INDEL MONEY LIMITED

Indel Money Limited ("**our Company**" or "**the Company**" or "**the Issuer**") was originally incorporated as '*Payal Holdings Private Limited*', a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated September 11, 1986 issued by Registrar of Companies, Maharashtra at Mumbai ("**RoC**"). The name of our Company was changed to '*Indel Money Private Limited*' pursuant to a fresh certificate of incorporation dated on January 9, 2013 issued by the RoC. Pursuant to a special resolution passed in the general meeting of our Shareholders held on August 16, 2021, our Company was converted into a public limited company and a fresh certificate of incorporation was issued by the RoC on August 26, 2021, and the name of our Company was changed to '*Indel Money Limited*'. Our Company holds a certificate of registration dated September 27, 2021 bearing registration number B-13.01564 issued by the Reserve Bank of India ("**RBI**") to carry on the activities of a non-banking financial company without accepting public deposits under Section 45 IA of the Reserve Bank of India Act, 1934. For further details about our Company, see "*History and Certain Other Corporate Matters*" on page 93.

Registered Office: Office No.301, Floor No.3, Sai Arcade N.S Road, Mulund West, Mumbai 400 080, Maharashtra, India.
Corporate Office: Indel House, Changampuzha Nagar, South Kalamassery, Ernakulam 682 033, Kerala, India.
Company Secretary and Compliance Officer/ Contact Person: Hanna P Nazir; **Email**: cs@indelmoney.com; **Telephone**: +91 484 293 3988;
Chief Financial Officer: Narayanan P; **Email**: cfo@indelmoney.com; **Telephone**: +91 484 293 3989;
Corporate Identification Number: U65990MH1986PLC040897; **PAN**: AAACP9568M; **E-mail**: care@indelmoney.com; **Website**: www.indelmoney.com

PUBLIC ISSUE BY OUR COMPANY OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹1,000 EACH, ("NCDS") AT PAR, AGGREGATING UP TO ₹5,000 LAKHS, HEREINAFTER REFERRED TO AS THE "BASE ISSUE" WITH AN OPTION TO RETAIN OVER-SUBSCRIPTION UP TO ₹5,000 LAKHS AGGREGATING UP TO ₹ 10,000 LAKHS, HEREINAFTER REFERRED TO AS THE "OVERALL ISSUE SIZE". THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER, AS AMENDED. THE ISSUE IS NOT PROPOSED TO BE UNDERWRITTEN.

OUR PROMOTER

Indel Corporation Private Limited; **Email**: cs@indelcorp.in; **Telephone**: +91 484 293 3999. For further details see, "*Our Promoter*" on page 103.

GENERAL RISKS

For taking an investment decision, the Investors must rely on their own examination of the Issuer and the Issue, including the risks involved. Specific attention of the Investors is invited to the chapter titled "*Risk Factors*" on page 16 and "*Material Developments*" on page 107, before making an investment in this Issue. This Draft Prospectus has not been and will not be approved by any regulatory authority in India, including the RBI, the Securities and Exchange Board of India ("**SEBI**"), the RoC or any stock exchange in India.

CREDIT RATING

Our Company has received rating of BBB-+/Stable (pronounced as CRISIL triple B plus rating with Stable outlook) by Crisil Ratings Limited *vide* its letter dated May 03, 2023 for the NCDs proposed to be issued pursuant to this Issue. The rating of the NCDs by Crisil Ratings Limited indicates that the instruments with this rating are considered to have moderate degree of safety and moderate credit risk. The rating given by Crisil Ratings Limited is valid as on the date of this Draft Prospectus and shall remain valid on date of the issue and allotment of NCDs and the listing of the NCDs on BSE. The ratings provided by Crisil Ratings Limited may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and Investors should take their own decisions. Please refer to Annexure I on page 233 for the rating rationale and press release.

COUPON RATE, COUPON PAYMENT FREQUENCY, REDEMPTION RATE, REDEMPTION AMOUNT & ELIGIBLE INVESTORS

For details relating to Coupon Rate, Coupon Payment Frequency, Redemption Date, Redemption Amount and eligible Investors of the NCDs, please see "*Issue Structure*" on page 164.

LISTING

The NCDs offered through this Draft Prospectus are proposed to be listed on the BSE Limited ("**BSE**"/ "**Stock Exchange**"). Our Company has obtained 'in-principle' approval for the Issue from BSE *vide* its letter dated [•], 2023. BSE shall be the Designated Stock Exchange for this Issue.

PUBLIC COMMENTS

This Draft Prospectus, filed with BSE pursuant to the provisions of NCS Regulations, to be kept open for public comments for a period of seven Working Days (i.e. until 5 p.m.) on [•], 2023. All the comments on this Draft Prospectus are to be forwarded to the attention of the Compliance Officer of our Company. Comments may be sent through post or e-mail.

LEAD MANAGER TO THE ISSUE

VIVRO FINANCIAL SERVICES PRIVATE LIMITED
607/608 Marathon Icon, Opp. Peninsula Corporate Park
Off. Ganpatrao Kadam Marg, Veer Santaji Lane, Lower Parel
Mumbai 400 013, Maharashtra, India
Tel: +91 22 6666 8040
Email: investors@vivro.net
Website: www.vivro.net
Contact Person: Viral Shah/Kruti Saraiya

DEBENTURE TRUSTEE*

VISTRA ITCL (INDIA) LIMITED
The IL&FS Financial Center
Plot C – 22, 6th Floor, G Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051, Maharashtra, India
Tel: 022 2659 3333
Email: itclcomplianceofficer@vistra.com
Website: www.vistraitcl.com
Contact Person: Jatin Chonani

REGISTRAR TO THE ISSUE

LINK INTIME INDIA PRIVATE LIMITED
C-101, 247 Park, L.B.S. Marg
Vikhroli (West), Mumbai 400 083
Maharashtra, India
Tel: + 91 810 811 4949
Fax: + 91 22 4918 6195
Email: indelmoney.ncd3@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan

CREDIT RATING

CRISIL RATINGS LIMITED
CRISIL House, Central Avenue,
Hiranandani Business Park,
Powai, Mumbai – 400 076
Maharashtra, India
Tel: +91 22 3342 3000
Email: crisilratingdesk@crisil.com
Website: www.crisilratings.com
Contact Person: Krishnan Sitaraman

STATUTORY AUDITOR

BHATTER & COMPANY, CHARTERED ACCOUNTANTS

307, Tulsiani Chambers,
Nariman Point
Mumbai
Maharashtra-400021
Tel: 022-22853039/30208868
Email: dhbhatter@gmail.com
Website: NA
Contact Person: D.H. Bhatter

ISSUE PROGRAMME

ISSUE OPENS ON [•], [•], 2023	**ISSUE CLOSES ON [•], [•], 2023****

**Vistra ITCL (India) Limited, by its letter dated May 11, 2023 has given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in this Draft Prospectus and in all the subsequent periodical communications sent to the holders of the Debenture issued pursuant to this Issue. For further details, please refer to "General Information – Debenture Trustee" on page 37.*

***The Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time), during the period indicated in the Prospectus, except that the Issue may close on such earlier date or extended date (subject to a minimum period of 3 working days and a maximum period of 10 working days from the date of opening of the issue and subject to not exceeding thirty days from filing the Prospectus with ROC) including any extensions), as may be decided by the Board of Directors of our Company ("Board") or the NCD Sub-Committee, subject to relevant approvals, in accordance with the SEBI NCS Regulations. In the event of such an early closure of or extension subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper and a regional daily newspaper in Maharashtra where the registered office is located, with wide circulation on or before such earlier date or extended date of closure. Applications Forms for the Issue will be accepted only from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange.*

A copy of the Prospectus and written consents of our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, our Auditor, the Lead Manager, the Registrar to the Issue, Public Issue Account Bank, Refund Bank, Sponsor Bank, Credit Rating Agency, the legal advisor, the Debenture Trustee, Grant Thornton Bharat LLP, lenders to our Company and the Syndicate Member to act in their respective capacities shall be filed with the RoC, in terms of Section 26 of the Companies Act, 2013 along with the requisite endorsed/ certified copies of all requisite documents. For further details, please see "Material Contracts and Documents for Inspection" beginning on page 223.

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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, all references in this Draft Prospectus to “Issuer”, “our Company”, “the Company” or “Indel” are to Indel Money Limited, a company incorporated under the Companies Act, 1956, registered as non-deposit taking non-banking financial company with the Reserve Bank of India under Section 45-IA of the Reserve Bank of India Act, 1934. The Registered Office is situated at Office No.301, Floor No.3, Sai Arcade N.S Road, Mulund West, Mumbai 400 080, Maharashtra, India.

Unless specified elsewhere or the context otherwise indicates, all references in this Draft Prospectus to “we” or “us” or “our” or “Issuer” are to our Company.

Unless the context otherwise indicates or implies, the following terms have the following meanings in this Draft Prospectus, and references to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended from time to time.

Company Related Terms

Term	Description
AoA/ Articles/ Articles of Association	Articles of Association of our Company, as amended from time to time.
Audited Financial Statements	Audited financial statements for year ended March 31 2020 and March 31, 2021 prepared in accordance with IGAAP.
Audited Consolidated Ind AS Financial Statements	The audited consolidated statement of assets and liabilities as at March 31, 2022 and the schedules forming part thereof; audited consolidated statement of profits and losses for the year March 31, 2022 and the schedules forming part thereof, the audited consolidated statement of cash flows for the year ended March 31, 2022 and the audited consolidated statement of changes in equity for the year ended March 31, 2022, the statement of significant accounting policies, and other explanatory statements.
Audited Standalone Ind AS Financial Statements	The audited standalone statement of assets and liabilities as at March 31, 2022 and the schedules forming part thereof; audited standalone statement of profits and losses for the year March 31, 2022 and the schedules forming part thereof, the audited standalone statement of cash flows for the year ended March 31, 2022 and the audited standalone statement of changes in equity for the year ended March 31, 2022 the statement of significant accounting policies, and other explanatory statements.
Audited Ind AS Financial Statements	Audited Consolidated Ind AS Financial Statements and Audited Standalone Ind AS Financial Statements.
Auditor/ Statutory Auditor	Bhatter & Company, Chartered Accountants.
Asset Under Management/ AUM	For the nine months period ended December 31, 2022 and March 31, 2022, AUM represents gross loans including interest receivables without considering the impact of impairment loss allowance and impact of effective interest rate in accordance with IND AS on standalone and consolidated basis, respectively. For the year ended as on March 31, 2020 and March 31, 2021 AUM represents aggregate value of outstanding loans before adjustment for provisions for NPA in accordance with IGAAP
Board/Board of Directors	Board of directors of our Company or any duly constituted committee thereof
Company Secretary	The company secretary of our Company, i.e., Hanna P. Nazir
Compliance Officer	The compliance officer of our Company appointed in relation to this Issue, i.e., Hanna P. Nazir.
Corporate Office	Indel House, Changampuzha Nagar South Kalamassery, Ernakulam 682033, Kerala, India.
Equity Shares	Equity shares of face value of ₹ 10 each of our Company.
Group Companies	M-Star Satellite Communications Private Limited, Omega Motors Private Limited, M-Star Heritage Hotels Private Limited, Indel Automotives Private Limited and M-Star Hotels Private Limited.
Interim Unaudited Ind AS Financial Results	The interim unaudited standalone Ind AS financial information of the Company for the quarter and nine months ended December 31, 2022 the statement of financial results for the quarter and nine months period ended on December 31, 2022 including notes thereto.

Term	Description
KMP/Key Managerial Personnel	The key managerial personnel of our Company in accordance with the provisions of the Companies Act, 2013. For details, see "*Our Management*" on page 95.
Limited Review Report	Report dated January 31, 2023 on the Interim Unaudited Ind AS Financial Statements, prepared by the Statutory Auditor.
Loan Assets	Assets under financing activities.
Memorandum/ MoA/ Memorandum of Association	Memorandum of association of our Company, as amended from time to time.
NBFC	Non-banking financial company as defined under Section 45-IA of the RBI Act, 1934.
NCD Sub-Committee	The committee of the Board of Directors of the Company constituted for the purposes of, *inter alia*, issuance of debentures of the Company.
Promoter	Indel Corporation Private Limited.
Promoter Group	As defined under SEBI NCS Regulations.
Reformatted Consolidated Financial Statements	The reformatted consolidated statement of assets and liabilities as at March 31, 2021, and March 31, 2020 and the schedules forming part thereof; reformatted consolidated statement of profits and losses for each of the years March 31, 2021 and March 31, 2020 and the schedules forming part thereof, and the reformatted consolidated statement of cash flows for each of the years ended March 31, 2021 and March 31, 2020 the statement of significant accounting policies, and other explanatory statements. The audited consolidated financial statements of the Company as at and for the years ended March 31, 2021 and March 31, 2020 prepared in accordance with IGAAP forms the basis for such Reformatted Consolidated Financial Statements.
Reformatted Standalone Financial Statements	The reformatted standalone statement of assets and liabilities as at March 31, 2021, and March 31, 2020 and the schedules forming part thereof; reformatted standalone statement of profits and losses for each of the years March 31, 2021 and March 31, 2020 and the schedules forming part thereof, and the reformatted standalone statement of cash flows for each of the years ended March 31, 2021 and March 31, 2020 the statement of significant accounting policies, and other explanatory statements. The audited standalone financial statements of the Company as at and for the years ended March 31, 2021 and March 31, 2020 prepared in accordance with IGAAP form the basis for such Reformatted Standalone Financial Statements.
Reformatted Financial Statements	Reformatted Consolidated Financial Statements and Reformatted Standalone Financial Statements.
Registered Office	The registered office of our Company is situated at Office No.301, Floor No.3, Sai Arcade N.S Road, Mulund West, Mumbai - 400 080, Maharashtra, India.
Risk Management Committee	The committee of the Board of Directors of the Company constituted for the purposes of *inter alia*, to assist the Board in the execution of its risk management accountabilities. For further details, see "*Our Management*" on page 95.
RoC	Registrar of Companies, Mumbai, Maharashtra.
Shareholders	The shareholders of our Company.

Issue Related Terms

Term	Description
Abridged Prospectus	A memorandum containing the salient features of this Draft Prospectus
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form
Allotment Advice	The communication sent to the Allottees conveying the details of NCDs allotted to the Allottees in accordance with the Basis of Allotment.
Allot/ Allotment/ Allotted	The issue and allotment of the NCDs to successful Applicants pursuant to the Issue.
Allottee(s)	The successful Applicant to whom the NCDs are being/have been Allotted pursuant to the Issue.
Applicant/Investor	Any prospective applicant who makes an Application pursuant to this Draft Prospectus and the Application Form.
Application Supported by Blocked Amount/ Application/ ASBA Application	An application (whether physical or electronic) to subscribe to the NCDs offered pursuant to the Issue by submission of a valid Application Form and authorising the relevant SCSB to block the Application Amount in the relevant ASBA Account and will include

Term	Description
	application made by UPI Investors using UPI where the Application amount will be blocked upon acceptance of UPI Mandate Request by UPI Investors, which will be considered as the application for Allotment in terms of this Draft Prospectus.
Application Amount	The aggregate value of NCDs applied for, as indicated in the Application Form for the Issue.
Application Form/ ASBA Form	Form in terms of which an Applicant shall make an offer to subscribe to NCDs through the ASBA process and which will be considered as the Application for Allotment of NCDs and in terms of this Draft Prospectus.
Application Supported by Blocked Amount/ASBA	The Application (whether physical or electronic) used by an ASBA Applicant to make an Application by authorising the SCSB to block the Application Amount in the specified bank account maintained with such SCSB
ASBA Account	A bank account maintained with an SCSB by an Applicant, as specified in the Application Form submitted by the Applicant for blocking the Application Amount mentioned in the relevant ASBA Form and includes a bank account maintained by a UPI Investor linked to a UPI ID, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Investor using the UPI Mechanism.
Base Issue	₹5,000 Lakhs.
Basis of Allotment	The basis on which NCDs will be allotted to successful applicants under the Issue and which is described in "*Issue Procedure – Basis of Allotment*" on page 204.
Broker Centres	Broker centres notified by the Stock Exchange, where Applicants can submit the Application Forms (including ASBA Forms under UPI in case of UPI Investors) to a Trading Member. The details of such broker centres, along with the names and contact details of the Trading Members are available on the website of the Stock Exchange and updated from time to time.
Business Days	All days excluding Saturdays, Sundays or a public holiday in India or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881.
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account.
Collection Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, being the Designated Branch for SCSBs, Specified Locations for the Syndicate, Broker Centres for registered brokers, Designated RTA Locations for CRTAs and Designated CDP Locations for CDPs.
Collecting Depository Participants/CDPs	A depository participant, as defined under the Depositories Act, 1996 and registered under the SEBI Act and who is eligible to procure Applications at the Designated CDP Locations in terms of the Debt Application Circular.
Collecting Registrar and Share Transfer Agents/ CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of the Debt Application Circular.
Credit Rating Agency	For the present Issue, the credit rating agency being, Crisil Ratings Limited
Coupon Rate / Interest Rate	The aggregate rate of interest payable in connection with the NCDs in accordance with this Draft Prospectus. For further details, see "*Issue Structure*" on page 164.
Crisil	Crisil Ratings Limited
Debenture Trust Deed	The trust deed to be executed by our Company and the Debenture Trustee for creating the security over the NCDs issued under the Issue.
Debenture Trusteeship Agreement	Debenture Trusteeship Agreement dated May 11, 2023 entered into between our Company and the Debenture Trustee
Debentures/ NCDs	Secured, redeemable, non-convertible debentures issued pursuant to this Draft Prospectus
Deemed Date of Allotment	The date on which the Board or a duly authorised committee approves the Allotment of NCDs. All benefits relating to the NCDs including interest on the NCDs shall be available to the investors from the Deemed Date of Allotment. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment.
Demographic Details	The demographic details of an Applicant such as his address, bank account details, category, PAN, UPI ID, etc. for printing on refund/interest orders or used for refunding through electronic mode as applicable
Depositories Act	The Depositories Act, 1996
Depository(ies)	National Securities Depository Limited and/or Central Depository Services (India) Limited
Designated Branches	Such branches of the SCSBs which shall collect the Application Forms used by the ASBA

Term	Description
	Applicants and a list of which is available at www.sebi.gov.in or at such other web-link as may be prescribed by SEBI from time to time
Designated CDP Locations	Such centres of the Collecting Depository Participants where Applicants can submit the Application Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs are available on the website of the Stock Exchange and updated from time to time
Designated Date	The date on which the Registrar to the Issue issues instruction to SCSBs for unblocking of funds from the ASBA Accounts to the Public Issue Account in terms of the Prospectus, the Public Issue Account and Sponsor Bank Agreement and following which the Board, shall Allot the NCDs to the successful Applicants.
Designated Intermediaries	The Members of the Syndicate, SCSBs, Registered Stock Brokers, Trading Members, RTAs and CDPs who are authorized to collect Application Forms from the Applicants, in relation to the Issue
Designated Stock Exchange/ DSE	BSE Limited
Designated RTA Locations	Such centres of the RTAs where Applicants can submit the Application Forms (including Application Forms by UPI Investors under the UPI Mechanism). The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the website of the Stock Exchange and updated from time to time.
DP/Depository Participant	A depository participant as defined under the Depositories Act.
Direct Online Application	The application made using an online interface enabling direct application by Investors to a public issue of their debt securities with an online payment facility through a recognised stock exchange. This facility is available only for demat account holders who wish to hold the NCDs pursuant to the Issue in dematerialised form. Please note that the Applicants will not have the option to apply for NCDs under the Issue, through the direct online applications mechanism of the Stock Exchange.
Draft Prospectus	This Draft Prospectus dated May 16, 2023 was filed with the Stock Exchange and with SEBI for receiving public comments, in accordance with the provisions of the Companies Act, 2013 and the SEBI NCS Regulations.
Existing Secured Creditors	State Bank of India, Dhanlaxmi Bank Limited, The South Indian Bank Limited, Indian Bank, IDFC First Bank Limited, Hinduja Leyland Finance Limited, Northern Arc Capital Limited, Indian Bank, Cholamandalam Investment and Finance Company, STCI Finance Limited, DCB Bank Limited the secured debenture holders of the debentures issued by way of public issue and the debenture holders of the privately placed secured non-convertible debentures.
Fugitive Economic Offender	Fugitive economic offender means an individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
Interest Payment Date / Coupon Payment Date	As specified in "*Issue Structure*" on page 164.
Institutional Portion	Portion of Applications received from Category I of persons eligible to apply for the Issue which includes resident public financial institutions as defined under Section 2(72) of the Companies Act 2013, statutory corporations including state industrial development corporations, scheduled commercial banks, co-operative banks and regional rural banks, and multilateral and bilateral development financial institutions, which are authorised to invest in the NCDs, provident funds of minimum corpus of ₹2,500 lakhs, pension funds of minimum corpus of ₹2,500 lakhs, superannuation funds and gratuity fund, which are authorised to invest in the NCDs, resident venture capital funds and/or alternative investment funds registered with SEBI, insurance companies registered with the IRDAI, national investment fund (set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India and published in the Gazette of India), insurance funds set up and managed by the Indian army, navy or the air force of the Union of India or by the Department of Posts, India, mutual funds registered with SEBI and systemically important non-banking financial companies.
Issue	Public issue of secured, redeemable, non-convertible debentures by our Company aggregating up to ₹5,000 lakhs, with an option to retain over-subscription up to ₹5,000 lakhs, aggregating up to ₹ 10,000 lakhs, on the terms and in the manner set forth herein.
Issue Closing Date	[•], 2023.
Issue Opening Date	[•], 2023.

Term	Description
Issue Size	Public issue of NCDs by our Company aggregating up to ₹5,000 lakhs, with an option to retain over-subscription up to ₹5,000 lakhs, aggregating up to ₹10,000 lakhs.
Lead Manager	Vivro Financial Services Private Limited.
Market Lot	1 (one) NCD.
Maturity Amount	In respect of NCDs Allotted to NCD Holders, the repayment of the face value of the NCD along with interest that may have accrued as on the redemption date.
NCD Holder/ Debenture Holder	Any debenture holder who holds the NCDs issued pursuant to this Issue and whose name appears on the beneficial owners list provided by the Depositories.
Non-Institutional Portion	Category II of persons eligible to apply for the Issue which includes companies falling within the meaning of Section 2(20) of the Companies Act 2013; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs, educational institutions and associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment; which are authorised to invest in the NCDs, trust including public/private charitable/religious trusts which are authorised to invest in the NCDs, association of persons, scientific and/or industrial research organisations, which are authorised to invest in the NCDs, partnership firms in the name of the partners, limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009), resident Indian individuals and Hindu undivided families through the Karta aggregating to a value exceeding ₹5 lakhs.
Prospectus	The Prospectus to be filed with the RoC in accordance with the SEBI NCS Regulations, containing inter alia the Coupon Rate for the NCDs and certain other information.
Public Issue Account	Account(s) to be opened with the Public Issue Account Bank to receive monies from the ASBA Accounts maintained with the SCSBs (including under the UPI Mechanism) on the Designated Date.
Public Issue Account Bank	[•]
Public Issue Account and Sponsor Bank Agreement	The agreement dated [•] to be entered into amongst our Company, the Registrar to the Issue, the Lead Manager, the Public Issue Account Bank, the Sponsor Bank for collection of the Application Amounts from ASBA Accounts under the UPI Mechanism and the Refund Bank for collection of the Application Amounts from ASBA Accounts and where applicable remitting refunds, if any, to such Applicants, on the terms and conditions thereof.
Record Date	The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 7 Working Days prior to the date on which interest is due and payable, and/or the date of redemption. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be. In case Record Date falls on a day when Stock Exchange is having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date.
Refund Account	Account opened with the Refund Bank from which refunds, if any, of the whole or any part of the Application Amount shall be made and as specified in the Prospectus.
Refund Bank	[•]
Registrar to the Issue/ Registrar	Link Intime India Private Limited
Register of NCD Holders	The statutory register in connection with any NCDs which are held in physical form on account of rematerialisation, containing name and prescribed details of the relevant NCD Holders, which will be prepared and maintained by our Company/Registrar in terms of the applicable provisions of the Companies Act.
Retail Investor Portion	Portion of Applications received from Category III of persons eligible to apply for the Issue which includes resident Indian individuals and Hindu undivided families through the Karta aggregating to a value not exceeding and including ₹5 lakhs.
RTAs/ Registrar and Share Transfer Agents	The registrar and share transfer agents registered with SEBI and eligible to procure Application in the Issue at the Designated RTA Locations.
SCSBs or Self Certified Syndicate Banks	The banks registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 offering services in relation to ASBA, including blocking of an ASBA Account, and a list of which is available on www.sebi.gov.in or at

Term	Description
	such other web-link as may be prescribed by SEBI from time to time. Additionally, the banks registered with SEBI, enabled for UPI Mechanism, list of which is available on www.sebi.gov.in or at such other web-link as may be prescribed by SEBI from time to time. A list of the branches of the SCSBs where ASBA Applications submitted to the Lead Manager, Members of the Syndicate or the Trading Member(s) of the Stock Exchange, will be forwarded by such Lead Manager, Members of the Syndicate or the Trading Members of the Stock Exchange is available at www.sebi.gov.in or at such other web-link as may be prescribed by SEBI from time to time.
SEBI Debenture Trustee Operational Circular	SEBI circular with reference number SEBI/HO/DDHS/P/CIR/2023/50 dated 31 March 2023 as may be amended from time to time.
Security	The principal amount of the NCDs to be issued in terms of this Draft Prospectus together with all interest due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of first ranking pari passu charge with Existing Secured Creditors, on current assets, including book debts, receivables, loans and advances and cash & bank balances (excluding reserves created in accordance with law and exclusive charge created in favour of secured charge holders in terms of their respective loan agreements/documents), both present and future of the Company.
Specified Locations	Collection centres where the Members of the Syndicate shall accept Application Forms, a list of which is included in the Application Form.
Sponsor Bank	The Banker to the Issue registered with SEBI which is appointed by our Company to act as a conduit between the Stock Exchange and NPCI in order to push the UPI Mandate Requests and/or payment instructions of the UPI Investors into the UPI and carry out any other responsibilities, in terms of the SEBI Operational Circular in this case being, [•].
Stock Exchange(s)	BSE.
Syndicate ASBA	Applications through the Designated Intermediaries.
Syndicate ASBA Application Locations	Collection centres where the Designated Intermediaries shall accept Application Forms from Applicants, a list of which is available on the website of the SEBI at www.sebi.gov.in and at such other websites as may be prescribed by SEBI from time to time.
Syndicate SCSB Branches	In relation to ASBA Applications submitted to a Member of the Syndicate, such branches of the SCSBs at the Syndicate ASBA Application Locations named by the SCSBs to receive deposits of the Application Forms from the members of the Syndicate, and a list of which is available on www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Tenor	Tenor shall mean the tenor of the NCDs which will be specified in the Prospectus.
Trading Member(s)	Individuals or companies registered with SEBI as “trading member(s)” under the SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992, and who hold the right to trade in stocks listed on stock exchanges, through which Investors can buy or sell securities listed on stock exchanges whose list is available on stock exchanges.
Transaction Registration Slip/TRS	The acknowledgement slips or document issued by any of the Members of the Syndicate, the SCSBs, or the Trading Members as the case may be, to an Applicant upon demand as proof of upload of the Application on the application platform of the Stock Exchange.
Tripartite Agreement(s)	Agreements as entered into between the Issuer, Registrar and each of the Depositories under the terms of which the Depositories shall act as depositories for the securities issued by our Company.
Trustee/Debenture Trustee	Trustee for the holders of the NCDs, in this case being Vistra ITCL (India) Limited.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the NPCI.
UPI Investor	An Applicant who applies with a UPI number whose Application Amount for NCDs in the Issue is upto ₹5,00,000.
UPI Mandate Request	A request (intimating the UPI Investors, by way of a notification on the UPI application and by way of an SMS directing the UPI Investors to such UPI application) to the UPI Investors using the UPI Mechanism initiated by the Sponsor Bank to authorise blocking of funds equivalent to the Application Amount in the relevant ASBA Account through

Term	Description
	the UPI, and the subsequent debit of funds in case of Allotment.
UPI Mechanism	The optional bidding mechanism that may be used by UPI Investors to make Applications in the Issue, in accordance with SEBI Operational Circular, as amended or any other governmental authority in relation thereto from time to time.
UPI PIN	Password to authenticate UPI transaction.
Wilful Defaulter	A person who is categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and includes an issuer whose director or promoter is categorised as such.
Working Days	All days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in Mumbai. Furthermore, for the purpose of post issue period, i.e., period beginning from the Issue Closing Date to listing of the NCDs on the Stock Exchange, Working Day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays in Mumbai, as per SEBI NCS Regulations, however, with reference to payment of interest/redemption amount of NCDs, Working Days shall mean those days wherein the money market is functioning in Mumbai.

Business/Industry Related Terms

Term	Description
AMFI	Association of Mutual Funds in India
ALM	Asset Liability Management
ALCO	Asset Liability Committee
AUM	Assets Under Management
Base Layer	The Base Layer shall comprise of (a) non-deposit taking NBFCs below the asset size of ₹1,000 crore and (b) NBFCs undertaking the following activities- (i) NBFC-Peer to Peer Lending Platform (NBFC-P2P), (ii) NBFC-Account Aggregator (NBFC-AA), (iii) Non Operative Financial Holding Company (NOFHC) and (iv) NBFCs not availing public funds and not having any customer interface
CCTV	Closed-circuit Television
CPI	Consumer Price Index
CIC-ND-SI	NBFC-Systemically Important Core Investment Company
CRAR	Capital-To-Risk-Weighted Assets Ratio
DPN	Demand Promissory Note
EMI	Equated Monthly Instalments
FIR	First Information Report
HFC	Housing Finance Company
IBJA	India Bullion and Jewellers Association
ICC	Investment and Credit Company
KYC/ KYC Norms	Customer identification procedure for opening of accounts and monitoring transactions of suspicious nature followed by NBFCs for the purpose of reporting it to appropriate authority
LTV	Loan to value
Master Directions	RBI's Master Direction – Non-Banking Financial Company Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 dated September 1, 2016, as amended
MSMEs	Micro Small and Medium Enterprises
NAV	Net Asset Value
NBFC	Non-Banking Financial Company as defined under Section 45-IA of the RBI Act, 1934
NBFC-D	NBFC registered as a deposit accepting NBFC
NBFC-ND	NBFC registered as a non-deposit accepting NBFC
NBFC-ND-SI	Systemically Important NBFC-ND, i.e., a non-banking financial company not accepting / holding public deposits
NBFC-P2P	NBFC–Peer to Peer Lending Platform (NBFC-P2P)
NOF	Net Owned Fund
NPA	Non-performing asset
NTB	New-to-Bank
NTC	New to Credit

Term	Description
OCEN	Open Credit Enablement Network
OTP	One Time Password
PSL	Priority Sector Lending
Public Issue I	Public issue of secured and unsecured non-convertible debentures of face value ₹1,000 each aggregating to ₹9,400.98 Lakhs pursuant to the prospectus dated September 20, 2021.
Public Issue II	Public issue of secured non-convertible debentures of face value ₹1,000 each aggregating to ₹8,148.32 Lakhs pursuant to the prospectus dated May 24, 2022.
GT Industry Report	Report on Overview of the Indian Gold loan, Personal loan and MSME loan markets prepared by Grant Thornton Bharat LLP and included in this Draft Prospectus.
GT/ GTBLLP/ Grant Thornton	Grant Thornton Bharat LLP
Tier I Capital	Tier I capital means owned fund as reduced by investment in shares of other non-banking financial companies and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, ten per cent of the owned fund; and perpetual debt instruments issued by a non-deposit taking nonbanking financial company in each year to the extent it does not exceed 15% of the aggregate Tier I Capital of such company as on March 31 of the previous accounting year
Tier II Capital	Tier II capital includes the following: (a) preference shares other than those which are compulsorily convertible into equity; (b) revaluation reserves at discounted rate of fifty five percent; (c) General Provisions (including that for Standard Assets) and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one and one fourth percent of risk weighted assets; (d) hybrid debt capital instruments; (e) subordinated debt; (f) perpetual debt instruments issued by a non-deposit taking non-banking financial company which is in excess of what qualifies for Tier I Capital to the extent the aggregate does not exceed Tier I Capital
WGC	World Gold Council

Conventional and General Terms or Abbreviations

Term	Description
AGM	Annual General Meeting
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CGST Act	Central Goods and Services Tax Act, 2017
Cr.P.C	Code of Criminal Procedure, 1973
Companies Act, 1956	The erstwhile Companies Act, 1956
Companies Act/ Companies Act 2013	The Companies Act, 2013 read with rules framed by the Government of India from time to time
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India earlier known as Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India
DRR	Debenture Redemption Reserve
EGM	Extraordinary General Meeting
EPS	Earnings per share
FDI Policy	The Government policy, rules and the regulations (including the applicable provisions of the FEMA Non-Debt Rules) issued by the Government of India prevailing on that date in relation to foreign investments in our Company’s sector of business as amended from time to time.

Term	Description
FEMA	Foreign Exchange Management Act, 1999
FEMA Non-Debt Regulations	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
FEMA Debt Regulations	Foreign Exchange Management (Debt Instrument) Regulations, 2019
FIs	Financial Institutions
FPI	Foreign Portfolio Investors defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
Financial Year/FY/Fiscal	Financial year ending March 31
GDP	Gross Domestic Product
GoI	Government of India
G-Sec	Government Securities
GST	Goods and Services Tax
HUF	Hindu Undivided Family
IRDAI	Insurance Regulatory and Development Authority of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IGST Act	Integrated Goods and Services Tax Act, 2017
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India
Insurance Act	The Insurance Act, 1938
IT Act	The Income Tax Act, 1961
IT	Information Technology
ISD	International Subscriber Dialling
MCA	Ministry of Corporate Affairs, Government of India
MICR	Magnetic ink character recognition
MIS	Management Information System
MoU	Memorandum of Understanding
NA	Not Applicable
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer
NII(s)	Non-Institutional Investor(s)
NIM	Net Interest Margin
NPCI	National Payments Corporation of India
NRI	Non-resident Indian
NSDL	National Securities Depository Limited
OCI	Overseas Citizenship of India
PAN	Permanent Account Number
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI Delisting Regulations	SEBI (Delisting of Equity Shares) Regulations, 2021
SEBI Listing Regulations/ Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI NCS Regulations	Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time.
SEBI Operational Circular	SEBI circular (SEBI/HO/DDHS/P/CIR/ 2021/613) dated August 10, 2021 as amended, which consolidates and has replaced multiple circulars issued by SEBI in relation of issue and listing of debt securities, as amended from time to time.
SGST Act	State Goods and Services Tax Act, 2017, as enacted by various state governments
SME	Small and medium enterprises
TDS	Tax Deducted at Source
UPI	Unified Payments Interface, a payment mechanism that allows instant transfer of money

Term	Description
	between any two persons bank account using a payment address which uniquely identifies a person's bank account
VOIP	Voice Over Internet Protocol
WDM	Wholesale Debt Market

Notwithstanding anything contained herein, capitalised terms that have been defined in the chapters titled "*Capital Structure*", "*History and Certain Other Corporate Matters*", "*Our Management*", "*Financial Statements*", "*Financial Indebtedness*", "*Issue Procedure*", "*Outstanding Litigations*", "*Key Regulations and Policies*" and "*Summary of Main Provisions of the Articles of Association*" on pages 42, 93, 95, 106, 108, 184, 122, 135 and 211, respectively will have the meanings ascribed to them in such chapters.

PRESENTATION OF FINANCIAL, INDUSTRY AND OTHER INFORMATION

Certain Conventions

In this Draft Prospectus, unless the context otherwise indicates or implies references to "you," "offeree," "purchaser," "subscriber," "recipient," "investors" and "potential investor" are to the prospective Investors to this Issue, references to "our Company", the "Company" or the "Issuer" are to Indel Money Limited.

Unless otherwise stated, references in this Draft Prospectus to a particular year are to the calendar year ended on December 31 and to a particular "fiscal" or "fiscal year" are to the fiscal year ended on March 31.

All references to "India" are to the Republic of India and its territories and possessions, and the "Government", the "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Financial Data

Our Company publishes its financial statements in Rupees.

Our Company's financial statements for the year ended March 31, 2021 and March 31, 2020 have been prepared in accordance with Indian GAAP including the Accounting Standards notified under the Companies Act, 2013 and other applicable statutory and / or regulatory requirements.

For the purposes of disclosure in this Draft Prospectus, we have prepared and presented our reformatted financial information for the two Fiscals (in this case, for Fiscal 2021 and 2020). Our Company's standalone and consolidated audited financial statements for the years ended March 31, 2021 and March 31, 2020 form the basis of preparation of the Reformatted Standalone Financial Statements and Reformatted Consolidated Financial Statements which is included in this Draft Prospectus and is referred to hereinafter as the "Reformatted Financial Information" in the section titled "*Financial Information*" on page 106. The Reformatted Standalone Financial Statements and Reformatted Consolidated Financial Statements of our Company included in this Draft Prospectus are derived from the audited standalone financial statements and audited consolidated financial statements prepared in accordance with Indian GAAP for years ended March 31, 2021 and March 31, 2020.

The Ministry of Corporate Affairs ("**MCA**"), in its press release dated January 18, 2016, issued a roadmap for implementation of Ind AS converged with IFRS for non-banking financial companies, scheduled commercial banks, insurers, and insurance companies, which was subsequently confirmed by the RBI through its circular dated February 11, 2016. The notification further explains that NBFCs whose equity and/or debt securities are listed or in the process of listing on any stock exchange in India or outside India and having a net worth of less than ₹50,000 lakh, shall comply with Ind AS for accounting periods beginning from April 1, 2019 onwards with comparatives for the periods ending on March 31, 2019 or thereafter. Our Company's financial statements for the year ended March 31, 2022 have been prepared in accordance with Ind AS including the Accounting Standards notified under the Companies Act, 2013 and other applicable statutory and / or regulatory requirements.

Our Company's Interim Unaudited Ind AS Financial Results for quarter and nine months period ended December 31, 2022 is prepared in accordance with Ind AS, applicable standards and guidance notes specified by the ICAI under the Companies Act.

The Interim Unaudited Ind AS Financial Results along with Limited Review Report for the nine months ended December 31, 2022 and the Reformatted Financial Statements for the years ended March 31, 2021 and March 31, 2020 along with examination report issued thereon are included in this Draft Prospectus, as issued by our Statutory Auditor, Bhatter & Company, Chartered Accountants, in the chapter titled "*Financial Statements*" on page 106.

The Audited Ind AS Financial Statements for the year ended March 31, 2022 are included in this Draft Prospectus, as issued by our previous Statutory Auditor, FRG & Company, Chartered Accountants, in the chapter titled "*Financial Statements*" on page 106.

The Audited Ind AS Financial Statements for the year ended March 31, 2022 and the Reformatted Financial Statements along with examination report are included in this Draft Prospectus, as issued by our previous statutory auditor, FRG & Company, Chartered Accountants, in the chapter titled "*Financial Statements*" on page 106.

Unless stated otherwise, the financial data in this Draft Prospectus is derived from the Interim Unaudited Ind AS Financial Results, Audited Ind AS Financial Statements and Reformatted Financial Statements.

In this Draft Prospectus, any discrepancies in any table, including "*Capital Structure*" and "*Objects of the Issue*" between the total and the sum of the amounts listed are due to rounding off. All the decimals have been rounded off to two decimal places.

Currency and units of Presentation

In this Draft Prospectus, all references to 'Rupees'/ '₹'/ 'INR'/ '₹' are to Indian Rupees, the legal currency of the Republic of India.

Except where stated otherwise in this Draft Prospectus, all figures have been expressed in 'lakhs'. All references to 'lakhs/lakh' mean 'one hundred thousand' and 'crore' means 'ten million' and 'billion/bn./billions' means 'one hundred crores'.

Industry and Market Data

Unless stated otherwise, industry and market data used throughout this Draft Prospectus has been obtained from industry publications. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Accordingly, no investment decision should be made on the basis of such information. Although our Company believes that industry data used in Prospectus is reliable, it has not been independently verified. Also, data from these sources may not be comparable. Similarly, internal reports, while believed by us to be reliable, have not been verified by any independent sources. The extent to which the market and industry data used in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. Certain information and statistics in relation to the industry in which we operate, which has been included in this Draft Prospectus has been extracted from an industry report titled Overview of the Indian Gold loan, Personal loan and MSME loan markets, dated April 26, 2023 prepared and issued by Grant Thornton Bharat LLP ("**GT Industry Report**"). Please refer to "*Industry Overview*" on page 51 for further details. Following is the disclaimer of Grant Thornton Bharat LLP in relation to the GT Industry Report:

"*Grant Thornton Bharat LLP (GTBLLP) has taken due care and caution in preparing this report based on the information obtained by GTBLLP from sources which it considers reliable (Data). However, GTBLLP does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest / disinvest in any company / entity covered in the Report and no part of this report should be construed as an investment advice. GTBLLP especially states that it has no financial liability whatsoever to the subscribers/ users/ transmitters/ distributors of this Report. No part of this Report may be published / reproduced in any form without GTBLLP's prior written approval.*"

General Risk

Investment in NCDs involve a degree of risk and investors should not invest any funds in NCDs unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it.

Specific attention of investors is invited to statement of risk factors contained under section "*Risk Factors*". These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the NCDs or Investor's decision to purchase such securities.

FORWARD LOOKING STATEMENTS

This Draft Prospectus contains certain statements that are not statements of historical fact and are in the nature of "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "continue", "expect", "estimate", "intend", "objective", "plan", "potential", "project", "will", "will continue", "will pursue", "will likely result", "will seek to", "seek" or other words or phrases of similar import. All statements regarding our expected financial condition and results of operations and business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, revenue and profitability and other matters discussed in this Draft Prospectus that are not historical facts.

All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results, performance or achievements to differ materially from those contemplated by the relevant statement.

Actual results may differ materially from those suggested by the forward looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to our businesses and our ability to respond to them, our ability to successfully implement our strategies, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in our industry.

Important factors that could cause actual results to differ materially from our expectations include, but not limited to, the following:

1. Any increase in the levels of non-performing assets ("**NPA**") on our loan portfolio, for any reason whatsoever, would adversely affect our business and results of operations;

2. Any volatility in interest rates which could cause our Gross Spreads to decline and consequently affect our profitability;

3. Changes in the value of Rupee and other currency changes;

4. Unanticipated turbulence in interest rates or other rates or prices; the performance of the financial and capital markets in India and globally;

5. Changes in political conditions in India;

6. The rate of growth of our Loan Assets;

7. The outcome of any legal or regulatory proceedings we are or may become a party to;

8. Changes in Indian and/or foreign laws and regulations, including tax, accounting, banking, securities, insurance and other regulations; changes in competition and the pricing environment in India; and regional or general changes in asset valuations;

9. Any changes in connection with policies, statutory provisions, regulations and/or RBI directions in connection with NBFCs, including laws that impact our lending rates and our ability to enforce our collateral;

10. Emergence of new competitors;

11. Performance of the Indian debt and equity markets;

12. Occurrence of natural calamities, pandemics, or natural disasters affecting the areas in which our Company has operations;

13. The performance of the financial markets in India and globally;

14. Volatility in global bullion prices; and

15. Other factors discussed in this Draft Prospectus, including under the chapter titled "*Risk Factors*" on page 16.

For further discussion of factors that could cause our actual results to differ from our expectations, please refer to the chapters "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 16, 51 and 74, respectively.

By their nature, certain market risk disclosures are only estimate and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Forward looking statements speak only as on the date of this Draft Prospectus. The forward-looking statements contained in this Draft Prospectus are based on the beliefs of management, as well as the assumptions made by and information currently available to management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure Investors that such expectations will prove to be correct or will hold good at all times. Given these uncertainties, Investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialise, or if any of our underlying assumptions prove to be incorrect, our actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements. Neither our Company nor the Lead Manager, nor any of its affiliates have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Lead Manager will ensure that Investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

SECTION II - RISK FACTORS

An investment in NCDs involves a certain degree of risk. You should carefully consider all the information contained in this Draft Prospectus, including the chapters "Our Business" and "Financial Statements" on pages 74 and 106, respectively, before making an investment decision. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the NCDs.

If any one of the following stated risks actually occurs, the Company's business, financial conditions and results of operations could suffer and, therefore, the value of the Company's NCDs could decline and/or the Company's ability to meet its obligations in respect of the NCDs could be affected. More than one risk factor may have simultaneous affect with regard to the NCDs such that the effect of a particular risk factor may not be predictable. In addition, more than one risk factor may have a compounding effect which may not be predictable. No prediction can be made as to the effect that any combination of risk factors may have on the value of the NCDs and/or the Company's ability to meet its obligations in respect of the NCDs.

The following risk factors are determined on the basis of their materiality. In determining the materiality of risk factors, we have considered risks which may not be material individually but may be material when considered collectively, which may have a qualitative impact though not quantitative, which may not be material at present but may have a material impact in the future. Additional risks, which are currently unknown or now deemed immaterial, if materialises, may in the future have a material adverse effect on our business, financial condition and results of operations.

Unless otherwise stated, financial information used in this section is derived from the Interim Unaudited Ind AS Financial Results, Audited Ind AS Financial Statements and Reformatted Financial Statements.

Internal Risk Factors

1. ***Our business is capital intensive and any disruption or restrictions in raising financial resources would have a material adverse effect on our liquidity and financial condition.***

   Our liquidity and ongoing profitability are largely dependent upon our timely access to and the costs associated in, raising financial resources at low costs. Our funding requirements historically have been met from a combination of borrowings such as term loans, working capital limits from banks / financial institutions, issuance of secured redeemable non-convertible debentures, subordinated debts and commercial papers. Thus, our business depends and will continue to depend on our ability to access diversified low-cost funding sources.

   Our ability to raise funds on acceptable terms and at competitive rates depend on various factors like credit ratings, the regulatory environment and policy initiatives in India, developments in the international markets affecting the Indian economy, investors' and/or lenders' perception of demand for debt and equity securities of NBFCs, and our current and future results of operations and financial condition.

   In case of a global financial crisis, the capital and lending markets typically become highly volatile and access to liquidity becomes significantly reduced. In addition, it may become more difficult to renew loans and facilities as many potential lenders and counterparties could also face liquidity and capital concerns, as a result of the stress in the financial markets. If any event of a similar nature and magnitude occurs again in the future, such as the recent liquidity crisis caused on account of debt default by one of the large Indian NBFCs, it may result in increased borrowing costs and difficulty in accessing debt in a cost-effective manner. Moreover, we are a non-deposit taking NBFC, and do not have access to public deposits.

   The RBI guideline bearing reference no. DBOD.BP.BC.No. 106/21.04.172/2011-12 dated May 18, 2012 whereby it has instructed banks to (i) reduce their regulatory exposure on a single NBFC having gold loans to the extent of 50.00% or more of its financial assets from 10.00% to 7.50% of their capital funds; and (ii) have an internal sub-limit as decided by the boards of the respective banks on their aggregate exposure to all such NBFCs having gold loans to the extent of 50% or more of their financial assets, taken together, which sub-limit should be within the internal limits fixed by banks for their aggregate exposure to all NBFCs taken together.

