelines and SMERA's policies. Hence lenders / investors are advised to visit <https://www.smera.in/> to confirm the current outstanding rating. SMERA ratings are not recommendations to buy, sell or hold any security.

Thanking you,  
Yours faithfully,

  
Vinayak Ramkrishna Nayak  
Head - Corporate Ratings

**DISCLAIMER FOR SMERA RATINGS**

A SMERA rating does not constitute an audit of the rated entity and should not be treated as a recommendation or opinion that is intended to substitute for a financial adviser's or investor's independent assessment of whether to buy, sell or hold any security. SMERA ratings are based on the data and information provided by the issuer and obtained from other reliable sources. Although reasonable care has been taken to ensure that the data and information is true, SMERA, in particular, makes no representation or warranty, expressed or implied with respect to the adequacy, accuracy or completeness of the information relied upon. SMERA is not responsible for any errors or omissions and especially states that it has no financial liability whatsoever for any direct, indirect or consequential loss of any kind arising from the use of its ratings. SMERA ratings are subject to a process of surveillance which may lead to a revision in ratings as and when the circumstances so warrant. Please visit our website ([www.smera.in](http://www.smera.in)) for the latest information on any instrument rated by SMERA, SMERA's rating scale and its definitions.



B) Annexure II: Trustee Consent

**CATALYST**  
Believe in yourself... Trust us!



CATALYST/CL/MUM/16-17/DEB/450

03<sup>rd</sup> February, 2017

**Magma Fincorp Limited**  
24, Park Street,  
Magma House  
Kolkata-700016

Kind Attn: - Mr. Atul Tibrewal

Dear Sir,

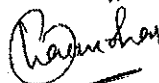
**Consent to act as Trustee for Unsecured Subordinate Debt Redeemable, Listed Non convertible Debentures aggregating to Rs. 50 crores to be issued by your Company.**

This is with reference to the discussions and also to the mail dated 03<sup>rd</sup> February 2017 in respect of appointment of Catalyst Trusteeship Limited to act as Debenture Trustee for the Unsecured Subordinate Debt Redeemable, Listed Non convertible Debentures aggregating to Rs. 50 crores to be issued by your Company. In this connection, we are agreeable to act as Trustee on the terms and conditions as mutually agreed between the Trustee and the Company.

The Company and the Trustee shall enter into relevant trustee agreements and other necessary documents for the aforesaid issue of NCDs and term loans and also agrees & undertakes to comply with the provisions of the SEBI (Debenture Trustees) Regulations, 1993, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI Circular No. SEBI/IMD/DOF-1/Bond/2009/11/05 dated 11/05/2009 on Simplified Listing Agreement for Debt Securities read with the SEBI Circular No. SEBI/IMD/DOF-1/BOND/Cir-5/2009 dated the 26<sup>th</sup> November, 2009, the RBI Circular No. RBI/2012-13/560 dated June 27, 2013, the Companies Act, 2013 and any other applicable statutes, regulations and provisions as amended from time to time.

We are also agreeable for inclusion of our name as trustees in the Company's offer document/disclosure document/ listing application/any other document to be filed with the Stock Exchange(s) or any other authority as required.

Yours faithfully,



Authorized Signatory

CATALYST TRUSTEESHIP LIMITED FORMERLY COA TRUSTEESHIP LIMITED

An ISO-9001 Company

Mumbai Office Office No. 83 87, 8th Floor, B Wing, Mittal Tower, Marine Point, Mumbai 400021 Tel: +91 (022) 4877 0555 Fax: +91 (022) 4877 0505  
Regd. Office COA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune 411 038 CBN No. U74999PN1997PLC110262  
Tel: +91 (020) 25280081 Fax: +91 (020) 25280275 Email: dt@ccttrustee.com Website: www.catalysttrustee.com  
Pune | Mumbai | Bengaluru | Delhi | Chennai