   The RBI vide the Master Directions issued certain guidelines with respect to raising money through private placement by NBFCs in the form of non-convertible debentures. These guidelines include (i) restrictions on the minimum subscription amount for a single investor at ₹20,000; (ii) the issuance of private placement of non-convertible debentures shall be in two separate categories, those with a maximum subscription of less than ₹1 crore and those with a minimum subscription of ₹1 crore per investor; (iii) the restriction of number of investors in an issue to 200 investors for every financial year for a maximum subscription of less than ₹1 crore which shall be fully secured; (iv) there is no limit on the number of subscribers in respect of issuances with a minimum subscription of ₹1 crore and above while the option to create security in favour of subscribers will be with the issuers and such unsecured debentures shall not be treated as public deposits; (v) restriction on NBFCs for issuing debentures only for deployment of funds on its own balance sheet and not to facilitate resource requests of group entities/parent company/associates; and (vi) prohibition on providing loan against its own debentures. This has resulted in limiting our Company's ability to raise fresh debentures on private placement basis.

A significant portion of our debt matures each year. Out of the total amount of our outstanding non-convertible debentures (excluding interest thereon but including non-convertible debentures that are matured but not redeemed), issued by our Company as of March 31, 2023, non-convertible debentures amounting to ₹ 10,919.22 lakhs will mature during the next 12 months. In order to retire these instruments, we either will need to refinance this debt, which could be difficult in the event of volatility in the credit markets or raise equity capital or generate sufficient cash to retire the debt.

Changes in economic and financial conditions or continuing lack of liquidity in the market could make it difficult for us to access funds at competitive rates. As an NBFC, we also face certain restrictions on our ability to raise money from international markets, which may further constrain our ability to raise funds at attractive rates.

Any disruption in our primary funding sources at competitive costs could have a material adverse effect on our liquidity and financial condition.

2. ***Our financial performance is primarily dependent on interest rate risk. If we are unable to manage interest rate risk in the future it could have an adverse effect on our net interest margin, thereby adversely affecting business and financial condition of our Company.***

Our results of operations are substantially dependent upon the level of our net interest margins. Interest Income from loans and advances is the largest component of our total income, and constituted 98.75%, 99.44%, 98.84%, and 98.18% of our total income for the nine months period ended December 31, 2022, Fiscals 2022, 2021 and 2020, respectively. Interest rates are sensitive to many factors beyond our control, including the RBI's monetary policies, domestic and international economic and political conditions and other factors.

Over the years, the Government of India has substantially deregulated the financial sector. As a result, interest rates are now primarily determined by the market, which has increased the interest rate risk exposure of all banks and financial intermediaries in India, including us.

Our policy is to attempt to balance the proportion of the interest earning assets (which bear fixed interest rates), with interest bearing liabilities. A significant portion of our liabilities, such as our non-convertible debentures carry fixed rates of interest and the remaining are linked to the respective banks' benchmark prime lending rate/base rate. As of March 31, 2023, 100% of our borrowings were at fixed rates of interest. Moreover, we do not hedge our exposure to interest rate changes. We cannot assure you that we can adequately manage our interest rate risk in the future or can effectively balance the proportion of our fixed rate loan assets and liabilities. Further, changes in interest rates could affect the interest rates charged on interest earning assets and the interest rates paid on interest bearing liabilities in different ways. Thus, our results of operations could be affected by changes in interest rates and the timing of any re pricing of our liabilities compared with the re-pricing of our assets.

Any mismatch between the yield on assets and the cost of our funds due to market action/factors could have an impact on our profitability.

3. ***We face increasing competition in our business which may result in declining interest margins. If we are unable to compete successfully, our market share may also decline.***

Our principal business is providing gold loan to customers in India secured by gold jewellery. Historically, the gold loan industry in India has been largely unorganised and dominated by local jewellery pawn shops and money lenders, with little involvement from public sector or private sector banks. Gold loan financing was availed predominantly by lower income group customers with limited or no access to other forms of credit, however, such income group has gained increased access to capital through organised and unorganised money lenders, which has increased our exposure to competition. The demand for gold loans has also increased due to relatively lower and affordable interest rates, increased need for urgent borrowing or bridge financing requirements, the need for liquidity for assets held in gold and increased awareness and acceptance of gold loan financing.

There is increased competition from other lenders in the gold loan industry, including commercial banks and other NBFCs, who also have access to funding from customers' in the form of savings and current deposits. We rely on higher cost loans and debentures for our funding requirements, which could reduce our margins. Our ability to compete effectively will depend on our ability to raise low cost funding. If we are unable to compete effectively with other participants in the gold loan industry, our business, financial condition and results of operations may be adversely affected.

The competition in the gold loan industry has increased in gold loans are becoming increasingly standardised. Variable interest rates, variable payment terms and waiver of processing fees are also becoming increasingly common.

In addition, the government has issued schemes such as Pradhan Mantri Jan-Dhan Yojana to ensure access to financial services in an affordable manner. Further, public sector banks as well as existing private sector banks, have an extensive customer and depositor base, larger branch networks, and in case of public sector banks, Government support for capital augmentation, due to which they may enjoy corresponding economies of scale and greater access to low-cost capital, and accordingly, we may not be able to compete with them. An inability to effectively address such competition may adversely affect our market share, business prospects, results of operations and financial condition.

4. ***Volatility in the market price of gold may adversely affect our financial condition, cash flows and results of operations.***

We extend loans secured mostly by gold jewellery. A sustained decrease in the market price of gold could cause a corresponding decrease in new Gold Loans in our loan portfolio and, as a result, our interest income. In addition, customers may not repay their loans and the gold jewellery securing the loans may have decreased significantly in value, resulting in losses which we may not be able to support. The impact on our financial position and results of operations of a hypothetical decrease in gold values cannot be reasonably estimated because the market and competitive response to changes in gold values is not pre-determinable.

5. ***Our ability to lend against the collateral of gold jewellery has been restricted on account of guidelines issued by RBI, which may have a negative impact on our business and results of operation.***

RBI vide the Master Directions has stipulated all NBFCs to maintain an LTV ratio not exceeding 75% for loans granted against the collateral of gold jewellery and further prohibits lending against bullion/primary gold and gold coins. This notification will limit our ability to provide loan on the collateral of gold jewellery and thereby putting us at a disadvantage vis-à-vis unregulated money lenders offering similar products. Further, RBI in the Master Directions, has mandated NBFCs primarily engaged in lending against gold jewellery (such loans comprising 50% or more of their financial assets) to maintain a minimum Tier I Capital of 12%. Such restrictions imposed by RBI may erode our margins, impact our growth and business prospects.

RBI in the Master Directions further tightened the norms for lending against the security of gold ornaments by pegging the maximum lendable value to preceding 30 day's average of the closing price of 22 carat gold rate of Bombay Bullion Association Limited. Any such future restrictions by RBI could have a negative impact on our business and results of operation.

6. ***We may not be able to successfully sustain our growth strategy. Inability to effectively manage our growth and related issues could materially and adversely affect our business and impact our future financial performance.***

Our growth strategy includes growing our AUM, expanding network of branches and expanding the range of products and services. We cannot assure you that we will be able to execute our growth strategy successfully or continue to achieve or grow at the levels of revenue earned in recent years, or that we will be able to expand further our AUM. Furthermore, there may not be sufficient demand for our services, or they may not generate sufficient revenues relative to the costs associated with offering such services. Even if we were able to introduce new services successfully, there can be no assurance that we will be able to achieve our intended return on such investments. If we grow our AUM too rapidly or fail to make proper assessments of credit risks associated with borrowers, a higher percentage of our loans may become non-performing, which would have a negative impact on the quality of our assets and our financial condition.

Further principal component of our strategy is to continue to grow by expanding the size and geographical scope of our businesses. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. It also includes undertaking permission from various authorities, including RBI and various regulatory compliances. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure.

7. ***If we are not able to control the level of non-performing assets in our portfolio, the overall quality of our loan portfolio may deteriorate, and our results of operations may be adversely affected.***

We may not be successful in our efforts to improve collections and/or enforce the security interest on the gold collateral on existing as well as future non-performing assets. Moreover, as our loan portfolio increases, we may experience greater defaults in principal and/or interest repayments. Thus, if we are not able to control our level of non-performing assets, the overall quality of our loan portfolio may deteriorate, and our results of operations may be adversely affected. Our gross NPAs for the nine months ended December 31, 2022, and the Fiscals ended March 31, 2022, March 31, 2021 and March 31, 2020, was ₹ 1,275.88 lakhs, ₹ 846.47 lakhs, ₹ 181.73 lakhs and ₹ 121.05 lakhs, respectively.

The Master Directions prescribe the provisioning required in respect of our outstanding loan portfolio. Should the overall credit quality of our loan portfolio deteriorate, the current level of our provisions may not be adequate to cover further increases in the amount of our non-performing assets. Furthermore, although we believe that our total provision will be adequate to cover all known losses in our asset portfolio, our current provisions may not be adequate when compared to the loan portfolios of other financial institutions. Moreover, there also can be no assurance that there will be no further deterioration in our provisioning coverage as a percentage of gross non-performing assets or otherwise, or that the percentage of non-performing assets that we will be able to recover will be similar to our past experience of recoveries of non-performing assets. In the event of any further increase in our non-performing asset portfolio, there could be an even greater, adverse impact on our results of operations.

8. ***Our indebtedness and the conditions and restrictions imposed by our financing agreements could restrict our ability to conduct our business and operations in the manner we desire.***

As of March 31, 2023, we had an outstanding debt (including non-convertible debentures & sub-ordinated debts that are matured but not redeemed) of ₹ 77,115.97 lakhs. We may incur additional indebtedness in the future. Many of our financing agreements include various restrictive conditions and covenants restricting certain corporate actions, and our Company is required to take the prior approval of the lender before carrying out such activities. For instance, our Company, inter alia, is required to obtain the prior written consent in the following instances:

i. to declare and/or pay dividend to any of its Shareholders whether equity or preference, during any financial year unless the Company has paid to the lender the dues payable by the Company in that year;
ii. to undertake or permit any merger, amalgamation or compromise with its Shareholders, creditors or effect any scheme of amalgamation or reconstruction or disposal of whole of the undertaking;
iii. to create or permit any charges or lien, sell or dispose of any encumbered assets;
iv. to alter its capital structure, or otherwise acquire any share capital;
v. to effect a change of ownership or control, or management of the Company;
vi. to enter into long term contractual obligations directly affecting the financial position of the Company;
vii. to borrow or obtain credit facilities from any bank or financial institution;
viii. to undertake any guarantee obligations on behalf of any other company; and
ix. sell, assign, mortgage or otherwise dispose of any of the fixed assets charged to the banks.

Our indebtedness could have several important consequences, including our cash flows being used towards repayment of our existing debt, which will reduce the availability of our cash flow to fund our working capital, capital expenditures and other general corporate requirements. Moreover, our ability to obtain additional financing or renewal of existing facilities, in the future at reasonable terms may be restricted or our cost of borrowings may increase due to sudden adverse market conditions, including decreased availability of credit or fluctuations in interest rates, particularly because a significant proportion of our financing arrangement are in the form of borrowings from banks. There could be a material adverse effect on our business, financial condition and results of operations if we are unable to service our indebtedness or otherwise comply with financial and other covenants specified in the financing agreements and we may be more vulnerable to economic downturns, which may limit our ability to withstand competitive pressures and may reduce our flexibility in responding to changing business, regulatory and economic conditions.

9. A major part of our branch network is concentrated in southern India and any disruption or downturn in the economy of the region would adversely affect our operations.

As on March 31, 2023 out of total 245 branches, 213 branches were located in the southern states of India i.e., Kerala, Tamil Nadu, Karnataka, Telangana, Andhra Pradesh and union territory of Puducherry and these constituted about our entire total gold loan portfolio. For details, see "*Our Business*" on page 74. As a result, we are exposed to risks including any change in policies relating to these states, any localised social unrest, any natural disaster and any event or development which could make business in such states less economically beneficial. Further, any disruption, disturbance or breakdown in these states could adversely affect the result of our business and operations. Our concentration in these southern states of India exposes us to adverse economic or political circumstances that may arise in that region as compared to other NBFCs and commercial banks that may have diversified national presence and may have an adverse effect on our business, market share and results of operations.

10. Inaccurate appraisal of gold by our personnel may adversely affect our business and financial condition.

Accurate appraisal of pledged gold is a significant factor in the successful operation of our business and such appraisal requires a skilled and reliable workforce. Assessing gold jewellery quickly is a specialised skill that requires assessing jewellery for gold content and quality manually without damaging the jewellery. Our Company provides training for our personnel for assessing jewellery for gold content and quality. However, in spite of rigorous training there is no guarantee that the gold ornaments appraised are accurately. Inaccurate appraisal of gold content, by our workforce may result in the gold ornament being overvalued and pledged for a loan that is higher in value than the actual value of gold content, which could adversely affect our reputation and business. We also run the risk of spurious gold being incorrectly assessed and approved for disbursement. Further, we are subject to the risk of inaccurate or fraudulent estimation of the value of pledged gold by our gold appraisers. Any such inaccuracies or fraud in relation to our appraisal of gold may adversely affect our reputation, business and financial condition.

11. We depend on customer supplied information when evaluating customer credit worthiness.

In deciding whether to extend credit or enter into other transactions with customers and counter parties, we may rely on information furnished to us by or on behalf of our customers, including the financial information from which we create our credit assessments. We may also rely on customer representations as to the accuracy and completeness of customer supplied information. Any relevant changes in this information may not be made available to us. The information that we have gathered may not be sufficient to create a complete customer risk profile. Because we rely on such customer supplied information, some or all of certain customers' risk profiles may be wilfully or inadvertently wrong or misleading, which may lead us to enter into transactions that may adversely affect our financial condition and results of operations.

12. The implementation of our KYC norms as well as our measures to prevent money laundering may not be completely effective, which could adversely affect our reputation and in turn have an adverse impact on our business and results of operations.

Our implementation of anti-money laundering measures required by the RBI, including KYC policies and the adoption of anti-money laundering and compliance procedures in all our branches, may not be completely effective. There can be no assurance that certain of our customers will not indulge in money laundering activities advertently misusing our business channels. If we were identified to be associated with money laundering operations, our reputation may be adversely affected, which in turn could have an adverse impact on our business and results of operations.

13. Our customer base comprises entirely of individual borrowers and medium and small enterprises, who generally are more likely to be affected by declining economic conditions than large corporate borrowers. Any decline in the repayment capabilities of our borrowers, may result in increase in defaults, thereby adversely affecting our business and financial condition.

Individual and MSME borrowers typically are less financially resilient than larger corporate borrowers, and as a result, they are typically more adversely affected by declining economic conditions. In addition, a significant majority of our customer base belongs to the low to medium income group. Furthermore, unlike many developed economies, a nationwide credit bureau has only recently become operational in India, so there is less financial information available about individuals, particularly our focus customer segment of the low to medium income group. It is therefore difficult to carry out precise credit risk analyses on our customers. While we follow certain procedures to evaluate the credit profile of our customers before we sanction a loan, we generally rely on the quality of the pledged gold rather than on a stringent analysis of the credit profile of our customers. Although we believe that our risk management controls are sufficient, we cannot be certain that they will continue to be sufficient or that additional risk management policies for individual borrowers will not be required. Failure to maintain sufficient credit assessment policies, particularly for individual borrowers, could adversely affect our loan portfolio, which could in turn have an adverse effect on our financial condition and results of operations.

14. ***Since we handle high volumes of cash and gold jewellery in a dispersed network of branches, we are exposed to operational risks, including employee negligence, fraud, petty theft, burglary and embezzlement, which could harm our results of operations and financial position.***

As of March 31, 2023, we held cash balance of ₹ 3,778.99 lakhs and gold jewellery of 2.83 tons, respectively**.** Our gold loan transactions involve handling significant volumes of cash and gold jewellery at our branch offices. Large cash and gold jewellery transactions expose us to the risk of fraud by employees, agents, customers or third parties, theft, burglary and misappropriation or unauthorised transactions by our employees. Our insurance policies, security systems and measures undertaken to detect and prevent these risks may not be sometimes, sufficient to prevent or deter such activities in all cases, which may adversely affect our operations and profitability. Our employees may also become targets of theft, burglary and other crimes if they are present when these crimes are committed and may sustain physical and psychological injuries as a result. We may encounter difficulties recruiting and retaining qualified employees due to this risk and our business and operations may be adversely affected. For the period ended March 31, 2023 please see below details:

Particulars	**No. of cases**	**Amount** ***(₹ in lakhs)***	**No of cases after recovery**	**Amount after recovery** ***(₹ in lakhs)***
Internal Fraud	6	236.12	1	178.43
Spurious	6	49.38	3	18.53
Theft	6	24.47	4	12.81
Total	**18**	**309.97**	**8**	**209.77**

Further, we may be subject to regulatory or other proceedings in connection with any unauthorised transaction, fraud or misappropriation by our representatives and employees, which could adversely affect our goodwill. The nature and size of the items provided as collateral allow these items to be misplaced or misdelivered, which may have a negative impact on our operations and result in losses.

15. ***We are subject to the risk of fraud by our employees and customers. Our lending operations involve significant amounts of cash collection which may be susceptible to loss or misappropriation or fraud by our employees. Specifically, employees operating in remote areas may be susceptible to criminal elements which may adversely affect our business, operations and ability to recruit and retain employees.***

We are exposed to the risk of fraud and other misconduct by employees and customers. While we carefully recruit all of our employees and screen all our employees who are responsible for disbursement of gold loans and custody of gold, there could be instances of fraud with respect to gold loans and cash related misappropriation by our employees. We are required to report cases of internal fraud to the RBI, which may take appropriate action. We have also filed police complaints alleging fraud and misappropriation of gold by our employees in the past. We cannot guarantee you that such acts of fraud will not be committed in the future, and any such occurrence of fraud would adversely affect our reputation, business and results of operations.

Our lending and collection operations involve handling of significant amounts of cash, including collections of instalment repayments in cash which is the norm in the finance industry. Large amounts of cash collection expose us to the risk of loss, fraud, misappropriation or unauthorised transactions by our employees responsible for dealing with such cash collections. While we obtain insurance, coverage including fidelity coverage and coverage for cash in safes and in transit and undertake various measures to detect and prevent any unauthorised transactions, fraud or misappropriation by our employees, these measures may not be sufficient to prevent or deter such activities in all cases, which may adversely affect our business operations and financial condition. In addition, we may be subject to regulatory or other proceedings in connection with any such unauthorised transaction, fraud or misappropriation by our agents or employees, which could adversely affect our goodwill, business prospects and future financial performance.

Further, our employees operating in remote areas may be particularly susceptible to criminal elements as they are involved in cash collection and transportation due to lack of local banking facilities. In the event of any such adverse incident our ability to continue our operations in such areas will be adversely affected and our employee recruitment and retention efforts may be affected, thereby affecting our expansion plans. In addition, if we determine that certain areas of India pose a significantly higher risk of crime or political strife and instability, our ability to operate in such areas will be adversely affected.

16. ***We are subject to the risk of unknowingly receiving stolen goods as collateral from customers which may result in loss of collateral for the loan disbursed.***

We have a policy in place to satisfy ownership of the gold jewellery and have taken adequate steps to ensure that the KYC guidelines stipulated by RBI are followed and due diligence of the customer is undertaken prior to the disbursement of loans. However, in the event that we unknowingly receive stolen goods as collateral from a customer, the goods can be seized by authorities. Once seized by the authorities, gold items will be stored in court storage facilities without a surety arrangement. No recourse is generally available to our Company in the event of such seizure, except the recovery of the loss from the customer. Any seizure of the gold ornaments by the authorities shall result in us losing the collateral for the loan disbursed and could adversely affect our reputation, business and results of operations.

17. ***Our insurance may not be adequate to protect us against all potential losses to which we may be subjected to and if we were to incur a significant liability for which we were not fully insured, it could adversely affect our business, results of operations and financial conditions.***

We maintain bankers' indemnity cover and insurance cover for our gold stock and cash with our branches and cash and gold in transit, against burglary, theft, loss or damage by fire as well as against natural calamities including earthquake and floods. As on March 31, 2023, our Company has an insurance cover comprising (a) bankers indemnity cover amounting to ₹ 3,000.00 lakhs per branch; (b) standard fire, special perils policy including earthquake amounting to ₹ 2,728.67 lakhs; (c) burglary insurance for coverage of furniture, fixtures and other assets relating to information technology amounting to ₹ 2,289.63 lakhs; and (d) insurance coverage for signage cover amounting to ₹ 257.53 lakhs.

While we exercise due care in taking out adequate cover, given the nature of fluctuating gold prices, the amount of our insurance coverage may be less than the replacement cost of all covered property and may not be sufficient to cover all financial losses that we may suffer should a risk materialise. There are many events that could significantly affect our operations, or expose us to third party liabilities, for which we may not be adequately insured. If we were to incur a significant liability for which we were not fully insured, it could adversely affect our business, results of operations and financial condition.

18. ***System failures or inadequacy and security breaches in computer systems may adversely affect our operations and result in financial loss, disruption of our businesses, regulatory intervention or damage to our reputation.***

We are vulnerable to risks arising from the failure of employees to adhere to approved procedures, failures of security systems, computer system disruptions, communication systems failure and data interception during transmission through external communication channels and networks. Failure to prevent or detect such breaches in security or data and communications errors may adversely affect our operations.

Despite our internal controls, policies and procedures, certain matters such as fraud and embezzlement cannot be eliminated entirely given the cash nature of our business. If we fail to maintain and continue to enhance our internal controls, policies and systems, we may be unable to prevent fraud, security breaches or system failures.

Our business is increasingly dependent on our ability to process, on a daily basis, a large number of transactions. Our financial, accounting or other data processing systems may fail to operate properly or become disabled as a result of events that are wholly or partially beyond our control, including a disruption of electrical or communications services. If any of these systems do not operate properly or are disabled, or if there are other shortcomings or failures in our internal processes or systems, financial loss, disruption of our business, regulatory intervention or damage to our reputation may result. In addition, our ability to conduct business may be adversely affected by a disruption in the infrastructure that supports our businesses and the localities in which we are located. Our operations also rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Our computer systems, software and networks may be vulnerable to unauthorized access, computer viruses or other malicious code and other events that could compromise data integrity and security. Constant connectivity between our branches across India and our Corporate Office is key to the functioning of our business. Each of our branches accesses the corporate data centre through the Internet, and all data is stored centrally in the corporate data centre. Our disaster recovery system is fully operational, and we continue to engage in technical exercises to test and improve our disaster plan.

19. We are subjected to supervision and regulation by the RBI as a systemically important NBFC, and changes in RBI's regulations governing us could adversely affect our business.

We are subject to the RBI's guidelines on financial regulation of NBFCs, including capital adequacy, exposure and other prudential norms. The RBI also regulates the credit flow by banks to NBFCs and provides guidelines to commercial banks with respect to their investment and credit exposure norms for lending to NBFCs. The RBI's regulations of NBFCs could change in the future which may require us to restructure our activities, incur additional cost or could otherwise adversely affect our business and our financial performance. Through the Master Directions, RBI has amended the regulatory framework governing NBFCs to address concerns pertaining to risks, regulatory gaps and arbitrage arising from differential regulations and aims to harmonise and simplify regulations to facilitate a smoother compliance culture among NBFCs.

Even though the RBI, has not provided for any restriction on interest rates that can be charged by non-deposit taking NBFCs, there can be no assurance that the RBI and/or the Government will not implement regulations or policies, including policies or regulations or legal interpretations of existing regulations, relating to or affecting interest rates, taxation, inflation or exchange controls, or otherwise take action, that could have an adverse effect on non-deposit taking NBFCs. In addition, there can be no assurance that any changes in the laws and regulations relative to the Indian financial services industry will not adversely impact our business.

20. We may not be able to recover the full loan amount, and the value of the collateral may not be sufficient to cover the outstanding amounts due under defaulted loans. Failure to recover the value of the collateral could expose us to a potential loss, thereby adversely affect our financial condition and results of operations.

We extend loans secured by gold jewellery provided as collateral by the customer. An economic downturn or sharp downward movement in the price of gold could result in a fall in collateral value. In the event of any decrease in the price of gold, customers may not repay their loans and the value of collateral gold jewellery securing the loans may decrease significantly in value, resulting in losses which we may not be able to support. Although we use a technology-based risk management system and follow strict internal risk management guidelines on portfolio monitoring, which include periodic assessment of loan to security value on the basis of conservative market price levels, limits on the amount of margin, ageing analysis and predetermined loan closure call thresholds, no assurance can be given that if the price of gold decreases significantly, our financial condition and results of operations would not be adversely affected. The impact on our financial position and results of operations of a hypothetical decrease in gold values cannot be reasonably estimated because the market and competitive response to changes in gold values is not pre-determinable.

Additionally, we may not be able to realise the full value of our collateral, due to, among other things, defects in the quality of gold or wastage on melting gold jewellery into gold bars though the adequate systems in place like periodical verification of the pledged jewellery by the gold inspectors and employing well trained staff and large segment of the borrowers being repeat customers. In case of a default, we typically sell the collateral gold jewellery through auctions primarily to jewellers however there can be no assurance that we will be able to sell such gold jewellery at prices sufficient to cover the amounts under default. Furthermore, enforcing our legal rights by litigating against defaulting customers is generally a slow and potentially expensive process in India. Accordingly, it may be difficult for us to recover amounts owed by defaulting customers in a timely manner or at all.

We may also be affected by failure of employees to comply with internal procedures and inaccurate appraisal of credit or financial worth of our clients in spite of the periodical verification of the pledged ornaments by gold inspectors and specified interval inspection and auditing by internal auditors. Failure by our employees who are experienced and trained, to properly appraise the value of the collateral provides us with no recourse against the borrower and the loan sanction may eventually result in a bad debt on our books of accounts. In the event we are unable to check the risks arising out of such lapses, our business and results of operations may be adversely affected.

21. Any downgrade in our credit ratings could increase borrowing costs and adversely affect our access to capital and lending markets and could also affect our interest margins, business, results of operations and financial condition.

The cost and availability of capital is also dependent on our short term and long term credit ratings. Acuite Ratings & Research Limited vide their rating rationale letter dated May 10, 2022 have affirmed the rating of our bank loans of ₹17,750 lakhs as Acuite BBB+/Stable and has provisionally rated bank loan ratings of ₹ 1,000 lakhs as Acuite A/CE/Stable (read as ACUITE Provisional A (Credit Enhancement)). Further, our Company has received rating of Acuite BBB+/Stable by Acuite Ratings & Research Limited *vide* its letter dated May 10, 2022, for the NCDs proposed to be issued pursuant to this Issue and the outstanding NCDs rated by Acuite Ratings & Research Limited Additionally, CRISIL Rating Limited has reaffirmed the rating of CRISIL BBB+/Stable for the non-convertible debentures and bank loan facilities amounting to ₹27,000 lakhs and ₹22,850 lakhs, respectively, *vide* its letter dated May 02, 2023. Ratings reflect a rating agency's opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. Any downgrade of our credit ratings would increase borrowing costs and constrain our access to debt and bank lending markets and, as a result, would adversely affect our business. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement of financing arrangements. For details regarding ratings received by our Company, please see "*Our Business – Credit Ratings"* on page 91.

22. ***We may experience difficulties in expanding our business into additional geographical markets in India, which may adversely affect our business prospects, financial conditions and results of operations.***

While the gold loans markets in the south Indian states of Kerala, Tamil Nadu, Karnataka, Andhra Pradesh, and Telangana and the union territory of Puducherry remains and is expected to remain our primary strategic focus, we also evaluate attractive growth opportunities in other regions in India and have expanded our operations in the eastern and western states of India. We may not be able to leverage our experience in the states that we are present in to expand our operations in other regions, should we decide to further expand our operations. Factors such as competition, culture, regulatory regimes, business practices and customs, customer attitude, sentimental attachments towards gold jewellery, behaviour and preferences in these cities where we may plan to expand our operations may differ from those in south Indian states of Kerala, Tamil Nadu, Andhra Pradesh, Telangana, and Karnataka, and the union territory of Puducherry and our experience in these states may not provide us with benefits in other geographies. In addition, as we enter new markets and geographical areas, we are likely to compete not only with other large banks and financial institutions in the gold loan business, but also the local unorganised or semi-organised lenders, who are more familiar with local conditions, business practices and customs, have stronger relationships with customers and may have a more established brand name within local communities.

If we plan to further expand our geographical footprint, our business may be exposed to various additional challenges, including obtaining necessary governmental approvals, identifying and collaborating with local business partners with whom we may have no previous working relationship; successfully gauging market conditions in new markets; attracting potential customers; being susceptible to local laws in new geographical areas of India; and adapting our marketing strategy and operations to suit regions where different languages are spoken. Our inability to expand our current operations in additional geographical markets may adversely affect our growth, business prospects, financial conditions and results of operations.

23. ***Our ability to borrow from various banks may be restricted on account of guidelines issued by the RBI imposing restrictions on banks in relation to their exposure to NBFCs. Any limitation on our ability to borrow from such banks may increase our cost of borrowing, which could adversely impact our growth, business and financial condition.***

Under RBI Master Circular DBR.BP.BC.No.5/21.04.172/2015-16 on bank finance to NBFCs issued on July 1, 2015, the exposure (both lending and investment, including off balance sheet exposures) of a bank to a single NBFC engaged in lending against collateral of gold jewellery (i.e., such loans comprising 50% or more of its financial assets) should not exceed 7.5% of its capital funds. Banks may, however, assume exposures on a single NBFC up to 12.5% of their capital funds, provided the exposure in excess of 7.5% is on account of funds on-lent by the NBFC to the infrastructure sector. Further, banks may also consider fixing internal limits for their aggregate exposure to all NBFCs put together and should include internal sub-limit to all NBFCs providing Gold Loans (i.e., such loans comprising 50% or more of their financial assets), including us. This limits the exposure that banks may have on NBFCs such as us, which may restrict our ability to borrow from such banks and may increase our cost of borrowing, which could adversely impact our growth, business and financial condition.

24. ***We have introduced new products and services and we cannot assure you that such products and services will be profitable in the future.***

Our Company has decided to expand these services to other cities and state and have incurred certain costs to expand these services and we cannot assure you that such expansion will be successful, whether due to factors within or outside of our control, such as general economic conditions, a failure to understand customer demand and market requirements or management focus.

We have limited experience in offering such products and commenced offering these services during the Covid 19 induced lockdown. As a result, we may not be able to put together proper processes to accurately assess and manage the credit quality, which may lead to inaccurate appraisal of pledged gold. Further, introduction of such scheme involves rigorous training to our employees there is no guarantee that the gold ornaments will be appraised accurately in set-ups which are unfamiliar to our employees each time. Inaccurate appraisal of gold content, by our workforce may result in the gold ornament being overvalued and pledged for a loan that is higher in value than the actual value of gold content, which could adversely affect our reputation and business. We also run the risk of spurious gold being incorrectly assessed and approved for disbursement.

Further, these operations may be accompanied by operating and marketing challenges that may be different from those we have previously encountered. In addition, if we fail to successfully offer our new products and services in an increasingly competitive market, we may not be able to capture the growth opportunities associated with them or recover the development and marketing costs, and our future results of operations and growth strategies could be adversely affected.

25. ***Attrition rate in our business is quite high and in order to be successful, we must attract, retain and motivate key employees, and failure to do so could adversely affect our business. Failure to hire key executives or employees could have a significant impact on our operations.***

    In order to be successful, we are required to attract, train, motivate and retain highly skilled employees, especially branch managers and gold assessment technical personnel. If we cannot hire additional personnel or retain existing qualified personnel, our ability to expand our business will be impaired and our revenue could decline. Hiring and retaining qualified and skilled managers and sales representatives are critical to our future, and competition for experienced employees in the gold loan industry can be intense. In addition, we may not be able to hire and retain enough skilled and experienced employees to replace those who leave or may not be able to re-deploy and retain our employees to keep pace with continuing changes in technology, evolving standards and changing customer preferences. The failure to hire key executives or employees could have a significant impact on our operations.

26. ***We have entered into transactions with related parties in the past. Any transaction with related parties may involve conflicts of interest.***

    We have entered into transactions with several related parties in the past. We can give no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. The transactions we have entered into and any future transactions with our related parties have involved or could potentially involve conflicts of interest.

27. ***We are required to comply with the requirements of certain labour laws which may impose additional costs on us.***

    Our branches are required to be registered under the relevant shops and establishments laws and verifications under Standards of Weights and Measures Act, 1976 of the states in which they are located. The shops and establishment laws regulate various employment conditions, including working hours, holidays, leave and overtime compensation. If we fail to obtain or retain any of these approvals, exemptions or licenses, or renewals thereof, in a timely manner, or at all, our business may be adversely affected. If we fail to comply, or a regulator claims we have not complied, with any conditions, our certificate of registration may be suspended or cancelled, and we may not be able to carry on such activities.

    In addition, our employees are required to be registered under the provisions of certain labour laws such as the Employees' State Insurance Act, 1948, the Payment of Gratuity Act, 1972, the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and state labour laws in the states where we have our offices and branches. We are also required to maintain certain records under the provisions of these laws, which add to our costs. If we are subject to penalties under these labour laws or if we do not obtain the requisite approvals, our business, financial condition and results of operations may be adversely affected.

28. ***Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our business may have a material adverse effect on our business, financial condition and results of operations.***

    NBFCs in India are subject to strict regulations and supervision by the RBI. In addition to the numerous conditions required for the registration as a NBFC with the RBI, we are required to maintain certain statutory and regulatory permits and approvals for our business. In the future, we will be required to renew such permits and approvals and obtain new permits and approvals for any proposed operations. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time frame anticipated by us or at all. Failure on our part to renew, maintain or obtain the required permits or approvals may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

In addition, our branches are required to be registered under the relevant shops and establishments laws of the states in which they are located. The shops and establishment laws regulate various employment conditions, including working hours, holidays and leave and overtime compensation. If we fail to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, our business may be adversely affected. If we fail to comply, or a regulator claims we have not complied, with any of these conditions, our certificate of registration may be suspended or cancelled, and we shall not be able to carry on such activities.

29. ***All our branch premises are acquired on lease. Any termination of arrangements for lease of our branches or our failure to renew the same in a favourable, timely manner, could adversely affect our business and results of operations.***

As on March 31, 2023, we had 245 branches in seven states and one union territory. All our Branches are located on leased premises. If any of the owners of these premises does not renew an agreement under which we occupy the premises, attempts to evict us or seeks to renew an agreement on terms and conditions non-acceptable to us, we may suffer a disruption in our operations or increased costs, or both, which may adversely affect our business and results of operations.

Further, some of our lease deeds for our properties may not be registered and further some of our lease deeds may not be adequately stamped and consequently, may not be accepted as evidence in a court of law and we may be required to pay penalties for inadequate stamp duty. Further, we may not be able to assess or identify all risks and liabilities associated with any properties, such as faulty or disputed title, unregistered encumbrances or adverse possession rights, improperly executed, unregistered or insufficiently stamped instruments, or other defects that we may not be aware of.

30. ***We rely significantly on our management team, our Key Managerial Personnel and our ability to attract and retain talent. Loss of any member from our management team or that of our Key Managerial Personnel may adversely affect our business and results of operation.***

We rely significantly on our core management team which oversees the operations, strategy and growth of our businesses. Our Key Managerial Personnel have been integral to our development. Our success is largely dependent on our management team which ensures the implementation of our strategy. If one or more members of our management team are unable or unwilling to continue in their present positions, they may be difficult to replace, and our business and results of operation may be adversely affected.

31. ***We may not be able to maintain our current levels of profitability due to increased costs or reduced spreads.***

Our business involves a large volume of small-ticket size loans and requires manual operational support. Hence, we require dedicated staff for providing our services. In order to grow our portfolio, our expanded operations will also increase our manpower requirements and push up operational costs. Our growth will also require a relatively higher gross spread, or margin, on the consumer lending products we offer in order to maintain profitability. There can be no assurance that we will be able to maintain our current levels of profitability if the gross spreads on our consumer lending products were to reduce substantially, which could adversely affect our results of operations.

32. ***A decline in our capital adequacy ratio could restrict our future business growth.***

All non-deposit taking NBFCs are required to maintain a minimum capital adequacy ratio, consisting of Tier I capital of their aggregate risk weighted assets on balance sheet and risk adjusted value of off-balance sheet items. Further, RBI has introduced minimum Tier I Capital requirement of 12% to be effective from April 1, 2014 for NBFCs primarily for whom loans against gold jewellery comprise more than 50% of their financial assets, including us. Our capital adequacy ratio as compared to the RBI stipulated minimum requirement of 12% is, 15.71%, 15.44%, 19.15% and 21.25% for the nine months period ending December 31, 2022 and, Fiscal 2022, 2021 and 2020, respectively. If we continue to grow our loan portfolio and asset base, we will be required to raise additional Tier I Capital in order to continue to meet applicable capital adequacy ratios with respect to our business. There can be no assurance that we will be able to raise adequate additional capital in the future on terms favourable to us or at all and this may adversely affect the growth of our business. Failure to maintain adequate capital adequacy ratio or Tier I Capital may adversely affect the growth of our business. Further, any regulatory change in capital adequacy requirements imposed by the RBI may have an adverse effect on our results of operation.

33. ***If we fail to maintain effective internal control over financial reporting in the future, the accuracy and timing of our financial reporting may be adversely affected.***

We have taken steps to enhance our internal controls commensurate to the size of our business, primarily through the formation of a designated branch audit and inspection team. However, certain matters such as fraud and embezzlement cannot be eliminated entirely given the cash nature of our business. While we expect to remedy such issues, we cannot assure you that we will be able to do so in a timely manner, which could impair our ability to accurately and timely report our financial position, results of operations or cash flows.

34. ***Our ability to assess, monitor and manage risks inherent in our business differs from the standards of some of our counterparts in India and in some developed countries. Inability to effectively manage our risk management systems can adversely affect our business, financial condition and results of operation.***

We are exposed to a variety of risks, including liquidity risk, interest rate risk, credit risk, operational risk and legal risk. The effectiveness of our risk management is limited by the quality and timeliness of available data.

Our hedging strategies and other risk management techniques may not be fully effective in mitigating our risks in all market environments or against all types of risk, including risks that are unidentified or unanticipated. Some methods of managing risks are based upon observed historical market behavior. As a result, these methods may not predict future risk exposures, which could be greater than the historical measures indicated. Other risk management methods depend upon an evaluation of information regarding markets, customers or other matters. This information may not in all cases be accurate, complete, current, or properly evaluated. Management of operational, legal or regulatory risk requires, among other things, policies and procedures to properly record and verify a number of transactions and events. Although we have established these policies and procedures, they may not be fully effective. Our future success will depend, in part, on our ability to respond to new technological advances and evolving NBFC and gold loan sector standards and practices on a cost-effective and timely basis. The development and implementation of such technology entails significant technical and business risks. There can be no assurance that we will successfully implement new technologies or adapt our transaction-processing systems to customer requirements or evolving market standards and any failure to do so can adversely affect our business, financial condition and results of operation.

35. ***Our internal procedures, on which we rely for obtaining information on our customers and loan collateral, may be deficient and result in business losses.***

We rely on our internal procedures for obtaining information on our customers and loan collateral provided. In the event of lapses or deficiencies in our procedures or in their implementation, we may be subject to business or operational risk. For example, in the event that we unknowingly receive spurious gold ornaments, we may not receive any value for such collateral at the time or an auction or where stolen goods are received as collateral from a customer where the stolen goods can be seized by the authorities, under law and once seized by the authorities, gold items will be stored in court storage facilities without a surety arrangement unless released to the Company from safe custody, upon a specific order. No recourse will generally be available to the Company in the event of such seizure, except the recovery of the loss from the customer.

36. ***We may not be able to detect money-laundering and other illegal or improper activities fully or on a timely basis, which could expose us to additional liability and harm our business or reputation.***

We are required to comply with applicable anti-money-laundering, anti-terrorism laws and other applicable regulations in India. We, in the course of our operations, run the risk of failing to comply with the prescribed KYC procedures and the consequent risk of fraud and money laundering by dishonest customers despite putting in place systems and controls to prevent the occurrence of these risks. In our pursuit of business, we run the risk of inadvertently offering our financial products and services ignoring customer suitability and appropriateness despite having a Board approved customer suitability policy and associated processes in place. To the extent the Company fails to fully comply with applicable laws and regulations, the relevant government agencies to which the Company reports have the power and authority to impose fines and other penalties. In addition, the Company's business and reputation could suffer if customers use the Company for money-laundering or illegal or improper purposes. Any potential penalties or liabilities imposed by the relevant regulators on such matters may adversely affect the Company's financial condition and results of operations.

37. ***We do not own the trademark and we have been authorised to use by our Promoter. Termination or withdrawal on unfavourable terms of this authorisation to use or any negative impact on the 'Indel Money' brand may adversely affect our business, reputation, goodwill, financial condition and results of operations.***

The trademark is registered with the Registrar of Trademarks in India in the name of our Promoter, Indel Corporation Private Limited with validity till July 3, 2024. We had been authorised to use this trademark on a non-exclusive, non-assignable basis by way of letter dated September 1, 2021 ("**Letter**"). We cannot assure you that we will continue to have uninterrupted use of this trademark if we are unable to conform to the requirements under the Letter. Further, termination or withdrawal of the permission may adversely affect our business, reputation, goodwill, financial condition and results of operations.

While we have registered the trademark "Indel Money", the trademark "Indel" has not been registered by us or any of our group companies. Any use of "Indel" or similar trade names by third parties may result in loss of our business to such third parties and any potential negative publicity relating to such third parties may adversely affect our reputation, the goodwill of our brand and business prospects.

Further, we have made an application for the registration of trademark dated October 15, 2021 for the addition of "*We care for your needs*" as part of the trademark "Indel Money". This application is currently awaiting approval and vide notice dated December 21, 2022 is ordered by the Trademarks Registry, Chennai, to be advertised in the Trade Marks Journal under the provisions of section 20(1) of the Trade Marks Act, 1999.

38. ***We continue to be controlled by our Promoter and they will continue to have the ability to exercise significant control over us. We cannot assure you that exercise of control by our Promoter will always favour our best interest.***

Our Promoter holds 100% of our total outstanding paid-up Equity Shares as on the date of this Draft Prospectus. Our Promoter exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. Our Promoter may take or block actions with respect to our business, which may conflict with our interests. By exercising their control, our Promoter could delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us which may not favour our best interest.

39. ***Our business and activities may be regulated by the Competition Act, 2002.***

The Competition Act, 2002 (the "**Competition Act**") seeks to prevent business practices that have a material adverse effect on competition in India. Under the Competition Act, any arrangement, understanding or action in concert between enterprises, whether formal or informal, which causes or is likely to cause a material adverse effect on competition in India is void and attracts substantial monetary penalties. Any agreement that directly or indirectly determines purchase or sale prices, limits or controls production, shares the market by way of geographical area, market, or number of customers in the market is presumed to have a material adverse effect on competition. Provisions of the Competition Act relating to the regulation of certain acquisitions, mergers or amalgamations which have a material adverse effect on competition and regulations with respect to notification requirements for such combinations came into force on June 1, 2011. The effect of the Competition Act on the business environment in India is unclear. If we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the Competition Commission of India, or any adverse publicity that may be generated due to scrutiny or prosecution by the Competition Commission of India, it may have a material adverse effect on our business, prospects, results of operations, cash flows and financial condition.

40. ***The bankruptcy code in India may affect our rights to recover loans from borrowers.***

The Insolvency and Bankruptcy Code, 2016 ("**Bankruptcy Code**") was notified on August 5, 2016. The Bankruptcy Code offers a uniform and comprehensive insolvency legislation encompassing all companies, partnerships and individuals (other than financial firms). It allows creditors to assess the viability of a debtor as a business decision and agree upon a plan for its revival or a speedy liquidation. The Bankruptcy Code creates a new institutional framework, consisting of a regulator, insolvency professionals, information utilities and adjudicatory mechanisms, which will facilitate a formal and time-bound insolvency resolution and liquidation process. In case insolvency proceedings are initiated against a debtor to our Company, we may not have complete control over the recovery of amounts due to us. Under the Bankruptcy Code, upon invocation of an insolvency resolution process, a committee of creditors is constituted by the interim resolution professional, wherein each financial creditor is given a voting share proportionate to the debts owed to it. Bankruptcy Code provides a 180-day timeline which may be extended by 90 days when dealing with insolvency resolution applications. Subsequently, the insolvency resolution plan prepared by the insolvency professionals has to be approved by 66% of voting share of financial creditors, which requires sanction by the adjudicating authority and, if rejected, the adjudicating authority will pass an order for liquidation. Any resolution plan approved by committee of creditors is binding upon all creditors, even if they vote against it. In case a liquidation process is opted for, the Bankruptcy Code provides for a fixed order of priority in which proceeds from the sale of the debtor's assets are to be distributed. Before sale proceeds are distributed to a secured creditor, they are to be distributed for the costs of the insolvency resolution and liquidation processes, debts owed to workmen and other employees rank at par with those owed to secured creditors, and thereafter the debts owed to unsecured creditors shall be paid. Further, under this process, dues owed to the Central and State Governments rank at par with those owed to secured creditors for any amount unpaid following the separate enforcement of security interest. Moreover, other secured creditors may decide to opt out of the process, in which case they are permitted to realise their security interests in priority. Accordingly, if the provisions of the Bankruptcy Code are invoked against any of the borrowers of our Company, it may affect our Company's ability to recover our loans from the borrowers and enforcement of our Company's rights will be subject to the Bankruptcy Code.

Further, the GoI vide notification dated March 24, 2020 ("**Notification**") has amended section 4 of the Bankruptcy Code due the lingering impact of the COVID-19 pandemic. Pursuant to the said Notification, GoI has increased the minimum amount of default under the insolvency matters from ₹1,00,000 to ₹1,00,00,000. Therefore, the ability of our Company to initiate insolvency proceedings against the defaulters where the amount of default in an insolvency matter is less the ₹1,00,00,000 may impact the recovery of outstanding loans and profitability of our Company.

41. Some of our secretarial records are not traceable.

The secretarial records for certain past allotments of Equity Shares made by our Company, and changes in relation to the name of our Company, could not be traced as the relevant information was not available in the records maintained by our Company, at the MCA Portal maintained by the Ministry of Corporate Affairs and the RoC, despite conducting searches.

While no legal proceedings or regulatory actions have been initiated against our Company in relation to untraceable secretarial and other corporate records and documents as of the date of this Draft Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future.

42. Our Company and some of our Directors are subject to certain legal proceedings and any adverse decision in such proceedings may have a material adverse effect on our business, financial condition and results of operations.

Our Company and some of our Directors are subject to certain legal proceedings including civil suits, statutory and regulatory proceedings, recovery proceedings etc. We incur cost in defending these proceedings before a court of law. Moreover, we are unable to assure you that we shall be successful in any or all of these actions. In the event we suffer any adverse order, our reputation may suffer and may have an adverse impact on our business and results of operations. Further, our Company has initiated certain criminal proceeding against few of our employees and third parties in relation to our business operations. Any adverse decision in such proceedings may have a material adverse effect on our business and results of operations. For, further details of the legal proceedings that we are subject to, please see "*Outstanding Litigations*" on page 122.

43. The impact of the COVID-19 pandemic on our business and operations is uncertain and cannot be predicted.

In late 2019, the COVID-19 disease, commonly known as "novel coronavirus", was first reported in Wuhan, China. On January 30, 2020, the World Health Organization declared the COVID-19 outbreak a "Public Health Emergency of International Concern" and on March 11, 2020 it was declared a pandemic. However, with the advent of vaccines, the pandemic is slowly being brought in control and the number of cases are declining and expected to come down further in the coming months. We continue to monitor developments closely. As on the date of this Draft Prospectus the covid situation in the Company is well in control and the operations are in full swing.

Risks Pertaining to this Issue

44. Changes in interest rates may affect the price of our NCDs which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the price of our NCDs.

All securities where a fixed rate of interest is offered, such as our NCDs, are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, i.e., when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the price of our NCDs.

45. We have not independently verified certain industry data in this Draft Prospectus.

We and the Lead Manager have not independently verified the data from industry publications contained herein including the Industry Report and although we believe these sources to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Unless stated otherwise, macroeconomic and industry data used throughout this Draft Prospectus has been obtained from the report titled "*Overview of the India Gold loan, Personal loan and MSME loan markets"* prepared by Grant Thornton Bharat LLP. Therefore, matters relating to India, the Indian economy, as well as NBFCs, the gold loan industry, personal loan industry and MSME loan industry that are included herein are subject to the caveat that the statistical and other data upon which it is based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

46. You may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the NCDs. Failure or delay in recovering the expected value from a sale or disposition of the assets charged as security in connection with the NCDs could expose you to a potential loss.

Our ability to pay interest accrued on the NCDs and/or the principal amount outstanding from time to time in connection therewith would be subject to various factors inter alia including our financial condition, profitability and the general economic conditions in India and in the global financial markets. We cannot assure you that we would be able to repay the principal amount outstanding from time to time on the NCDs and/or the interest accrued thereon in a timely manner or at all.

Further, in case of NCDs, although our Company will create appropriate security in favour of the Debenture Trustee to the Issue for the Debenture Holders for the NCDs on the assets adequate to ensure 100.00% security cover on the outstanding amounts of the NCDs and interest thereon, the realisable value of the secured assets may be lower than the outstanding principal and/or interest accrued thereon in connection with the NCDs. A failure or delay in recovering the expected value from a sale or disposition of the assets charged as security in connection with the NCDs could expose you to a potential loss.

47. There is no assurance that the NCDs issued pursuant to this Issue will be listed on BSE Limited in a timely manner, or at all.

In accordance with Indian law and practice, permission for listing and trading of the NCDs issued pursuant to this Issue will not be granted until after the NCDs have been issued and allotted. Approval for listing and trading will require all relevant documents authorising the issue of NCDs to be submitted. There could be a failure or delay in listing the NCDs in BSE.

48. There may be no active market for the NCDs on the retail debt market/capital market segment of the BSE. As a result, the liquidity and market prices of the NCDs may fail to develop and may accordingly be adversely affected.

The Issue will be a new public issue of NCDs for our Company and the liquidity in NCDs at present is very low in the secondary market. There can be no assurance that an active market for the NCDs will develop. If an active market for the NCDs fails to develop or be sustained, the liquidity and market prices of the NCDs may be adversely affected. The liquidity and market prices of the NCDs can be expected to vary with changes in market and economic conditions, our financial condition and prospects and other factors that generally influence market price of NCDs. The market price of the NCDs would depend on various factors *inter alia* including (i) the interest rate on similar securities available in the market and the general interest rate scenario in the country, (ii) the market for listed debt securities, (iii) general economic conditions, and (iv) our financial performance, growth prospects and results of operations. The aforementioned factors may adversely affect the liquidity and market price of the NCDs, which may trade at a discount to the price at which you purchase the NCDs and/or be relatively illiquid.

49. ***Our Company may raise further borrowings and charge its assets after receipt of necessary consents from its existing lenders. In such a scenario, the Debenture Holders holding NCDs will rank pari passu with other secured creditors and to that extent, may reduce the amounts recoverable by the Debenture Holders upon our Company's bankruptcy, winding up or liquidation.***

Our Company may, subject to receipt of all necessary consents from its existing lenders and the Debenture Trustee to the Issue, raise further borrowings and charge its assets. Our Company is free to decide the nature of security that may be provided for future borrowings. In such a scenario, the Debenture Holders holding NCDs will rank pari passu with other creditors and to that extent, may reduce the amounts recoverable by the Debenture Holders upon our Company's bankruptcy, winding up or liquidation.

50. ***Payments to be made on the NCDs are subordinated to certain taxes and other liabilities preferred by law. In the event of bankruptcy, liquidation or winding up, there may not be sufficient assets of our Company remaining, to pay amounts due on the NCDs.***

The NCDs will be subordinated to certain liabilities preferred by law such as the claims of the Government on account of taxes, and certain liabilities incurred in the ordinary course of our business. In particular, in the event of bankruptcy, liquidation or winding-up, our Company's assets will be available to pay obligations on the NCDs only after all of those liabilities that rank senior to the NCDs have been paid as per Section 327 of the Companies Act, 2013 or Section 53 of the Insolvency and Bankruptcy Code, 2016, as the case maybe. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining to pay amounts, due on the NCDs.

51. ***We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and the NBFC, Gold Loan industry, Personal Loan industry and MSME Loan industry contained in this Draft Prospectus.***

While facts and other statistics in this Draft Prospectus relating to India, the Indian economy as well as the gold loan industry have been based on various publications and reports from agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials, particularly since there is limited publicly available information specific to the Gold Loan industry, personal loan industry and MSME loan industry. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics, the same have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled "*Industry Overview*" beginning on page 51. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

52. ***The Issuer, being a NBFC is not required to maintain a debenture redemption reserve ("DRR").***

Pursuant to a Ministry of Corporate Affairs notification dated August 16, 2019 amending Section 71 of the Companies Act, 2013 and Rule 18 (7) of the Companies (Share Capital and Debentures) Rules, 2014, an NBFC is not required to maintain DRR for debentures issued through a public issue. Hence, investors shall not have the benefit of reserve funds to cover the re-payment of the principal and interest on the NCDs.

53. ***The fund requirement and deployment mentioned in the Objects of the Issue have not been appraised by any bank or financial institution.***

We intend to use the proceeds of the Issue, after meeting the expenditures of and related to the Issue, for the purpose of onward lending, financing and for repayment of interest and principal of existing borrowings of our Company. For further details, see "*Objects of the Issue*" beginning on page 48. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. The management will have significant flexibility in applying the proceeds received by us from the Issue. Further, according to the provisions of the SEBI NCS Regulations, we are not required to appoint a monitoring agency and therefore no monitoring agency has been appointed for this Issue.

External Risk Factors

54. ***Financial difficulties and other problems in certain financial institutions in India could cause our business to suffer and adversely affect our results of operations.***

We are exposed to the risks of the Indian financial system, which in turn may be affected by financial difficulties and other problems faced by certain Indian financial institutions. Certain Indian financial institutions have experienced difficulties during recent years. Some co-operative banks (which tend to operate in rural sector) have also faced serious financial and liquidity crises. There has been a trend towards consolidation with weaker banks, NBFCs and HFCs being merged with stronger entities. The problems faced by individual Indian financial institutions and any instability in or difficulties faced by the Indian financial system generally could create adverse market perception about Indian financial institutions, banks and NBFCs. This in turn could adversely affect our business, our future financial performance, our shareholders' funds and the market price of our NCDs.

55. ***Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.***

Terrorist attacks and other acts of violence or war may negatively affect our business and may also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence. In addition, any deterioration in relations between India and its neighbouring countries might result in investor concern about stability in the region, which could adversely affect our business.

India has also witnessed civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of our NCDs.

56. ***Natural calamities could have a negative impact on the Indian economy, particularly the agriculture sector, and cause our business to suffer.***

India has experienced natural calamities such as earthquakes, a tsunami, floods and drought in the past few years. The extent and severity of these natural disasters determines their impact on the Indian economy. Further, prolonged spells of below normal rainfall or other natural calamities could have a negative impact on the Indian economy thereby, adversely affecting our business.

57. ***Instability of economic policies and the political situation in India could adversely affect the fortunes of the industry.***

There is no assurance that the liberalisation policies of the government will continue in the future. Protests against privatization could slow down the pace of liberalisation and deregulation. The Government of India plays an important role by regulating the policies and regulations that govern the private sector. The current economic policies of the government may change at a later date. The pace of economic liberalisation could change and specific laws and policies affecting the industry and other policies affecting investments in our Company's business could change as well. A significant change in India's economic liberalisation and deregulation policies could disrupt business and economic conditions in India and thereby affect our Company's business.

Unstable domestic as well as international political environment could impact the economic performance in the short term as well as the long term. The Government of India has pursued the economic liberalisation policies including relaxing restrictions on the private sector over the past several years. The present Government has also announced polices and taken initiatives that support continued economic liberalisation.

The Government has traditionally exercised and continues to exercise a significant influence over many aspects of the Indian economy. Our Company's business may be affected not only by changes in interest rates, changes in Government policy, taxation, social and civil unrest but also by other political, economic or other developments in or affecting India.

58. ***We may be adversely affected by increase in taxes and duties.***

Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, goods and service tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. Taxes and duties, including those taxes and duties on certain types of trade transactions and industries affecting the movement and transportation of goods in India, may affect our business, financial condition and results of operations. There can be no assurance that the current levels of taxes, tariffs and duties will not increase in the future, or that State Governments will not introduce additional levies, each of which may result in increased operating costs and lower income. To the extent additional levies are imposed, there can be no assurance that we will be able to pass such cost increases on to our customers.

59. ***Significant fluctuations in exchange rates between the Rupee and foreign currencies may have an adverse effect on our results of operations.***

Our results of operations may be adversely affected if the Indian rupee fluctuates significantly against foreign currencies or if our hedging strategy is unsuccessful. To the extent that our income and expenditures are not denominated in Indian rupees, despite us entering into foreign exchange hedging contracts from time to time, exchange rate fluctuations could affect the amount of income and expenditure we recognise. In addition, the policies of RBI may also change from time to time, which may limit our ability to hedge our foreign currency exposures adequately.

60. ***If more stringent labour laws or other industry standards in the jurisdictions in which we operate become applicable to us, our profitability may be adversely affected.***

We are subject to a number of stringent labour laws and restrictive contractual covenants related to levels of employment. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal, payment of overtime to employees and legislation that imposes financial obligations on employers upon retrenchment. In the future, if we are also required to supply manpower as part of our services, we shall incur additional cost in addition to be exposed to other labour legislation. If labour laws become more stringent or are more strictly enforced, it may become difficult for us to maintain flexible human resource policies, discharge employees or downsize, any of which could adversely affect our business, results of operations, financial condition and cash flows.

61. ***Any downgrading of India's sovereign rating by an international rating agency (ies) may affect our business and our liquidity to a great extent.***

Any adverse revision to India's credit rating for domestic and international debt by international rating agencies may adversely impact our ability to raise additional finances at favourable interest rates and other commercial terms. This could have an adverse effect on our growth, financial performance and our operations. Instances of corruption in India have the potential to discourage investors and derail the growth prospects of the Indian economy. Corruption creates economic and regulatory uncertainty and could have an adverse effect on our business, profitability and results of operations. The Indian economy has had sustained periods of high inflation. Should inflation continue to increase sharply, our profitability and results of operations may be adversely impacted. High rates of inflation in India could increase our employee costs which could have an adverse effect on our profitability and results of operations.

62. ***A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition.***

A decline in India's foreign exchange reserves could impact the valuation of the Rupee and could result in reduced liquidity and higher interest rates which could adversely affect our financial condition.

63. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.***

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business.

There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

SECTION III – INTRODUCTION

GENERAL INFORMATION

Our Company was incorporated under the provisions of the Companies act, 1956 on September 11, 1986, under the name of 'Payal holdings Private Limited'. The name of our Company was changed to '*Indel Money Private Limited*' pursuant to fresh certificate of incorporation dated January 9, 2013, issued by Registrar of Companies, Maharashtra, Mumbai. Pursuant to a special resolution passed in the general meeting of our Shareholders held on August 16, 2021, our Company was converted into a public limited company and a fresh certificate of incorporation was issued by the RoC on August 26, 2021, and our name was changed to 'Indel Money Limited'. For further details about our Company, see "*History and Certain Other Corporate Matters*" on page 93.

Registration

The registration number and corporate identity number of our Company are as follows:

i. Company Registration Number with RoC: 040897

ii. Corporate Identification Number issued by the RoC: U65990MH1986PLC040897

Our Company has obtained a certificate of registration dated February 13, 2002 bearing registration no. – B13.01564 issued by the RBI to carry on the activities of a NBFC under Section 45 IA of the RBI Act. Further, our Company has received certificate of registration dated September 27, 2021 bearing registration number B-13.01564 issued by RBI under Section 45IA of the Reserve Bank of India Act, 1934 pursuant to the change in name from '*Indel Money Private Limited*' to '*Indel Money Limited*' consequent upon its conversion as a public limited company and receipt of revised certificate of incorporation from RoC, dated August 26, 2021. Our Company is a systemically important non-deposit taking NBFC.

Registrar of Companies

Our Company is registered with the Registrar of Companies, Maharashtra at Mumbai, which is situated at the following address:

100 Everest
Marine Drive
Mumbai 400 002
Maharashtra, India

Registered Office

Office No.301, Floor No.3
Sai Arcade N.S Road
Mulund West, Mumbai 400 080
Maharashtra, India
Tel: +91 22 6798 9889
Email: cs@indelmoney.com
Website: www.indelmoney.com

Corporate Office

Indel House
Changampuzha Nagar
South Kalamassery
Ernakulam 682 033
Kerala, India
Telephone: +91 484 293 3999
E-mail**:** cs@indelmoney.com

Board of Directors

The following table sets out the details regarding the Board of Directors as on the date of this Draft Prospectus:

Name	Designation	DIN	Address
Mohanan Gopalakrishnan	Managing Director	02456142	Dhanya, Naduvakkad Kannadi, Kannadi I, Palakkad, Kerala 678701
Umesh Mohanan	Executive Whole Time Director	02455902	Dhanya, Naduvakkad, Kinnasery, Kannadi Post, Kannadi – I, Palakkad, Kerala 678701
Anantharaman Trikkur Ramachandran	Non-Executive Director	05262157	6/604 Ayodhya Gandhi Nagar 2 Street, Cheroor, Peringavu, Thrissur, Kerala – 680 008, India
Salil Venu	Non-Executive Director	06531662	8B, 8th Floor, Asset Silver Swan, Aluva, Aluva, Aluva, Ernakulam, Kerala-683101.
Kavitha Menon	Non-Executive Director	08074657	514/12 Vikas A/10 Santhi Colony, Chandranagar, Marutha Road, Palakkad, Kerala 678007
Narasinganallore Srinivasan Venkatesh	Independent Director	01893686	Flat No 1505 C Wing,Chembur Heights II, Opp Vivekananda College,Sindhi Society, Chembur East,Mumbai 400071
Chitethu Ramakrishna Sasikumar	Independent Director	05202465	Naadan, Kara-101 C, 8th Street, Near N S, Ayapankav Road, Kanimanigalam P O, Thrissur, Kerala, India – 680 027
Sethuraman Ganesh	Independent Director	07152185	C/O, 305, Vensa Lakeview, Kempapura Main Road, Opp. Rechenahalli Lake, Dasarahalli, Bangalore North, Bengaluru, Karnataka – 560092

For further details of Directors of our Company, please see "*Our Management*" on page 95.

Chief Financial Officer

Narayanan P.
Indel House, Changampuzha Nagar
South Kalamassery
Ernakulam 682033
Kerala, India
Email: cfo@indelmoney.com
Tel: +91 484 2933989

Company Secretary and Compliance Officer

Hanna P Nazir
Indel House, Changampuzha Nagar
South Kalamassery
Ernakulam 682033
Kerala, India
E-mail: cs@indelmoney.com
Tel: +91 484 2933 988

Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre-Issue or post Issue related issues such as non-receipt of Allotment Advice, demat credit of allotted NCDs.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name of the Applicant, Application Form number, Applicant's DP ID, Client ID, PAN, address of Applicant, number of NCDs applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for UPI Investors who make the payment of Application Amount through the UPI Mechanism), date of Application Form and the name and address of the relevant Designated Intermediary where the Application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB, giving full details such as name, address of Applicant, Application Form number, number of NCDs applied for, amount blocked on Application and the Designated Branch or the Collection Centres of the SCSB where the Application Form was submitted by the ASBA Applicant.

All grievances relating to ASBA process where the Application is submitted to a Member of Syndicate should be addressed to the Registrar to the Issue with a copy to the relevant Member of Syndicate and the relevant SCSB.

All grievances arising out of Applications for the NCDs made through the Online Stock Exchange Mechanism (app based/web interface platform) of the Stock Exchange, or through Trading Members, may be addressed directly to the Stock Exchange, with a copy to the Registrar to the Issue.

Lead Manager to the Issue

Vivro Financial Services Private Limited
607/608 Marathon Icon
Opposite Peninsula Corporate Park
Off. Ganpatrao Kadam Marg
Veer Santaji Lane, Lower Parel
Mumbai 400 013, Maharashtra, India
Tel: +91 22 6666 8040
Email: investors@vivro.net
Investor Grievance Id: investors@vivro.net
Contact Person: Viral Shah/Kruti Saraiya
Website: www.vivro.net
SEBI Registration No.: INM000010122

Debenture Trustee

Vistra ITCL (India) Limited
The IL&FS Financial Centre
Plot C – 22, 6th Floor, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051, Maharashtra, India
Tel: 022 2659 3333
Email: itclcomplianceofficer@vistra.com
Investor Grievance Id: itclcomplianceofficer@vistra.com
Website: www.vistraitcl.com
Compliance Officer/ Contact Person: Jatin Chonani
SEBI Registration Number: IND000000578

Vistra ITCL (India) Limited has by its letter dated May 11, 2023 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in this Draft Prospectus and in all the subsequent periodical communications to be sent to the holders of the NCDs issued pursuant to this Issue.

All the rights and remedies of the NCD Holders under this Issue shall vest in and shall be exercised by the appointed Debenture Trustee for this Issue without having it referred to the NCD Holders. All investors under this Issue are deemed to have irrevocably given their authority and consent to the Debenture Trustee so appointed by our Company for this Issue to act as their trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by our Company to the NCD Holders/Debenture Trustee, as the case may be, shall, from the time of making such payment, completely and irrevocably discharge our Company *pro tanto* from any liability to the NCD Holders. For details on the terms of the Debenture Trust Deeds see, "*Issue Related Information*" on page 164.

Registrar to the Issue

Link Intime India Private Limited
C-101, 1st Floor, 247 Park
L.B.S. Marg, Vikhroli West
Mumbai 400 083, Maharashtra, India
Tel: +91 810 811 4949
F: +91 22 4918 6195
Email: indelmoney.ncd3@linkintime.co.in
Investor Grievance Id: indelmoney.ncd3@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
Compliance Officer: B. N. Ramakrishnan
SEBI Registration Number: INR000004058

Credit Rating Agency

CRISIL Ratings Limited
CRISIL House, Central Avenue
Hiranandani Business Park
Powai, Mumbai- 400 076
Maharashtra, India
Tel: +91 22 3342 3000
Email: crisilratingdesk@crisil.com
Website: www.crisilratings.com
Contact Person: Krishnan Sitaraman
SEBI Registration Number: INCRA0011999

Legal Advisor to the Issue

Khaitan & Co
One World Centre
10th & 13th Floors, Tower 1C
841 Senapati Bapat Marg
Mumbai – 400 013
Maharashtra, India
Telephone: + 91 22 6636 5000

Statutory Auditors

Bhatter & Company, Chartered Accountants

307, Tulsiani Chambers,
Nariman Point
Mumbai
Maharashtra-400021
Tel: 022-22853039/30208868
Email: dhbhatter@gmail.com
Website: NA
Contact Person: D.H. Bhatter

Bankers to the Issue

[•]

Syndicate Member

[•]

Designated Intermediaries

Self-Certified Syndicate Banks

The banks which are registered with SEBI under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended, and offer services in relation to ASBA, including blocking of an ASBA Account, a list of which is available on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.

A list of the Designated Branches of the SCSBs, with which an Applicant, not applying through the Syndicate, may submit the Application Forms, is available at http://www.sebi.gov.in, or at such other website as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Applications submitted to the Designated Intermediaries, the list of branches of the SCSBs to receive deposits of ASBA Applications from such Designated Intermediaries is provided on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Applications from Designated Intermediaries, see the above-mentioned web-link.

SCSBs eligible as issuer banks for UPI Mechanism and eligible mobile applications

In accordance with SEBI Operational Circular, UPI Investors making an Application in the Issue using the UPI Mechanism, may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI at www.sebi.gov.in, and updated from time to time.

RTAs / CDPs

The list of the RTAs and CDPs, eligible to accept Applications in the Issue, including details such as postal address, telephone number and email address, are provided on the websites of BSE at http://www.bseindia.com, for RTAs and CDPs, as updated from time to time.

Broker Centres/ Designated CDP Locations/ Designated RTA Locations

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/ 2015 dated November 10, 2015, Applicants can submit the Application Forms with the registered brokers at the Broker Centers, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at www.bseindia.com. The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the registered brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Arrangers to the Issue

There are no arrangers to the Issue**.**

Minimum Subscription

In terms of the SEBI NCS Regulations, for an issuer undertaking a public issue of debt securities, the minimum subscription for public issue of debt securities shall be 75% of the Base Issue. If our Company does not receive the minimum subscription of 75% of the Base Issue i.e. ₹ 3,750 lakhs within the prescribed timelines under Companies Act and any rules thereto, the entire subscription amount blocked shall be unblocked in the respective ASBA Accounts of each Applicant, within six Working Days from the date of closure of the Issue, provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund

Account to the relevant ASBA Accounts(s) of the Applicants within six Working Days from the Issue Closing Date, failing which the Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

Credit Rating and Rationale

Our Company has received rating of "BBB-+/Stable (pronounced as CRISIL triple B plus rating with Stable outlook)" for an amount of ₹ 10,000 Lakhs by CRISIL Ratings Limited vide their rating letter dated May 03, 2023, in respect to the NCDs. This rating of the NCDs by CRISIL indicates that the instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such securities carry moderate credit risk. The Company hereby declares that rating given by CRISIL Ratings Limited are valid as on the date of this Draft Prospectus and shall remain valid on date of issue and Allotment of the NCDs and the listing of the NCDs on BSE until the ratings are revised or withdrawn. The ratings provided by CRISIL Ratings Limited may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and Investors should take their own decisions. For the rating, rating rationale and press release for the above ratings, see Annexure A.

Disclaimer Statement of CRISIL Ratings Limited

A rating by CRISIL Ratings reflects its current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL Ratings. Our ratings are based on information provided by the Issuer or obtained by Crisil Ratings from sources it considers reliable. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy/sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors as especially states that it has no financial liability whatsoever to the subscribers/users/transmitters/distributers of its ratings. CRISIL Ratings' criteria are available without charge to the public on the website, www.crisilratings.com. CRISIL Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please visit www.crisilratings.com or contact Customer Service Helpdesk at CRISILratingdesk@crisil.com or at 1800-267-1301.

Consents

Consents in writing of Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, legal advisor to the Issue, Lead Manager, the Registrar to the Issue, Credit Rating Agency, the Debenture Trustee, Grant Thornton Bharat LLP, and the lenders to our Company to act in their respective capacities, have been obtained and will be filed along with a copy of this Draft Prospectus with the RoC as required under Section 26 of the Companies Act, 2013. Further such consents shall not be withdrawn up to the time of delivery of this Draft Prospectus with the RoC.

Underwriting

This Issue is not underwritten.

Utilisation of Issue proceeds

For details on utilization of Issue proceeds, please refer to "*Objects of the Issue*" on page 48.

Issue Programme

ISSUE OPENS ON	[•], [•], 2023
ISSUE CLOSES ON	[•], [•], 2023#

 # The Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time), during the period indicated in the Prospectus, except that the Issue may close on such earlier date or extended date (subject to a minimum period of 3 working days and a maximum period of 10 working days from the date of opening of the issue and subject to not exceeding thirty 30 days from filing the Prospectus with ROC) including any extensions), as may be decided by the Board of Directors of our Company ("Board") or the NCD Sub-Committee, subject to relevant approvals, in accordance with the SEBI NCS Regulations. In the event of such an early closure of or extension subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper and a regional daily newspaper in Maharashtra where the registered office is located, with wide circulation on or before such earlier date or extended date of closure. Applications Forms for the Issue will be accepted only from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between

10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in the Prospectus are Indian Standard Time. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Working Days. Neither our Company, nor the Lead Manager, nor any Member of the Syndicate, registered brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations or Designated Branches of SCSBs nor the Stock Exchange are liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise. Please note that, within each category of Investors, the Basis of Allotment under the Issue will be on date priority basis except on the day of oversubscription, if any, where the Allotment will be proportionate.

CAPITAL STRUCTURE

1. Details of share capital

The following table lays down the details of our authorised, issued, subscribed and paid-up share capital as on March 31, 2023:

(in ₹)

Particulars	Aggregate value
Authorised share capital	
16,50,00,000 Equity Shares of ₹10 each	165,00,00,000
Issued, subscribed and paid-up share capital	
13,31,46,979 Equity shares of ₹10 each	133,14,69,790

2. Issue size

Public issue by our Company of secured, redeemable, non-convertible debentures aggregating up to ₹ 5,000 lakhs, with an option to retain over-subscription up to ₹5,000 lakhs, aggregating up to ₹10,000 lakhs, on the terms and in the manner set forth herein.

3. Details of change in the authorised share capital of our Company, as on March 31, 2023, for the last three years is set out below:

Date of changes (AGM/EGM)	Particulars
March 4, 2022	The authorized share capital of the company was increased from ₹85,00,00,000 (Rupees eighty-five crore) divided into 8,50,00,000 equity shares of ₹10 each to ₹125,00,00,000 (Rupees one hundred and twenty-five crore) divided into 12,50,00,000 equity shares of ₹10 each vide an extraordinary general meeting.
March 16, 2023	The authorized share capital of the company was increased from ₹125,00,00,000 (Rupees one hundred and twenty-five crore) divided into 12,50,00,000 equity shares of ₹10 each to ₹165,00,00,000 (Rupees one hundred and sixty-five crore) divided into 16,50,00,000 equity shares of ₹10 each vide an extraordinary general meeting

4. Equity Share capital history of our Company for the last three years is set out below:

Date of Allotment	No. of Equity Shares	Face value (₹)	Issue Price (₹)	Consideration (Cash, other cash, etc)	Nature for Allotment	Cumulative		
						No. of equity shares	Equity Share Capital (₹)	Equity Share Premium (₹ in lakhs)
March 31, 2022	1,10,00,000	10	10	Cash	Rights Issue[1]	9,31,46,979	93,14,69,790	-
June 30, 2022	50,00,000	10	10	Cash	Rights Issue[2]	9,81,46,979	98,14,69,790	-
July 20, 2022	81,00,000	10	10	Cash	Rights Issue[3]	10,62,46,979	1,06,24,69,790	-
September 13, 2022	10,00,000	10	10	Cash	Rights Issue[4]	10,72,46,979	1,07,24,69,790	-
September 30, 2022	42,50,000	10	10	Cash	Rights Issue[5]	11,14,96,979	1,11,49,69,790	-
February 20,2023	50,00,000	10	10	Cash	Rights Issue[6]	11,64,96,979	1,16,49,69,790	-
March 15, 2023	30,00,000	10	10	Cash	Rights Issue[7]	11,94,96,979	1,19,49,69,790	-
March 31, 2023	1,36,50,000	10	10	Cash	Rights Issue[8]	13,31,46,979	1,33,14,69,790	-

[1]Rights Issue Allotment of 1,10,00,000 Equity Shares made to the Indel Corporation Private Limited, as enlisted in the return of allotment filed

[2]Rights Issue Allotment of 50,00,000 Equity Shares made to the Indel Corporation Private Limited, as enlisted in the return of allotment filed

[3]*Rights Issue Allotment of 81,00,000 Equity Shares made to the Indel Corporation Private Limited, as enlisted in the return of allotment filed*
[4]*Rights Issue Allotment of 10,00,000 Equity Shares made to the Indel Corporation Private Limited, as enlisted in the return of allotment filed*
[5]*Rights Issue Allotment of 42,50,000 Equity Shares made to the Indel Corporation Private Limited, as enlisted in the return of allotment filed*
[6]*Rights Issue Allotment of 50,00,000 Equity Shares made to the Indel Corporation Private Limited, as enlisted in the return of allotment filed*
[7]*Rights Issue Allotment of 30,00,000 Equity Shares made to the Indel Corporation Private Limited, as enlisted in the return of allotment filed*
[8]*Rights Issue Allotment of 1,36,50,000 Equity Shares made to the Indel Corporation Private Limited, as enlisted in the return of allotment filed (PAS 3 not able to file due to technical glitches in MCA website).*

5. List of top ten holders of Equity Shares of our Company as on March 31, 2023 are as follows

Sr. No.	Name of the Shareholder	Number of Equity Shares held	Number of shares in demat form	Total shareholding as a percent of total number of Equity Shares (in %)
1.	Indel Corporation Private Limited	13,31,46,973	13,31,46,973	99.99
2.	Mohanan Gopalakrishnan (Holding as nominee shareholder for M/s/ Indel Corporation Private Limited)	1	1	Negligible
3.	Umesh Mohanan (Holding as nominee shareholder for M/s/ Indel Corporation Private Limited)	1	1	Negligible
4.	Ushadevi Pathiyil (Holding as nominee shareholder for M/s/ Indel Corporation Private Limited)	1	1	Negligible
5.	Kavitha Menon (Holding as nominee shareholder for M/s/ Indel Corporation Private Limited)	1	1	Negligible
6.	Um Ventures Private Limited (Holding as nominee shareholder for M/s/ Indel Corporation Private Limited)	1	1	Negligible
7.	Mithram Motors Private Limited (Holding as nominee shareholder for M/s/ Indel Corporation Private Limited)	1	1	Negligible
Total		**13,31,46,979**	**13,31,46,979**	**100.00**

6. List of top ten debentures holders of our Company (on cumulative basis) as on March 31, 2023, are as follows:

Sr. No.	Name of holders	Amount (in ₹)	% of total outstanding debentures
1.	SK Finance Limited	50,00,00,000	16.45%
2.	Creation Investments FPI LLC	12,00,00,000	3.95%
3.	Velagapudi Bhaktavatsala Rao	1,40,00,000	0.46%
4.	Asokan	1,08,00,000	0.36%
5.	Vivriti Capital Private Limited	98,00,000	0.32%
6.	P K Salim	90,00,000	0.30%
7.	Indel Capital Ventures and Investments Private Limited	89,05,000	0.29%
8.	Vidyasagaran Pillai B M	87,00,000	0.29%
9.	Geetha A V	77,00,000	0.25%
10.	Isha Roy	75,50,000	0.25%

7. Shareholding pattern of our Company

The following table sets forth the shareholding pattern of our Company as on March 31, 2023:

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	No. of fully paid up Equity Shares held (IV)	No. of partly paid-up Equity Shares held (V)	No. of shares underlying depository receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								No of voting rights									
								Class – Equity	Total	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(A)	Promoter and Promoter Group	7*	13,31,46,979	Nil	Nil	13,31,46,979	100	13,31,46,979	13,31,46,979	100	Nil	100	Nil	Nil	Nil	Nil	13,31,46,979
(B)	Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		**13,31,46,979**	**Nil**	**Nil**	**13,31,46,979**	**100**	**13,31,46,979**	**13,31,46,979**	**100**	**Nil**	**100**	**Nil**	**Nil**	**Nil**	**Nil**	**13,31,46,979**

**Shareholders, namely Mohanan Gopalakrishnan , Umesh Mohanan, Ushadevi Pathiyil, Kavitha Menon, Mithram Motors Private Limited &U M Ventures Private Limited hold 1 Equity Share of our Company as the nominee of Indel Corporation Private Limited*

8. Details of holding of Equity Shares by our Directors as on the date of this Draft Prospectus

For details of shareholding of our Directors in the Company, please refer to "*Our Management- Shareholding of our Directors*" on page 100.

9. Debt – Equity ratio

A. The debt-equity ratio of our Company, on consolidated basis, as of December 31, 2022:

(₹ in lakhs)

Particulars	Consolidated	
	Pre- Issue	Post- Issue#
Borrowings		
Long Term Borrowings (including current maturities of Long Term Borrowings)	62,861.15	72,861.15
Short Term Borrowings	3,821.07	3,821.07
Total Borrowings	**66,682.22**	**76,682.22**
Shareholder's Funds		
Equity Share Capital	11,149.70	11,149.70
Reserves and Surplus		
General Reserve	395.71	395.71
Retained Earnings	1,362.67	1,362.67
Total Shareholder's Funds	**12,908.08**	**12,908.08**
Debt/Equity	**5.17**	**5.94**

#The debt-equity ratio post the Issue is indicative and is on account of inflow of ₹10,000 lakhs from the Issue and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Issue would depend upon the actual position of debt and equity on the date of allotment.

Notes:

1. Short term borrowings represent borrowings which are due within twelve months from December 31, 2022 .
2. Long term borrowings represent borrowings other than short term borrowings, as defined above, including current maturities of long-term borrowings.
3. The figures disclosed above are based on the Interim Unaudited Consolidated Financial Statements of the Company as at December 31, 2022.
4. Debt / Equity = Total Debt / Shareholders' Fund.
5. The debt-equity ratio post the Issue is indicative and is on account of inflow of ₹10,000/-lakhs from the proposed public issue and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Issue would depend upon the actual position of debt and shareholders fund on the date of allotment.

B. Further, the debt equity ratio of the Company on a standalone basis as on March 31, 2022 and December 31, 2022 comes to 5.76 and 5.17, respectively, and the debt equity ratio on a standalone basis estimated after the Issue come to 6.78 and 5.94, respectively:

(₹ in lakhs)

Particulars	December 31, 2022		March 31, 2022	
	Pre-Issue	Post-Issue#	Pre-Issue	Post- Issue#
Borrowings				
Long Term Borrowings (including current maturities of Long Term Borrowings)	62,861.15	72,861.15	53,200.85	63,200.85
Short Term Borrowings	3,821.07	3,821.07	3,587.83	3,587.83
Total Borrowings	**66,682.22**	**76,682.22**	**56,788.68**	**66,788.68**
Shareholder's Funds				
Equity Share Capital	11,149.70	11,149.70	9,314.70	9,314.70
Reserves and Surplus*				
General Reserve	-	-	15.06	15.06
Statutory reserve	395.71	395.71	-	-
Retained Earnings	1,362.67	1687.30	528.12	528.12
Total Shareholder's Funds	**12,908.08**	**12,908.08**	**9,857.88**	**9,857.88**
Debt/Equity	**5.17**	**5.94**	**5.76**	**6.78**

#*The debt-equity ratio post the Issue is indicative and is on account of inflow of* ***₹10,000 lakhs*** *from the Issue and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Issue would depend upon the actual position of debt and equity on the date of allotment.*
** Reserves and Surplus does not include revaluation reserve and impairment reserve*

Notes:

1. The Company has raised secured non-convertible debenture amounting to **₹8,658.20** Lakhs through private placement during April 1, 2022 – April 30, 2023.

2. The Company has raised Secured non-convertible debenture amounting to **₹ 8,148.00** Lakhs and Unsecured nonconvertible debenture amounting to Nil through public Issue during April 1, 2022 – April 30, 2023.

3. The Company during April 1, 2022 – April 30, 2023 redeemed secured privately placed non-convertible debenture amounting to **₹ 1,760.69 lakhs**.

4. The Company during April 1, 2022 – April 30, 2023 has repaid the following amount of loans tabulated below:

(₹ in lakhs)

Bank/ Financial Intistution	Amount
Vivriti Capital Private Ltd.	500.00
Lulu Financial Services (India) Pvt Ltd.	300.00
Northern Arc Capital Ltd	3,702.53
Hinduja Leyland Finance Ltd.	826.28
State Bank of India Ltd.	1480.67
Incred Financial Services Pvt Ltd.	90.94
Cholamandalam Investments	202.27
Indian Bank Limited	533.54
Dhanlaxi bank Ltd	400.00
STCI Finance Ltd	106.53
Total	**8,142.75**

5.The Company during April 1, 2022 – April 30, 2023 has availed new working capital facilities from the following Financial Institutions.

(₹ in lakhs)

Bank/ Financial Intistution	Amount
DCB Bank Limited	1,000.00
Cholamandalam Investments	750.00
Northern Arc Capital Ltd	1,500.00
Hinduja Leyland Finance Ltd.	2,300.00
State Bank of India Ltd.	7,000.00
STCI Finance Ltd	2,500.00
Total	**15,050.00**

10. Except the subscription of 2,16,50,000 equity shares of face value ₹ 10 each, amounting to ₹ 21,65,00,000 by M/s Indel Corporation (P) Limited (represented by Mohanan Gopalakrishnan, Managing Director), none of the members of the Promoter group, directors of our Promoter, our Directors and their immediate relatives have sold or purchased the Equity Shares of our Company and/or of Subsidiary Company within six months preceding the date of filing this Draft Prospectus with RoC.

11. For details on the total outstanding debt of our Company, please refer to *"Financial Indebtedness" on page 108*.

12. Our Company has not made any acquisition or amalgamation in the last one year prior to the date of this Draft Prospectus.

13. Our Company has not made any reorganization/reconstruction in the last one year prior to the date of this Draft Prospectus

14. Our Company does not have any outstanding borrowings taken/debt securities issued where taken/issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option.

    None of the Equity Shares held by our Promoter are pledged or encumbered otherwise.

15. As on the date of this Draft Prospectus, 13,31,46,979 Equity Shares of our Company are in dematerialised form.

16. Our Company does not have any employee stock option scheme.

OBJECTS OF THE ISSUE

Our Company proposes to utilise the funds which are being raised through the Issue, after deducting the Issue related expenses to the extent payable by our Company ("**Net Proceeds**"), estimated to be approximately ₹ [•] lakhs, towards funding the following objects (collectively, referred to herein as the "**Objects**"):

1. For the purpose of onward lending, financing, and for repayment/prepayment of principal and interest on borrowings of the Company; and

2. General corporate purposes.

The main objects clause of the Memorandum of Association of our Company permits our Company to undertake the activities for which the funds are being raised through the present Issue and also the activities which our Company has been carrying on till date.

The details of the proceeds of the Issue are set forth in the following table:

(₹ in lakhs)

Sr. No.	Description	Amount*
1.	Gross proceeds of the Issue	Up to 10,000
2.	(less) Issue related expenses	[•]
3.	Net Proceeds	**[•]**

**Assuming the issue is fully subscribed and our Company retains oversubscription up to ₹ 5,000 lakhs.*

Requirement of funds and Utilisation of Net Proceeds

The following table details the objects of the Issue and the amount proposed to be financed from the Net Proceeds:

Sr. No.	Objects of the Issue	Percentage of amount proposed to be financed from Net Proceeds
1.	For the purpose of onward lending, financing, and for repayment/ prepayment of principal and interest on borrowings of the Company	At least 75%
2.	General corporate purposes*	Maximum of up to 25%
	Total	**100%**

**The Net Proceeds will be first utilized towards the Objects mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the gross proceeds, in compliance with the SEBI NCS Regulations*.

For further details of our Company's outstanding indebtedness, see "*Financial Indebtedness*" on page 108.

Funding plan

Not applicable

Summary of the project appraisal report

Not applicable

Schedule of implementation of the project

Not applicable

Interim Use of Proceeds

Our management, in accordance with the policies formulated by it from time to time, will have flexibility in deploying the proceeds received from the Issue. Pending utilization of the proceeds out of the Issue for the purposes described above, our Company intends to temporarily invest funds in high-quality, interest-bearing liquid instruments including money market mutual funds, deposits with banks or temporarily deploy the funds in investment grade interest bearing securities as may be approved by the Board. Such investment would be in accordance with the investment policies approved by the Board or any committee thereof from time to time. Also, such investments shall be in line with the guidelines and regulations prescribed by RBI.

Monitoring of Utilization of Funds

There is no requirement for appointment of a monitoring agency in terms of the SEBI NCS Regulations. Our Board shall monitor the utilization of the proceeds of the Issue. For the relevant Fiscals commencing from Fiscal 2023-2024, our Company will disclose in our financial statements, the utilisation of the Net Proceeds of the Issue under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of the Issue. Our Company shall utilise the proceeds of the Issue only upon the execution of the documents for creation of security and receipt of final listing and trading approval from the Stock Exchange.

Variation in terms of contract or objects in this Draft Prospectus

The Company shall not, in terms of Section 27 of the Companies Act, 2013, at any time, vary the terms of the objects for which this Draft Prospectus is issued, except as may be prescribed under the applicable laws and under Section 27 of the Companies Act, 2013.

Issue related expenses

The expenses for this Issue include, *inter alia*, Lead Manager's fees and selling commission to the Lead Manager, brokers' fees, fees payable to Debenture Trustee, the Registrar to the Issue, Sponsor Bank, SCSBs' commission/fees, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The Issue expenses and listing fees will be paid by our Company. Our Company shall include the details of commission and processing fees payable to each intermediary and the timelines for payment, in this Draft Prospectus.

The estimated breakdown of the total expenses for the Issue is as follows:

Activity	**Amount** *(in ₹ lakhs)*	**Percentage of overall Issue Size (%)**
Fees to intermediaries (Lead Manager's fees, brokerage, rating agency, Registrar to the Issue, Sponsor Bank, legal advisor, Debenture Trustee, etc.)	[•]	[•]
Advertising and Marketing Expenses	[•]	[•]
Printing, Stationery and Distribution	[•]	[•]
Other Miscellaneous Expenses	[•]	[•]
Total	[•]	[•]

The above expenses are indicative and are subject to change depending on the actual level of subscription to the Issue and the number of Allottees, market conditions and other relevant factors.

Our Company shall pay processing fees to the SCSBs for Application forms procured by the Designated Intermediaries and submitted to the SCSBs for blocking the Application Amount of the applicant, at the rate of ₹ [•] per Application Form procured (plus other applicable taxes). However, it is clarified that in case of Application Forms procured directly by the SCSBs, the relevant SCSBs shall not be entitled to any ASBA processing fee.

Our Company shall pay to the Sponsor Bank ₹ [•] per valid block of application amount (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other applicable laws.

Other Confirmation

In accordance with the SEBI Operational Circular, our Company will not utilise the proceeds of the Issue for providing loans to any Group Company.

No part of the Issue Proceeds will be paid by our Company to our Promoters, our Directors, Key Managerial Personnel or companies promoted by our Promoter.

The Issue Proceeds shall not be utilised towards full or part consideration for the purchase or any other acquisition, inter alia by way of a lease, of any property. The Issue Proceeds shall not be used for buying, trading or otherwise dealing in equity shares of any other listed company.

Our Company undertakes that the Issue Proceeds from NCDs Allotted to banks will not be utilised for any purpose which may be in contravention of the RBI guidelines on bank financing to NBFCs including those relating to classification as capital market exposure or any other sectors that are prohibited under the RBI regulations.

Our Company confirms that it will not use the proceeds of the Issue for the purchase of any business or in the purchase of any interest in any business whereby our Company shall become entitled to the capital or profit or losses or both in such business exceeding 50% thereof, directly or indirectly in the acquisition of any immovable property or acquisition of securities of any other body corporate.

The fund requirement as above is based on our current business plan and is subject to change in light of variations in external circumstances or costs, or in our financial condition, cash flows, business or strategy. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirements and deployment of funds may also change.

Utilisation of Issue Proceeds

a. All monies received pursuant to the issue of NCDs to public shall be transferred to a separate bank account referred to in Section 40 (3) of the Companies Act, 2013;

b. Details of all monies utilised out of the Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Company's balance sheet indicating the purpose for which such monies had been utilised;

c. The Issue Proceeds shall not be utilised towards full or part consideration for the purchase or any other acquisition, *inter alia*, by way of a lease, of any immovable property; and

d. Details of all utilised and unutilised monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilised indicating the purpose for which such monies have been utilised and the securities or other forms of financial assets in which such unutilised monies have been invested.

INDUSTRY OVERVIEW

Unless otherwise indicated, all of the information and statics disclosed in this section are extracted from an industry report titled "Overview of the Indian Gold loan, Personal loan and MSME loan markets", dated April 26, 2023 prepared and issued by Grant Thornton Bharat LLP. For details of risks in relation to GT Industry Report and other publications, see "Risk Factors- "We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and the NBFC and Gold Loan industry contained in this Draft Prospectus" on page 31. The information presented in this section, including forecasts and projections, have not been prepared or independently verified by us, our Directors, our Promoter, the Lead Manager or any of our or their respective advisors.

The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in the GT Industry Report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

Macro-economic overview of the Indian economy

Introduction

India overcame the UK and became the fifth largest economy in the world due to strong economic growth in the first quarter of FY23. Indian economy is primarily driven by domestic demand. India's recovery from the pandemic is strong, indicated by the real GDP during Q1- FY23, which is 4% higher than the real GDP during Q2- FY20. Economic growth in 2023-24 is expected to be fuelled majorly by the service industry. Increased employment and consumption levels in the economy will catalyst the growth of the Indian economy in the coming months. India is the fastest growing global economy in the world and is expected to be one of the top three economies in the world in the next 15 years.

Macroeconomic outlook

As an impact of tightening global monetary policy cycle, slowing global growth and elevated commodity prices, the Indian economy is expected to experience lower growth in FY24 as compared to FY23. However, India is well positioned to weather global spill overs and register a strong GDP growth and remain one of the fastest growing economies, owing to domestic demand. The World Bank has forecasted a 6.3% GDP growth in India for 2023-24. India's external position has improved considerably over the past decade. The current account deficit is adequately financed by increasing FDI inflows and solid cushion of foreign exchange reserves.

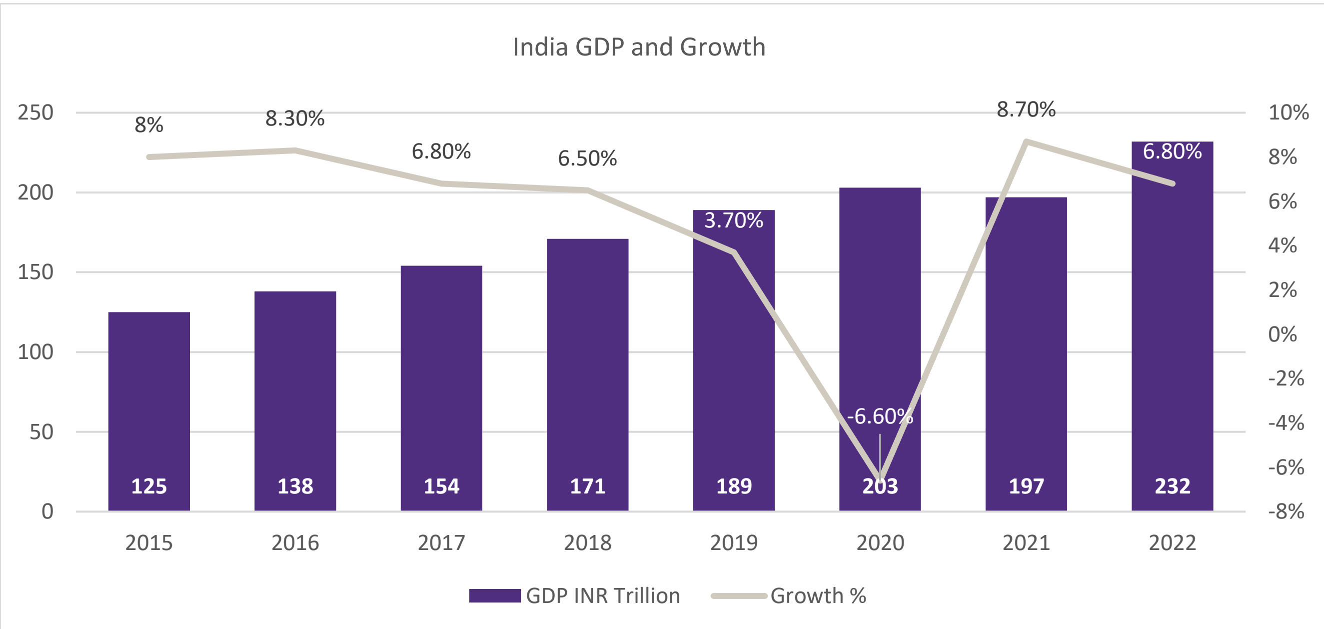

Chart 1: Growth in India's GDP [1,2]

Major contributors for the growth of Indian Economy in the coming years are expected to be the Industrial, Agriculture, Financial Services, Consumer products and transport sectors, among many others. Agriculture sector accounts for 20.19% of the total GDP. Industrial sector constitutes to 25.92% whereas, services sector which includes various sectors such as financial services, real estate, trade, hotels, transport, and communication etc., contribute for the rest of 53.89% of the Indian GDP.

The country's retail inflation, as measured by the Consumer Price Index (CPI), stood at 6.44% as on Feb-2023.

Key growth drivers of Indian economy

The key factors that drive the growth of Indian economy in the coming years are expected to be the rise in urbanization, digitalization, youth population percentage and increase in demand for financial products from semi-urban and rural areas.

Shifting Demographics:

With more than half of its population under the age of 29, the average age of the population of India is lower than that of several developed countries. The younger population are more technologically adept, socially informed, politically engaged, and monetarily ambitious allows for higher technological penetration, resulting in Digital Pervasiveness in the country. Their economic goals have resulted in growing urbanization, as well as a surge in the number of start-ups and entrepreneurship.

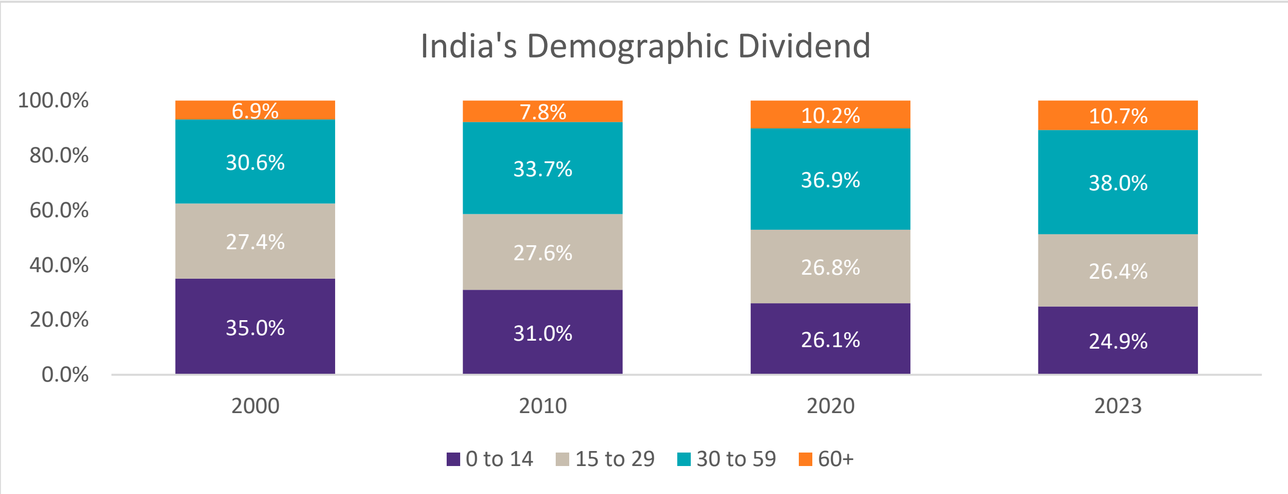

Chart 2: India's demographic dividend[3]

Rapid Urbanization:

The proportion of people living in cities has continuously increased, from 32.8% in 2015 to 35.9% in 2022. The rate of urbanization will accelerate during the next five years, assisting the rise in per capita GDP, as it has done in the preceding five years. Increased urbanization will improve financial literacy and living standards.

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[1] *Central Statistics Office*

[2] *International Monetary Fund (IMF)*

[3] *United Nations Department of Economic and Social affairs*

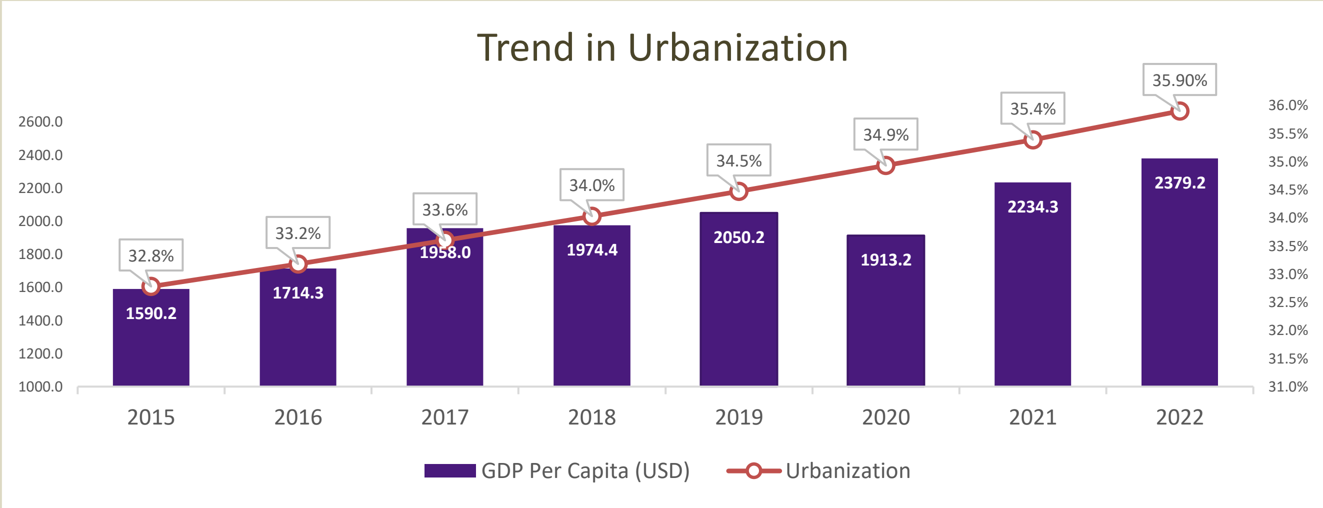
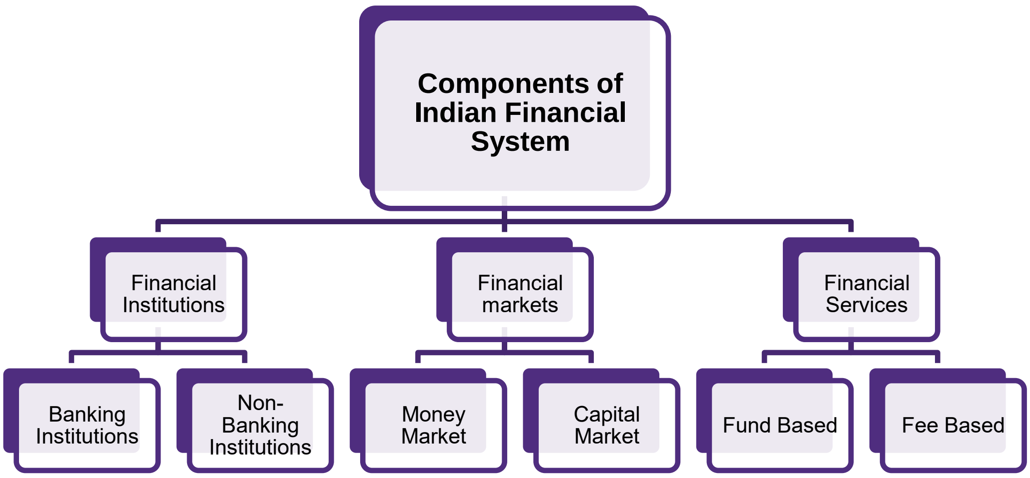


Chart 3: Trend in urbanization in India4

Increased digital adoption:
India is one of the world's largest and fastest-growing digital consumer marketplaces. Technology is poised to impact practically rapidly and drastically every area of India's economy as digital capability increase and connection becomes ubiquitous. For tens of millions of Indians, this is expected to produce enormous economic value while also changing the nature of labour.

In domains like government services and the job market, digital technologies may add enormous value. Moving government subsidy transfers, procurement, and other transactions online can increase public-sector efficiency and productivity, while building online labour marketplaces can help India's fragmented and mostly informal labour market become more efficient.

Indian Financial Services sector



Indian Financial system is divided majorly into 3 broad areas such as, Financial Institutions, Financial Markets and Financial Services

1. **Financial Institutions:** A financial institution acts as a go-between for consumers and the capital or debt markets, offering banking and investment services. A financial institution is in charge of providing money to the market by

[4] *United Nations Department of Economic and Social affairs and International Monetary Fund (IMF)*

transferring funds from investors to businesses in the form of loans, deposits, and investments. There are 2 types of financial Institutions, Banking and non-banking institutions.

2. **Financial Markets:** Financial markets encompass any marketplace where securities are traded, such as the stock market, bond market, currency market, and derivatives market, to name a few. Financial markets are necessary for capitalist economies to function properly. There are two types of Financial Markets:
   - The money market is a market for short-term funds with a maturity of up to one year. Money market provides an equilibrating mechanism to balance short-term fund demand and supply, serves as a focal point for central bank intervention in the economy to influence liquidity and interest rates in general and gives providers and users of short-term funds appropriate access to meet their borrowing and investment needs at an efficient market clearing price.
   - Capital markets are critical for a country's economic success. They supply the financial resources necessary for the economy's long-term viability. As a result, the development of sustainable capital markets is seen as a key tool in the macro-financial policy toolkit, particularly for goals like financial stability and monetary policy transmission.

3. **Financial Services:** This industry provides financial services to both individuals and businesses. Banks, investment houses, lenders, finance companies, real estate brokers, and insurance companies make up this sector of the economy. There are 2 types of financial services:
   - Fund Based Services are the financial services that are used to acquire assets or funds for a customer. The fund-based activities include, dealing in secondary market operations (underwriting or investing in fresh offerings such as shares, debentures, bonds, etc.), taking part in money market instruments such as discounting bills, Treasury bills, Certificates of Deposit etc., getting involved in equipment leasing, hire purchase, and venture capital and managing foreign exchange transactions.
   - Fee-based services are when financial institutions operate in specialized industries to earn money through fees, commissions, brokerage, or dividends. The fee-based activities include managing the capital issue according to SEBI criteria allowing promoters to advertise their issue, making arrangements with investment institutions for the placement of capital and debt instruments, obtaining funding from financial institutions for clients' project costs or operating capital and assisting with all government and other approvals

   Overall Indian Financial services industry is on a high growth trajectory and India is expected to be the fourth largest private wealth market globally by FY2028. The relaxation of foreign investment rules has received a positive response from the insurance sector, with many companies announcing plans to increase their stakes in joint ventures with Indian companies. Association of Mutual Funds in India (AMFI) is targeting nearly five-fold growth in AUM to ₹ 95 lakh crores[5] and more than three times growth in investor accounts to 13 Cr by 2025. India's mobile wallet industry is estimated to grow at a CAGR of 46.3% to reach a revenue of USD 429.2 billion by 2027.

NBFC sector

Introduction

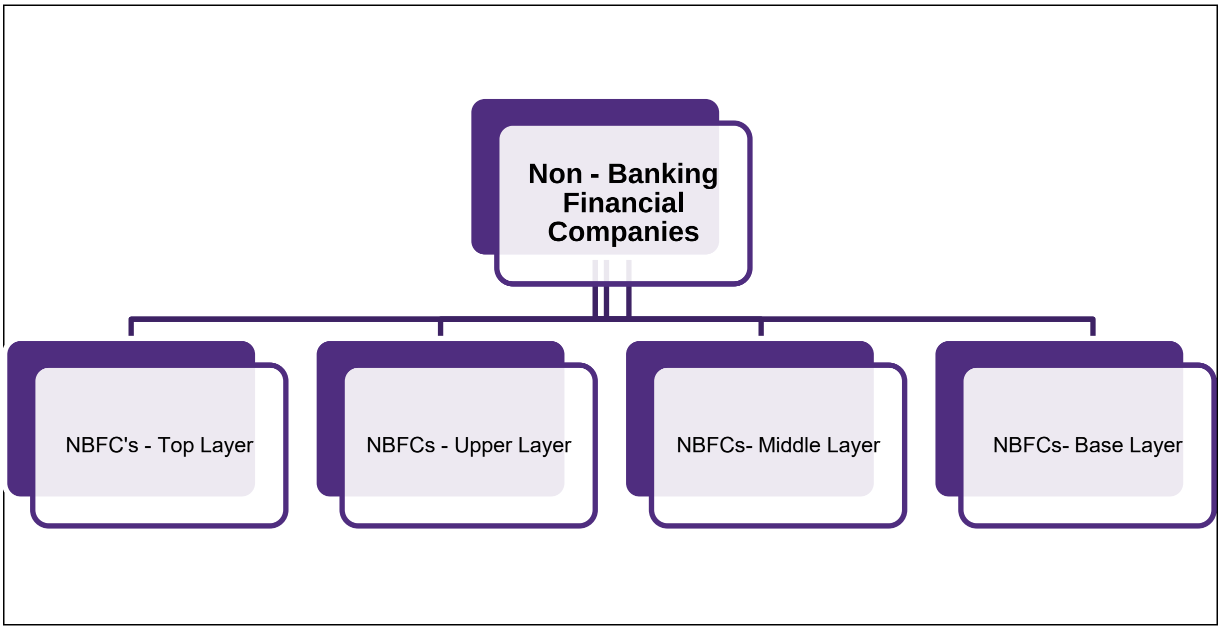
A Non-Banking Financial Company (NBFC) is a company registered under the Companies Act of 1956/2013 and regulated by the Reserve Bank of India engaging in the business of loans and advances, the acquisition of shares/ bonds/ debentures/ securities issued by the government or a local government, or other marketable securities of a similar nature.

In recent years NBFC has become an essential part of the financial system of India, especially for the small-scaled retailers and the unbanked financial systems of the Indian economy. NBFCs have become a complimentary service to the banking sector which is greatly beneficial during the time of financial crisis. It also helps mitigate risk and find solutions to financial problems. Customers are also supplied with emergency services such as financial support and guidance in insurance-related concerns.

NBFCs have come a long way in recent years by expanding their scale and diversity of operations. They have been continuously helping the non-banked customers and been a crucial part at times of monetary crisis.

Structure of NBFC

[5] Financial Services report, IBEF



As shown in the above figure, NBFCs are classified based on the enterprise size by RBI:

a. NBFC-Top Layer:
The top Layer will remain empty and will be populated only if the RBI believes that there is a substantial increase in the potential systemic risk from specific NBFCs in the upper layer

b. NBFC-Upper Layer:
The upper layer comprises of NBFCs which are specifically identified by the RBI as warranting enhanced regulatory requirement based on a prefixed scoring methodology and the top ten NBFCs based on asset size will always remain in upper layer, irrespective of any factors

c. NBFC-Middle layer:
Middle layer NBFC consist of all deposit taking NBFCs (NBFC-Ds) irrespective of their size, non-deposit taking NBFCs with asset size of ₹1000 crore and above, NBFCs undertaking following activities including Standalone Primary Dealers (SPDs), Infrastructure Debt Fund (IDF), Core Investment Companies (CICs), Housing and Infrastructure Finance Companies.

d. NBFC-Base Layer:
The base layer consists of non- deposit taking NBFCs below asset size of ₹1000 crore and NBFCs handling following activities which includes NBFC-P2P, NBFC-AAA, NOFHC and NBFCs with no public funds and not having any customer interface

Type of activities undertaken:

NBFCs classification according to the activities they engage in, as shown below in Table 1.

S. No	Types of NBFC	Activity
1.	Investment and Credit Company (ICC)	Lending and investment.
2.	NBFC-Infrastructure Finance Company (NBFC-IFC)	Provision of infrastructure loans.
3.	NBFC-Systemically Important Core Investment Company (CIC-ND-SI)	Investment in equity shares, preference shares, debt, or loans of group companies.
4.	Infrastructure Debt Fund-NBFC (IDF-NBFC)	Facilitation of flow of long-term debt into infrastructure projects.
5.	NBFC-Micro Finance Institution (NBFC-MFI)	Credit to economically disadvantaged groups.
6.	NBFC-Factor	Acquisition of receivables of an assignor or extending loans against the security interest of the receivables at a discount.
7.	NBFC-Non-Operative Financial Holding Company (NOFHC)	Facilitation of promoters/ promoter groups in setting up new banks.
8.	Mortgage Guarantee Company (MGC)	Undertaking of mortgage guarantee business.

9.	NBFC-Account Aggregator (NBFC-AA)	Collecting and providing information about a customer's financial assets in a consolidated, organized, and retrievable manner to the customer or others as specified by the customer.
10.	NBFC–Peer to Peer Lending Platform (NBFC-P2P)	Providing an online platform to bring lenders and borrowers together to help mobilize funds.
11.	Housing Finance Companies (HFC)	Financing for housing.

Table1: Classifications of NBFCs by activity

Financial performance:

The NBFC sector outperformed the banking sector in terms of year-on-year (YoY) growth rate in contributing to the GDP every year. In its early phases, this segment grew at a rate of 22% per year on average. Despite the slowing economy and a slew of setbacks in recent years, the sector is nevertheless expanding and improving operations.

A. Key financial metrics

NBFC sector's overall income during FY22 stood at ₹3.76 Lakh Cr. The overall profitability of the sector during FY22 stood at ₹0.62 lakh Cr.

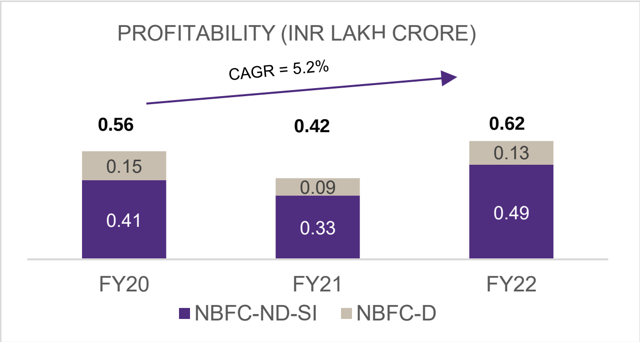
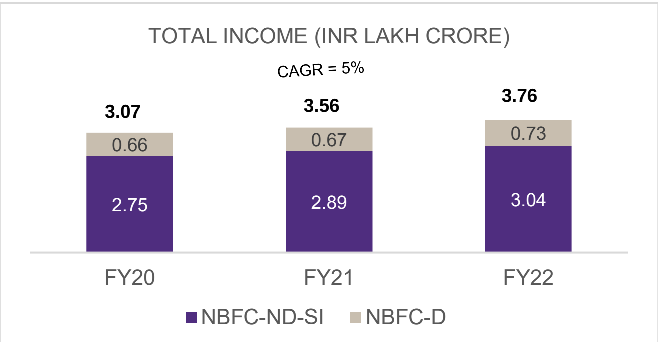


Chart 4: Comparison of Financial Performance between NBFC-ND-SI and NBFC-D companies (₹ lakh crore)[6]

B. Key Financial Ratios:

Even though the NBFC-ND-SI companies account for about 81% of the NBFC sector's total income, the income to total assets and net profit to total assets ratio for NBFC-D companies are higher. NBFC-D companies account for approximately 21 percent share in net profit of NBFCs. Furthermore, the NBFC-ND-SI's cost to income ratio declined from 84.7 percent in FY21 to 78.9 percent in FY22, showing an optimisation of operational expenditure. The cost to income ratio of NBFC-Ds also decreased from 82.7 percent during FY21 to 76.0 percent during FY 22.



[6] RBI Trends and Progress of Banking in India

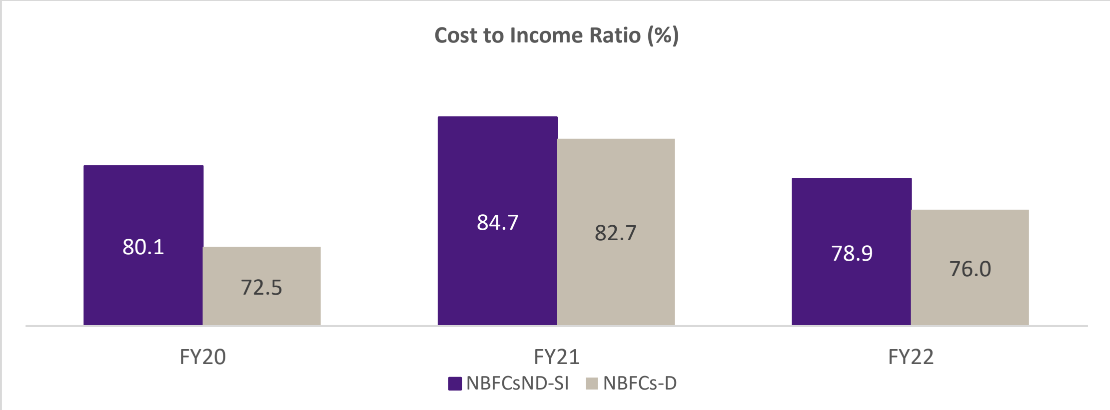
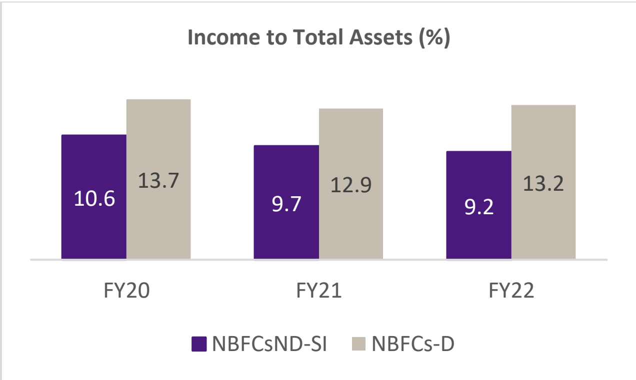


Chart 5: Comparison of Cost to Income ratios of NBFC-ND-SI and NBFC-D companies7



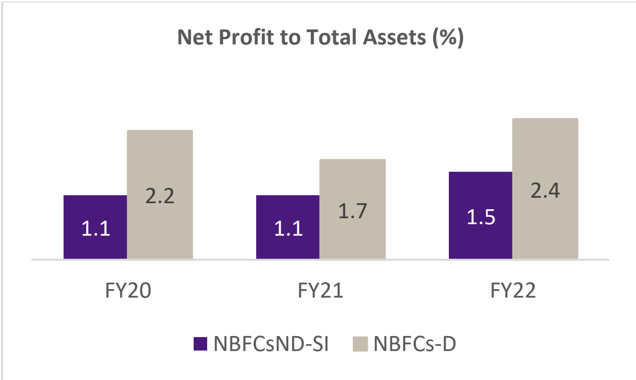


Chart 6: Comparison of key financial metrics between NBFC-ND-SI and NBFC-D companies8

C. Asset quality

During FY22 NBFC sector showed an improvement in asset quality which is evident from the decline in GNPA and NNPA ratios. Overall, GNPA and NNPA ratios of NBFCs-ND-SI showed an improvement in FY2022 as the quality of assets improved in all the segments, with the exception of ICC. In case of NBFC-Ds, the decline in GNPA and NNPA ratios was aided by buoyant growth in loans and advances.

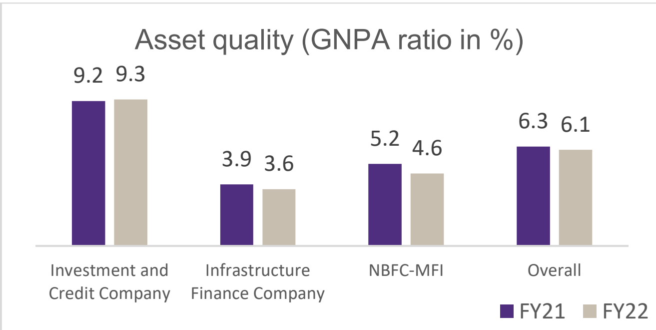


Chart 7: Category- wise GNPA ratio for the NBFC sector9

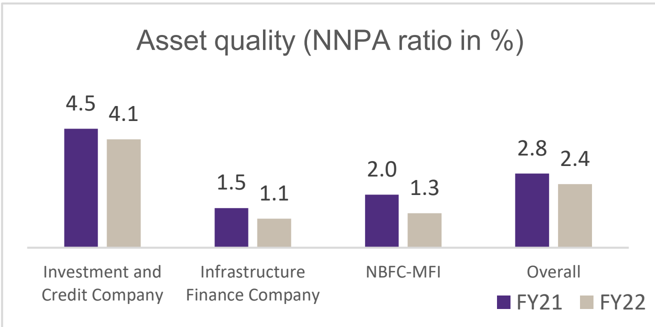


Chart 8: Category- wise GNPA ratio for the NBFC sector10

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[7] RBI Trends and Progress of Banking in India
[8] RBI Trends and Progress of Banking in India
[9] RBI Trends and Progress of Banking in India
[10] RBI Trends and Progress of Banking in India

Growth of the NBFC sector:
NBFCs are expected to see 15-16 percent growth in FY24. The growth would be largely driven by strong NBFCs who have access to capital and cost of funding advantage as NBFCs are likely to face intense competition from banks and the rising interest rate scenario limit their competitiveness.

The assets under management (AUM) for NBFCs is expected to grow by 13-14 percent in FY24. The consolidated balance sheet of NBFCs registered a Y-o-Y growth of 6.6 per cent in financial year 2021-22. RoA of the NBFC sector has also improved from 1.2 per cent during FY20-21 to 1.7 per cent in FY 21-22.

Adoption of innovative fintech led delivery of products and services and support from RBI in terms of regulations for new products such as Peer to peer (P2P) lending, Account Aggregator (AA), and credit intermediation over "digital only platform" is helping the NBFC industry to grow in a systematic and robust manner

Gold Loan sector

Introduction
Gold maintains a special consideration among Indian households as the primary sign of financial wellbeing and the abundance of gold assets is considered as indication of the high social stature of families. Gold assets are typically passed on from one generation to the next thus creating an emotional predilection in the minds of the population. While gold is an especially liquid asset, the affinity of the Indian population towards the metal means that people rarely sell gold assets in the times of financial hardships and instead collateralize it in exchange for short term credit.

A gold loan is a secured loan product offered by the several types of financial institutions where the company accepts gold jewellery from customers as collateral and in turn lends a loan amount to them based on the current market value of the gold being pledged.

While in recent years, there has been a growth in the formalization of gold loans in India, a large segment of the market is still unorganized in nature. The rising levels of urbanization has helped organized players such as Banks and NBFCs in expediting the formalization of gold loans across rural regions through the setup of newer branches, launch of new digital products and more importantly offering rural customers more favourable interest rates and customer service as compared to unorganized players such as pawn brokers and money lenders.
Demand for gold in India

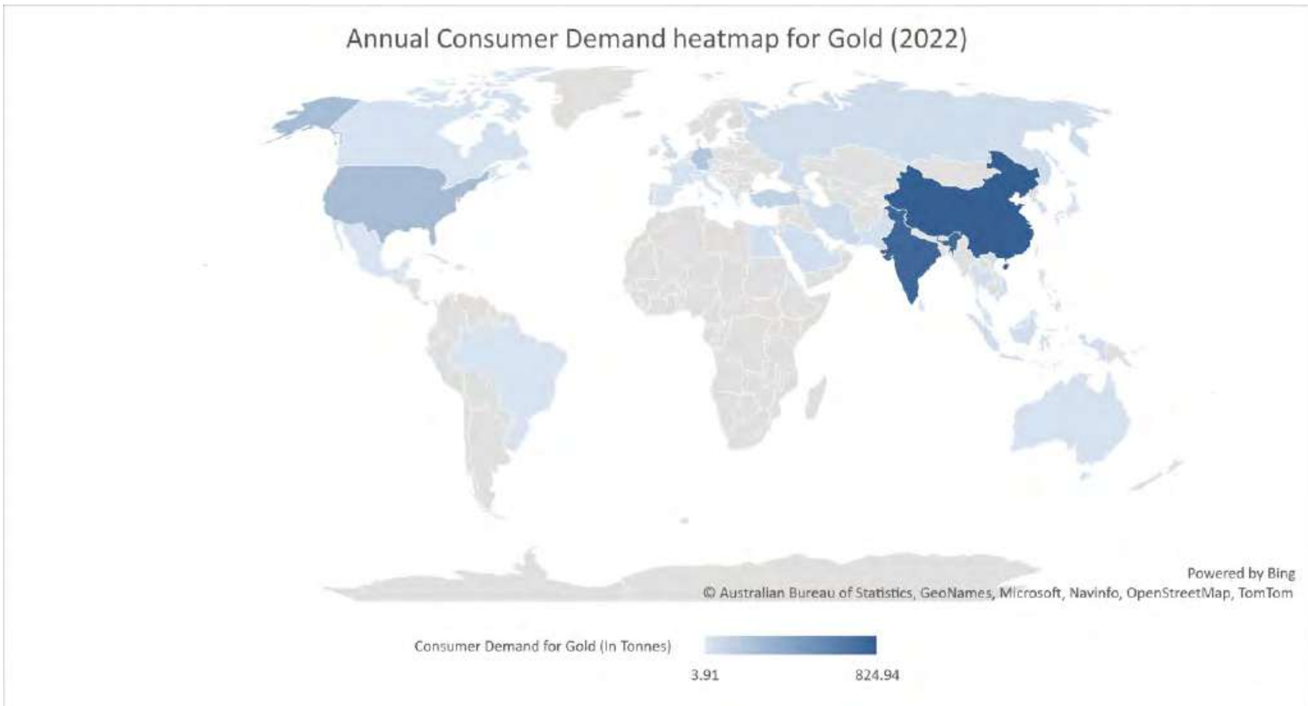

Chart 9 – Annual consumer demand for gold 11

India is the world's second largest consumer of gold and accounted for 23% of the metal's global demand during the year 2022. The primary driver for demand in India is the sale of gold as jewellery.

The demand for gold all over the world grew due to the negative sentiment towards gold has been flushed out of investment as an impact of policy rate hike surprises leading to US dollar's safe haven strength fading. Amid weakening rupee and safe-haven demand, the demand for gold is likely to increase in India. The overall demand for gold in 2022 was 774 tonnes (including both jewellery, bar & coin) in India is a 3% decrease over last year. The demand for gold jewellery in India showed a year-on-year degrowth of 2% to 600.4 tonnes in 2022 against 610.9 tonnes in 2021, as gold prices surged during November and December 2022.

Globally, the demand for gold as an investment saw a year-on-year increase of 10% from 1001.9 tonnes in 2021 to 1106.8 tonnes in 2022. In India, the investment demand for gold bars and coins during 2022 was 173.6 tonnes, which is a 7% decrease from 186.5 tonnes in 2021.

Although there is a bleak outlook for technology demand in 2023, jewellery and fabrication demands are expected to be positive. In the long term the demand for gold is expected to surge once the industrial and agricultural output of the country is back on track. Another factor which will drive gold prices in the medium to long term is the expected pent-up demand for gold jewellery particularly driven by wedding related purchases. World Gold Council (WGC) notes that with mandatory hallmarking of gold jewellery being implemented and the formation of the retail code of conduct under the aegis of the industry steering committee will help in inducing transparency in the industry and in the building of investor confidence in the long term.

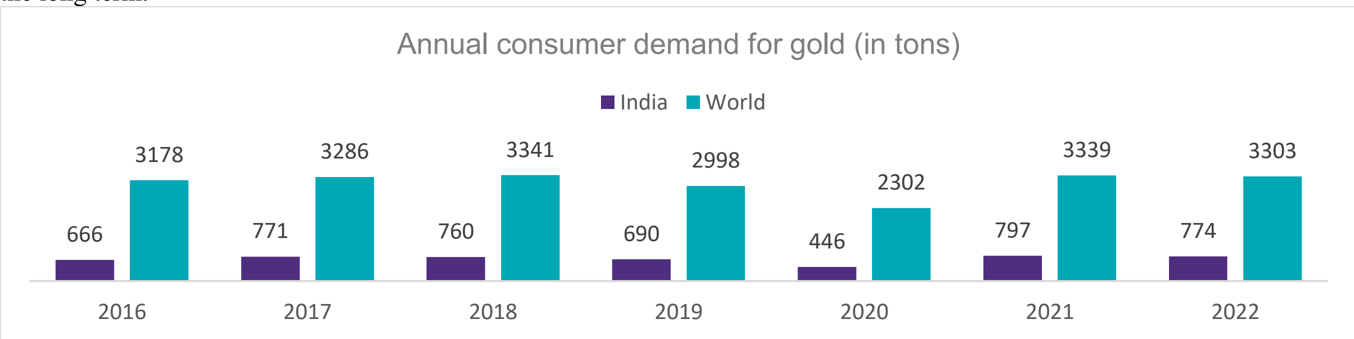

Chart 10 – Annual consumer demand for gold12

Gold price history

During the past two decades, gold prices in India has increased at a staggering rate. The average price per gram of gold during the year 2000 was ₹403 as compared to ₹5,500 during March 2023. The year 2005 can be considered as the inflection point for gold prices in India; the average yearly prices increased rapidly from ₹630 per gram during the year 2005 to ₹2864 during 2012. Post 2012, the gold prices stabilized and decreased slightly over the next five years. The growth in gold prices accelerated again during 2018 and has since grown to ₹5,500 in March 2023. The rapid increase in gold prices during the last two years can be attributed to the effects of the Covid 19 pandemic and subsequent uncertainty in financial markets. Central banks around the world have conducted several liquidity injections thus causing gold prices to increase significantly – The Reserve Bank of India in Oct-2022 made additional liquidity injections of ₹0.73 Lakh Crore in the country's financial markets.

Additional factors impacting the performance of gold price are the economic growth and commercial output as well as the inherent uncertainty observed in the market. The growth in the economy and the increase in global commercial output drives up the demand for gold from both a retail consumer perspective as well as from an industrial perspective. A higher cash liquidity among retail customers will drive investments in gold jewellery, bars, and coins, while from an industrial perspective the demand for gold is driven because of its use in various manufacturing processes, use in consumer electronics etc. Uncertainty in the capital markets would also drive investments in gold, gold bonds etc. as investors consider gold investments to be an effective risk hedging strategy.

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[11] World Gold Council, Consumer demand in selected countries (Tons)

[12] World Gold Council, Consumer demand in selected countries (Tons)

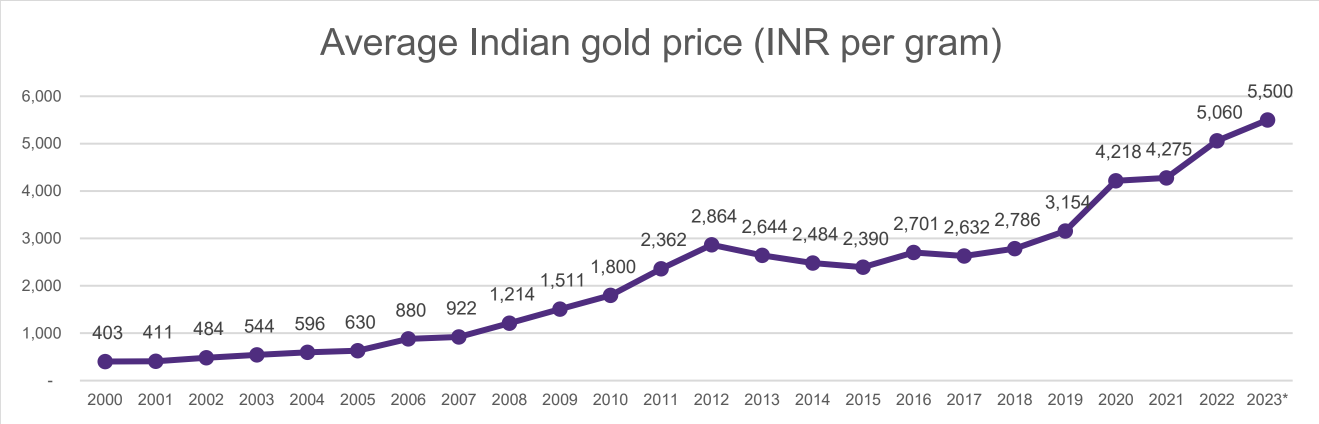

Chart 11 – Average Indian gold prices[13]

*Up to March 2023

Gold Loan market

Rural regions account for ~60% of India's household gold allocation and the population in rural areas are predominantly the primary customer base for gold loan companies in India. Rural population relies on gold loans to fulfil their immediate credit requirements due to its easy availability, quick turnaround time and more importantly the inadequate rural banking infrastructure.

The gold loan market in India has undergone several stages of evolution. The market underwent a rapid growth phase during the period 2007-2012 and was propelled by the rapid urbanization and the increase in middle class income. Gold prices also witnessed a steep increase during this period and thus incentivized customers to avail gold loans since they would be receiving more credit value for their gold than before. This period also saw a rapid phase of network expansion by gold loan NBFCs particularly in rural regions, to cater to the demand.

Following the period of rapid growth, the industry growth rate subsided significantly during the period of 2012 to 2014. With RBI revoking the Priority Sector Lending (PSL) of gold loans, the cost of funds increased significantly thus increasing the borrowing cost for customers. Additionally, gold prices both in India and Internationally plummeted thus increasing the loan to value ratio of the accounts. In many cases, the value of a gold loan held by a customer was higher than the collaterised gold, thus causing customers to walk away from their asset and increasing the NPA of the industry. The elevated levels of NPA in the industry forced RBI to reduce the LTV value to 75% from 85%. The following years saw the industry recovering with players such as NBFCs differentiating themselves on the basis of customer service and operational efficiency improvement.

During the period 2016-17, the gold loan industry was adversely impacted by Demonetization. While the demand for gold loans surged during this period, NBFCs who were facing a liquidity crunch could not meet the demand for credit. From the year 2018 onwards, the industry slowly reeled from this setback and was actively seeking credit from the retail population through the public issue of debentures. The Covid-19 pandemic which hit the world in 2019 brought about a nationwide lockdown resulting in large scale job losses, cash crunch among the general population. Gold loan NBFCs utilized this period to streamline their operations and reduce unwanted costs. Gold loan companies actively supported credit needs of the population through innovative products such as digital gold loans, top up loans, and doorstep gold loans. Once the lockdowns were eased, the pent-up demand for credit meant that the gold loan NBFCs grew at a staggering pace during the financial year 2020-21. Leading gold NBFCs saw their gold loan AUM grow in excess of 20% while their overall costs reduced substantially. Gold loan companies controlled their NPAs by having in place a collection mechanism and strong auction policies. Some gold loan NBFCs also supported the MSME sector by offering long tenure gold loans to service their working capital needs.

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[13] World Bank and Kerala Government data

The organized gold loan market in India is currently valued at ₹5.2 Lakh Crore and grew at 4-year CAGR of 22.6% during the period FY18 to FY22.

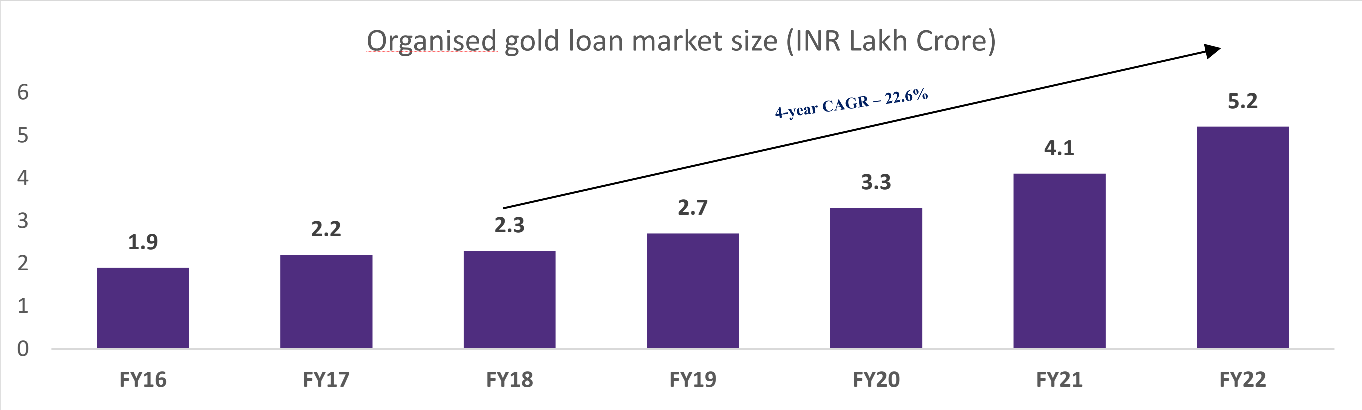

Chart 12 – Organized gold loan market size[14]

Gold loan market segmentation

Gold loan lenders can be broadly classified into the following two sectors

I. Organized sector - Banks, NBFCs, Specialized Gold loan NBFCs, other institutions like Nidhi's, Co-operatives etc.
II. Unorganized sector - Money lenders & Pawn brokers

The organized gold loan sector that comprises of banks, NBFCs, Small finance banks, co-operatives and Nidhi companies account for 37% of the overall gold loan market in India. Specialized gold loan NBFCs are NBFC players who offer gold loans as their primary product and they hold a significant advantage in the organized market primarily due to their large investments in brand creation, network expansion and personnel recruitment. The investments have helped specialized gold loan NBFCs tap into the large pool of customers who are either new to credit or have been transacting with the unorganized sector. These players have also focused on the development of efficient and hassle-free disbursal process and ensures that customer receives credit within 5 mins to 15 mins. The lean nature of their branch operations ensures that specialized gold loan NBFCs maintain a low cost to income ratio thus helping them achieve a high profit margin while still maintaining a large network base.

The unorganized sector that comprises of Money lenders and Pawn brokers is substantially larger and more geographically penetrated as compared to the organized market and accounts for 63% of the overall gold loan market. Money lenders and Pawn brokers operate in localized fashion, possess in depth knowledge of the local market, and focus on customers in their specific geographies. The key differentiation they offer to customers is the easy availability of credit with virtually no documentation requirement, albeit at a much higher cost when compared to the organized market. Since there is no overarching regulation in the unorganized sector, exploitation of customers is frequent.

With financial institutions such as banks and NBFCs, working hard to expand their network and increase penetration across the rural regions, a sizeable proportion of the population who previously relied on the unorganized sector is expected to transition to the organized sector.

Market segmentation – Organized sector vs Unorganized sector

[14] GT research

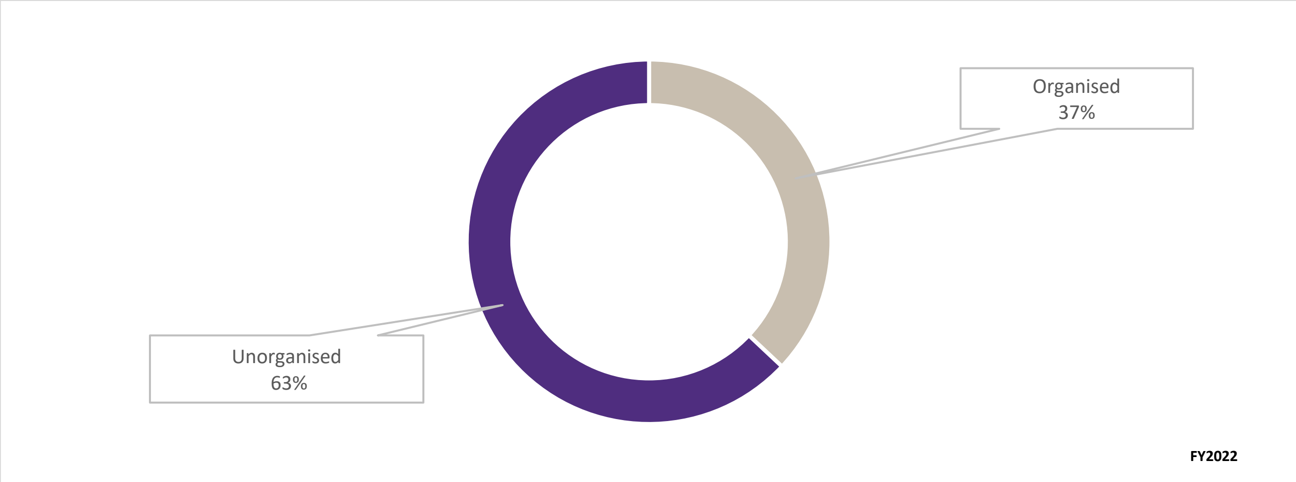

Chart 13: Market segmentation[15]

Within the organized sector, Banks account for the largest share of gold loan AUM due to their large branch network. In addition to this, banks offer customers a lower borrowing cost as compared to other players due to their relatively lower cost of capital. Both banks and specialized NBFCs have also been partnering with gold loan aggregation platforms to widen their reach and capture a new segment of tech savvy credit seekers.

Operational differentiation between Banks, NBFCs and unorganized players

Operational parameters	Banks	Gold loan NBFCs	Money lenders
Regulated by	RBI	RBI	Unregulated
Time taken	1-2 hours	5-15 mins	5-15 mins
Disbursal mode	Cash, Cheque, Account transfer	Cash, Cheque, Account transfer	Cash
Key strength	Low interest rates	Customer service	Easy accessibility
Borrowing cost	Low	Medium	High
LTV	Up to 75%	Up to 75%	Up to 100%
Documentation required	Detailed documentation required	Basic documentation (KYC)	No documentation required

Table 2 - Operational differentiation between Banks, NBFCs and unorganized players[16]

Key growth drivers of the gold loan industry

Favourable gold prices

During the period FY2020 to FY2022, gold prices increased by a large margin due to the underlying uncertainty surrounding the impact of Covid-19 on the country's economy. High gold prices make gold loans an extremely attractive offering to potential credit seekers as they would be able to receive a greater value for their gold than before. While customers receive benefits of a higher value, gold loan companies also enjoy a lot of advantages. In an increasing price scenario, the credit risk of gold loans decreases as the Loan to Value (LTV) ratio of a loan based on the current prices would be lower than the LTV value at disbursal. In case of defaults, gold loan companies can auction the underlying gold asset without suffering financial losses. The increase in gold demand combined with the fact that gold loans are a pull-based product mean that companies

[15] GT research
[16] GT research

enjoy high levels of growth in their assets under management during periods of high gold prices without making additional investments in branch network expansions.

Demand from MSME sector for working capital requirements.

The MSME sector is one of the largest contributors to the Indian economy, accounting for 30% of India's GDP. During the past few years, the disbursal of credit to this sector by Banks have reduced on account of the high levels of NPAs currently plaguing the sector. Lenders have reduced their risk appetites and increased the qualification criteria despite the measures of the government to improve the credit flow to the sector in the form of initiatives such as the credit guarantee scheme. Gold loans emerged as the choice of credit for MSME to furnish their working capital requirements during the past couple of years due to its ease of availability, low credit and documentation, and the instant access to cash. MSME owners have begun to tap into their household gold assets to avail gold loans as a form of short term or stop-gap credit. NBFCs have also begun offering long term gold loans with the average tenure greater than 2 years aimed at the MSME segment to support them and ensure that companies in the sector have the liquidity needed to re-write India's growth story. Long term gold loans are very beneficial to the MSME industry as they would receive instant credit while not having to worry about principal repayment in the short term. While the risk of LTV breaches is higher for long term gold loans, gold loan NBFCs mitigate this by efficient and frequent monitoring of the LTV to initiate steps to prevent an LTV breach. In the case of an LTV breach, the customer is encouraged to increase his pledge value or make a part repayment failing which auction procedures would be initiated.

Underpenetrated market

Indian households have one of the largest reserves of gold in the world, however the market penetration of gold on the basis of allocation of debt in the form of gold loans remain very minimal. Due to the high levels of competition within the gold loan market, the incumbent companies have been actively expanding their geographic footprint and focusing on areas with high levels of gold holding and low levels of gold-based debt. While traditional gold loan markets such as Kerala and Tamil Nadu have been reaching market saturation, markets such as north-eastern India, Jammu & Kashmir, Gujarat, Delhi etc. represent a significant growth opportunity for gold loan companies. While new markets represent an opportunity, gold loan companies need to be aware of the challenges they might face during operationalization such as poor connectivity, logistics, identification and training of staff, resource management etc.

The below chart represents the household allocation gold in the form of debt against the household allocation of gold in the form of assets.

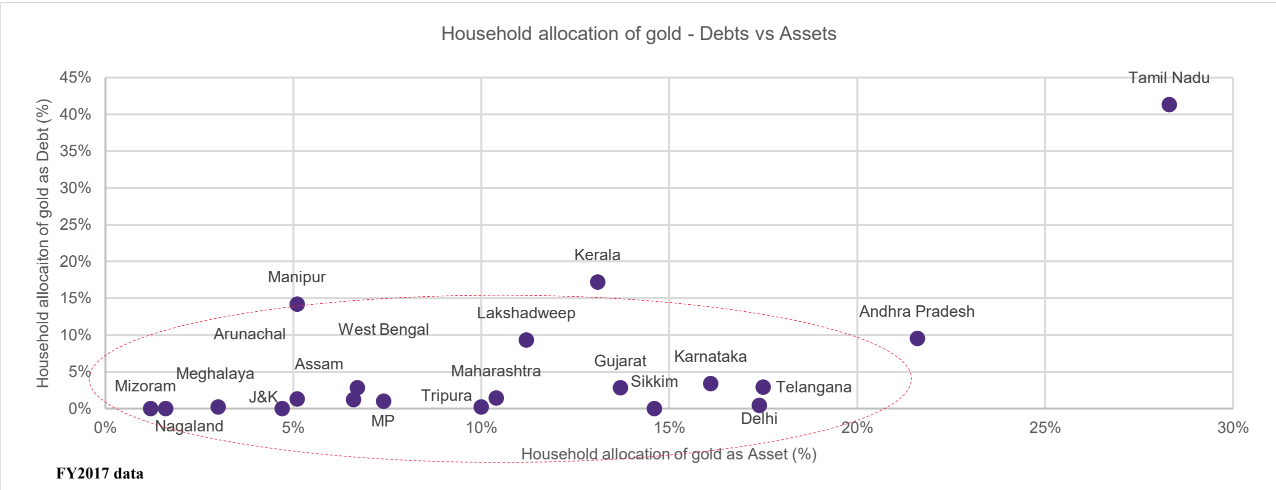

Chart 14 – Household allocation of gold[17]

Future of gold loans

The organized gold loan market was valued at ₹5.2 lakh crore in FY2022 and is projected to grow at 3-year CAGR of 20.9% to reach ₹9.2 lakh crore by FY2025[18]. During the last financial year, gold loan companies propelled the growth in their gold loan portfolio by focusing heavily on their existing branch network and catering to the pent-up credit demand that was created as a result of the financial uncertainty post Covid. The growth in the gold loan market is expected to be propelled both by Banks and NBFCs. Growth in bank AUM is expected to be driven by their lower interest rates while NBFCs are expected to

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[17] Indian Household Finance, RBI, July 2017

[18] GT research

propel their growth through expansions of their branch network in areas of low gold loan penetration and through more investments in their digital products such as online and doorstep gold loan.

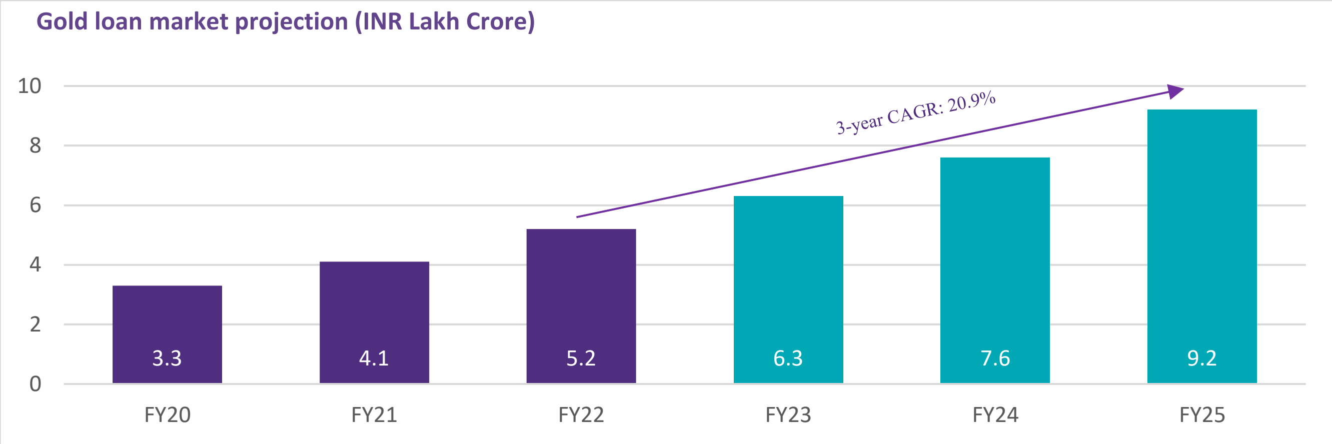

Chart 15 – Organized gold loan market projection

The emergence of digital gold loan aggregator platforms has aided gold players in catering to a previously untapped market of digitally savvy customers. Banks and NBFCs are increasingly entering into strategic alliances with aggregators to cater to a population who are not within the reach of their branch network. In such scenarios, digital gold loan aggregators act as the front end, feet on street team for gold loan companies, directly interfacing with the customer to conduct gold appraising, credit eligibility calculation and disbursement post which the pledge is deposited with their partner Bank/ NBFC.

From a customer perspective, gold loans in the past have been a taboo and associated with financial instability. However, given the influx of digital gold loan products, there has been a shift in the social acceptance of gold loans since customers can now avail gold loans from the comfort of their home or work environment without worrying about the social stigma. Additionally, gold loans have also become increasingly popular among the MSME industry due to its low qualification criteria as compared to other retail loan products. Incumbents of the MSME industry have been utilizing gold loans to fulfil their working capital needs and emergency fund requirements.

Personal Loan sector

Introduction

Personal loans are a form of unsecured credit offered to customers to fulfil their personal or aspirational needs and are disbursed to customers on the basis of their income and financial discipline. While, personal loans are a riskier subset of the retail loan asset class, financial institutions in the recent history have been actively promoting them due to high levels of demand, low cost of acquisition and high return on investments. Personal loans were considered as a source of emergency credit in the past, this dynamic has shifted, and customers now view them as a source of credit to achieve their aspirational need such as funding household purchases, vacations, purchase of gadgets and other electronics etc.

With the rise in the number of FinTech's operating in the personal loan space, the industry has undergone several transitions over the past few years. NBFCs and FinTech's have now started on focus on new to credit, digitally enabled customers who are in need of small ticket personal loans; this section of customers have been traditionally turned away by the large established financial institutions in the country as a result of the high perceived credit risk.

Market size

Fuelled by a strong consumer demand and ease of availability, the growth in the personal loan AUM has been significantly higher than the growth in the overall retail sector credit. The Indian personal loan market was valued at ₹7.92 lakh crore at the end of FY22 and grew at a 3-year CAGR of 27% during the period 2019 to 20221. The ticket size of personal loans has also been on an increasing trend; however, the average ticket size of personal loans has decreased on account of the increase in demand for small ticket loans; the average ticket during FY2018 was ₹2.81 Lakhs as compared to ₹0.83 Lakhs during FY2022.

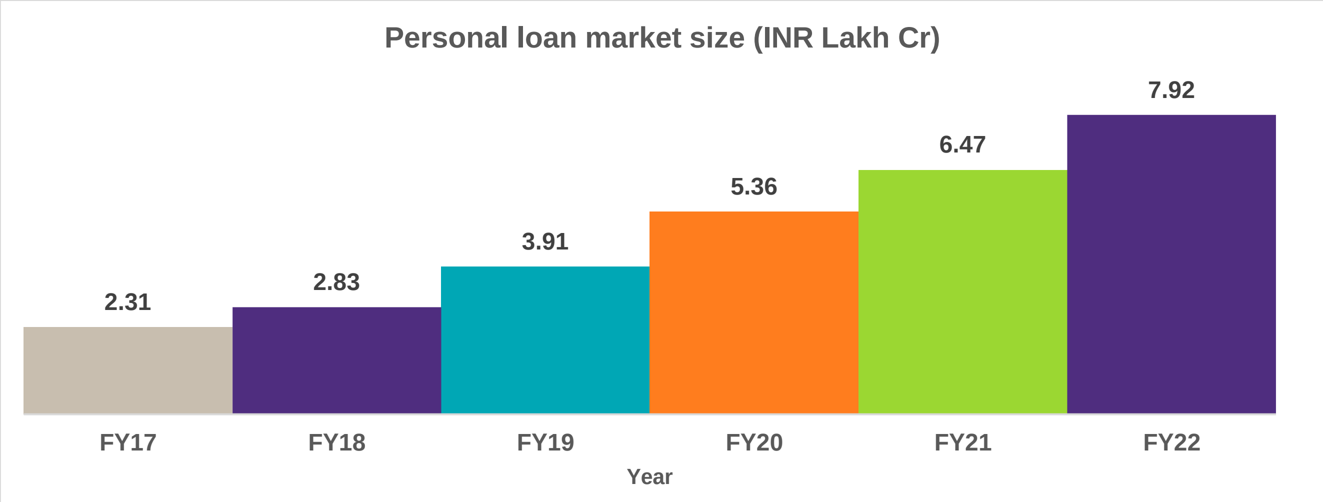

Chart 16: Personal Loan Market size[19]

The geographic focus for personal loans in the past has been Metro/ Tier 1 cities. However, with rapid urbanization, the market for personal loans in Metro / Tier 1 cities have saturated and lenders have refocused their attention to Tier 2 and Tier 3 cities. While the growth in Tier 2 & 3 cities have been propelled by the large untapped customer base, lenders have also been encouraged by the low levels of delinquency in these regions as compared to the Metro cities.
With over ~19.1% New to Credit (NTC) customers onboarded during FY2021, personal loans play a crucial role in the furtherment of the country's financial inclusion agenda. With a large portion of unbanked population, Tier 3 cities drive the growth in the addition of NTC customers.

Geography	**% Share of market**
Tier 1 / Metro	35%
Tier 2	25%
Tier 3 & below	40%
Overall Industry	100%

Table 3: Geographic segmentation[20]

Market segmentation

[19] GT Research
[20] GT Research

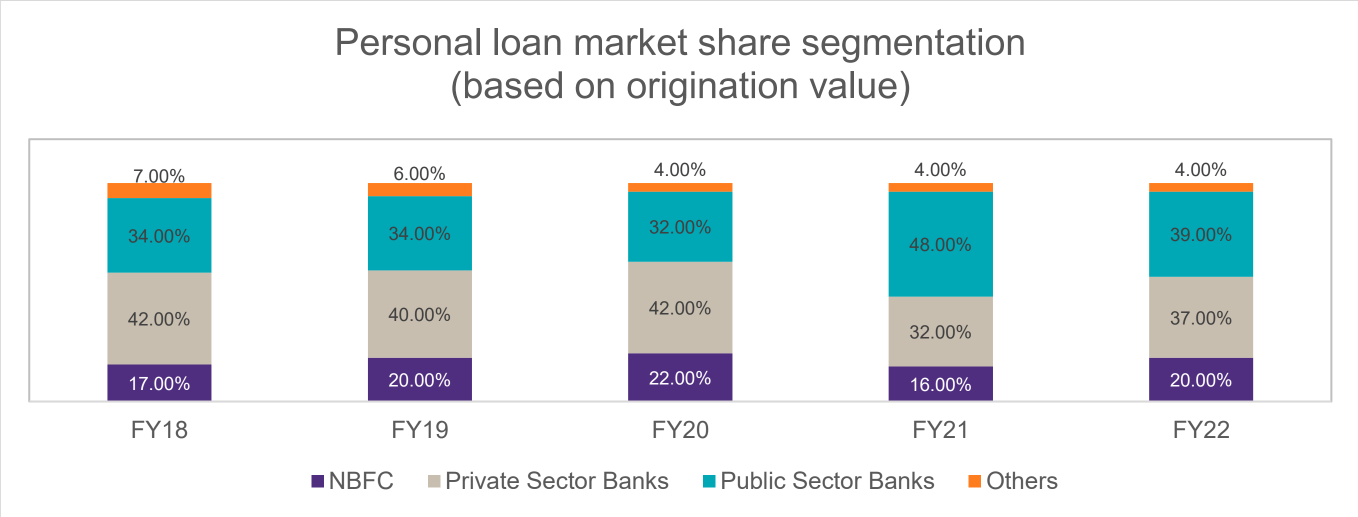

Chart 17: Market segmentation[21]

The key players in the personal loan space include public sector banks, private sector banks, NBFCs and other alternative credit source players such as P2P lenders, informal lenders etc. In FY22, public sector banks accounted for the largest portion of personal loan originations by value at 39% closely followed by private sector banks at 37%. This was propagated by their aggressive customer onboarding strategy and fully digital products. The market share of NBFCs is lower than that of banks primarily due to their focus on small ticket personal loans.

During FY22, the market share of both private sector banks and NBFCs increased from that of FY21. The NBFC market share of the personal loan originations by value increased by ~4% and that of private sector banks increased by ~5 while public sector banks lost ~9% of their market share. Going forward, as the economy opens and the risk appetite of lenders increase back to previous levels, the market share of private sector banks and NBFCs are expected to increase back to their pre Covid levels.

[21]GT Research

Ticket size

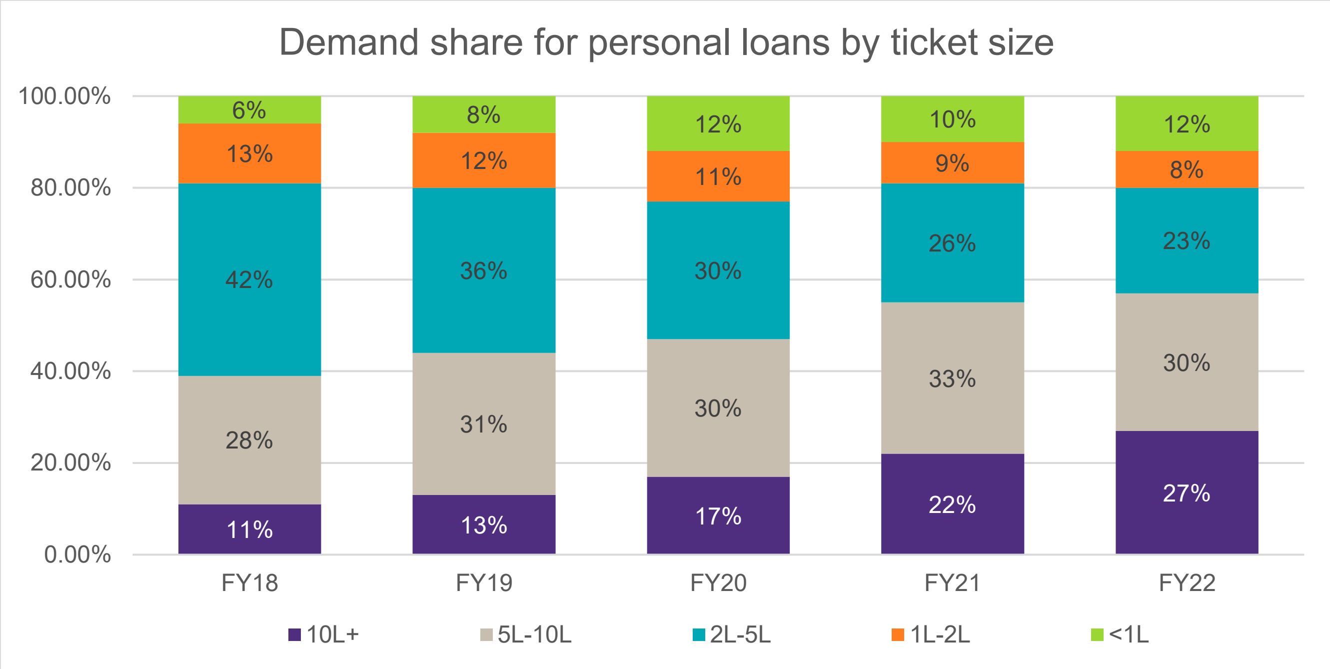

Chart 18: Demand for personal loans by ticket size [22]

The policy rate hikes made by the Government over the last year has caused a shift in demand dynamic for personal loans. The demand for personal loans which were previously generated due to the aspirational needs of consumers has now shifted to need driven demand. This shift in demand type has meant that the growth of the personal loan industry has been stunted and in order to mitigate the risk of defaults, private banks, NBFCs and new age fintech players have drastically reduced the lending. However, digital personal loans that are easy to access has helped boost the industry.

Starting from FY20, there has been some significant shifts in the demand for personal loans across ticket sizes. In the past, the highest demand was for personal loans ranging from ₹1 Lakh to 2 Lakhs. However, the demand for loans in this ticket size range has reduced while the demand for sub ₹1,00,000 loans have increased radically. The sub ₹1,00,000 loan category that accounted for only 6% of total disbursements during FY18 increased to 12% during FY22. The share of sub ₹1,00,000 loans has also increased to 12% during FY22 owing to the increased focus on this ticket size by NBFCs.

Going forward, NBFCs and private sector banks are expected to focus on small ticket size loans as a means to gain a competitive advantage in the personal loan market. Consequently, the demand for small ticket size loans is expected to remain high.

Key growth drivers of the personal loan industry

Increase in the potential customer base
As per the latest statistics released by EPFO, there is a consistent increase the number of people registered with Employees' Provident Fund23. Formal sector employees are the main target segment for personal loan, hence the mentioned increase in target segment would increase personal loan disbursement. Also, most of the increment in number of employees registered with EPFO comes from the 18-35 age bucket. As this segment has higher purchasing power compared to any other age segment, Personal Loan disbursement is expected go up further due to the demand from the millennial segment of customers and young borrowers in the age group 18-30 years.

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[22] GT Research
[23] EPFO

Increased customer convenience
Fintech firms and NBFCs can sanction personal loan application within minutes and disbursement can happen within a TAT of 2 to 3 days. Also, customers are able to complete personal loan application digitally without visiting branches. Banks/NBFCs have also launched instant personal loans and user friendly STP processes for personal loan application. Such advances in customer convenience have made Personal Loan as one of the most preferred financing options for customers.

Additionally, Banks and NBFCs are cross-selling Personal Loans to their existing customers. Eligible customers will be pre-sanctioned with a certain amount of Personal Loan which can be availed conveniently in a few clicks.

Changing lifestyle and spending habits
Favourable consumer demographics, rising incomes, and higher spending habits, coupled with a general change in mind set to satisfy needs by availing of credit, augur well for the personal loan market. This was one of the prominent factors that drove growth in the personal loans segment prior to the pandemic.

Future of personal loans

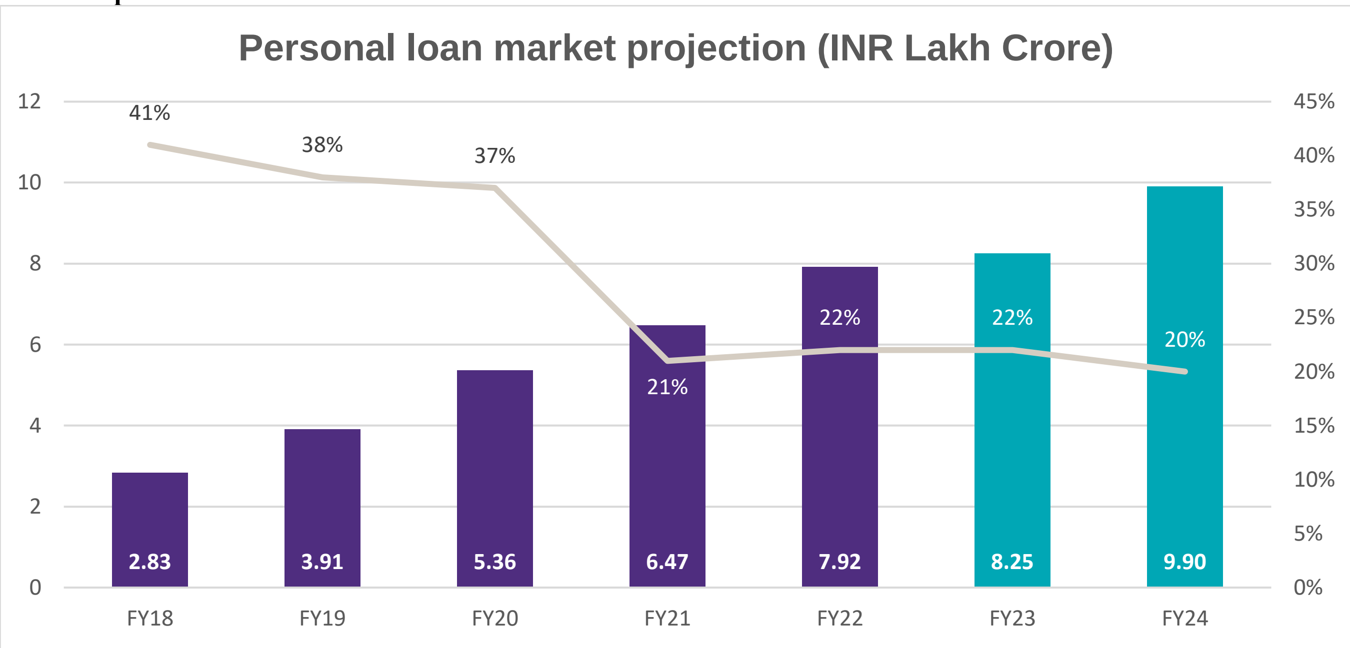

Chart 19: Personal loan market projections[24]

The personal loan in Industry in India which was valued at ₹7.92 Lakh Crore during the FY2022 is expected to grow to ₹9.90 Lakh Crore by FY2024. The growth in the sector is expected to be driven by the increase in disbursements by NBFCs, Private sector banks and fintech's. In the recent years, the number of fintech operating in the personal loan space have significantly increased and with their digital operating model, convenience of credit delivery is expected to give a tough competition to incumbents include both banks and traditional NBFCs.

Lenders are also expected to increase their presence across the untapped Tier 2, Tier 3 and below markets. Although these markets already account for the largest share of the personal loan portfolio in India, the overall penetration remains low and hence the inherent demand for personal loan remains high. Lenders including banks (Public & private) have been making significant investments in the setup of digital lending departments so as to deliver credit to a large customer base albeit at a lower operational cost.

Alternative underwriting mechanisms have become more prevalent in the financial services space over the past few years and helps lenders such as Banks and NBFCs to automate a large portion of the underwriting process and make redundant cost intensive activities such field visits, data entry etc. While alternative underwriting mechanisms help in the reduction of the overall costs, they also contribute to the reduction of the turnaround time for personal loans. Traditionally the turnaround time for unsecured loans lent by banks typically ranged from 2-3 days. Through the implementation of alternative underwriting mechanism, lenders have been able to bring this down to 5-10 mins.

[24] GT Research

MSME Loan sector

MSME Sector in India

The Micro Small and Medium Enterprises (MSMEs) sector is a major contributor to the socio-economic development of the country. In India, the sector has gained significant importance due to its contribution to Gross Domestic Product (GDP) of the country and exports (~30% and ~45% respectively). The sector has also contributed immensely with respect to entrepreneurship development especially in semi-urban and rural areas of India. As per the annual report (2022-23) published by ministry of MSMEs, India has 6.34 crore registered MSMEs and majority of them fall into the 'micro' segment.[25]

Credit growth in MSME lending

The credit outstanding to the MSME sector stood at ₹22.9 lakh crore as on September 2022, showing YoY growth rate of 10.6% and this growth is observed across all sub-segments of MSME lending[26]

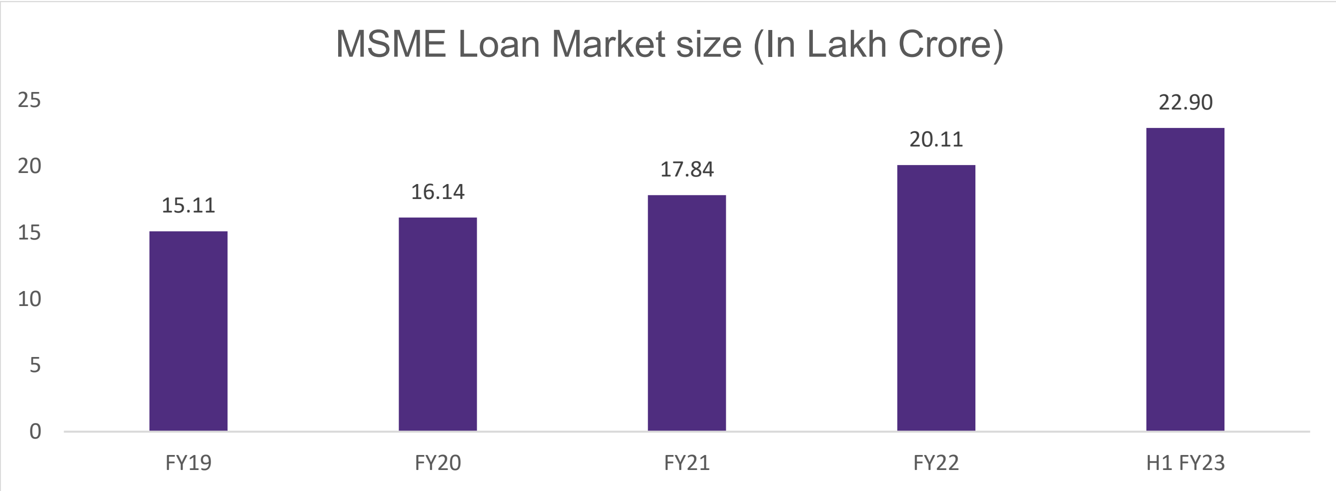

Chart 20: MSME Credit Outstanding[27]

Encouragement is being provided to MSMEs to market their products on ecommerce sites, including Government eMarketplace (GeM). Stimulus packages announced by the Government through various schemes like ECLGS has helped credit demand and supply to the MSME sector.

Gradual improvement will be seen in MSME financing due to the faster economic growth expected. In August 2021, Ministry of MSME announced a target 50% contribution to GDP from MSME sector by 2025. Various skill development and training schemes have also been initiated by the Government and Ministry to support growth of the industry.

Key growth drivers for the MSME Finance industry

Introduction of new criterion for MSME classification[28]

The definition of MSME has been changed to continue getting the benefits declared by the government even when they grow beyond a specific size. The new classification has come into effect from 1st July 2020. The earlier criterion of classification of MSMEs under MSMED Act, 2006 was based on investment in plant and machinery/ equipment and it was different for manufacturing and services units. Since then, the economy has undergone significant changes, hence a revision in MSME criteria of classification was announced in the Aatmnirbhar Bharat package on 13th May 2020. This has been done in order to be realistic with time and to establish an objective system of classification and to provide ease of doing business.

As a result, a new composite criterion of classification for manufacturing and service units has been notified on 26th June 2020. Major changes in the new criteria are: -

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[25] MSME Annual Report 2022-23, Ministry of MSMEs, GoI

[26] RBI Report on Trend and Progress of Banking in India 2021-22

[27] RBI Report on Trend and Progress of Banking in India 2021-22

[28] MSME Annual Report 2021-22, Ministry of MSMEs, GoI

- No difference between manufacturing and service sectors
- Added a new criterion based on turnover; The previous criterion of classification was based only on investment in plant and machinery

The new criterion is expected to bring about many benefits that will aid MSMEs to grow in size. It has also been decided that the turnover with respect to exports will not be counted in the limits of turnover for any category of MSME units whether micro, small, or medium, this is yet another step towards ease of doing business. This will help in attracting investments and creating more jobs in the MSME sector. The change in criteria of classifying the MSMEs is set to offer major relief to exporters.

Further, Govt. of India issued an order on 2nd July 2021 to include retail and wholesale trade as MSMEs and extending to them the benefit of priority sector lending under RBI guidelines. Wholesale and retail traders were left out of the ambit of MSMEs previously and this inclusion will benefit ~2.5 Cr retail and wholesale traders in the country.

New definition for MSME classification

Classification	Manufacturing and services
Micro	Investment < ₹1 Cr and turnover < ₹5 Cr
Small	Investment < ₹10 Cr and turnover < ₹50 Cr
Medium	Investment < ₹50 Cr and turnover < ₹250 Cr

Table 4: Classification of MSMEs

Increased focus of government into the MSME sector[29]

The Government has initiated various schemes and relief measures to support the economy of the country. Many of these relief measures were for the MSMEs in the country:

1. **Collateral free loans**
The government announced ₹3 lakh crore collateral-free automatic loans (Emergency Credit Line Guarantee Scheme – ECLGS) for businesses including MSMEs in the country. Borrowers having a debt of up to ₹25 Cr and an ₹100 Cr turnover are eligible for the loan. The loans will have a four-year tenure and a moratorium of 12 months on principal repayment. A full credit guarantee cover is to be offered for lenders, including both banks and NBFCs on both principal amount and the interest

2. **Subordinate Debt**
The government has announced a subordinate debt of ₹20,000 Cr for the stressed MSMEs in the country. MSMEs which have been declared as non-performing assets (NPAs) or are stressed will be eligible for the equity support under this scheme. The government will also grant ₹4000 Cr to Credit Guarantee Fund Trust for Micro and Small Enterprise (CGTMSE) for the operationalisation of the scheme, in a phased manner.

3. **Equity Infusion**
The previous two measures dealt with both the standard and stressed MSMEs. The government has gone a step further for a set of MSMEs that it labels as 'viable'. This refers to those MSMEs that have a viable business and are facing hardship due to the pandemic. For such viable businesses, the GOI has sought to set up a fund of funds with a corpus of ₹10,000 crores that will provide funding support to such units in the way of equity infusion. They aim to use leverage to mobilize ₹50,000 crores worth of equity through the fund of funds.

4. **Clearing MSME Dues**
The finance minister of the country announced that the government and the central public sector enterprises would be releasing all the pending MSME payments in 45 days. The Ministry of MSMEs has created a special sub-portal within SAMADHAAN to track the delayed payment to the MSMEs from the CPSEs. As on 10.01.2023 the dues of ₹ 1,79,087.43 Crore to the MSMEs have been cleared by the CPSEs [30]

5. **Digital Support Initiatives**

[29] GT Research
[30] MSME Annual Report 2022-23, Ministry of MSMEs, GoI

The Government encourages MSMEs to market their products on ecommerce sites including Government eMarketplace. Digital payment initiatives, MSME Udyog, MSME Sampark are examples of digital support initiatives taken by the Government for growth of the MSME sector

Additionally, both central and state governments have rolled out numerous schemes for the promotion of MSMEs. The central government currently has ~28 active schemes including CGTMSE which provides credit guarantee to MSMEs for collateral free loans. Similarly, each of the state governments have also rolled out multiple schemes in their respective states. These subsidies and schemes act as a driver for financial institutions to lend to MSMEs.

SIDBI, which is the principal Financial Institution for promotion, financing, and development of MSMEs in India, has introduced a virtual marketplace called Udyami Mitra. It endeavours to provide 'End to End' solutions not only for credit delivery but also for the host of Credit-plus services by way of hand holding support, application tracking and multiple interfaces with stakeholders. Important features of Udyami Mitra portal include[31]:

Matchmaking Platform: It provides a unique match making platform to MSME loan seekers, lenders as also handholding agencies. The portal has designed capability to accept varied MSME loan applications. Presently loans up to 10 crores can be accessed. The portal aims to be a crucial interface layer to create a support system involving varied stakeholders
Inclusive Access to All: It provides access to both financial (1.25 lakh branches) and non-financial services (17000+ handholding agencies) with three distinct features viz. (i) Seek Handholding support; (ii) select and apply for loans to preferred banks; (iii) enable faster loan processing.

OCEN (Open Credit Enablement Network)[32]
OCEN is considered to be the next major disruption in the leap towards financial inclusion. OCEN offers frameworks and protocols to make the lending process more democratic. In India, when it comes to credit flow, historically small businesses have been the most distanced. They also form a major part of the country's economy. However, financial institutions have been grappling with this large segment for years considering the distribution cost. OCEN, launched in July 2020, is an open protocol infrastructure that enables consent-based access to verify data points from multiple public and private data sources.

It provides a standard set of APIs for various stages of a typical lending value chain allowing marketplaces, aggregators etc. to plug in lending into their current operations. OCEN as an idea aims to create a standardized layer on existing loan management systems, opening it up to the markets and encouraging more people to participate in this digital credit ecosystem. UPI has been a successful endeavour and it has been working on top of traditional banking structures. As of now, OCEN is in its nascent stage, and since it is published and is an open source, financial institutions around the world can implement it.

According to experts, OCEN will enable financial institutions to deliver products to their customers in an efficient manner. It can help them in offering small high-value loans in real-time. Also, digital payment transactions history can be used as a determinant for loans to small businesses. Moreover, account aggregators can streamline their credit offerings via applications. According to the ACI Worldwide report, India's payment ecosystem has undergone a revival. The number of UPI transactions was recorded at 8.69 billion as of March 2023. This is more than 3 billion higher than April 2022. In light of the high volume of digital transactions, there is certainly scope for OCEN to be a crucial component of the digital ecosystem. OCEN addresses problems faced by both lenders and customers in traditional lending. It enables lenders to have access to the continuous flow of data, which allows them to build customized products and have a cushion against the risk of lending to MSMEs. It gives customers quick access to collateral-free funds. This way, OCEN has the potential to be the biggest revolution in filling the credit gap in MSME segment.

Fintech intervention in MSME lending
Majority of MSMEs are from the unorganized sector which barely possesses any recorded financial history. Hence, MSMEs resort to informal sources to address their financial requirements suited to their business model. As a result, MSMEs end up paying higher rates on loans borrowed, clogging their business growth and even keep high collateral for these loans. MSMEs form a part of the underserved segment by the traditional financing industry as the models and approach to evaluating this segment's creditworthiness is not suited to the business models and cycles.
To solve the problem, fintech companies have developed an alternative underwriting mechanism based on alternate customer data including bank data, social media data, and GST data. Coupling the available data with a machine learning algorithm equips lenders with an advanced system that assesses risks and approves loans at a much larger scale and lower costs. As a result, fintech companies have been able to reduce credit decisioning time and are ensuring access to financial service for MSMEs without any delay in processing.

[31] SIDBI (sidbi.in)
[32] GT Research

Digital MSME lending – Operating Model

The fintech companies who lend to MSMEs are adopting a paper-less and branch-less model where customers submit their application online and approval is received on the same day. The entire TAT between submission of application and credit of money in customers' bank account take as low as 3 days only. Customers are also provided with flexible repayment options tuned with their business cycle. Repayment is done via NACH mandates and hence no collection teams are deployed on the ground.

Loans are provided collateral free and ticket size typically ranges from ₹50,000 to ₹2 Cr. However, tenure of loans is small and typically goes up to 36 months. Interest rates range from 18% to 24%, and one-time processing fee is charged in the range of 2% to 3%.

Usage of alternate data models for credit underwriting

Fintech companies have been at the forefront of the advancements in digital lending technologies powered by algorithmic underwriting models that combines traditional data sources such as PAN, ITR, Bank statements with non-traditional data sources such as social media, utility payments and mobile connections. Key players in the market have developed algorithms that can ingest multiple data types and derive over 4000+ variables that can then be used to score applications in less than 5 seconds. These include aggregate variables (min closing balance months, max credit months, wallet share), trended variables, negative variables (no. of cheque-returns, credit decline, written off), momentum variables (QoQ / HoH/ YoY growth/decline in balances) and balance transfers triggers. The model output of these exhaustive data points shapes up in the form of evaluation of customer risk in the form of risk grades and customer exposure strategy, including loan amount, interest rate and tenure.

After comprehensive developments in digital lending — from manual interventions to closing the feedback loops to automated underwriting algorithms — digital lending has managed to dial up the approval rates by over 50%. While the COVID pandemic resulted in delayed ITR filings and lowered efficacy of the credit bureau data, the ML-powered Cash Flow-based Lending System created a clear advantage, allowing companies to continue to use the model with best-in-class performance of the portfolio in the post lockdown period.

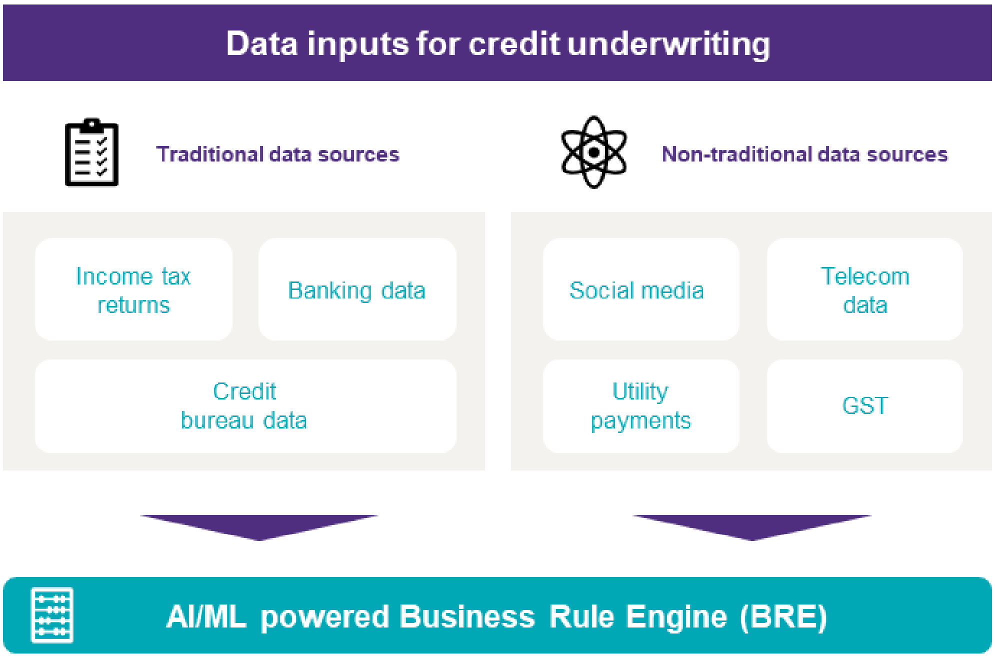


Figure: Alternate data sources for credit underwriting

Future Outlook

MSME Credit Growth[33]

Total credit O/S in MSME sector stood at ₹22.90 Lakh Cr as of September 2022, indicating 10.6% YoY growth; the growth in disbursement was primarily driven by the Micro segment and small segment. Supported by government schemes including ECLGS (Emergency Credit Line Guarantee Scheme), the MSME credit growth has shown positive growth over FY22 and is expected to continue the same in the future. Armed with strong credit underwriting & digital capabilities and a deep knowledge on MSME customer segment, NBFCs are poised to drive the credit growth in MSME sector.

Lending to New-to-Bank (NTB) MSMEs has also witnessed a high level of growth. While both public and private banks are reluctant to extend credit facilities to NTB customers, NBFCs are able to do so by effective underwriting of these customers using alternate data. NBFCs underwriting capabilities are expected to increase further due to accelerated penetration of the internet and availability of new data sources such as GST. Additionally, NBFCs offer more MSME friendly options such as unsecured credit and flexible repayment methods which make NBFCs as the go-to option for NTB MSME customers. With the introduction of Factoring Regulation (Amendment) Bill in parliament in July 2021, a greater number of NBFCs would be able to take part in factoring thus helping MSMEs to tide over their issues of delayed payments.

Future Potential for digital lending in the MSME sector

Digital lending providers are seeming to be constrained by thin profitability due to continued investment in technology and increased write-offs & NPAs owing to new products based on alternate banking surrogate model. Digital lenders' ability to control their operational risk and grow profitably while keeping credit costs in check will be key factors in their success. These companies will need to regularly update their underwriting algorithm based on past performance of loans while new variables get added time to time. Companies' ability to use data-intensive and automated underwriting models for their sharp scale-up are yet be seen. That being said, these paper-less/ branch-less digital operating models, with their cost-efficient structure, has the potential to fill in the ever-widening gap in India's MSME sector.

Future potential of OCEN

OCEN currently has the potential to solve formal credit issues of only those customers who are already in the digital ecosystem but not of those who still exist in data dark areas. For OCEN to be successful and make a visible change in the credit gap issue, the entire ecosystem of lending needs a revival. It is important to improve the digital adoption rate of customers. Enabling incentives to adopt digital and matured accounting models will help. Lenders should also adopt a data-driven approach for underwriting a customer and offer customized products. Given the existing landscape of MSMEs, a quick turnaround in the lending business might not be possible, but with the changes in the ecosystem, OCEN has the potential to disrupt the way credit is accessed in India.

[33] GT Research

OUR BUSINESS

Unless otherwise stated or the context requires otherwise, references in this section to "we", "us" or "our" refers to Indel Money Limited.

Some of the information in the following section, specifically the information in relation to our plans and strategies, contain certain forward looking statements that involve risks and uncertainties. You should read "Forward Looking Statements" on page 14 for a discussion of risks and uncertainties related to those statements and also "Risk Factors" on page 16, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Interim Unaudited Ind AS Financial Results on page 106, Audited Ind AS Financial Statements on page 106 and Reformatted Financial Statements on page 106, included in this Draft Prospectus. We have included various operational and financial performance indicators in this section, some of which may not have been derived from our Interim Unaudited Ind AS Financial Results, Audited Ind AS Financial Statements, Reformatted Financial Statements and which may not have been subject to an audit or review of the Statutory Auditor. The manner in which such operational and financial indicators are calculated and presented, and the assumptions and estimates used in the calculation, may vary from that used by other entities in the business similar to ours. You should consult your own advisors and evaluate such information in the context of the Interim Unaudited AS Financial Results, Audited Ind AS Financial Statements, an/or Reformatted Financial Statements and other information relating to our business and operations included in this Draft Prospectus.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications and other publicly available information, including, in particular the report titled "Overview of the India Gold loan, Personal loan and MSME loan markets", dated April 26, 2023 prepared and issued by Grant Thornton Bharat LLP.

Overview

We are a non-deposit taking and a systemically important non-banking finance company ("***NBFC***") in the gold loan sector lending money against the pledge of household gold jewellery ("***Gold Loans***") in the states of Kerala, Tamil Nadu, Karnataka, Andhra Pradesh, Odisha, Maharashtra and Telangana and the union territory of Puducherry. We also provide loans against property, business loans and personal loans. Our Gold Loan portfolio (excluding off-balance sheet assets) for on the nine month ended December 31, 2022, and Fiscal 2022, 2021 and 2020 amounted to ₹ 54,680.24 lakhs, ₹ 42,135.99 lakhs, ₹ 30,994.35 lakhs and ₹ 29,588.74 lakhs which is 80.62%, 80.46%, 77.71% and 87.99% of our total loans and advances (excluding off-balance sheet assets) as on such specific dates. We, as on March 31, 2023, had a network of 245 branches spread in the states of Kerala, Tamil Nadu, Karnataka, Andhra Pradesh, Odisha, Maharashtra and Telangana and the union territory of Puducherry.

We are registered with RBI as a non-deposit taking, NBFC (registration no. B-13.01564 dated February 13, 2002) under Section 45 IA of the Reserve Bank of India Act, 1934. Further, our Company has received certificate of registration dated September 27, 2021 bearing registration number B-13.01564 issued by RBI under Section 45IA of the Reserve Bank of India Act, 1934 pursuant to the change in name from '*Indel Money Private Limited*' to '*Indel Money Limited*' consequent upon its conversion as a public limited company and receipt of revised certificate of incorporation from RoC, dated August 26, 2021.

Our Company belongs to the Indel Group, which was founded by Late Mr. Palliyil Janardhanan Nair. The Indel Group entered into the regulated financial services business at a small village in Palakkad, Kerala under a State Government Money lenders license. Over the years the Group has diversified its presence from being a financial services company to automobile dealership, hospitality, infrastructure development, media, communication and entertainment.

Our Gold Loan customers are individuals primarily from rural and semi-urban areas. We believe that what distinguishes us from banks and other gold loan companies is our focus on rural and semi-urban regions, our turnaround time, our focus on a mix of long term and short term loans and our ability to reach out to our customers and provide them the comfort of transacting with us at their doorstep.

Our Company is one of the few gold loan companies which has launched a long term 2-year gold loan scheme to support the cash and liquidity requirements of our customers. The 2-year gold loan schemes account for 0.02% of the gold loan portfolio (excluding off-balance sheet assets) of our Company for Fiscal 2023.

We focus on rapid, on the spot approval and disbursement of loans with minimal procedural formalities which our customers need to complete in order to avail a loan from us. We have developed various Gold Loan schemes to meet the different needs of various customers. With a view to offer differentiated services during the covid-19 pandemic and considering the customers' dilemma regarding requirement of credit but being unable to visit branches, we introduced the 'Doorstep Gold Loan' scheme. This enabled our customers to avail much needed credit during the lockdown and transact with us from the comfort of their homes. We have also introduced 'Digital gold loan' in April 2020 to offer existing customers an opportunity to seek additional credit and helped lot of our customers avail much needed credit when strict lockdown rules were enforced in the first two quarters of Fiscal 2021.

For the nine month ended December 31, 2022, and Fiscal 2022, 2021 and 2020, our total outstanding AUM (excluding off-balance sheet assets) was ₹ 67,828.23 lakhs, ₹ 52,367.29 lakhs, ₹ 39,884.30 lakhs and ₹ 33,629.05 lakhs out of which the outstanding gold loans AUM (excluding off-balance sheet assets) amounted to ₹ 54,680.24 lakhs, ₹ 42,135.99 lakhs, ₹ 30,994.35 lakhs and ₹ 29,588.74 lakhs which is 80.62%, 80.46%, 77.71%, and 87.99% of our total loans and advances (excluding off-balance sheet assets) as on such specific dates. We provide customers with tailor made gold loan products with varying rates of interest, loan amount and tenure to suit their varied requirements.

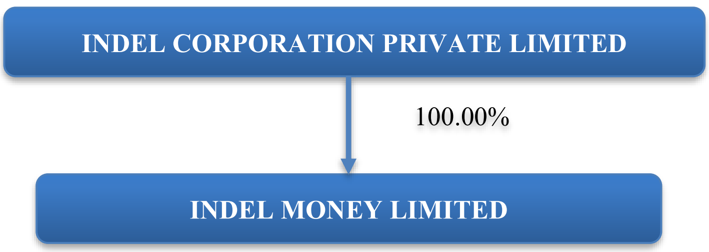
We offer customers a range of loans against property, business loans and personal loans ("**Other Loan**") along with Gold Loans. Other Loan portfolio for the nine-month ended December 31, 2022, and Fiscal March 31, 2022, March 31, 2021 and March 31, 2020 aggregates to ₹ 13,147.99 lakhs, ₹ 10,231.30 lakhs, ₹ 8,889.95 lakhs and ₹ 4,040.31 lakhs which contributes 19.38%, 19.54%, 22.29% and 12.01% of our total loans and advances (excluding off-balance sheet assets) as on such specific dates.

Our lending functions are supported by a custom developed information technology platform that allows us to record relevant customer details, approve and disburse the loan. Our entire gold loan life cycle i.e., from origination to closure has been digitised with capability to generate real time MIS. Our web based centralised IT platform records details of all branches also handles management of the relevant loan and pledged gold related information. We have launched our own applications on google Playstore and iOS App Store and also launched our web based payment portal named E-Connect in 2019 which helps us expand our footprint across states and allow our customers to interact with us more efficiently, without having a need to visit our branches physically. We have integrated all major payment methods including UPI based payments into the E-connect platform as well our mobile applications to enhance convenience offered to customers and positively impact the customer experience.

For nine months ended December 31, 2022, and the Fiscals 2022, 2021 and 2020, our total revenue was ₹ 12,929.66 lakhs, ₹ 12,300.44 lakhs, ₹ 9,448.59 lakhs and ₹ 6,307.39 lakhs, respectively. Our profit after tax, for nine months ended December 31, 2022, and the Fiscals 2022, 2021 and 2020, was ₹ 1,375.12 lakhs, ₹ 211.23 lakhs, ₹ 949.39 lakhs and ₹ 219.38 lakhs, respectively. For nine months ended December 31, 2022, and the Fiscals 2022, 2021 and 2020, our interest income from our Gold Loan business constituted 74.15%, 75.17%, 82.32% and 88.42%, respectively, of our total interest income. For nine months ended December 31, 2022, and the Fiscals 2022, 2021 and 2020, our interest income from our Other Loan constituted 25.85%, 24.83%, 17.68% and 11.58%, respectively, of our total interest income.

Gross non-performing loan assets were 1.87%, 1.61%, 0.46% and 0.36% of our loan portfolio under management (excluding off-balance sheet assets) for nine months ended December 31, 2022, and the Fiscals 2022, 2021 and 2020, respectively.

Our Corporate Structure



Key Operational and Financial Indicators

A Summary of our key operational and financial parameters for the nine month ended December 31, 2022 and the Fiscals 2022, 2021 and 2020 are given below:

A. **Based on the Interim Unaudited Standalone Financial Results**

(₹ in lakhs)

Parameters – Ind AS	December 31, 2022
Balance Sheet	
Net Fixed assets (including intangible assets)	1,087.42
Current assets	82,082.09
Deferred tax assets (net)	284.21
Non-current assets	4,344.05
Total assets	87,797.77
Non-Current Liabilities (including maturities of long-term borrowings and short-term borrowings)	
Financial (borrowings, trade payables, and other financial liabilities)	52,639.20
Provisions	180.61
Deferred tax liabilities (net)	-
Other non-current liabilities	-
Current Liabilities	
Financial (borrowings, trade payables, and other financial liabilities)	17,711.33
Provisions	-
Current tax liabilities (net)	-
Other current liabilities	4,033.93
Equity (equity and other equity)	13,232.70
Total equity and liabilities	87,797.77
Profit and Loss	
Total revenue	12,929.66
Revenue from operations	12,787.89
Other income	141.77
Total Expenses	11,086.70
Total comprehensive income	1,356.37
Profit / (loss)	1,842.97
Other comprehensive income	(18.75)
Profit / (loss) after tax	1,375.12
Earnings per equity share: Basic; (Continuing operations)	1.23
Earnings per equity share: Diluted (Continuing operations)	1.23
Earnings per equity share: Basic (Discontinued operations)	-
Earnings per equity share: Basic (Total Continuing and discontinued operations)	1.23
Earnings per equity share: Diluted (Total Continuing and discontinued operations)	1.23
Cash Flow	
Net cash generated from operating activities	(15,352.58)
Net cash used in / generated from investing activities	(1,202.76)
Net cash used in financing activities	11,728.53
Cash and cash equivalents	3,053.35
Balance as per statement of cash flows	3,053.35
Additional information	
Net worth	13,232.70
Cash and Cash Equivalents	3,053.35
Current Investments	1,360.78
Assets Under Management	67,828.23
Off Balance Sheet Assets	33,532.01
Total Debts to Total assets	0.80
Debt Service Coverage Ratios (times)*	5.31
Interest Income	12,767.70
Interest Expense	6,167.22
Interest service coverage ratio (times)*	1.30
Provisioning & Write-offs	404.90
Bad debts to Account receivable ratio*	NA
Gross NPA (%)	1.87%
Net NPA (%)	1.66%

Parameters – Ind AS	December 31, 2022
Tier I Capital Adequacy Ratio (%)	15.71%
Tier II Capital Adequacy Ratio (%)	7.86%

B. Based on the Audited Ind AS Consolidated Financial Statements

(₹ in lakhs)

Parameters – Ind AS	Fiscal 2022
Balance Sheet	
Net Fixed assets (including intangible assets)	929.37
Current assets	68,307.45
Deferred tax assets (net)	236.33
Non-current assets	4181.49
Total assets	73,654.64
Non-Current Liabilities (including maturities of long-term borrowings and short term borrowings)	
Financial (borrowings, trade payables, and other financial liabilities)	47,786.60
Provisions	140.47
Deferred tax liabilities (net)	-
Other non-current liabilities	-
Current Liabilities	
Financial (borrowings, trade payables, and other financial liabilities)	12,516.43
Provisions	-
Current tax liabilities (net)	-
Other current liabilities	3,188.53
Equity (equity and other equity)	10,022.61
Total equity and liabilities	73,654.64
Profit and Loss	
Total revenue	12,300.44
Revenue from operations	12,270.31
Other income	30.13
Total Expenses	11,803.36
Total comprehensive income	185.77
Profit / (loss)	497.08
Other comprehensive income	(24.99)
Profit / (loss) after tax	210.76
Earnings per equity share: Basic; (Continuing operations)	0.26
Earnings per equity share: Diluted (Continuing operations)	0.26
Earnings per equity share: Basic (Discontinued operations)	-
Earnings per equity share: Basic (Total Continuing and discontinued operations)	0.26
Earnings per equity share: Diluted (Total Continuing and discontinued operations)	0.26
Cash Flow	
Net cash generated from operating activities	(13,571.89)
Net cash used in / generated from investing activities	(547.24)
Net cash used in financing activities	21,279.72
Cash and cash equivalents	7,880.18
Balance as per statement of cash flows	7,880.18
Additional information	
Net worth	10,022.61
Cash and Cash Equivalents	7,880.18
Current Investments	1,006.12
Assets Under Management	52,367.29
Off Balance Sheet Assets	14,650.60
Total Debts to Total assets (times)	0.82
Debt Service Coverage Ratios (times)	0.13
Interest Income	12,231.23
Interest Expense	6,705.21
Interest service coverage ratio (times)	1.07
Provisioning & Write-offs	126.32

Parameters – Ind AS	Fiscal 2022
Bad debts to Account receivable ratio (times)	NA
Gross NPA (%)	1.61%
Net NPA (%)	1.38%
Tier I Capital Adequacy Ratio (%)	15.44%
Tier II Capital Adequacy Ratio (%)	7.75%

C. Based on the Reformatted Consolidated Financial Statements

(₹ in lakhs)

Parameters – I-GAAP	Fiscal 2021	Fiscal 2020
Balance Sheet		
Net Fixed assets (including intangible assets)	672.58	712.69
Current assets	43,186.07	35,357.87
Deferred tax assets (net)	109.68	105.84
Non-current assets	3,983.96	1,640.62
Total assets	47,952.29	37,817.02
Non-Current Liabilities (including maturities of long-term borrowings and short term borrowings)		
Financial (borrowings, trade payables, and other financial liabilities)	34,021.72	26,215.43
Provisions	27.41	-
Deferred tax liabilities (net)	-	-
Other non-current liabilities	683.18	162.78
Current Liabilities		
Financial (borrowings, trade payables, and other financial liabilities)	2,656.27	2,539.69
Provisions	506.59	116.13
Current tax liabilities (net)	-	-
Other current liabilities	1294.23	969.48
Equity (equity and other equity)	8762.90	7813.51
Total equity and liabilities	47,952.29	37,817.02
Profit and Loss		
Total revenue	9,448.59	6,307.39
Revenue from operations	9,401.67	6,254.88
Other income	46.92	52.51
Total Expenses	8,142.32	6,080.26
Profit / (loss)	1,306.27	227.13
Profit / (loss) after tax	949.39	219.38
Earnings per equity share: Basic; (Continuing operations)	1.16	0.27
Earnings per equity share: Diluted (Continuing operations)	1.16	0.27
Earnings per equity share: Basic (Discontinued operations)	-	-
Earnings per equity share: Basic (Total Continuing and discontinued operations)	1.16	0.27
Earnings per equity share: Diluted (Total Continuing and discontinued operations)	1.16	0.27
Cash Flow		
Net cash generated from operating activities	(2,140.19)	(5,617.41)
Net cash used in / generated from investing activities	(208.07)	(368.93)
Net cash used in financing activities	3071.18	6113.97
Cash and cash equivalents	1351.56	628.64
Balance as per statement of cash flows	1351.56	628.64
Additional information		
Net worth	8,762.90	7,813.51
Cash and Cash Equivalents	1,351.56	628.64
Current Investments	-	-
Assets Under Management	39,884.30	33,629.05
Off Balance Sheet Assets	11,459.85	-
Total Debts to Total assets (times)	0.76	0.76
Debt Service Coverage Ratios (times)	0.15	0.11
Interest Income	9,339.38	6,192.67
Interest Expense	4,474.15	3,012.76
Interest service coverage ratio (times)	1.29	1.08

Parameters – I-GAAP	Fiscal 2021	Fiscal 2020
Provisioning & Write-offs	21.55	(32.18)
Bad debts to Account receivable ratio (times)	0.01	0.01
Gross NPA (%)	0.46	0.36
Net NPA (%)	0.11	0.01
Tier I Capital Adequacy Ratio (%)	19.15	21.25
Tier II Capital Adequacy Ratio (%)	9.61	11.14

D. Based on the Audited Ind AS Standalone Financial Statements

(₹ in lakhs)

Parameters – Ind AS	Fiscal 2022
Balance Sheet	
Net Fixed assets (including intangible assets)	929.37
Current assets	68,307.42
Deferred tax assets (net)	236.33
Non-current assets	4,206.25
Total assets	73,679.37
Non-Current Liabilities (including maturities of long-term borrowings and short term borrowings)	
Financial (borrowings, trade payables, and other financial liabilities)	47,786.30
Provisions	140.47
Deferred tax liabilities (net)	-
Other non-current liabilities	-
Current Liabilities	
Financial (borrowings, trade payables, and other financial liabilities)	12,516.43
Provisions	-
Current tax liabilities (net)	-
Other current liabilities	3,188.53
Equity (equity and other equity)	10,047.64
Total equity and liabilities	73,679.37
Profit and Loss	
Total revenue	12,300.44
Revenue from operations	12,270.31
Other income	30.13
Total Expenses	11,802.89
Total comprehensive income	211.23
Profit / (loss)	497.55
Other comprehensive income	(24.99)
Profit / (loss) after tax	211.23
Earnings per equity share: Basic; (Continuing operations)	0.26
Earnings per equity share: Diluted (Continuing operations)	0.26
Earnings per equity share: Basic (Discontinued operations)	-
Earnings per equity share: Basic (Total Continuing and discontinued operations)	0.26
Earnings per equity share: Diluted (Total Continuing and discontinued operations)	0.26
Cash Flow	
Net cash generated from operating activities	(13,571.92)
Net cash used in / generated from investing activities	(547.24)
Net cash used in financing activities	21,279.72
Cash and cash equivalents	7,880.15
Balance as per statement of cash flows	7,880.15
Additional information	
Net worth	10,047.64
Cash and Cash Equivalents	7,880.15
Current Investments	1,006.12
Assets Under Management	52,367.29
Off Balance Sheet Assets	14,650.60
Total Debts to Total assets (times)	0.82
Debt Service Coverage Ratios (times)	0.13

Parameters – Ind AS	Fiscal 2022
Interest Income	12,231.23
Interest Expense	6,705.21
Interest service coverage ratio (times)	1.07
Provisioning & Write-offs	126.32
Bad debts to Account receivable ratio (times)	NA
Gross NPA (%)	1.61%
Net NPA (%)	1.38%
Tier I Capital Adequacy Ratio (%)	15.83%
Tier II Capital Adequacy Ratio (%)	7.92%

E. **Based on the Reformatted Standalone Financial Statements**

(₹ in lakhs)

Parameters – IGAAP	Fiscal 2021	Fiscal 2020
Balance Sheet		
Net Fixed assets(including intangible assets)	672.58	712.69
Current assets	43,198.34	35,369.64
Deferred tax assets (net)	109.68	105.84
Non-current assets	3,995.96	1,652.62
Total assets	47,976.56	37,840.79
Non-Current Liabilities (including maturities of long-term borrowings and short term borrowings)		
Financial (borrowings, trade payables, and other financial liabilities)	34,021.72	26,215.43
Provisions	27.41	-
Deferred tax liabilities (net)	-	-
Other non-current liabilities	683.18	162.78
Current Liabilities		
Financial (borrowings, trade payables, and other financial liabilities)	2,656.27	2,539.69
Provisions	560.59	116.13
Current tax liabilities (net)	-	-
Other current liabilities	1293.94	969.19
Equity (equity and other equity)	8787.46	7837.58
Total equity and liabilities	47,976.56	37,840.79
Profit and Loss		
Total revenue	9,448.59	6,307.39
Revenue from operations	9,401.67	6,254.88
Other income	46.92	52.51
Total Expenses	8,141.83	6,067.83
Profit / (loss)	1,306.77	239.56
Profit / (loss) after tax	949.88	231.80
Earnings per equity share: Basic; (Continuing operations)	1.16	0.27
Earnings per equity share: Diluted (Continuing operations)	1.16	0.27
Earnings per equity share: Basic (Discontinued operations)	-	-
Earnings per equity share: Basic (Total Continuing and discontinued operations)	1.16	0.27
Earnings per equity share: Diluted (Total Continuing and discontinued operations)	1.16	0.27
Cash Flow		
Net cash generated from operating activities	(2,140.12)	(5,605.57)
Net cash used in / generated from investing activities	(208.07)	(379.93)
Net cash used in financing activities	3071.18	6113.97
Cash and cash equivalents	1351.56	628.58
Balance as per statement of cash flows	1351.56	628.58
Additional Information		
Net worth	8,787.46	7,837.58
Cash and Cash Equivalents	1,351.56	628.58
Current Investments	-	-
Assets Under Management	39,884.30	36,629.05
Off Balance Sheet Assets	11,459.85	-
Total Debts to Total assets (times)	0.76	0.76

Parameters – IGAAP	Fiscal 2021	Fiscal 2020
Debt Service Coverage Ratios (times)	0.15	0.11
Interest Income	9,339.38	6,192.67
Interest Expense	4,474.13	3,012.73
Interest service coverage ratio (times)	1.29	1.08
Provisioning & Write-offs	21.55	(32.18)
Bad debts to Account receivable ratio (times)	0.01	0.01
Gross NPA (%)	0.46	0.36
Net NPA (%)	0.11	0.01
Tier I Capital Adequacy Ratio (%)	19.15	21.25
Tier II Capital Adequacy Ratio (%)	9.61	11.14

Debt Equity Ratio of the Company

On Consolidated Basis :

Parameters	As on December 31, 2022 (in times)
Debt Equity Ratio before Issue of the Debt Securities	5.17
Debt after Issue of the Debt Securities	5.94

On Standalone Basis :

Parameters	As on December 31, 2022 (in times)	As on March 31, 2022 (in times)
Debt Equity Ratio before Issue of the Debt Securities	5.17	5.76
Debt after Issue of the Debt Securities	5.94	6.78

Our Strengths

We feel that the following competitive strengths position us well for continued growth:

We are a non-deposit taking NBFC in the Gold Loan sector in South India with a long operating history.

We are registered with RBI as a non-deposit taking NBFC (registration no. B-13.01564 dated February 13, 2002) under Section 45 IA of the Reserve Bank of India Act, 1934. Further, our Company has received certificate of registration dated September 27, 2021 bearing registration number B-13.01564 issued by RBI under Section 45IA of the Reserve Bank of India Act, 1934 pursuant to the change in name from '*Indel Money Private Limited*' to '*Indel Money Limited*' consequent upon its conversion as a public limited company and receipt of revised certificate of incorporation from RoC, dated August 26, 2021. We operate, in the gold loan sector lending money against the pledge of household gold jewellery in the states of Kerala, Tamil Nadu, Karnataka, Andhra Pradesh, Odisha, Maharashtra and Telangana and the union territory of Puducherry. We believe that we have, over the years, been successful in expanding our brand name, as well as our customer base to different geographical locations in India. As on March 31, 2023, we have a network of 245 branches spread in the states of Kerala, Tamil Nadu, Karnataka, Andhra Pradesh, Odisha, Maharashtra and Telangana and the union territory of Puducherry. For further details, please refer to "*Our Business – Branch Network*" on page 87.

We attribute our growth, in part, to our market penetration, particularly in areas which we believe are less served by organized lending institutions, which is reflected in the majority of our branches are located in urban and semi-urban areas as of March 31, 2023 and streamlined procedural formalities which our customers need to complete in order to complete a loan transaction with us, which we believe enables us to attract new and retain existing customers. Over the years, we have focused on customers in such markets that offer us significant growth opportunities and customer loyalty. Having such a network enables us to service and support our existing customers from proximate locations which gives our customers easy access to our services and enables us to expand our Doorstep Gold Loan service. We also attribute our growth to customer loyalty and believe that our customers return to us when they are in need of funds.

Long term gold loan schemes which benefit customers by allowing customers enjoy the ownership rights with a transparent interest structure.

Traditionally, gold loans have always been a short-term or bridge loan facility with maturity less than one year. This results in customers having to repay or repledge the security on a short-term basis, exposing customers to the changes in the interest rate cycle. Providing long term gold loans results in customers having an assured tenure for the goal loans that they avail of and reduces the need to auction the pledged gold in case repayment obligations are not honoured by the customers within the stipulated tenure. We have been offering opportunity to customers to continue longer tenure by just remitting the interest unlike the industry practise of bring in the principal at shorter durations. We have undertaken significant hand-holding exercise with the customers, where we educated the customers on the interest rate slab jump system and the advantage of remitting the interest on monthly basis. Long term gold loans results in transparency in interest rate structure and allows customers to retain ownership of the gold pledged with the Company, which holds a lot of sentimental value for the customers. We also provide the option of pre-closure at any point without any pre-closure charges.

Providing gold loan at the doorsteps and efficient customer service

Depending on the individual needs, we provide our customers multiple options with respect to the loan amount, advance rate per gram of gold and interest rate. We endeavour to provide our customers with a simple and transparent process to avail Gold Loans and other services with trained staff members at all our branch locations. This service started by the Company during the COVID pandemic induced lock-down enabled many of our customers to avail Gold Loan services at safety and security of their home. We have employed trained staff who follow well laid out procedures for providing Doorstep Gold Loans. We believe that our technology support, skilled workforce and well laid out policies on internal processes enable us to achieve the above objective.

Growing branch network across rural and semi-urban areas in South India

We, as on March 31, 2023, had a network of 245 branches spread in the states of Kerala, Tamil Nadu, Karnataka, Andhra Pradesh, Odisha, Maharashtra and Telangana, and the union territory of Puducherry. While our focus areas are largely urban and semi-urban areas in South India, we have also put in place expansion plans to increase our presence in western and eastern regions of India. Our branches have been strategically set up in areas that we believe have high growth potential and where our competitors have established branches. This helps our branches to break even faster and attain profitability.

Experienced management team and skilled personnel

Our senior management teams have extensive experience in the areas of banking and financial services, and we believe that their considerable knowledge of and experience in the industry enhances our ability to operate effectively. Our staff, including professionals, covers a variety of disciplines, including internal audit, technology, accounting, marketing and sales. We believe in maintaining human connect with our customers and endeavour to develop in our team strong sense of empathy and hospitality towards the customers.

We also lay strong focus on training of our staff and undertake hand holding exercise across all levels of the hierarchy. We lay special emphasis on empowering our managers to understand the capabilities of the team members and act on timely manner to address issues faced by our employees.

Advanced technology systems and established processes

We believe that the usage of a technology platform across our operations has improved our growth. We launched our applications on google Playstore and iOS App Store and also launched our web based payment portal named E-Connect in 2019. Our web based centralised IT platform records details of all our branches and transactions. We believe that our IT infrastructure helps us with real time data transmission and updates, and endeavour to minimise errors, ensure faster data transmission and risk monitoring. We upload data at each branch to facilitate online information access for faster decision making and reducing our overall turnaround time.

We are a technology driven company and we endeavour to make our customer experience as seamless as possible. Our Company has put in place well defined and efficient process that enables us to achieve uniformity in our operations across all our branches. Our entire gold loan life cycle i.e., from origination to closure has been digitised with ability to real time MIS. Our processes are developed at the Corporate Office level by professionals who have extensive experience in the areas of banking and financial services with supervision from our management. We believe that such well-defined processes and efficient technology platform, enables us to keep a better check over our entire branch network and helps us in detecting shortcomings.

Our Strategies

Our business strategy is designed to capitalize on our competitive strengths enhance our position in the Gold Loan industry and to expand our presence. Key elements of our strategies include:

Expansion of business activity by opening new branches in rural and semi urban areas to tap potential market for gold loans.

We intend to continue to grow our loan portfolio by expanding our branch network by opening new branches. Increased revenue, profitability and visibility are the factors that drive the branch network. Currently, we are present in key locations which are predominantly in South India for sourcing business. Our strategy for branch expansion includes further strengthening our presence in south Indian states by providing higher accessibility to customers as well as leveraging our expertise and presence in southern India. We are also actively working on hub and spoke framework based expansion of our branches utilising digital capabilities. This allows our Company to expand our footprint without opening multiple branch in close proximity with each other.

At the core of our branch expansion strategy, we expect to penetrate new markets and expand our customer base in rural and semi-urban markets where a large portion of the population has limited access to credit. We undertake extensive analysis of the business opportunities in specific areas with focus on competition mapping and if the market shows growth potential, we set up our branches within the closest vicinity of the competitor as possible, which helps our branches break-even at the earliest. This “Bang in Center” approach has enabled us to quickly spread our operations in six states in Southern India and we intend to grow our approachability in eastern and northern Indian states.

Unique product perspective which we believe will help us penetrate the markets where customers benefit out of longer tenure loans

We are one of the few gold loan companies to offer long term gold loan schemes in India. We launched the one year tenure Gold loan scheme in 2019 and with the success of the same we launched the two year gold loan scheme in 2020. Long term gold loans results in customers having an assured tenure for the gold loans that they avail of and reduces the need to auction the pledged gold in case repayment obligations are not honoured by the customers within the stipulated tenure. We have been offering opportunity to customers to continue longer tenure by just remitting the interest unlike the industry practise of bring in the principal at shorter durations. We intend to grow the business and undertake outreach exercise where-in we educate and hand-hold our customers on the interest rate slab jump system and the benefits of remitting the interest on monthly basis.

Strengthen our operating processes and renewed management approach

We lay strong focus on training of our staff and undertake hand holding exercise across all levels. We believe that our employees are key to growth of our business and we lay special emphasis on empowering our managers to understand the capabilities of the team members and act on timely manner to address issues faced by our employees. We lay emphasis on maintaining a human connect with the customers and we train our employees to deal with a strong sense of empathy and hospitality towards the customers. Furthermore, we intend to continue to train existing and new employees in appraisal skills, customer relations, communication skills and risk management procedures to enable replication of talent and ensures smooth transition on employee attrition, update our employees with latest developments to mitigate risks against frauds, cheating and spurious gold and strengthen their gold assessment skills.

Further growth in Gold Loan business in urban and semi-urban markets in eastern and northern India to tap into the potentially large market for Gold Loans

We intend to widen our geographic footprint by Fiscal 2025 to over 405 branches across 11 Indian states, expanding to eastern and northern states in India. Due to the high levels of competition in the gold loan market, the incumbent companies have been actively expanding their geographic footprint and focusing on areas with high levels of gold holding and low levels of gold-based debt. While traditional gold loan markets such as Kerala and Tamil Nadu have been reaching market saturation, markets such as north eastern India, Jammu & Kashmir, Gujarat, Delhi etc. represent a significant growth opportunity for gold loan companies (*Source: GT Industry Report*). Our Company intends to tap the potential markets by penetrating into markets that traditionally have higher allocation of gold in form of assets but are low in allocation of debt in the form of gold loans.

Strengthening our risk management and technology systems to have an error less streamlined growth in business

We believe that the risk management is a crucial element for the expansion of our businesses. We believe that our integrated risk management framework with processes for identifying, measuring, monitoring, reporting and mitigating key risks, including credit risk, appraisal risk, custodial risk, market risk and operational risk helps us to strengthen our risk management systems. We believe that prudent risk management policies and development of tailored credit procedures will allow us to expand our Gold Loan financing and other business without experiencing significant increases in non-performing assets. We are focused on improving our comprehensive knowledge base and customer profile and support systems, which in turn will assist us in the expansion of our business.

GOLD LOAN BUSINESS

Our core business is disbursement of Gold Loans, which are typically loans secured by the pledge of household gold jewellery.

Loan amounts advanced by us are typically within the range of ₹10,000 to ₹1,50,000 per loan transaction. Our Gold Loan portfolio (excluding off-balance sheet assets) for the nine month ended December 31, 2022, and Fiscal March 31, 2022, March 31, 2021 and March 31, 2020 amounted to ₹ 54,680.24 lakhs, ₹ 42,135.99 lakhs, ₹ 30,994.35 lakhs and ₹ 29,588.74 lakhs which is 80.62%, 80.46%, 77.71%, and 87.99% of our total loans and advances (excluding off-balance sheet assets) as on such specific dates. For the nine month ended December 31, 2022, and Fiscal March 31, 2022, March 31, 2021 and March 31, 2020, income from interest earned on our Gold Loans constituted 74.15%, 75.17%, 82.32% and 88.42%, respectively, of our total interest income.

We are able to offer a variety of Gold Loan schemes to our customers to suit their individual needs. As of March 31, 2023, we have various schemes in place. The schemes differ in relation to the amount advanced per evaluated gram of gold, the interest rates offered for the particular tenor and the amount of the loan.

Gold Loan disbursement process

The principal form of security that we accept is household gold jewellery. The amount that we finance against the security of gold jewellery is typically based on the value of the jewellery. In terms of the extant RBI guidelines, we currently lend up to 75% of the gold price of the gold content in the jewellery i.e., wearable, household, used, gold jewellery and doesn't include bullion, gold biscuits, gold bars, new mass produced gold jewellery or medallions, and we restrict acceptance of jewellery from other money lenders.

Key advantages of accepting gold jewellery as security is that it enables us to filter out spurious jewellery that may be pledged by jewellers and goldsmiths and used household jewellery is less likely to be spurious or fake. Further, the emotional value attached by each household to the pledged jewellery acts as a strong incentive for timely repayment of loans and revoking the pledge.

We appraise the security based on the weight of its gold content, excluding weight and value of the stone studded in the Jewellery. Our Gold Loans are therefore well collateralized because the actual value of the collateral in all cases will be higher than the underlying loan value at the time of loan disbursement. We value the gold jewellery brought by customers based on our corporate policies and guidelines. Our Company has adopted a loan policy on May 18, 2019 ("**Loan Policy**").

As per our loan policy, we grant gold loans on 22 carat gold ornaments. However, in case the gold jewellery that are being pledged is less than 22 carats, the branches are required to analyse the purity & update in the same in the loan management system. The system will automatically convert the purity of gold jewellery to the equivalent of 22 carat. We do not accept gold ornaments below 18 carats. The rate per gram (LTV) is fixed by us on daily basis, based on the extant RBI guidelines and the 30 day average closing gold rate of IBJA or market price whichever is less. The actual loan amount varies according to the type of jewellery pledged. While jewellery can be appraised based on a variety of factors, such as total weight, weight of gold content, production cost, style, brand and value of any gemstones, we appraise the gold jewellery solely based on its gold content. Our Gold Loans are, therefore, generally well collateralized because the actual value of the gold jewellery is higher than our appraised value of the gold jewellery when the loan is disbursed. The amount we lend against an item and the total value of the pledged gold we hold fluctuates according to the market price of gold. It only results in a favourable movement in the value of the security, pledged with us. Similarly, since adequate margins are built in at the time of the loan disbursement and owing to the short tenure of these loans, on average, a decrease in the price of gold generally has little impact on our interest income. However, a sustained decrease in the market price of gold could cause a decrease in the growth rate of Gold Loans in our loan portfolio.

A. Pre-disbursement process

1. Disbursement at branch premises

Pre disbursement processes include all the actions that are carried out from the moment a customer enters any of our branches for procuring a Gold Loan, up until the customer receives the loan amount and include the following:

Gold Loan appraisal of a customer involves the following steps:

(a) *Customer identification* – Gold Loans are sanctioned only to genuine borrowers. When the customer walk-in any of our branch, our staff will welcome the customer, understand the requirement & explain to them the various schemes available in detail, before proceeding with security appraisal and KYC check.

(b) *KYC documentation* – For mandatory compliance of KYC norms, as mandated by RBI and easy identification of each borrower at a later date, a photograph and proof of identity and address acceptable to the Company, are always obtained. Each branch has been provided with a webcam, which may be used to take the photograph, which is then uploaded into the system in real time. KYC creation is validated through an OTP based authentication and all KYC documents are then reviewed and approved centrally by the Internal Audit team.

(c) *Security appraisal* – Once the manager is satisfied regarding ownership of the ornaments, the ornaments would then be appraised by the manager himself and/or other staff members who are assigned with the responsibility of appraising the gold jewellery. The ornaments being tendered are not appraised by any person who is not associated with our Company nor are the ornaments sent out of the concerned branch for appraisal. We use the services of our in-house gold appraisers in case of large value loans. These gold appraisers are professionally qualified for appraising the quality of gold and usually have multiple years of experience in appraising gold.

The process of measuring the "fineness", or purity, of gold is referred to as 'assaying'. There are different methods of assaying the fineness of gold. The most commonly used methods at our branches are touch stone, nitric acid and sound tests. Indian ornaments often contain stones of different types, some of which may be precious. But as a matter of policy, all types of stones are ignored, and their weight reduced from gross weight when advancing against ornaments. Sufficient margin is, therefore, retained for the approximate weight of such stones and for arriving at eligible loan amount; net weight of the ornaments so arrived at alone is taken into account. Reduction in weight is kept comfortably high to safeguard our interests. Wherever weight of stones cannot be ascertained, such ornaments are avoided. All particulars/details of ornaments such as, gross weight, net weight, rate per gram and estimated value will be entered item wise by the appraising staff on serially numbered DPN and also on the paper used for covering/packing ornaments and signed off with the date. The manager also verifies and satisfies himself that the ornaments have been properly tested for purity and details – gross weight as well as net weight, are correctly noted. He should also confirm correctness of valuation made.

(d) *Documentation* – The standard set of documents that are executed in a typical Gold Loan transaction include the pawn ticket and the demand promissory note cum terms and conditions. Basic details of the pledge, such as the name of the customer and the net weight of the jewellery pledged is recorded on the gold loan application form, which is retained by us. The pawn ticket, which contains the details of the customer and the pledged jewellery, is printed from the software. A copy is retained by us and other will be provided to the customer. The demand promissory note is an undertaking by the customer to repay the loan amount with the interest to the Company. The terms and conditions that are contained in the demand promissory note empower us to sell the pledged jewellery if the customer defaults on the Gold Loan. After execution of prescribed documents, a loan ticket detailing the particulars of the loan including the details of the items pledged, rate per gram, interest rate and maturity date is handed over to the customers along with disbursal of the loan.

2. Disbursement through Doorstep Gold Loan services

Gold Loan appraisal of a customer during Doorstep Gold Loan involves the following steps:

(a) *Customer identification* – Gold Loans are sanctioned only to genuine borrowers. The enquiries for gold loans are received either through tele calling team or the Indel Money Applications. The customer representative understands the customer's requirements and also explains the scheme to the customer. The customer provides a time and place where the sales officers from the Company can visit the customer for processing the loan. The Sales officer along-with an audit member visits the customer at the pre-agreed time and date. They explain the whole scheme in details to the customer before proceeding with security appraisal and KYC check.

(b) *KYC documentation* – For mandatory compliance of KYC norms, as mandated by RBI and easy identification of each borrower at a later date, bank account details, photograph and other KYC documents acceptable to the Company, are obtained. Customer's phone number is also validated through an OTP and the customer is requested to download the Indel Money Application on mobile phone. The customer KYC and validation process is completed on a tablet and the customer is assigned a customer ID, which is authorised subsequently.

(c) *Security appraisal* – Once the KYC process is complete and the sales officer is satisfied regarding ownership of the jewellery, the jewellery would then be appraised by the sales officer and the audit personnel who are assigned with the responsibility of appraising the gold jewellery. Our sales officer and the audit personnel are employees of our Company, who are trained to run the processes as per the procedure set by the Company.

As part of the appraisal process the gold jewellery is weighed and details of the jewellery including photographs are updated in the Indel Money Application.

Parallel with the KYC and security appraisal, the corporate office team reviews and verifies the KYC documents, bank details and the details of the gold ornament to complete the loan approval process.

(d) *Documentation* – Basic details of the pledge, such as the name of the customer and the net weight of the jewellery pledged is recorded on the gold loan slip printed through a point of sale machine. The sales officer also gets the customer to sign other documents in relation to the loan, which is subsequently uploaded on the mobile application.

(e) *Pledge Form* – One copy of the signed pledge form, which contains the details of the customer and the pledged jewellery, is retained by the Company and a copy is made available to the customer. The pledge form is an undertaking by the customer to repay the loan amount with the interest to the Company. The terms and conditions that are contained in the pledge form and other documentation signed by the customer empower us to sell the pledged jewellery if the customer defaults on the Gold Loan.

(f) Once the report is generated the same is shared with the accounts team that transfers the loan amount to the customers. Once customer receives the loan amount in his account, the Indel team explains the Indel Money Application to the customer and leave the customer's premises after properly bagging the jewellery as per the procedure.

3. *Digital Gold Loan*

Our Company launched the Indel Digital Gold Loan scheme in April 2020 to offer existing customers an opportunity to seek additional emergency credit during the Covid-19 pandemic. This scheme enabled the company to pass on the benefits of an increase in gold price to the customer in the form of additional credit. In case a customer is eligible for additional credit, they are intimated via SMS about the same and prompted to log into our digital portal (E-connect) and apply for credit top up. Once a request for additional credit is received, an OTP based authentication is conducted to confirm the authenticity of the customer post which an automated disbursement process is initiated to transfer the additional loan top directly to the customers bank account.

B. Post-disbursement process

The post disbursement process involves the storage of the storage of the pledged gold jewellery. Ensuring the safety and security of the branch premises is vital to our business since cash and gold inventory are stored in each branch. Branch security measures implemented, by us, include:

(i) *Custody of gold collateral*

The pledged gold jewellery is separately packed by the staff of the branch, and then placed in a tamper proof tetra-packaging with the relevant details of the loan and the customer and stored in the safe room of the branch.

The safes rooms in which the gold jewellery is kept are built as per industry standards and practices and the safes in our branches are 12 hour drill/ gas cutting resistant safes with ISI mark.

(ii) *Branch Security*

Ensuring the safety and security of the branch premises is vital to our business since our cash reserves and gold inventory are stored in each branch. All our branches are installed with CCTV cameras and centralised CCTV surveillance. All branches equipped with intrusion alarm with panic alert, starting from Shutter, Main Door, Safe Door, Safe Room & Vibration sensors. If there is any attempt the system will make loud sound to catch the attention of Public and service CMS team will make customised calls to the hierarchy till someone attending the call. Such kind of a surveillance system helps to avert any major incidents of frauds, thefts, etc. in the branch premises. We have burglar alarms installed in all our branches.

(iii) Insurance

Our Company has availed bankers indemnity policy covering theft, burglary, fire and fidelity to cover our branches and gold jewellery stored with us.

C. Release of pledge

We monitor our gold loan accounts and recovery of dues on an ongoing basis. Once a loan is fully repaid, the pledged gold jewellery is returned to the customer. When a loan is repaid, we give the customer an option to pledge the security again and obtain another loan. The procedure of re-pledging entails the same procedure as that of a pledge and is accompanied by the same mode of documentation that a pledge entails.

D. Recovery Proceedings

When a customer does not repay a loan on or after its maturity, we initiate the recovery process and dispose of the collateral to satisfy the amount owed to us, including both the principal and the accrued interests. Before starting the recovery process, we inform the customer through registered letters or legal notices.

If the loan is not repaid when the loan falls due, we are able to sell the gold collateral through public auction in satisfaction of the amount due to us. We also reserve the right to sell the collateral even before a loan becomes past due in the event the market value of the applicable of the portion of the underlying collateral is less than amounts outstanding on the loan, after serving notice to the customer.

OTHER BUSINESSES

In addition to the core business of Gold Loan, we also offer loans against property, business loans and personal loans. For the nine month ended December 31, 2022, and Fiscal March 31, 2022, March 31, 2021 and March 31, 2020, our interest income from our business other than Gold Loans i.e. Other Loan constituted 25.85%, 24.83%, 17.68% and 11.58%, respectively, of our total interest income for the respective period.

Our Company commenced business loans and loan against property in 2018 to serve the underserved MSME segment and help them grow their businesses. Our Business loans and Loan against property typically covers loans provided against the collateral security of property with the loan amount ranging from ₹2 lakhs to ₹20 lakhs. The tenure of such business loan and loan against property generally ranges from 24 months to 84 months. We also commenced personal loan in 2018. Our Personal Loans are unsecured loans with the loan amount ranging from ₹10 thousand to ₹15 lakhs. The tenure of such personal loan generally ranges from 6 months to 60 months.

Funding Sources

Our lines of credit include borrowings from banks, financial institutions and amounts raised through the issue of non-convertible debentures, commercial paper, direct assignment/pass through certificates and subordinate bonds.

Borrowings from banks and financial institutions constitute a significant portion of the total borrowings from secured and unsecured loans availed of by us. We have executed loan agreements with several banks with the object of availing funds from them on certain stipulated terms and conditions. As at March 31, 2023, we have outstanding amount of term loans and working capital/cash credit facilities of ₹ 28,912.06 lakhs. Further, we have raised funds from issuance of secured and unsecured NCDs, subordinated debts for which the amount outstanding as at March 31, 2023 is ₹ 48,203.91 lakhs For further details, please see "*Financial Indebtedness*" on page 108.

We also attempt to balance our interest-bearing liabilities, some of which bear floating interest rates, against our interest-earning assets, which bear fixed interest rates. As of March 31, 2023, 100% of our consolidated borrowings had fixed rates of interest, comprising primarily term loans from banks and other financial institutions.

Branch Network

As on March 31, 2023, we had 245 branches spread in the states of Kerala, Tamil Nadu, Karnataka, Andhra Pradesh, Odisha, Maharashtra and Telangana and the union territory of Puducherry. The branch network of the Company as on March 31, 2023, March 31, 2022 and March 31, 2021, are given below:

State/ Union Territory	As on March 31		
	2023	2022	2021
Kerala	63	60	60
Tamil Nadu	78	76	76
Karnataka	46	38	34
Andhra Pradesh	12	6	3
Telangana	13	10	9
Odisha	24	14	-
Maharashtra	8	-	-
Puducherry	1	1	1
Total	**245**	**205**	**183**

Customer Care

We believe that we have set in robust customer grievance redressal systems. The branches of our Company display the names and phone numbers of the nodal officer for addressing customer complaints. We have a dedicated contact centre to handle customer grievances and maintain customer satisfaction. Our customer care centre undertakes feedback surveys on periodic basis to enhance the customer connect.

Risk Management

Our main stay of business is Gold Loans. As a lending institution, we are exposed to various risks that are related to our gold lending business, other loan businesses and operating environment. Risk management forms an integral element of our business. Our objective in the risk management processes is to appreciate, measure and monitor the various risks that we are subject to and to follow policies and procedures to address these risks. We do so through our risk management architecture and continuous risk mitigating measures brought in through systems and procedures. This also helps in managing the risks, associated with our business. A strong internal audit department with experienced auditors on the field and with a vigilant audit monitoring cell placed at Corporate Office, helps us to identify new risks and mitigation measures are implemented without loss of time. Exemplary punishments are imparted for staff found to be indulging in malpractices. We continue to improve our policies and procedures and to implement these rigorously, for the efficient functioning of our business. This also helps in managing the risks, associated with our business. Our Company has adopted a risk management policy on May 18, 2019 ("**Risk Management Policy**"). The major types of risk we face in our businesses are credit risk, operational risk, financial risk and market risk.

Credit Risk

Credit risk is the possibility of loss due to the failure of any counterparty to meet the terms and conditions of any financial contract with us. We aim to mitigate this risk through a rigorous loan approval and customer verification process. Loans up to ₹ 3 lakhs are approved directly at branch level while loans between ₹ 3 lakhs to ₹ 5 lakhs is done by the branch manager and post which a field verification is completed. All loans above ₹ 5 lakhs are sanctioned by Central Credit Team subject to the verification of FVR and a robust evaluation of the application.

Operational Risk

Operational risk is broadly defined as the risk of direct or indirect loss due to the failure of systems, people or processes, or due to certain other external events. All transaction can be initiated through the centralised system and all KYC documents are audited and approved by the Central Audit team. The security pledged are safely packed in tamper proof pack and with a unique design to allow for inspection by the internal audit team. All branches are equipped centralised CCTV surveillance and security system while are monitored in real time by a dedicated central team.

Financial Risk

Since our business is very cash intensive in nature and any disruption in the funding sources will adversely effect on our liquidity and financial condition, we are always in the pursuit of proactively identifying and accessing newer and cheaper sources of funds. Our Asset Liability Committee meets regularly and reviews the liquidity position of our Company and ensures availability of sufficient funding in advance.

Market Risk

Market risk refers to potential losses arising from the movement in macroeconomic indicators. The key factors impacting the market risk for our company are gold prices as well as our collection efficiency. We mitigate the gold price risk by conducting regular mark to market analysis and ensuring auctions are conducted on a timely basis. We also have in place a strong collection mechanism to ensure timely collections from customers.

Our Risk Management Policy

In order to address the risks that are inherent to our business, we have developed a risk management architecture that includes a Risk Management Committee, internal audit department, and a risk management department. Our Risk Management Committee oversees our risk management policies, which help us to identify, measure, monitor and mitigate the various risks that we face in our businesses. For details of membership of the Risk Management Committee, see "*Our Management*" on page 95.

The risk management policy of our Company was constituted at the meeting of the Board on November 2, 2017. The terms of reference of our Risk Management Committee are as follows:

(a) To assist the Board in setting risk strategy policies in liaison with management and in the discharge of its duties relating to corporate accountability and associated risk in terms of management assurance and reporting;

(b) To review and assess the nature, role, responsibility and authority of the risk management function within the Company and outline the scope of risk management work; and

(c) To review and assess the quality, integrity and effectiveness of the risk management systems and ensure that the risk policies and strategies are effectively managed.

Internal Audit Department

Our branch internal audit team consists of online auditors as well as feet on street branch auditors. Online auditing is conducted across all as a first level check where documents such as KYC, application forms, branch registers are thoroughly audited. Feet on street branch auditors are assigned to specific regions and conduct physical audit of branches on a periodic basis. During such audits, the branch auditor visits the branch and conducts several checks such as gold purity checks, weight reconciliation, branch hygiene checks, register checks and other operational hygiene checks. In case any deviations are found, the internal audit team uses a proprietary risk categorisation matrix to identify the risk level of the deviation and takes appropriate actions to swiftly resolve the deviations found; the concerned regional leadership team and the corporate office team and made aware of status of all identified deviations on a daily basis until resolution.

Our corporate office internal audit team is responsible for reviewing and monitor the functions and KPIs of the various corporate office teams and identify any deviations and its impact on revenue and expenditure. All identified deviations are brought to the notice of the respective department heads, the audit committee as well as the key management personnel for a swift resolution and are tracked on a daily basis until resolution.

Assets-Liabilities Management Policy

Our Board adopted the asset-liability management policy ("**ALM Policy**") on November 2, 2017. The primary objective of our ALM Policy is to ensure the stability of our net interest income as well as ensuring that we have liquidity and pricing stability. In order to monitor the ALM Policy, the Board at their meeting held on November 2, 2017 constituted an Asset Liability Committee ("***ALCO***") comprising of the directors and senior management functionaries of the Company.

Treasury Operations

Our treasury department undertakes liquidity management by seeking to maintain an optimum level of liquidity and monitors cash and bank balances. We have in place various policies and procedures to allot and transfer cash to our branches. The objective is to ensure sufficient cash reserves at all our branches while at the same time avoid holding cash in excess of what may be required in the ordinary course. We maintain an average of ₹ 3 lakhs per branch in cash across our branches.

If there is a surplus of funds in the region as a whole, such surpluses are deposited in cash credit/overdraft accounts at the corporate level. Deficits at a branch level are managed by cash transfers from our treasury department. We monitor cash and balances on daily basis using our management information systems and have arrangements with various banks for the transfer of bank balances between locations. Cost of movement of cash also is taken into consideration while deciding optimum cash levels in each location. We use a real time gross settlement ("**RTGS**") facility if the remitting and receiving banks are different, or through internal transfer if both the branches belong to the same bank. We also use cash van services for delivery and collection of cash to and from certain of our branches.

Non-performing Assets (NPA)

The Master Directions require that every non-deposit taking NBFC shall, after taking into account the degree of well-defined credit weaknesses and extent of dependence on collateral security for realisation, classify its lease/hire purchase assets, loans and advances and any other forms of credit into the following classes:

- Standard assets;
- Sub-standard assets;
- Doubtful assets; and
- Loss assets.

Further, the class of assets referred to above shall not be upgraded merely as a result of rescheduling, unless it satisfies the conditions required for an upgrade. A non-deposit taking NBFC is required to make provisions against sub-standard assets, doubtful assets and loss assets in accordance with the above RBI Master Directions. In terms of the RBI Master Directions, non-deposit taking NBFC has to make the following provisions on their loan portfolio:

Asset Classification	Provisioning Policy
Standard Assets	0.40%
Sub-standard Assets	10% of the total outstanding
Doubtful Assets	100% to the extent to which the advance is not covered by value of the security to which the NBFC has a valid recourse
Loss Assets	100% write off; if assets are permitted to remain in the book, then 100% of the outstanding.

Note: In addition to above, depending upon the period for which the asset has remained doubtful, provision to the extent of 20% to 50% of the secured portion

For further details, please refer to *"Key Regulations and Policies"* on page 135.

Based on the RBI Master Directions for asset classification, details of the classification of our gross NPAs for significant classes of our assets as of the nine month ended December 31, 2022, and Fiscal March 31, 2022, March 31, 2021 and March 31, 2020 are furnished below:

(₹ in lakhs)

Asset Type	As on December 31, 2022	As on March 31		
		2022	2021	2020
Sub-standard	1,253.38	803.56	159.23	98.55
Doubtful	22.50	42.91	22.50	22.50
Loss	-	-	-	-
Gross NPA	**1,275.88**	**846.47**	**181.73**	**121.05**
Gross NPA% of Assets under management	1.87%	1.61%	0.46%	0.36%
Less Provisions	415.26	329.91	137.69	116.13
Net NPA	**1,128.04**	**723.20**	**44.04**	**4.93**
Net NPA% of Assets under management	1.66%	1.38%	0.11%	0.01%

Secured loans are classified or provided for, as per management estimates, subject to the minimum provision required as per RBI Master Directions. We have written off ₹ 54.90 lakhs, ₹ 28.63 lakhs and ₹ 22.16 lakhs for the Fiscals 2022, 2021 and 2020, respectively.

NPA Policy

Our Board adopted the Non Performing Asset policy ("***NPA Policy***") on May 26, 2017. In terms of the NPA Policy, all loans outstanding beyond the loan validity are disposed off as per our Auction Policy. In order to undertake this, our Company has put in place a gold loan monitoring, follow-up and disposal mechanism in place.

Auction Policy

Under certain schemes of our Company, the borrowers are obligated to repay the principal amount together with the accrued interest in a specified period. In other long term schemes the borrowers are obligated to repay the accrued interest in a specified period and the principal at the end of the tenure. In a business such as ours, there are certain instances wherein the borrowers fail to repay the amount within the specified period. Consequently, our Company settles such overdue accounts by means of a public auction to realise the dues. Our Company *vide* a resolution of its Board on May 26, 2017, approved the auction policy of the Company ("**Auction Policy**"). Further, we identify the accounts for auction on the basis of:

1. DPD analysis
2. Mark to Market analysis
3. Revenue loss

In terms of our Auction Policy, on identification of such eligible auction account, we sent notices to the borrowers to repay the dues, on failure of which, we initiate the process of public auction. Since as per the revised RBI guidelines, the company or its promoter cannot participate actively in the auction, qualified and experienced auctioneers are appointed by the company to carry out the auction on behalf of the company. In accordance with our Auction Policy, the auction shall be carried out by an auctioneer empanelled by the Company with the approval of the Board.

Technology

We believe that the usage of a technology platform across our operations has improved our growth. Our web based centralised IT platform which records details of all branches. We believe that our IT infrastructure helps us with real time data transmission and updates, and endeavour to minimise errors, ensure faster data transmission and risk monitoring. We upload data at each branch to facilitate online information access for faster decision making. Our technology also helps reduce the time it takes to complete Gold Loan transactions.

Our IT system aids the performance of all the processes involved in a loan transaction. At the pre-disbursement stage, all KYC details as well as other details of customer appraisal are captured and stored in the system for future reference. All the details that are relevant to a loan transaction are captured by the system and filtered at each level to confirm whether a particular set of pledged jewellery meets the required specifications. The branch staff, upon verification of the gold ornaments key in information into the system that uses the input data to arrive at the net weight and calculates the maximum limit for a loan advance that can be offer against it, under the specific scheme chosen by the customer. Based on the saved data, all accounting entries are also passed by the system.

Our Company launched Indel E-connect, a web-based portal which can be used by customers to manage their accounts, payments and apply for top up loans utilising the Indel E-connect portal. Customers can login to the E-connect portal using their unique customer ID or loan account number and mobile numbers; an OTP based authentication is conducted to verify the customer prior to providing access to the E-connect platform. Additionally, customers can also download our mobile application from both the iOS app store and Google Playstore to manage their accounts and make payments. We have integrated all major payment methods including UPI based payments into the E-connect platform as well our mobile applications to enhance convenience offered to customers and positively impact the customer experience.

Credit Ratings

Our Company has received rating of CRISIL BBB+/Stable by Crisil vide its letter dated May 03, 2023 for the NCDs proposed to be issued pursuant to this Issue. Further, Crisil, pursuant to their rationale letter dated May 02, 2023 have reaffirmed the rating of CRISIL BBB+/Stable for the non-convertible debentures and bank loan facilities amounting to ₹27,000 lakhs and ₹22,850 lakhs. The rating of the NCDs by Crisil Ratings Limited indicates that the instruments with this rating are considered to have moderate degree of safety and moderate credit risk. The rating provided by Crisil may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. The rating is not a recommendation to buy, sell or hold securities and Investors should take their own decisions. Please refer to "*Annexure II*" for the rationale and press release for the above rating.

Competition

We face competition from pawnshops, other gold loan financing companies, banks, co-operative societies and local money lenders. Other lenders may lend money on an unsecured basis, at interest rates that may be lower than our rates of interest and on other terms, which may seem more favourable than ours. However, we believe that the primary elements of our competitive edge are the quality of customer service and relationship management, our branch location and reach and our ability to lend competitive amounts at competitive rates, with full transparency.

Property

Our Company has 245 branches, as on March 31, 2023 spread across the states of Kerala, Tamil Nadu, Karnataka, Andhra Pradesh, Odisha, Maharashtra and Telangana and the union territory of Puducherry, which are taken on leasehold basis.

Intellectual Property

We currently do not own our trademark. The trademark is owned by our Promoter, Indel Corporation Private Limited, which has by way of their letter dated September 1, 2021, authorised our Company to use the trademark INDEL money.

Further, we have made an application for the registration of trademark dated October 15, 2021 for the addition of "*We care for your needs*" as part of the trademark "Indel Money". This application is currently awaiting approval and vide notice dated December 21, 2022 is ordered by the Trademarks Registry, Chennai, to be advertised in the Trade Marks Journal under the provisions of section 20(1) of the Trade Marks Act, 1999.

Employees and Training of Employees

Being a service industry, our key resource is our manpower. As on March 31, 2023, we have 1,201 employees. Our Company emphasizes on imparting effective and continual training to its employees in a planned and systematic manner, to acquire and sharpen capabilities required to perform various functions associated with their present/expected future roles in the business of our Company.

HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Our Company was originally incorporated as '*Payal Holdings Private Limited*', a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated September, 11, 1986 issued by RoC. The name of our Company was changed to '*Indel Money Private Limited*' pursuant to a fresh certificate of incorporation dated on January 9, 2013 issued by the RoC. Pursuant to a special resolution passed in the general meeting of our Shareholders held on August 16, 2021, our Company was converted into a public limited company and a fresh certificate of incorporation was issued by the RoC on August 26, 2021, and the name of our Company was changed to '*Indel Money Limited*'.

Our Company has obtained a certificate of registration dated February 13, 2002 bearing registration no. – B-13.01564 issued by the RBI to carry on the activities of an NBFC under Section 45 IA of the RBI Act. Further, our Company has received certificate of registration dated September 27, 2021 bearing registration number B-13.01564 issued by RBI under Section 45IA of the Reserve Bank of India Act, 1934 pursuant to the change in name from '*Indel Money Private Limited*' to '*Indel Money Limited*' consequent upon its conversion as a public limited company and receipt of revised certificate of incorporation from RoC, dated August 26, 2021.

For details regarding business of our Company, please see "*Our Business*" on page 74.

Registered Office

The Registered Office of our Company is located at Office No. 301, Floor No.3., Sai Arcade, N.S Road, Mulund West, Mumbai, Mumbai City – 40 080, Maharashtra, India.

Corporate Office

The Corporate Office of our Company is located at Indel House, Changampuzha Nagar South Kalamassery Ernakulam – 682033, Kerala, India.

Key milestones, events and achievements:

Date/Fiscal	Particulars
September 11, 1986	Incorporation of our Company as a private limited company
2002	Certificate of registration issued by RBI to our Company to act as non-deposit taking NBFC
2019	Received Best Employer Award by Employer Branding Institute – India
2020	Indel Digital Gold Loan was launched to offer existing customers an opportunity to seek additional credit.
2020	Indel Money launched Lambaa Loans – 2- year gold loan scheme to support the cash and liquidity requirements of both individuals as well as small businesses.
2020	Introduced Door Step Gold Loan
2021	Received 2nd Best Design Idea for our Door Step Gold Loan from Banking Frontier
2021	Received award for Best brand and Leader – AsiaOne Magazine
2022	CRISIL upgraded the rating as 'CRISIL BBB/ Stable' (read as 'Triple B; Outlook: Stable') for borrowings
2022	Indel Money Private Limited converted as Indel Money Limited
2022	Awarded as Great Place to work
2022	Successful completion of the maiden public issue of non-convertible debentures and its listing on BSE
2022	Partnered with IndusInd Bank for India's first conventional gold loan co-lending
2022	Geography expanded to Odisha
2022	Acuite upgraded the rating as 'BBB+/ Stable' (read as 'Triple B Plus; Outlook: Stable')

Main objects of the MoA

Following are the main objects of our Company, as provided in the MoA:

1. *To carry on the business of lending money either with or without security, carry on the business of hire purchase, finance, leasing, carry on the business of financiers, drawing, making, accepting and discounting of bills of exchange and other negotiable instruments and but the company shall not do the business of the banking within the meaning of Banking Regulation Act, 1949.*

2. *To carry on the business as Authorized Dealer, Money Changer, Offshore Banker or any other person for the time being authorized to deal in foreign exchange or foreign securities or such other activities and to undertake Cross Border Money Transfer Activities subject to the rules and regulations of the Reserve Bank of India and to act as sub-agency of Money Transfer Companies / Principal Agents, to act as a Depository Participant of CDSL/NSDL or similar Depositories, Mutual Fund Distribution, to solicit and procure Insurance Business, such as Life, General and Health Insurance as a Corporate Agent, to act as the Approved Person of Central Insurance Repository Limited and or any other Insurance Repository Service Provider.*

Key terms of Material Agreements and Material Contracts

Our Company has not entered into any agreements and contracts which are not in the ordinary course of business, in the last two fiscals.

Subsidiaries of our Company

As on the date of this Draft Prospectus, our Company does not have any subsidiaries.

OUR MANAGEMENT

Board of Directors

The composition of our Board is governed by the provisions of the Companies Act, 2013, and the rules prescribed thereunder, in compliance with the same, our Company require us to have not less than three (3) and not more than fifteen (15) Directors. As on the date of this Draft Prospectus, we have eight Directors on the Board which include one managing director, one whole time director and six non-executive directors of which three are independent directors.

The general superintendence, direction and management of our affairs and business are vested with the Board of Directors.

The following table provides information about the Directors as of the date of this Draft Prospectus:

Name, Designation and DIN	Age (in years)	Address	Other directorships
Mohanan Gopalakrishnan **Designation**: Managing Director **DIN**: 02456142 **Date of original appointment**: July 5, 2012 **Date of Re-appointment**: September 16, 2018	67	Dhanya, Naduvakkad, Kinnasery, Kannadi Post, Kannadi I, Palakkad, Kerala 678701	1. Devcon Equipments and Tools Private Limited 2. M-Star Hotels Koduvayur Private Limited 3. Indel Infra Private Limited 4. Redwings Motors Private Limited 5. Indel Automotives Kochi Private Limited 6. Paradigm Motors Private Limited 7. Mithram Motors Private Limited 8. M-Star Satellite Communications Private Limited 9. Indel Corporation Private Limited 10. Indel Automotives Private Limited 11. M-Star Hotels Private Limited 12. Planex Projects and Constructions Private Limited 13. Naveen Bharath Equipments Private Limited 14. Transindia Insurance Broking and Risk Management Private Limited 15. Omega Motors Private Limited 16. M G F Motors Limited 17. Indel Trusteeship Private Limited 18. Kairali Cars Private Limited 19. M-Star Hotels Palakkad Private Limited
Umesh Mohanan **Designation**: Executive Whole Time Director **DIN**: 02455902 **Date of original appointment**: July 5, 2012 **Date of Re-appointment**: October 1, 2018	41	Dhanya, Naduvakkad Kannadi, Kannadi I, Palakkad, Kerala 678701	1. Indel Money Fin-Tech Private Limited 2. Voxxvision Ventures Private Limited 3. Indel Capital Ventures and Investments Private Limited 4. Indel Automotives Kochi Private Limited 5. M-Star Hotels Koduvayur Private Limited 6. Indel Corporation Private Limited 7. Indel Automotives Private Limited 8. M-Star Hotels Private Limited 9. Kerala Cars Private Limited 10. Omega Motors Private Limited 11. M G F Motors Limited 12. Redwings Motors Private Limited

Name, Designation and DIN	Age (in years)	Address	Other directorships
			13. Kairali cars Private Limited 14. Mithram Motors Private Limited 15. Sastha Realtors (India) Private Limited 16. M-Star Hotels Palakkad Private Limited
Anantharaman Trikkur Ramachandran **Designation**: Non-Executive Director **DIN**: 05262157 **Date of appointment**: July 5, 2012	47	6/604 Ayodhya Gandhi Nagar 2 Street, Cheroor, Peringavu, Thrissur, Kerala – 680 008, India	1. Real Time Solutions & Training Centre Private Limited 2. Indel Money Fin-Tech Private Limited
Salil Venu **Designation**: Non-Executive Director **DIN**: 06531662 **Date of appointment**: July 12, 2013	52	8B, 8th Floor, Asset Silver Swan, Aluva, Aluva, Aluva, Ernakulam, Kerala-683101	1. MGF Motors Limited 2. Kerala Cars Private Limited 3. Indel Automotives Private Limited 4. Indel Automotives Kochi Private Limited 5. Mithram Motors Private Limited 6. Redwings Motors Private Limited 7. Paradigm Motors Private Limited 8. Indel Money Fin – Tech Private Limited 9. Kairali Cars Private Limited
Kavitha Menon **Designation**: Non-Executive Director **DIN**: 08074657 **Date of appointment**: March 28, 2018	35	514/12 Vikas A/10 Santhi Colony, Chandranagar, Marutha Road, Palakkad, Kerala 678007.	1. MGF Motors Limited
Narasinganallore Venkatesh Srinivasan **Designation**: Independent Director **DIN**: 01893686 **Date of appointment**: March 2, 2018 **Date of reappointment:** March 2, 2023	66	Flat No 1505 C Wing,Chembur Heights II Opp Vivekananda College,Sindhi Society Chembur East,Mumbai 400071	1. Dharmishta Mithran 2. Omkara Assets Reconstruction Private Limited 3. Clearcorp Dealing Systems (India) Limited 4. NSDL Payments Bank Limited 5. Integro Finserv Private Limited 6. Legal Entity Identifier India Limited
Chitethu Ramakrishna Sasikumar **Designation**: Independent Director **DIN**: 05202465	65	Naadan, Kara-101 C, 8th Street, Near N S, Ayapankav Road, Kanimanigalam P O, Thrissur, Kerala, India – 680 027.	-

Name, Designation and DIN	Age (in years)	Address	Other directorships
Date of appointment: February 27, 2019			
Sethuraman Ganesh **Designation**: Independent Director **DIN**: 07152185 **Date of appointment**: April 11, 2020	65	C/O, 305, Vensa Lakeview, Kempapura Main Road, Opp. Rechenahalli Lake, Dasarahalli, Bangalore North, Bengaluru, Karnataka – 560092	1. Sonata Finance Private Limited

Relationship between Directors

Except as stated below, none of our Directors are related to each other:

Sr. No.	Name of the Director	Designation	Relationship with other Directors
1.	Mohanan Gopalakrishnan	Managing Director	Father of Umesh Mohanan
2.	Umesh Mohanan	Whole Time Director	Son of Mohanan Gopalakrishnan and husband of Kavitha Menon
3.	Kavitha Menon	Non-Executive Director	Wife of Umesh Mohanan

Brief profiles of our Directors

Mohanan Gopalakrishnan, is the Managing Director of the Company. He finished his graduation in B. Com from the University of Kerala. He has vast experience in the banking industry. He has promoted the investment company namely Indel Corporation Private Limited as a Special Purpose Vehicle for investments into various sectors, namely financial services, automotive, hospitality, agriculture, infrastructure, construction, communication, media and entertainment.

Umesh Mohanan, is the Whole Time Director of the Company. He completed his MBA in finance from American Global International University. He is an investment professional with a rich experience in managing investment verticals. His track record includes heading a Middle Eastern multinational multibillion conglomerate at its executive level, spearheading its operations across the globe, diversified into portfolios such as banking investments, infrastructure construction, oil and gas, power stations, defence supplies, manufacturing, trading of minerals, bullion and other commodities. Currently he serves Indel Money Limited as its Executive Director.

Anantharaman Trikkur Ramachandran, Non-Executive Director of the company is a chartered accountant by profession and is a partner with the CA firm Sengottaiyan & Co., which focuses on audit & enterprise risk, tax consulting and financial advisory services across various cities in India for about two decades.

Salil Venu, Non-Executive Director of the Company is an administrative management professional with vast experience of in the administration and management sector.

Kavitha Menon, is an experienced entrepreneur and has been instrumental in nurturing the talent pool at the Company. She completed her graduation in B. Com from the University of Calicut. She heads the skill set development initiatives and has implemented numerous training programs across the Company resulting in improved employee performance.

Narasinganallore Venkatesh Srinivasan, is an Independent Director of the company. He is a chartered accountant from the 1984 batch, has vast experience in the banking sector including more than two decades of experience in managing treasury and international banking. In addition, he has extensive experience in matters relating to finance, risk management, information technology, accounting standards, audit & assurance as well as bank taxation. He has been serving as the chief executive officer of Association of Mutual Funds in India (AMFI). Prior to taking up the position, he was the executive director and chief financial officer of Lakshmi Vilas Bank Limited based in Mumbai. Before his stint with Lakshmi Vilas Bank Limited , he was associated with IDBI Bank Limited, where he held positions, including that of the chief financial officer and executive director. He was also a member of the technical advisory committee of RBI on money market, securities market and foreign exchange. He was also the chairman of FIMMDA during the same period.

Chitethu Ramakrishna Sasikumar is an Independent Director of the company. He finished his graduation in BA in social sciences from the University of Kerala. He is a retired banker from State Bank of India as deputy managing director. Prior to this, he served as the deputy managing director (Inspection & Management Audit), responsible for internal audit of State Bank of India ("**SBI**"). He has also served as chief general manager of the Hyderabad circle and also of SBI SG Global Securities and chief executive officer of SBI Shanghai.

Sethuraman Ganesh is an Independent Director of the company. He is a former principal chief general manager of Reserve Bank of India. Currently, he holds the position of independent director on the Board of Sonata Finance Private Limited, based at Lucknow. He was also a non-executive director on the board of BSS Microfinance Private Limited at Bengaluru. In addition, he is a member of the Infimind Institute of Skill Development LLP, Bengaluru.

Confirmations

- None of our Directors have been restrained or prohibited or debarred by SEBI from accessing the securities market or dealing in securities.

- None of our directors is a promoter or director of another company which is debarred from accessing the securities market or dealing in securities by the SEBI.

- None of our Directors have been identified as a 'Wilful Defaulter', as defined under SEBI NCS Regulations.

- None of the whole time directors of our Company is a promoter or whole time director of another company that is a wilful defaulter.

- None of the Directors of our Company interested in the appointment of or acting as lead managers, credit rating agency(ies), underwriter, registrar, debenture trustee, advertising agency, printers, banker to the Issue or any other such intermediary appointed in connection with the Issue.

Terms of appointment of Directors

Managing Director

Mohanan Gopalakrishnan was re-appointed as the Managing Director of our Company for a period of 5 years from September 16, 2018, pursuant to a resolution of the Shareholders of the Company dated September 29, 2018. Further, pursuant to the resolution of the Board dated April 26, 2019, the Managing Director is authorised to receive ₹1 lakh per month, as remuneration.

Wholetime Director

Umesh Mohanan was appointed as the Wholetime Director of our Company for a period of 5 years from October 1, 2018, pursuant to a resolution of the Shareholders of the Company dated September 29, 2018. Pursuant to the shareholder's resolution dated September 29, 2021, he is authorised to receive ₹ 10.00 lakhs per month, as remuneration.

Non-Executive Directors

Pursuant to the approval received from the Shareholders of the Company in the annual general meeting dated September 29, 2022 with respect to Kavitha Menon and Salil Venu, a sum of ₹50,000 per month and ₹1,00,000 per month, respectively, is payable as remuneration.

Pursuant to the approvals of Shareholders of the Company dated February 27, 2019, April 11, 2020, and March 2, 2023 respectively, for the appointments read with the terms of the letter of appointments of respective Independent Directors, Chitethu Ramakrishna Sasikumar authorised to receive ₹ 50,000 as sitting fees for each board/ committee meetings and Sethuraman Ganesh authorised to receive ₹50,000 as sitting fees for each board meetings and ₹50,000 each for committee meetings and Narasinganallore Venkatesh Srinivasan authorised to receive a sum of ₹1 lakh as sitting fees for each board/ committee meetings.

Remuneration paid to our Directors by our Company, Subsidiary Company and Associate companies

Remuneration paid by our Company to the Directors

The following table sets forth details of remuneration payable or paid by our Company to our Directors:

(₹ *in lakhs*)

Name of Directors	Fiscal 2023	Fiscal 2022	Fiscal 2021
Narasinganallore Srinivasan Venkatesh	12.00	9.00	8.00
Umesh Mohanan	122.71	120.00	30.00
Mohanan Gopalakrishnan	12.50	12.00	12.00
Chitethu Ramakrishna Sasikumar	7.50	5.00	4.00
Anantharaman Trikkur Ramachandran	-	-	-
Kavitha Menon	6.50	3.00	3.00
Salil Venu	12.50	9.00	9.00
Sethuraman Ganesh	5.50	2.50	2.00

Remuneration paid by Subsidiary and associate companies to the Directors

The Directors of our company do not receive any remuneration (including any stock option, shareholding in subsidiaries and associate companies) by the Subsidiary company of the Company during the last three financial years and as on date of this Draft Prospectus. Further, our Company does not have associate company as on the date of this Draft Prospectus.

Changes in the Board of Directors during the last three years

Name, Designation and DIN	Date of Appointment	Date of Cessation, if applicable	Date of Resignation, if applicable	Remarks
N S Venkatesh **Designation:** Independent Director **DIN:** 01893686	March 2, 2018	March 2, 2023	-	-
N S Venkatesh **Designation:** Independent Director **DIN:** 01893686	March 2, 2023	NA	-	Reappointment

Note: This does not include changes such as regularisations or change in designations

Interest of our Directors

All of our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board. All of our Executive and Non-Executive Directors may be deemed to be interested to the extent of remuneration payable to them. All of our Directors are interested to the extent of reimbursement of expenses payable to them by our Company.

Further, Mohanan Gopalakrishnan, Umesh Mohanan and Kavitha Menon may also be regarded as interested to the extent of the Equity Shares held by them in our Company as nominee shareholders of Indel Corporation Private Limited. Further, the Directors may also be interested to the extent of Equity Shares held by companies, firms and trusts in which they are interested as directors, partners, members or trustees and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

None of the other Directors have any interest in immovable property acquired or proposed to be acquired by the Company in the preceding two years as of the date of this Draft Prospectus.

For further details regarding the interest of our Directors, refer to "*Related Party Transactions*" on page 105.

As on date of this Draft Prospectus, none of the Directors are interested in any contracts, agreements/ arrangements entered into by our Company except as disclosed in the section titled "*Reformatted Standalone Financial Statements*" or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in their respective declarations, except as disclosed in the section titled "*Reformatted Standalone Financial Statements* " on page 106.

Our Directors have not taken any loan from our Company.

None of our Directors hold any debentures/subordinated debt in our Company.

None of the Directors are interested in the promotion of our Company.

Except as disclosed below, none of the Directors of the Company or their relatives, or entities in which director is associated as promoter, director, partner, proprietor or trustee, hold any equity shares, warrants, employee stock options or other convertible instruments in the Company as of the date of this Draft Prospectus:

Sr. No.	Name	Designation	Number of securities held
1.	Mohanan Gopalakrishnan	Managing Director	1*
2.	Umesh Mohanan	Whole Time Director	1*
3.	Kavitha Menon	Non-Executive Director	1*

** as nominee of M/s Indel Corporation Private Limited*

Except as disclosed below, none of the Directors of our Company, nor their relatives, have purchased, sold or financed the purchase by any other person, directly or indirectly, any securities of the Company during the preceding six months:

Customer	Amount	Date of transaction	Category
Mohanan Gopalakrishnan	25,000	27-08-2022	Subordinated debts

None of the directors, have made any contribution as part of this Draft Prospectus or separately.

No regulatory action is pending against any of the Directors of our Company before the SEBI or Reserve Bank of India or any other regulatory or statutory body in India or overseas.

None of the Directors of our Company, or their relatives are interested, directly or indirectly, in any movable or immovable property acquired by the Company in preceding two years of the date of this Draft Prospectus.

None of the Directors of our Company are interested in the benefits / interests arising out of the objects of the issue.

None of our Directors are interested in their capacity as a member of any firm or company and no sums have been paid or are proposed to be paid to any Director or to such firm of company in which he is interested, by any person, in cash or shares or otherwise, either to induce them or to help them qualify as a director or for services rendered by him or by such firm or company, in connection with the promotion or formation of our Company.

Shareholding of our Directors

Details of the shares held in the Company by the Directors, as on the date of the Draft Prospectus are provided in the table given below:

Sr. No.	Name of Director	Number of shares held	Percentage of the total paid-up capital of the Company(%)
1.	Narasinganallore Srinivasan Venkatesh	Nil	Nil
2.	Umesh Mohanan*	1	Negligible
3.	Mohanan Gopalakrishnan*	1	Negligible
4.	Sasi Kumar	Nil	Nil
5.	Anantharaman Trikkur Ramachandran	Nil	Nil
6.	Kavitha Menon*	1	Negligible
7.	Salil Venu	Nil	Nil
8.	Sethuraman Ganesh	Nil	Nil

**shares held as nominee of Indel Corporation Private Limited.*

Our Company does not have subsidiary company and associate company as on March 31, 2023 and as on the date of this Draft Prospectus.

Borrowing Powers of the Board

Pursuant to resolution passed by the Shareholders of our Company at their meeting held on April 29, 2022 and in accordance with provisions of the Companies Act and other applicable provisions of the Companies Act and the Articles of Association of our Company, the Board has been authorised to borrow sums of money as they may deem necessary for the purpose of the business of our Company, which together with the monies already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business), may exceed at any time, the aggregate of the paid-up capital of our Company and its free reserves and securities premium by a sum not exceeding ₹ 100,000 lakhs.

Debenture holding of Directors

As on March 31, 2023, none of our Directors hold any debentures in our Company.

Key Managerial Personnel

Our Company's Key Managerial Personnel are as follows:

Narayanan P is the Chief Financial Officer of the Company. He holds a bachelor's degree in commerce from the University of Calicut and master's degree in business administration in finance from National Institute of Management, Cochin. He has vast experience in the accounts and finance industry. In the past, he has held various positions of responsibility in the finance sector of companies, inter alia, the senior finance manager for KTC Automotives.

Hanna P Nazir is an associate member of the Institute of Company Secretaries of India. She has around 7 years of post-qualification experience with various companies and practicing firms. Previously, she was associated with Muthoot Vehicle & Asset Finance Limited as Company Secretary. She holds a master's degree in commerce from Mahatma Gandhi University and is a semi qualified Cost Accountant from Institute of Cost Accountants of India.

For details about our Managing Director and Whole Time Director, please refer to "*Our Management – Brief profiles of our Directors*" on page 97.

All our Key Managerial Personnel are permanent employees of our Company.

Committees of the Board

Our Company has constituted the following committees of the Board, which have been constituted in accordance with the applicable law, including the Companies Act, 2013. The terms of reference of the following committees are also in accordance with the applicable law, including the Companies Act, 2013.

1. ***Audit Committee***

The Audit Committee of our Company was constituted on November 2, 2017 and was re-constituted by a board resolution dated September 15, 2019.

The members of the Audit Committee as on date of this Draft Prospectus are:

Name of the Director	Designation	Designation in committee
N S Venkatesh	Independent Director	Chairman
Chitethu Ramakrishna Sasikumar	Independent Director	Member
Anantharaman T R	Non-Executive Director	Member

2. ***Nomination and Remuneration Committee***

The Nomination and Remuneration Committee of our Company was formed *vide* a Board resolution dated August 28, 2021. The members of the Nomination and Remuneration Committee as on date of this Draft Prospectus are:

Name of the Director	Designation	Designation in committee
Chitethu Ramakrishna Sasikumar	Independent Director	Chairman
S Ganesh	Independent Director	Member
Ananatharaman T R	Non-Executive Director	Member
Salil Venu	Non-Executive Director	Member

3. ***Corporate Social Responsibility Committee ("CSR Committee")***

The CSR Committee of our Company was constituted *vide* a Board resolution dated December 14, 2021.

The members of the CSR Committee as on date of this Draft Prospectus are:

Name of the Director	Designation	Designation in Committee
Umesh Mohanan	Whole-time Director	Member

Name of the Director	Designation	Designation in Committee
Salil Venu	Non-Executive Director	Member
Chithetu Ramakrishna Sasikumar	Independent Director	Member
Sethuraman Ganesh	Independent Director	Chairman

4. ***Risk Management Committee***

The Risk Management Committee of our Company was constituted *vide* a Board resolution dated November 2, 2017 and was re-constituted on dated May 18, 2019.

The members of the Risk Management Committee as on date of this Draft Prospectus are:

Name of the Director	Designation	Designation in Committee
Salil Venu	Non-Executive Director	Member
Umesh Mohanan	Whole Time Director	Member
Anantharaman T R	Non-Executive Director	Member

OUR PROMOTER AND PROMOTER GROUP

Our Promoter is Indel Corporation Private Limited a company incorporated under the provisions of the Companies Act, 1956 and having its registered office of our Promoter is situated at Office No.301, Floor No.3, Sai Arcade N.S Road, Mulund West Mumbai - 400080, Maharashtra, India. Our Promoter is engaged in the business of financing and investment and focuses in strategic investments in diversified sectors including financial services, automotive, hospitality, agriculture, infrastructure, construction, communication, media and entertainment.

The PAN of our holding Company is AACCI7546J and CIN is U65900MH2011PTC222836.

Our Company confirms that the Permanent Account Number and Bank Account Number(s) of the Promoter and Permanent Account Number of Directors shall be submitted to the BSE at the time of filing this Draft Prospectus.

The Board of Directors of our Promoter are Umesh Mohanan, Mohanan Gopalakrishnan and Anish Mohan Gopalakrishnan Mohanan.

Shareholding of our Promoter in the Company

As on the date of this Draft Prospectus, Indel Corporation Private Limited holds 13,31,46,979* Equity Shares amounting to 100.00% of issued, subscribed and paid-up capital of our Company.

**1 Equity Share each is held by Mohanan Gopalakrishnan, Umesh Mohanan, Ushadevi Pathiyil, Kavitha Menon, UM Ventures Private Limited and Mithram Motors Private Limited respectively as a nominee of our Promoter.*

There have been no changes in the Promoter's holding in our Company during last financial year beyond the threshold prescribed by RBI.

Interest of our Promoter in the Company

Except as stated in the section "*Financial Statements*" on page 106 and to the extent of its shareholding in our Company and corresponding dividend payable, our Promoter does not have any other interest in our Company's business.

Our Promoter does not propose to subscribe to the Issue and it doesn't have any interest in the promotion of the Issue.

Other Ventures of our Promoter

Apart from our Company and the entities listed hereinbelow, our Promoter is not interested in any other ventures:

(i) Indel Automotives Private Limited
(ii) M-Star Satellite Communications Private Limited
(iii) Indel Infra Private Limited
(iv) M-Star Hotels Private Limited
(v) Voxxvision Ventures Private Limited
(vi) Angel Admark Private Limited
(vii) Redwings Motors Private Limited

Other Confirmations

Our Promoter has not been identified as Wilful Defaulter by any financial institution or bank or a consortium thereof in accordance with the guidelines on identification of Wilful Defaulters prescribed by the RBI.

No violations of securities laws have been committed by our Promoter in the past or no proceedings are currently pending against them.

None of the promoter of the Company is a promoter of another company that is a wilful defaulter.

Our Promoter has not been restrained or debarred or prohibited from accessing the capital markets or restrained or debarred or prohibited from buying, selling or dealing in securities under any order or directions passed for any reasons by SEBI or any other authority or refused listing of any of the securities issued by any stock exchange in India or abroad. Further, our Promoter is a not a promoter of another company which is debarred from accessing the securities market or dealing in securities under any order or directions passed for any reasons by SEBI.

None of the member forming part of our Promoter Group have been restrained or debarred or prohibited from accessing the capital markets or restrained or debarred or prohibited from buying, selling or dealing in securities under any order or directions passed for any reasons by SEBI or any other authority or refused listing of any of the securities issued by any stock exchange in India or abroad.

RELATED PARTY TRANSACTIONS

Related party transactions entered during the financial year ended March 31, 2022 with regard to loans made or, guarantees given or securities provided – consolidated and standalone basis.

(₹ in lakhs)

Name of related parties	Nature of transactions	For the year ended March 31, 2022	
		On consolidated basis	On standalone basis
M Star Satellite Communications Private Limited	Loans/Advances	(7.59)	(7.59)
Omega Motors Private Limited	Loans/Advances	-	-
M Star Hotel Heritage Private Limited	Loans/Advances	0.11	0.11
Indel Automotives Private Limited	Loans/Advances	10.16	10.16
M Star Hotels Private Limited	Loans/Advances	1.02	1.02

SECTION V - FINANCIAL INFORMATION

FINANCIAL STATEMENTS

We care for your needs

January 31, 2023

To

BSE Limited
Listing Department
P.J. Tower, Dalal Street,
Mumbai 400 001
Maharashtra, India

Dear Sir/Madam

Sub: Disclosure under Regulation 52 and Regulation 54 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2021

Ref: Outcome of Board Meeting held on January 31, 2023.

A meeting of the Board of Directors of Indel Money Limited was held today, i.e., January 31, 2023 via audio visual means and the Board has considered and approved the standalone financial results of the company for the quarter ended December 31, 2022.

We enclose the following documents for your records and dissemination through the website:

1. Standalone Financial Results of the company for the quarter year ended 31st December, 2022 together with Limited Review Report issued by Statutory Auditors.

2. Disclosure pursuant to Regulation 54 of Securities and Exchange board of India (Listing Obligation and Disclosure requirements) Regulations, 2021.

The financial result would be published in newspaper as required under Regulation 52(8) of the Listing Regulations.

Request you to kindly take on record and disseminate the same to the investors through the website.

The meeting commenced at 12.30 PM ended at 4.15 PM.

Thank you,
For Indel Money Limited

INDEL MONEY LIMITED *

Company secretary
ICSI Membership No. 51727

Indel Money Limited (Formerly known as "Indel Money Private Limited")
Corporate Office
Indel House, Changampuzha Nagar, South Kalamassery P.O
Ernakulam, Kerala, India, PIN: 682033
customercare@indelmoney.com, www.indelmoney.com

Registered Office
Office No.301, Floor No 3, Sai Arcade
N.S.Road, Mulundu West, Mumbai - 400080

CIN:U65990MH1986PLC040897

Bhatter & Company

CHARTERED ACCOUNTANTS

Independent Auditor's Limited Review Report on Unaudited Financial Results of INDEL MONEY LIMITED for the quarter and nine months ended 31st December 2021 pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015

To the Board of Directors
Indel Money Limited

1. We have reviewed the accompanying Statement of unaudited financial results of **Indel Money Limited** (the'Company')for the quarter and nine month ended December 31, 2022 (the 'Statement')attached herewith, being submitted by the Company pursuant to the requirements of Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the'Regulation').

2. This statement is the responsibility of the Company's Management and has been approved by the Company's Board of Directors. The Statement has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 - 'Interim Financial Reporting' (the 'Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 (the Act) read with relevant rules issued there under and other recognized accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE)2410, *"Review of Interim Financial Information Performed by the Independent Auditor of the Entity"* issued by the Institute of Chartered Accountants of India.This standard requires that we plan and perform the review to obtain moderate assurance as to whether financial results are free of material misstatements. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

307, Tulsiani Chambers, Nariman Point, Mumbai - 400 021
Tel.: 2285 3039 / 3020 8868 • E-mail : dhbhatter@gmail.com

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable Indian Accounting Standards prescribed under Section 133 of the Act and other recognized accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 52 of the Listing Regulations, including the manner in which it is to be disclosed or that it contains any material misstatement.

For Bhatter & Company
Chartered Accountant
FRN No: 131092W
UDIN: 23016937BGSDMX3653

Daulal H Bhatter
Proprietor
M.No.016937

Place: Mumbai
Date: 31/01/2023

INDEL MONEY LIMITED

(formerly known as "Indel Money Private Limited")

Office No.301, Floor No.3, Sai Arcade N.S Road, Mulund West, Mumbai - 400 080

Statement of Unaudited Standalone financial results for the Quarter/9 Months ended December 31, 2022

(₹ in lakhs)

		for Quarter Ended			for 9 months ended		Year Ended
		31-12-2022 (UnAudited)	30-09-2022 (UnAudited)	31-12-2021 (UnAudited)	31-12-2022 (UnAudited)	31-12-2021 (UnAudited)	31-03-2022 (Audited)
	Revenue from operations						
(i)	Interest income	5,318.23	4,743.89	3,121.06	12,767.70	9,000.70	12,231.23
(ii)	Dividend income	-	-	-	-	-	-
(iii)	Fees and commission income	2.11	16.69	5.25	20.19	23.62	39.08
(iv)	Net gain on fair value changes	-	-	-	-	-	-
(v)	Sale of products	-	-	-	-	-	-
(vi)	Sale of services	-	-	-	-	-	-
(I)	**Total revenue from operations**	**5,320.34**	**4,760.58**	**3,126.31**	**12,787.89**	**9,024.32**	**12,270.31**
(II)	Other income	17.06	21.35	3.35	141.77	17.89	30.13
(III)	**Total income (I) + (II)**	**5,337.41**	**4,781.93**	**3,129.66**	**12,929.66**	**9,042.21**	**12,300.44**
	Expenses						
(i)	Finance costs	2,159.46	2,171.97	1,851.25	6,167.22	4,763.90	6,705.21
(ii)	Fees and commission expenses	-	-	-	-	-	-
(iii)	Net loss on fair value change	-	-	-	-	-	-
(iv)	Impairment of financial instruments	236.70	206.49	4.57	404.90	(0.31)	126.32
(v)	Employee benefit expenses	945.14	911.99	695.33	2,596.74	1,967.90	2,776.12
(vi)	Depreciation, amortisation and impairment	233.87	214.65	206.10	592.23	598.26	803.94
(vii)	Other expenses	504.96	444.54	400.33	1,325.60	991.72	1,391.30
(IV)	**Total expenses**	**4,080.13**	**3,949.63**	**3,157.58**	**11,086.70**	**8,321.47**	**11,802.89**
(V)	**Profit/ (loss) before tax (III-IV)**	**1,257.27**	**832.30**	**(27.92)**	**1,842.97**	**720.74**	**497.55**
(VI)	Tax expenses						
	(i) Current tax	353.51	162.21	7.66	515.72	240.15	285.60
	(ii) Deferred tax	(49.98)	(1.02)	23.87	(47.87)	(29.94)	0.72
(VII)	**Profit/ (loss) for the period (V)-(VI)**	**953.74**	**671.11**	**(59.45)**	**1,375.12**	**510.53**	**211.23**
(VIII)	**OTHER COMPREHENSIVE INCOME**						
(A)	***(i) Items that will not be reclassified to profit or loss***						
	Remeasurement gain/ loss on defined benefit plan	(8.35)	(8.35)	1.19	(25.05)	3.56	(33.40)
	(ii) Income tax relating to items the above	2.10	2.10	(0.30)	6.30	(0.90)	8.41
	TOTAL OTHER COMPREHENSIVE INCOME	**(6.25)**	**(6.25)**	**0.89**	**(18.75)**	**2.66**	**(24.99)**
(IX)	**TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (VII+ VIII)**	**947.49**	**664.86**	**(58.56)**	**1,356.37**	**513.19**	**186.24**
(X)	**Earnings per share**						
	Basic (₹)	0.86	0.68	(0.07)	1.23	0.62	0.26
	Diluted (₹)	0.86	0.68	(0.07)	1.23	0.62	0.26
	Face value per share (₹)	10.00	10.00	10.00	10.00	10.00	10.00

Name: Mohanan Gopalakrishnan
Designation: Managing Director
DIN: 02456142
Place: Kochi
Date: 31.01.2023

Notes to Statement of Unaudited Financial Results for the quarter ended December 31, 2022:

1. Indel Money Limited ("the Company") is a Non- Deposit taking Systemically Important Non- Ban king Financial Company ("NBFC") registered with the Reserve Bank of India ("the RBI"),

2. The above Unaudited Financial Results for the quarter ended December 31, 2022 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Company at their respective meetings held on 31st January 2023. The above results have been subjected to limited review by the Statutory Auditor of the Company.

3. These financial results have been prepared in accordance with the recognition and measurement principles as laid down in the Indian Accounting Standard ("IND AS")- 34- Interim Financial Reporting as Described under section 133 of the Companies Act 20 13 (the "Act") read with relevant rules issued there under and in compliance with the requirements of Regulation 52 of the Securities and Exchange Board of India ("'SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2013 as modified from time to time.

4. The Company is engaged primarily in the business of Financing and accordingly there are no separate reportable segments, as per the IND AS 108 "Operating Segments" specified under Section 133 of the Act. The Company operates in a single segment only. There are no operations outside India and hence, there are no reportable geographical segments.

5. The Covid 19 pandemic has led to a significant decrease in global and economic activities. The extent to which the pandemic will impact the company's operation and financial metrics will depend on future developments which are highly uncertain as on date.

Disclosure as per format prescribed under circular no. RBI/2021-22/31 DOR. ATR.REC. 11/21.04.D48/202 1-22 dated May 05, 2021 pertaining to Resolution Framework 2.0- Resolution of Covid-19 related stress of Individuals and Small Businesses."

Sl No	Description	Individual Borrowers		Small Businesses
		Personal Loans	Business Loans	
(A)	Number of requests received for invoking resolution process under Part A	-	-	-
(B)	Number of accounts where resolution plan has been implemented under this window	-	-	-
(C)	Exposure to accounts mentioned at (B) before implementation of the plan	-	-	-

INDEL MONEY LIMITED

(D)	Of (C), aggregate amount of debt that was converted into other securities	-	-	-
(E)	Additional funding sanctioned, if any, including between invocation of the plan and implementation	-	-	-
(F)	increase in provisions on account of the implementation of the resolution plan	-	-	-

6. The details of credit rating assigned by various credit rating agencies as on December 31, 2022 is given below:

Rating Agency	Instrument	Rating
CRISIL	NCD and Bank Facilities	BBB/Stable
ACUITE	NCD and Bank Facilities	BBB+/Stable
ACUITE	PTCs	Provisional A (CE)/ Stable
CARE EDGE RATINGS	PTCs	CARE A+ (SO)

7. During the quarter ended December 31, 2022, the Company has transferred loans amounting to Rs.18927.01 lacs through Co-lending arrangements to the respective participating banks which are akin to Direct assignment transaction under circular no. RBI/2020-2021/63 FIDD.CO.Plan.BC.No.8/04.09.0 1/2020-2 1, dated November 05, 2020,

   Disclosure pursuant to Regulation 54 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

   A. Disclosure of the extent and nature of security created and maintained with respect to secured listed Non-convertible Securities pursuant to Regulation 54(2) of Securities and Exchange Board of India (Listing Dbligations and Disclosure Requirements) Regulation 2015;

      Extent of Security

      Equal to the value of one time (100%) of the Secured NCDs outstanding plus interest accrued thereon

      Nature of Security

      The principal amount of the Secured NCDs issued together with all interest due on the Secured NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of first ranking pari passu charge with Existing Secured Creditors, on current assets, including book debts, receivables, loans and advances and cash & bank balances (excluding reserves created in accordance with law and exclusive charge created in favor of secured charge holders in terms of their respective loan agreements/documents), both present and future of the Company.

B. Disclosure of the asset cover available in case of non-convertible debt securities pursuant to regulation 54(3) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015;

   Asset cover available as on December 31, 2022 non-convertible debt securities issued by the company is 1.56 times.

8. There is no deviation in the use of issue proceeds of non-convertible securities as compared to the objects of the issue.

9. The Reserve Bank of India (RBI) vide its circular no. RBI/20 21-2022/ 125 DOR.STR. REC.68/21.04.048/2021-22, dated November 12, 2021 on "Prudential norms on Income Recognition, Asset Classification and Provisioning (IRACP) pertaining to Advances - Clarifications", had clarified / harmonized certain aspects of extant regulatory guidelines with a view to ensuring uniformity in the implementation of IRACP norms across all lending institutions. The Company has since taken necessary steps to implement the provisions of this circular under TRAMP norms effective from November 12, 2021.

10. Information as required by Regulations 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, is attached as Annexure 1.

11. Previous quarter/nine months/year figures have been regrouped / rearranged wherever necessary, to conform with the current period presentation.

INDEL MONEY LIMITED *

Annexure 1

Disclosures in compliance with Regulations 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the nine months ended December 31, 2022 :

Sl No	Particulars	Ratio
1	Debt Equity Ratio	5.31
2	Interest Service Coverage Ratio	1.30
3	Net Worth (In lakh)	13,232.70
4	Profit After Tax (In Lakh)	1,356.37
5	Earning Per Share (Not Annualised)	
	a. Basic	1.23
	b. Diluted	1.23
6	Current Ratio	3.12
7	Total Debts to Total Assets	0.80
8	Operating Margin	0.14
9	Net Profit Margin	0.11
10	Sector Specific equivalent Ratios	
	a. Gross NPA (In Lakh)	1,275.88
	b. Net NPA (In Lakh)	1,128.04
	c. % of Gross NPA	1.87%
	d. % of Net NPA	1.66%
	e. Capital Risk Adequacy Ratio (CRAR%)	23.57%

Name : Mohanan Gopalakrishnan
Designation : Managing Director
DIN : 02456142
Place : Kochi
Date : 31 January 2023

F R G & COMPANY
CHARTERED ACCOUNTANTS

7th Floor, Wing B, Supreme Business Park, Behind Lake Castle Building, Hiranandani Gardens, Powai Mumbai 400 076.
Contact No.9004054208
e-mail: tiwarirajeshp@gmail.com

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

INDEL MONEY LIMITED
(formerly known as Indel Money Private Limited),

Report on Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of **Indel Money Limited** (hereinafter referred to as "**the Holding Company**") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), comprising of Consolidated Balance Sheet as at 31st March, 2022, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2022, of its consolidated loss and other comprehensive loss, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

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Sr.No.	Key Audit Matter	Auditor's Response
1	**Expected Credit Loss under IND AS 109 "Financial Instruments"** The Company recognizes Expected Credit Losses (ECL) on loan assets under IND AS 109 "Financial Instruments" based on the Expected Credit Loss model developed by the Company. The estimation of expected credit loss on financial instruments involves significant judgement and estimates. Key estimates involve determining Exposure at Default (EAD), Probability at Default (PD) and Loss Given Default (LGD) using historical information. Hence, we have considered the estimation of ECL as a Key Audit Matter.	Assessed the accounting policy for impairment of financial assets and its compliance with IND AS 109. • Obtained an understanding of the Company's Expected Credit Loss (ECL) calculation and the underlying assumptions. • Tested the key controls over the assessment and identification of significant increase in credit risk and staging of assets. • Sample testing of the accuracy and appropriateness of information used in the estimation of Probability of Default (PD) and Loss Given Default (LGD). • Tested the arithmetical accuracy of the computation of PD and LGD and also performed analytical procedures to verify the reasonableness of the computation. • Assessed the disclosure made in relation to IND AS 109 for ECL allowance. Further, we also assessed whether the disclosure of key judgements and assumptions are adequate.
2	**IT Systems and Controls** The Company uses Information Technology (IT) application for financial accounts and reporting process. Any gap in the financial accounting and reporting process may result in a misstatement, hence we have identified IT systems and controls over financial reporting as a Key Audit Matter.	Understood the IT systems and controls over key financial accounting and reporting systems. • Tested the general IT controls for design and operating effectiveness. • Understood the changes made in the IT environment during the year and ascertained its effect on the financial statements controls and accounts. • We also assessed, through sample tests, the information generated from these systems which were relied upon for our audit.

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the consolidated financial statements and our report thereon. The Holding Company's Annual Report is expected to be made available to us after the date of this report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

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In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the audit or otherwise appears to be materially misstated.

Responsibilities of Management and those charged with Governance for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for preparation and presentation of these consolidated financial statements in terms of requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated loss and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding of assets of each company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each Company.

Auditor's Responsibilities for audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are

F R G & COMPANY ★ Reg. No. 23258N ★ CHARTERED ACCOUNTANTS also responsible for expressing our opinion on the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls based on our audit.

- Evaluate the appropriateness of accounting policies used and reasonableness of accounting estimates and related disclosures made by management.

- Conclude on appropriateness of management's use of the going concern basis of accounting in preparing consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for direction, supervision and performance of the audit of financial information of such entities.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and its subsidiary included in the consolidated financial statements regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, based on our audit and on consideration of reports of the auditor on the separate financial statements and the other financial information of the subsidiary as noted in the 'Other Matters' paragraphs, we report, to the extent applicable, that:

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a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

b) In our opinion, proper books of account as required by law relating to preparation of the consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the auditor;

c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act;

e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2022, taken on record by the Board of Directors of the Holding Company and on the basis of the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act;

f) With respect to adequacy of the internal financial controls over financial reporting of the concerned entities and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A';

g) With respect to the matters to be included in the Audit Report under Section 197(16): In our opinion and according to the information and explanations given to us, during the current year, no remuneration has been paid by the Group to its directors; and

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on consideration of the reports of the auditor on the respective financial statements as also the other financial information of the said subsidiary, as noted in the foregoing 'Other Matters' paragraph-

   i. The consolidated financial statements disclose the impact of pending litigation on the consolidated financial position of the Group. (Refer Note 43 to the consolidated financial statements);

   ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts;

   iii. There were no amounts which are required to be transferred to the Investor Education and Protection Fund by the Group.

   iv. (a) The respective Managements of the Holding and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the auditor of such subsidiary respectively that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding or any of such subsidiary to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary

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shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding or any of such subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective Managements of the Holding and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the auditor of such subsidiary respectively that, to the best of their knowledge and belief, as disclosed in the notes to accounts, no funds have been received by the Holding or any of such subsidiary from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding or any of such subsidiary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) On the basis of above representations, nothing has come to our notice that has caused us to believe that the above representations contained any material mis-statement.

v. The Group has not declared or paid any dividend during the year; and

vi. Pursuant to Ministry of Corporate Affairs notification dated 24.03.2021 read with notification dated 01.04.2021 requirement of reporting by the auditor on use of accounting software for maintaining its books of account with audit trail (edit log) facility is not applicable for the financial year 2021-2022.

For FRG & Company
Chartered Accountants
Firm Registration No: 023258N

FRG & COMPANY
Reg. No. 23258N
CHARTERED ACCOUNTANTS

CA. Rajesh Tiwari
Partner
Membership No: 128959
Date : 30th May, 2022
Place : Kochi
UDIN: 22128959ANYNFS9879

ANNEXURE 'A' TO INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Indel Money Limited ('the Company') as of 31st March 2022 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls . Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial control over financial reporting was established and maintained and if such control operated effectively in all material respects.

Our audit involved performing procedures to obtain audit evidence about adequacy of the Company's internal financial controls system over financial reporting and their operating effectiveness. Our audit of the internal financial controls over financial reporting included obtaining an understanding of the internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating design and operating effectiveness of the internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding reliability of financial reporting and preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For FRG & Company
Chartered Accountants
Firm Registration No: 023258N

CA. Rajesh Tiwari
Partner
Membership No: 128959
Date : 30th May, 2022
Place : Kochi
UDIN: 22128959ANYNFS9879

INDEL MONEY LIMITED

(formerly known as "Indel Money Private Limited")

Office No.301, Floor No 3, Sai Arcade N S Road, Mulund West, Mumbai - 400 080

Consolidated Balance Sheet

(₹ in lakhs)

	Note No.	As at March 31, 2022	March 31, 2021	April 1, 2020
ASSETS				
(1) Financial Assets				
(a) Cash and cash equivalents	5	7,880.18	719.58	628.64
(b) Bank balances other than cash and cash equivalents	6	1,006.12	649.24	-
(c) Receivables				
(i) Trade receivables	7(i)	-	-	-
(ii) Other receivables	7(ii)	5,532.80	4,039.68	1,654.20
(d) Loans	8	52,367.29	39,806.77	33,571.35
(f) Investments		-	-	-
(g) Other financial assets	9	908.41	410.14	440.96
(2) Non-financial Assets				
(a) Current tax assets (Net)	10	893.20	233.70	204.30
(b) Deferred Tax Asset (Net)	11	236.33	187.56	107.63
(c) Property, plant and equipment	12	852.82	653.47	697.65
(d) Right-of-use Asset	13	3,273.08	3,070.12	2,491.45
(f) Intangible assets	14	76.55	19.11	15.04
(g) Other non-financial assets	15	627.86	409.90	296.42
TOTAL ASSETS		73,654.64	50,199.28	40,107.65
LIABILITIES AND EQUITY				
LIABILITIES				
(1) Financial Liabilities				
(a) Payables				
(i) Trade payables	16(i)			
(i) Total outstanding dues of micro and small enterprises		-	-	-
(ii) Total outstanding dues of creditors other than micro and small enterprises		-	-	-
(ii) Other payables	16(ii)			
(i) Total outstanding dues of micro and small enterprises		-	-	-
(ii) Total outstanding dues of creditors other than micro and small enterprises		34.37	38.72	16.57
(b) Debt securities	17	15,949.40	5,166.51	3,782.45
(c) Borrowings (Other than Debt Securities)	18	25,298.56	19,492.88	17,216.60
(d) Deposits		-	-	-
(e) Subordinated Liabilities	19	19,020.70	14,758.05	9,963.70
(f) Other financial liabilities	20	3,130.96	1,902.27	1,141.55
(2) Non-financial Liabilities				
(a) Provisions	21	140.47	67.56	92.17
(b) Other non-financial liabilities	22	57.57	36.45	35.60
EQUITY				
(a) Equity share capital	23	9,314.70	8,214.70	8,214.70
(b) Other equity	24	707.91	522.14	(355.69)
TOTAL LIABILITIES AND EQUITY		73,654.64	50,199.28	40,107.65

Notes form an integral part of these finacials statements.

As per our report of even date attached

For FRG & Company

Chartered Accountants

(Registration No. 23258N)

Rajesh Tiwari
(Partner)
Membership No. 128959
Place : Kochi
Date : 30th May, 2022
UDIN : 22128959ANYNFS9879

FRG & COMPANY Reg. No. 23258N CHARTERED ACCOUNTANTS

For and on behalf of the board

Indel Money Limited (formerly known as Indel Money Private Limited)

Mohanan Gopalakrishanan
Managing Director
DIN No.02456142

Umesh Mohanan
Director
DIN No. 02455902

Hanna P Nazir
Company Secretary
Membership No. A51727
Place : Kochi
Date : 30th May, 2022

INDEL MONEY LIMITED

Narayanan Rishikesh Chief Financial Officer

INDEL MONEY LIMITED

(formerly known as "Indel Money Private Limited")

Office No.301, Floor No.3, Sai Arcade N.S Road, Mulund West, Mumbai - 400 080

Consolidated Statement of Profit and Loss

(₹ in lakhs)

		Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021
	Revenue from operations			
(i)	Interest income	25	12,231.23	9,432.90
(ii)	Dividend income		-	-
(iii)	Fees and commission income	26	39.08	22.52
(iv)	Net gain on fair value changes		-	-
(v)	Sale of products		-	-
(vi)	Sale of services		-	-
(I)	**Total revenue from operations**		12,270.31	9,455.42
(II)	Other income	27	30.13	11.00
(III)	**Total income (I) + (II)**		12,300.44	9,466.42
	Expenses			
(i)	Finance costs	28	6,705.21	4,716.81
(ii)	Fees and commission expenses		-	-
(iii)	Net loss on fair value change		-	-
(iv)	Impairment of financial instruments	29	126.32	45.48
(v)	Employee benefit expenses	30	2,776.12	1,794.78
(vi)	Depreciation, amortisation and impairment	31	803.94	660.37
(vii)	Other expenses	32	1,391.77	1,095.11
(IV)	**Total expenses**		11,803.36	8,312.55
(V)	**Profit/ (loss) before tax (III - IV)**		497.08	1,153.87
(VI)	Tax expenses			
	(i) Current tax		285.60	360.73
	(ii) Deferred tax		0.72	(81.13)
(VII)	**Profit/ (loss) for the period (V) - (VI)**		210.76	874.27
(VIII)	OTHER COMPREHENSIVE INCOME			
(A)	*(i) Items that will not be reclassified to profit or loss*			
	Remeasurement gain/ loss on defined benefit plan		(33.40)	4.75
	(ii) Income tax relating to items the above		8.41	(1.19)
	TOTAL OTHER COMPREHENSIVE INCOME		(24.99)	3.56
(IX)	TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (VII + VIII)		185.77	877.83
(X)	**Earnings per share**	33		
	Basic (₹)		0.26	1.06
	Diluted (₹)		0.26	1.06
	Face value per share (₹)		10.00	10.00

Notes form an integral part of these finacials statements.

As per our report of even date attached

For FRG & Company

Chartered Accountants

(Registration No. 23258N)

Rajesh Tiwari

(Partner)

Membership No. 128959

Place : Kochi

Date : 30th May, 2022

UDIN : 22128959ANYNFS9879

For and on behalf of the board

Indel Money Limited (formarly known as Indel Money Private Limited)

Mohanan Gopalakrishanan

Managing Director

DIN No.02456142

Umesh Mohanan

Director

DIN No. 02455902

Hanna P Nazir

Company Secretary

Membership No. A51727

Place : Kochi

Date : 30th May, 2022

Narayanan Pisharath

Chief Financial Officer

FRG & COMPANY Reg. No. 23258N CHARTERED ACCOUNTANTS

INDEL MONEY LIMITED

INDEL MONEY LIMITED

(formerly known as "Indel Money Private Limited")

Office No.301, Floor No.3, Sai Arcade N.S Road, Mulund West, Mumbai - 400 080

Consolidated Statement of Cash Flows

(₹ in lakhs)

	For the year ended	
	March 31, 2022	March 31, 2021
I. CASHFLOWS FROM OPERATING ACTIVITIES		
Profit before tax	497.08	1,153.87
Depreciation, amortisation and impairment	803.94	660.37
Impairment of financial instruments	126.32	45.48
Finance costs	6,705.21	4,716.81
Loss on Sale of Fixed Asset		
Provision for gratuity	33.25	15.29
Provision for compensated absences	12.37	(34.02)
Operating profit before working capital changes	8,178.17	6,557.80
(Increase)/ decrease in receivables	(1,493.12)	(2,385.48)
(Increase)/ decrease in other bank balances	(356.88)	(649.24)
(Increase)/ decrease in loans	(12,686.84)	(6,280.90)
(Increase)/ decrease in other financial assets	(540.39)	(42.62)
(Increase)/ decrease in other non-financial assets	(217.96)	(113.48)
Increase/ (decrease) in payables	(4.35)	22.15
Increase/ (decrease) in provisions	(6.11)	(1.13)
Increase/ (decrease) in other financial liabilities	341.07	(30.82)
Increase/ (decrease) in other non-financial liabilities	18.28	40.20
Cash generated from/ (used in) operations	(6,768.12)	(2,883.52)
Finance costs paid	(5,817.59)	(3,925.27)
Income tax paid	(986.18)	(390.12)
Net cash from/ (used in) operating activities	(13,571.89)	(7,198.91)
II. CASHFLOWS FROM INVESTING ACTIVITIES		
Payments for property, plant and equipment and intangible assets	(557.22)	(495.46)
Proceeds from sale of property, plant and equipment	9.98	1.45
Net cash from/ (used in) investing activities	(547.24)	(494.01)
III. CASHFLOWS FROM INVESTING ACTIVITIES		
Increase/ (decrease) in share capital	1,100.00	-
Increase/ (decrease) in debt securities	10,782.89	1,384.06
Increase/ (decrease) in borrowings (other than debt securities)	5,134.18	1,605.47
Increase/ (decrease) in subordinated liabilities	4,262.65	4,794.35
Net cash from/ (used in) financing activities	21,279.72	7,783.88
IV. Net increase/ (decrease) in cash and cash equivalents (I + II + III)	7,160.59	90.96
V. Cash and cash equivalents at the beginning	719.59	628.62
VI. Cash and cash equivalents at the end	7,880.18	719.58

Notes form an integral part of these finacials statements.

As per our report of even date attached

For FRG & Company

Chartered Accountants

(Registration No. 23258N)

Rajesh Tiwari

(Partner)

Membership No. 128959

Place : Kochi

Date : 30th May, 2022

UDIN : 22128959ANYNFS9879

FRG & COMPANY Reg. No. 23258N CHARTERED ACCOUNTANTS

For and on behalf of the board

Indel Money Limited (formarly known as Indel Money Private Limited)

Mohanan Gopalakrishanan
Managing Director
DIN No.02456142

Umesh Mohanan
Director
DIN No. 02455902

Hanna P Nazir
Company Secretary
Membership No. A51727
Place : Kochi
Date : 30th May, 2022

INDEL MONEY LIMITED

Narayanan Pisharati
Chief Financial Office

INDEL MONEY LIMITED
(formerly known as "Indel Money Private Limited")
Office No.301, Floor No.3, Sai Arcade N.S Road, Mulund West, Mumbai - 400 080

Consolidated Statement of Changes in Equity

(₹ in lakhs)

A. EQUITY SHARE CAPITAL

(1) Current reporting period

Balance as at April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance as at March 31, 2022
8,214.70	-	8,214.70	1,100.00	9,314.70
8,214.70	-	**8,214.70**	**1,100.00**	**9,314.70**

(1) Previous reporting period

Balance as at April 1, 2020	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance as at March 31, 2021
8,214.70	-	8,214.70	-	8,214.70
8,214.70	-	**8,214.70**	-	**8,214.70**

B. OTHER EQUITY

(a) Current reporting period

Particulars	Reserves and Surplus			Items of other comprehensive income	Total other equity
	Retained Earnings	Reserve Fund	Impairment Reserve	Remeasurement gain/loss on defined benefit plan	
Balance as at April 1, 2021	**458.65**	**15.06**	**68.94**	**3.56**	**546.21**
Total comprehensive income	210.76	-	-	(24.99)	185.77
Transfer to/ from retained earnings	(120.81)	-	120.81	-	-
Dividend	-	-	-	-	-
Balance as at March 31, 2022	**548.60**	**15.06**	**189.75**	**(21.43)**	**731.98**

(b) Previous reporting period

Particulars	Reserves and Surplus			Items of other comprehensive income	Total other equity
	Retained Earnings	Reserve Fund	Impairment Reserve	Remeasurement gain/loss on defined benefit plan	
Balance as at April 1, 2020	**(392.18)**	**15.06**	-	-	**(377.12)**
Ind AS transition adjustments	(18.74)	-	64.24	-	45.50
Restated balance as at April 1, 2020	(410.92)	15.06	64.24	-	(331.62)
Total comprehensive income	874.27	-	-	3.56	877.83
Transfer to/ from retained earnings	(4.70)	-	4.70	-	-
Dividend	-	-	-	-	-
Balance as at March 31, 2021	**458.65**	**15.06**	**68.94**	**3.56**	**546.21**

Notes form an integral part of these finacials statements.
As per our report of even date attached
For FRG & Company
Chartered Accountants
(Registration No. 23258N)

Rajesh Tiwari
(Partner)
Membership No. 128959
Place : Kochi
Date : 30th May, 2022
UDIN : 22128959ANYNFS9879

For and on behalf of the board
Indel Money Limited (formarly known as Indel Money Private Limited)

Mohanan Gopalakrishanan
Managing Director
DIN No.02456142

Umesh Mohanan
Director
DIN No. 02455902

Hanna P Nazir
Company Secretary
Membership No. A51727
Place : Kochi
Date : 30th May, 2022

Narayanan Pisharath
Chief Financial Officer

INDEL MONEY LIMITED

1 CORPORATE INFORMATION

Indel Money Limited (formerly known as Indel Money Private Limited) ('the Company') was incorporated on September 11, 1986, in Mumbai, India. The Company is a Non-Deposit taking Non-Banking Financial Company which provides a wide range of fund based and fee-based services including gold loans, money transfer facilities etc. The Company had converted into a public limited company with effect from September 5, 2021. The Company is registered with Reserve Bank of India.

2 BASIS OF PREPARATION AND PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

2.1 Basis of preparation

These consolidated financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 ("the Act"), in conformity with the accounting principles generally accepted in India and other relevant provisions of the Act. Any application guidance/ clarifications/ directions issued by RBI or other regulators are implemented as and when they are issued/ applicable.

The Company's financial statements up to and for the year ended 31 March 2021 were prepared in accordance with the Generally Accepted Accounting Principles in India (IGAAP) under the historical cost convention as a going concern and on accrual basis. unless otherwise stated, and in accordance with the provisions of the Companies Act, 2013, the Accounting Standards specified under section 133 of the Companies Act, 2013 ("the Act") read with rule 7 of the Companies (Accounts) Rules 2014 (as amended) and prudential norms for income recognition, assets classification and provisioning for non-performing assets as well as contingency provision for standard assets as prescribed by The Reserve Bank of India (RBI) for NBFCs to the extent applicable, collectively referred as "Previous GAAP".

These are the Company's first consolidated financial statements prepared in accordance with Indian Accounting Standards (Ind AS). The Company has applied Ind AS 101, First-time Adoption of Indian Accounting Standards for transition from Previous GAAP to Ind AS. An explanation of how transition to Ind AS has affected the previously reported financial position, financial performance and cash flow of the Company is provided in Note 4.

The Consolidated Financial Statements of the Indel Money Limited Group comprises the Financial Statements of Indel Money Limited ('the holding Company') and Indel Money Fin-Tech Private Limited ('the subsidiary). Reference in these notes to the 'Group' shall mean to include Indel Money Limited and its subsidiary, unless otherwise stated.

Principles of Consolidation:

1. Details of the companies which are included in the consolidation and the Holding Company's holdings therein are as under:

Name of the Entity	Relation	Equity percentage Holding 31-03-2022	Equity percentage Holding 31-03-2021
Indel Fin-Tech Private Limited	Subsidiary	100.00%	100.00%

The aforesaid company is incorporated in India and its financial statements are drawn up to the same reporting date as that of the holding Company i.e. March 31, 2022.

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Subsidiary

Subsidiary is entity over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary is fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group combines the financial statements of the parent and its subsidiary company line-by-line adding together like items of assets, liabilities, equity, income and expenses. The intra group balances and intra group transactions between the entities within the Group are fully eliminated.

Non-controlling interests in the results and equity of subsidiary is shown separately in the consolidated statement of profit or loss, consolidated statement of changes in equity and balance sheet respectively.

2.2 Presentation of financial statements

The Consolidated Balance Sheet, Consolidated Statement of Changes in Equity and the Consolidated Statement of Profit and Loss are prepared and presented in the format prescribed in the Division III to Schedule III to the Companies Act, 2013 ("the Act") applicable for Non-Banking Finance Companies ("NBFC"). The Consolidated Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Consolidated Balance Sheet, Consolidated Statement of Changes in Equity and Consolidated Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the Consolidated Financial Statements along with the other notes required to be disclosed under the notified Accounting Standards and regulations issued by the RBI.

2.3 Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees ('INR' or '₹') which is also the Company's functional currency. All amounts are rounded-off to the nearest lakhs, unless otherwise indicated.

2.4 Basis of measurement

The Consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values.

Certain accounting policies of the Company and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedures with respect to the measurement of fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such value in use in Ind AS 36.

Fair value measurements under Ind AS are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at measurement date.
- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly and
- Level 3 inputs are unobservable inputs for the valuation of assets or liabilities.

2.5 Use of estimates, judgements and assumptions

The preparation of the consolidated financial statements in conformity with Indian Accounting Standards ("Ind AS") requires the Management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

Following are areas that involved a higher degree of estimate and judgement or complexity in determining the carrying amount of some assets and liabilities.

a) *Effective Interest Rate (EIR) Method*

The Company recognizes interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loans given / taken. This estimation, by nature, requires an element of judgement regarding the expected behavior and life- cycle of the instruments, as well as expected changes to other fee income/expense that are integral parts of the instrument.

b) *Impairment of Financial Assets*

The measurement of impairment losses on loan assets and commitments, requires judgement, in estimating the amount and timing of future cash flows and recoverability of collateral values while determining the impairment losses and assessing a significant increase in credit risk.

The Company's Expected Credit Loss (ECL) calculation is the output of a complex model with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL model that are considered accounting judgements and estimates include:

The Company's criteria for assessing if there has been a significant increase in credit risk.

- The segmentation of financial assets when their ECL is assessed on a collective basis.
- Development of ECL model, including the various formulae and the choice of inputs.
- Selection of forward-looking macroeconomic scenarios and their probability weights, to derive the economic inputs into the ECL model.
- Management overlay used in circumstances where management judges that the existing inputs, assumptions and model techniques do not capture all the risk factors relevant to the Company's lending portfolios.

It has been the Company's policy to regularly review its model in the context of actual loss experience and adjust when necessary.

c) ***Employee Benefits***

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

d) ***Impact of COVID-19***

The COVID-19 outbreak and its effect on the economy has impacted our customers and our performance, and the future effects of the outbreak remain uncertain.

The outbreak necessitated government to respond at unprecedented levels to protect public health, local economies and livelihoods. There remains a risk of subsequent waves of infection, as evidenced by the recently emerged variants of the virus.

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Economic forecasts are subject to a high degree of uncertainty in the current environment. Limitations of forecasts and economic models require a greater reliance on management judgement in addressing both the error inherent in economic forecasts and in assessing associated ECL outcomes.

The calculation of ECL under Ind AS 109 involves significant judgements, assumptions and estimates. The level of estimation uncertainty and judgement has increased during financial year as a result of the economic effects of the COVID-19 outbreak.

As a result of government and bank support measures, significant credit deterioration has not yet occurred. This delay increases uncertainty on the timing of the stress and the realisation of defaults. Management has applied COVID-19 specific adjustments to modelled outputs to reflect the temporary nature of ongoing government support, the uncertainty in relation to the timing of stress and the degree to which economic consensus has yet captured the range of economic uncertainty. As a result, ECL is higher than would be the case if it were based on the forecast economic scenarios alone.

The Company has developed various accounting estimates in these Financial Statements based on forecasts of economic conditions which reflect expectations and assumptions as at March 31, 2022 about future events that the management believe are reasonable in the circumstances. There is a considerable degree of judgement involved in preparing forecasts. The underlying assumptions are also subject to uncertainties which are often outside the control of the Company. Accordingly, actual economic conditions are likely to be different from those forecast since anticipated events frequently do not occur as expected, and the effect of those differences may significantly impact accounting estimates included in these financial statements.

The significant accounting estimates impacted by these forecasts and associated uncertainties are predominantly related to expected credit losses, fair value measurement, and recoverable amount assessments of non-financial assets.

e) ***Accounting for leases***

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

f) ***Fair value measurement***

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

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g) ***Business model objective of financial assets.***

Classification and measurement of financial assets depends on the results of the contractual cashflow characteristics and the business model objective. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortized cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

h) ***Other estimates***

These include provisions (other than loan portfolio), contingent liabilities, useful lives, depreciation method and residual value of property, plant and equipment and intangible assets etc.

3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Revenue recognition

a) Interest income

Interest income is recognized in Statement of profit and loss using the Effective Interest Rate (EIR) method for all financial instruments measured at amortized cost, debt instruments measured at FVTOCI and debt instruments designated at FVTPL.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument. The calculation of the effective interest rate includes transaction costs and fees that are an integral part of the contract. Transaction costs include incremental costs that are directly attributable to the acquisition of financial asset.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is recorded as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortized through interest income in the Statement of profit and loss.

The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets.

When a financial asset becomes credit-impaired, the Company calculates interest income by applying the effective interest rate to the net amortized cost of the financial asset. If the financial asset cures and is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Additional interest and interest on trade advances, are recognized when they become measurable and when it is not unreasonable to expect their ultimate collection.

b) Dividend income

Dividend is recognised as income when the right to receive the dividend is established and the amount of dividend can be measured reliably.

c) Revenue from and rendering of services

Revenue (other than for Financial Instruments within the scope of Ind AS 109) is measured at an amount that reflects the considerations, to which an entity expects to be entitled in exchange for transferring goods or services to customer, excluding amounts collected on behalf of third parties.

The Company recognises revenue from contracts with customers based on a five-step model as set out in Ind AS 115.

Revenue from contract with customer for rendering services is recognised at a point in time when performance obligation is satisfied.

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d) *Net gain/ (loss) on change in fair value*

The assets which are being measured at FVTPL are restated to their fair value as at the reporting date and any gain/ (loss) on change in fair value will be recognised as income/ expense in the Statement of Profit and Loss.

3.2 Financial Instruments

a) ***Recognition and measurement***

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in Statement of profit and loss.

b) ***Financial assets***

Classification and measurement

The Company classifies its financial assets into the following measurement categories: amortised cost; fair value through other comprehensive income; and fair value through profit or loss.

All recognised financial assets that are within the scope of Ind AS 109 are required to be subsequently measured at amortised cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Financial instruments measured at amortised cost

Debt instruments that meet the following criteria are measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

For the purpose of SPPI test, principal is the fair value of the financial asset at initial recognition. The principal amount may change over the life of the financial asset (e.g. if there are repayments of principal). Interest consists of consideration for the time value of money, for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin. The SPPI assessment is made in the currency in which the financial asset is denominated.

Contractual cash flows that are SPPI are consistent with a basic lending arrangement. Contractual terms that introduce exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement, such as exposure to changes in equity prices or commodity prices, do not give rise to contractual cash flows that are SPPI. An originated or an acquired financial asset can be a basic lending arrangement irrespective of whether it is a loan in its legal form.

An assessment of business models for managing financial assets is fundamental to the classification of a financial asset. The Company determines the business models at a level that reflects how financial assets are managed together to achieve a particular business objective. The Company's business model does not depend on management's intentions for an individual instrument, therefore the business model assessment is performed at a higher level of aggregation rather than on an instrument-by-instrument basis.

Debt instruments that are subsequently measured at amortised cost are subject to impairment.

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Financial instruments measured at fair value through other comprehensive income ("FVTOCI")

Debt instruments that meet the following criteria are measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in Statement of profit and loss for FVTOCI debt instruments. Other changes in fair value of FVTOCI financial assets are recognised in other comprehensive income. When the asset is disposed of, the cumulative gain or loss previously accumulated in reserve is transferred to Statement of Profit and Loss.

Financial instruments measured at fair value through Profit and Loss ("FVTPL")

Instruments that do not meet the amortised cost or FVTOCI criteria are measured at FVTPL. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in the Statement of Profit and Loss. The gain or loss on disposal is recognised in the Statement of Profit and Loss. Interest income is recognised in the Statement of Profit and Loss for FVTPL debt instruments. Dividend on financial assets at FVTPL is recognised when the Company's right to receive dividend is established.

Investments in equity instruments at FVTOCI

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments. Dividends from these investments are recognised in the Statement of Profit and Loss when the Company's right to receive dividends is established.

Reclassifications

If the business model under which the Company holds financial assets changes, the financial assets affected are reclassified. The classification and measurement requirements related to the new category apply prospectively from the first day of the first reporting period following the change in business model that result in reclassifying the Company's financial assets.

Impairment of financial assets

Company recognises loss allowances using the Expected Credit Loss ("ECL") model for the financial assets which are not fair valued through profit and loss. ECL is calculated using a model which captures portfolio performance over a period of time. ECL is a probability-weighted estimate of credit losses. A credit loss is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive discounted at the original EIR.

ECL is measured through a loss allowance at an amount equal to:

- 12-month ECL, i.e., ECL that result from those default events on the financial instrument that are possible within 12 months after the reporting date (referred to as Stage 1); or
- Lifetime ECL, i.e., lifetime ECL that result from all possible default events over the life of the financial instrument (referred to as Stage 2 and Stage 3).

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A loss allowance for full lifetime ECL is required for a financial instrument if the credit risk on that financial instrument has increased significantly since initial recognition. For all other financial instruments, ECLs are measured at an amount equal to the 12-month ECL. The Company measures ECL on an individual basis, or on a collective basis for portfolios of loans that share similar economic risk characteristics. The measurement of the loss allowance is based on the present value of the asset's expected cash flows using the asset's original EIR, regardless of whether it is measured on an individual basis or a collective basis.

Key elements of ECL computation are outlined below:

- Probability of default ("PD") is an estimate of the likelihood that customer will default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously de-recognised and is still in the portfolio.
- Loss given default ("LGD") estimates the normalised loss which Company incurs post customer default. It is usually expressed as a percentage of the Exposure at default ("EAD"). Effective interest rate ("EIR") is the rate that discounts estimated future cash flows through the expected life of financial instrument. For calculating EIR any upfront fees need to be excluded from the loans and advance amount.

The Company uses historical information where available to determine PD. Considering the different products and schemes, the Company has bifurcated its loan portfolio into various pools. For certain pools where historical information is available, the PD is calculated considering fresh slippage of past years. For those pools where historical information is not available, the PD/ default rates as stated by external reporting agencies is considered.

Credit impaired financial assets

A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Credit-impaired financial assets are referred to as Stage 3 assets. Evidence of creditimpairment includes observable data about the following events:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
- the disappearance of an active market for a security because of financial difficulties; or
- the purchase of a financial asset at a deep discount that reflects the incurred credit losses.

A loan is considered credit-impaired when a concession is granted to the borrower due to a deterioration in the borrower's financial condition, unless there is evidence that as a result of granting the concession the risk of not receiving the contractual cash flows has reduced significantly and there are no other indicators of impairment.

Definition of default

Critical to the determination of ECL is the definition of default. The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL, as default is a component of the probability of default ("PD") which affects both the measurement of ECLs and the identification of a significant increase in credit risk.

Default considered for computation of ECL computation is as per the applicable prudential regulatory norms.

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Significant increase in credit risk

The Company monitors all financial assets, issued loan commitments and financial guarantee contracts that are subject to the impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. The Company's accounting policy is not to use the practical expedient that financial assets with 'low' credit risk at the reporting date are deemed not to have had a significant increase in credit risk. In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument at the reporting date based on the remaining maturity of the instrument with the risk of a default occurring that was anticipated for the remaining maturity at the current reporting date when the financial instrument was first recognised. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort, based on the Company's expert credit assessment.

Impairment Reserve

Where impairment allowance under Ind AS 109 is lower than the provisioning required under IRACP (including standard asset provisioning), the Company will appropriate the difference from their net profit or loss after tax to a separate 'Impairment Reserve'. The balance in the 'Impairment Reserve' shall not be reckoned for regulatory capital.

Modification and derecognition of financial assets

A modification of a financial asset occurs when the contractual terms governing the cash flows of a financial asset are renegotiated or otherwise modified between initial recognition and maturity of the financial asset. A modification affects the amount and/ or timing of the contractual cash flows either immediately or at a future date. In addition, the introduction or adjustment of existing covenants of an existing loan would constitute a modification even if these new or adjusted covenants do not yet affect the cash flows immediately but may affect the cash flows depending on whether the covenant is or is not met (e.g.: a change to the increase in the interest rate that arises when covenants are breached).

The Company renegotiates loans to customers in financial difficulty to maximise collection and minimise the risk of default. Loan forbearance is granted in cases where although the borrower made all reasonable efforts to pay under the original contractual terms, there is a high risk of default or default has already happened and the borrower is expected to be able to meet the revised terms. The revised terms in most of the cases include an extension of the maturity of the loan, changes to the timing of the cash flows of the loan (principal and interest repayment), reduction in the amount of cash flows due (principal and interest forgiveness) and amendments to covenants.

Substantial modification

When a financial asset is modified, the Company assesses whether this modification results in derecognition. In accordance with the Company's policy, a modification results in derecognition when it gives rise to substantially different terms. To determine if the modified terms are substantially different from the original contractual terms the Company considers the following:

Qualitative factors, such as contractual cash flows after modification are no longer SPPI, change in currency or change of counterparty, the extent of change in interest rates, maturity, covenants.

If these do not clearly indicate a substantial modification, then a quantitative assessment is performed to compare the present value of the remaining contractual cash flows under the original terms with the contractual cash flows under the revised terms, both amounts discounted at the original effective interest.

In the case where the financial asset is derecognised, the loss allowance for ECL is remeasured at the date of derecognition to determine the net carrying amount of the asset at that date. The difference between this revised carrying amount and the fair value of the new financial asset with the new terms will lead to a gain or loss on derecognition.

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The new financial asset will have a loss allowance measured based on 12-month ECL except in the rare occasions where the new loan is considered to be originated-credit impaired. This applies only in the case where the fair value of the new loan is recognised at a significant discount to its revised par amount because there remains a high risk of default which has not been reduced by the modification. The Company monitors credit risk of modified financial assets by evaluating qualitative and quantitative information, such as if the borrower is in past due status under the new terms.

When the contractual terms of a financial asset are modified and the modification does not result in derecognition, the Company determines if the financial asset's credit risk has increased significantly since initial recognition.

Other modification

For financial assets modified, where modification did not result in derecognition, the estimate of PD reflects the Company's ability to collect the modified cash flows taking into account the Company's previous experience of similar forbearance action, as well as various behavioural indicators, including the borrower's payment performance against the modified contractual terms. If the credit risk remains significantly higher than what was expected at initial recognition the loss allowance will continue to be measured at an amount equal to lifetime ECL. The loss allowance on forborne loans will generally only be measured based on 12-month ECL when there is evidence of the borrower's improved repayment behaviour following modification leading to a reversal of the previous significant increase in credit risk.

Where a modification does not lead to derecognition the Company calculates the modification gain/ loss comparing the gross carrying amount before and after the modification (excluding the ECL allowance). Then the Company measures ECL for the modified asset, where the expected cash flows arising from the modified financial asset are included in calculating the expected cash shortfalls from the original asset.

Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the asset's cash flows expire (including expiry arising from a modification with substantially different terms), or when the financial asset and substantially all the risks and rewards of ownership of the asset are transferred to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain/loss that had been recognised in OCI and accumulated in equity is recognised in the Statement of Profit and Loss, with the exception of equity investment designated as measured at FVTOCI, where the cumulative gain/loss previously recognised in OCI is not subsequently reclassified to the Statement of Profit and Loss.

Write off

Loans and debt securities are written off when the Company has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the writeoff. A write-off constitutes a derecognition event. The Company may apply enforcement activities to financial assets written off. Recoveries resulting from the Company's enforcement activities will result in impairment gains.

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Financial Liabilities

Loans and debt securities are written off when the Company has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the writeoff. A write-off constitutes a derecognition event. The Company may apply enforcement activities to financial assets written off. Recoveries resulting from the Company's enforcement activities will result in impairment gains.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

c) Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest rate method.

The effective interest rate method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

d) ***Financial Guarantee Contracts***

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a Company are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109 - Financial Instruments; and
- the amount initially recognized less, when appropriate, the cumulative amount of income recognized in accordance with the principles of Ind AS 115 - Revenue from Contracts with Customers.

e) ***Derivative financial instruments***

The Company enters into derivative financial instruments, primarily foreign exchange forward contracts, currency swaps and interest rate swaps, to manage its borrowing exposure to foreign exchange and interest rate risks.

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Derivatives are initially recognized at fair value at the date the contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain/loss is recognized in Statement of profit and loss.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when fair value is negative.

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f) ***Offsetting***

Financial assets and financial liabilities are generally reported gross in the balance sheet. Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

3.3 Cash and bank balances

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short- term deposits, as defined above, net of outstanding bank overdrafts if any, as they are considered an integral part of the Company's cash management.

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and cash equivalents.

3.4 Property, plant and equipment

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

PPE are stated at cost of acquisition (including incidental expenses), less accumulated depreciation and accumulated impairment loss, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Advances paid towards the acquisition of PPE outstanding at each balance sheet date arc disclosed separately under other non-financial assets. Capital work in progress comprises the cost of PPE that are not ready for its intended use at the reporting date.

Capital work-in-progress is stated at cost, net of impairment loss, if any.

Subsequent expenditure related to the asset are added to its carrying amount or recognised as a separate asset only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

<u>*Depreciation*</u>

Depreciation on property, plant and equipment is calculated using written down value method (WDV) to write down the cost of property and equipment to their residual values over their estimated useful lives which is in line with the estimated useful life as specified in Schedule II of the Companies Act, 2013.

The estimated useful lives are as follows:

Description of the asset	Estimated Useful Life (Years)
Computers (End user device)	3
Computers (Servers and networks)	6
Furniture and Fixtures	10
Vehicles (Other than Motorcycles, scooters and other mopeds)	8

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Description of the asset	Estimated Useful Life (Years)
Vehicles (Motorcycles, scooters and other mopeds)	10
Office Equipment	5
Plant and Machinery	15

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates.

An item of PPE is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

3.5 Intangible assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax, less accumulated amortisation and cumulative impairment.

Intangible assets i.e., Software are amortised on written down value basis over the estimated useful life of 3 years.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

3.7 Impairment of non-financial assets

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite lives may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets not yet available for use, are tested for impairment annually at each balance sheet date, or earlier, if there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of Profit and Loss.

3.8 Leases

The Company determines that a contract is or contains a lease if the contract conveys right to control the use of an identified asset for a period of time in exchange for a consideration.

Company as a lessee

At the inception of a contract which is or contains a lease, the Company recognizes lease liability at the present value of the future lease payments for non-cancellable period of a lease which is not short term in nature except for lease of low value items. The future lease payments for such non-cancellable period are discounted using the Company's incremental borrowing rate.

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The Company elects to apply the practical expedient to not to separate non-lease component from lease component, in case of a contract containing lease. The Company accounts such contracts as a single lease component.

Lease payments include fixed payments, i.e., amounts expected to be payable by the Company under residual value guarantee, the exercise price of a purchase option if the Company is reasonably certain to exercise that option and payment of penalties for terminating the lease if the lease term considered reflects that the Company shall exercise termination option. The Company also recognizes a right of use asset which comprises of amount of initial measurement of the lease liability, any initial direct cost incurred by the Company and estimated dilapidation costs.

Right of use assets is amortized over the period of lease.

Payment made towards short term Leases (leases for which lease term is 12 months or lesser) and low value assets are recognized in the statement of Profit and Loss as rental expenses over the tenor of such leases.

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognized over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

3.9 Non-current asset held for sale

Non-current assets, or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell.

Any resultant loss on a disposal group is allocated first to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, and biological assets, which continue to be measured in accordance with the Company's other accounting policies. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognized in profit or loss. Once classified as held-for-sale, intangible assets, property, plant and equipment and investment properties are no longer amortized or depreciated.

3.10 Finance cost

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at Amortized cost. Financial instruments include bank term loans, non- convertible debentures, subordinated debts, interest expense on lease liabilities computed by applying the Company's incremental borrowing rate and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Finance costs are charged to the Statement of profit and loss.

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3.11 Employee Benefits

Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia/ bonus are recognized in the period in which the employee renders the related service. A liability is recognized for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Long-term employee benefits

Defined contribution plans

Defined contribution plans are the post-employment plans under which the Company pays a fixed contribution to a fund and the Company's liability is limited to payment of such fixed contributions. Contributions to defined contribution plans are recognized as expense when employees have rendered services entitling them to such benefits.

The Company provides benefits such as, provident fund and pension schemes (both managed by other than the Company) to its employees which are treated as defined contribution plans.

Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan assets (excluding interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Past service cost, both vested and unvested, is recognized as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognizes related restructuring costs or termination benefits.

The major defined benefit plans of the Company are as follows:

Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, in capacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method. The Company's gratuity scheme is unfunded. The Company recognizes the obligation of a defined benefit plan in its Balance Sheet as a liability.

Gains and losses through remeasurements of the net defined benefit liability / (asset) are recognized in other comprehensive income. The effects of any plan amendments are recognized in net profit in the Statement of Profit and Loss.

Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

3.12 Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

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Any reimbursements with respect to liabilities/ provisions are recognized only when there is a virtual certainty that the said amounts will be received.

Present obligations arising under onerous contracts are recognized and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. The provision in such cases will be recognized at lower of cost of fulfilling the contract and any expected compensation for not fulfilling the contract.

3.13 Foreign Currency Translations

These financial statements are presented in Indian rupees, which is the functional currency of the Company. Transactions in foreign currencies, i.e., other than Indian rupees, are recorded at the exchange rate prevailing on the date of transaction.

Foreign currency denominated monetary assets and liabilities are re-measured into the functional currency at the exchange rate prevailing on the balance sheet date. Exchange differences are recognized in the statement of Profit and Loss except to the extent, exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings, are capitalized as part of borrowing costs.

3.14 Current and deferred tax

Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in the statement of Profit and Loss except when they relate to items that are recognized outside profit and loss (whether in other comprehensive income or directly in equity), in which case tax is also recognized outside profit and loss, as appropriate. Current income taxes are determined based on respective taxable income based on tax rate enacted as at reporting date.

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carryforwards and unused tax credits could be utilized.

Deferred tax assets and Liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Current and deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

3.15 Investment in Subsidiaries

Investments in subsidiaries are measured at cost less accumulated impairment, if any.

3.16 Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. It is disclosed in the financial statements. If the outflow of such obligation becomes probable, it is recognized as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are recognized only if there is a virtual certainty of realization. It is disclosed in the financial statements if it is probable only.

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3.17 Earnings per share

Basic earnings per share are computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The Company did not have any potentially dilutive securities in any of the years' presented.

3.18 Statement of Cashflows

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

3.19 Segment Reporting

Operating segments are reported in manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The management assesses the financial performance and position of the Company and makes strategic decisions. The chief operating decision maker consists of the Directors of the Company.

The Company's primary business segments are reflected based on the principal business carried out, i.e., financing. All other activities of the Company revolve around the main business. As such, there are no separate reportable segments.

4 FIRST-TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS

These financial statements of the Company for the year ended March 31, 2022 have been prepared in accordance with Ind AS. For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101, First-Time Adoption of Indian Accounting Standards, with April 1, 2020 as the transition date from the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 3 have been applied in preparing the financial statements for the year ended March 31, 2022 and the comparative information. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's Balance Sheet and Statement of Profit and Loss, is set out in Note #4.2 below.

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4.1 Exemptions availed on first-time adoption to Ind AS

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has accordingly applied the following exemptions:

a. Property, plant and equipment and Intangible Assets

On transition to Ind AS, Company has elected to continue with the carrying value of all its property plant and equipment and intangible assets existing as at April 1, 2020, measured as per previous GAAP and used that carrying value as the deemed cost of the property plant and equipment.

b. Leases

The Company elects to apply the criteria for identifying whether a lease is or contains a lease based on the facts and circumstances existed as at April 1, 2019. The lease liability on transition date is arrived at by computing the present value of remaining lease payments discounted using the Company's incremental borrowing rate.

Right of use asset at transition date is measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease immediately prior the date of transition to Ind AS.

c. Business combinations

The Company elects to apply the requirements of Ind AS 103 from the date of transition, i.e., April 1, 2020 only.

4.2 Reconciliation between Previous GAAP and Ind AS

(i) Equity reconciliation

₹ in lakhs

Particulars	Note	March 31, 2021	April 1, 2020
As reported under previous GAAP		8,787.46	7,837.58
Application of EIR method on loan assets	(a)	(8.78)	(5.82)
Application of EIR method on borrowings	(b)	43.00	77.47
Expected credit loss provision on loans	(e)	68.93	64.24
Depreciation on ROU assets	(c)	(424.43)	-
Finance cost on lease liabilities	(c)	(235.32)	-
Rent expenses	(c)	463.83	-
Unwinding of discount on security deposits	(c)	20.80	-
Employee benefits	(d)	(31.98)	(92.17)
Deferred tax adjustments	(f)	77.87	1.79
Other adjustments		0.02	(0.01)
Equity under Ind AS		**8,761.40**	**7,883.08**

(ii) Total comprehensive income reconciliation

Particulars	Note	For the year ended March 31, 2021
Net profit under previous GAAP		949.88
Application of EIR method on loan assets	(a)	(2.96)
Unwinding of discount	(c)	20.80
Application of EIR method on borrowings	(b)	(34.47)
Interest expenses on lease liability	(c)	(235.32)
Depreciation on ROU assets	(c)	(424.43)
Expected loss provision on financial assets	(e)	4.69
Employee benefits	(d)	60.19
Rent expenses	(c)	463.83
Deferred tax adjustments	(f)	76.08
Other adjustments		0.03
Total comprehensive income under Ind AS		**878.32**

(iii) Reconciliation of Statement of cashflows

There are no material adjustments to the Statement of Cashflows as reported under the Previous GAAP.

Notes to reconciliation between previous GAAP and Ind AS

(a) Application of effective interest rate method on loans and advances given

As per the EIR method, the processing charges income cannot be recognised upon sanction of loan, but it should be spread over the life of the loan by using the effective interest rate.

As part of transition, the Company had reversed income of ₹5.82 lakhs to retained earnings and recognised a further income of ₹2.96 lakhs during 2020-21 as compared to previous GAAP figures.

(b) Application of effective interest rate method on borrowings

Due to application of this method, EIR was required to be computed on each borrowing. As part of transitional adjustment, processing charges expensed off amounting to ₹77.47 lakhs has been reversed and is being expensed off over the remaining term of loan using EIR method.

During 2020-21, an additional interest expense of ₹34.47 lakhs were recognised as per EIR method.

(c) Leases

As a transition adjustment, the Company had recognized right of use asset of ₹2491.45 lakhs and there was an addition of ₹1003.11 lakhs during the year 2020-21. The Company had also recognized lease liability to the extent of ₹2346.55 lakhs. Further lease liability has also created for ₹943.12 lakhs for the additions made during the said period.

The rent deposits of the Company has been discounted to its present value and difference of ₹144.9 lakhs on transition and ₹59.98 lakhs during 2020-21 had been taken while computing cost of ROU asset.

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During the year 2020-21, depreciation of ₹424.44 lakhs has been provided on ROU assets. The interest on lease liability was ₹269.78 lakhs. As at year-end, the security deposit has been restated to its present value as at year-end. The unwinding of discount accounted for in 2020-21 in this regard was ₹20.8 lakhs.
The rent expenses incurred has been considered as the repayment of lease liability for the year.

(d) Employee Benefits

The Company had taken revised actuarial valuation reports for gratuity and leave encashment on transition date and recognised an additional liability of ₹92.17 lakhs. During the year 2020-21, the Company had also provided for an additional employee benefit expenses of ₹60.19 (net of actuarial gain).

(e) Expected credit loss on financial assets

The Company was creating provision on loans as per the income recognition and asset classification norms prescribed by RBI. On transition to Ind AS, Ind AS 109 gives specific guidance on accounting for impairment of financial assets. Consequently, RBI had directed that if the ECL provision requirements of Ind AS 109 to be recognised in the financial statements and any provision required in excess of ECL should be recognised by creating impairment reserve out of the profit or loss for the period.
Based on this, as part of transition, the Company had reversed provision created of ₹64.24 lakhs and a further reversal of ₹4.69 had been made during the year 2020-21.

(f) Deferred tax adjustments

Due to the transitional adjustments made, the Company had created the deferred tax asset amounting to ₹1.79 lakhs as at April 1, 2020. Further, due to the difference between the Previous GAAP and Ind AS, an additional benefit of ₹74.89 lakhs made in Profit or loss for the period ending on March 31, 2021. Deferred tax expense of ₹1.19 lakhs had made in other comprehensive income also.

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	Particulars	As at		
		March 31, 2022	March 31, 2021	April 1, 2020
		₹ in lakhs		
5	**Cash and cash equivalents**			
	(a) Cash on hand	296.24	223.88	15.31
	(b) Balances with banks	**7,583.94**	**495.70**	**613.33**
		7,880.18	**719.58**	**628.64**
6	**Bank balances other than cash and cash equivalents**			
	(a)Term deposits with Banks	1,006.12	649.24	-
	(held as cash collateral for securitisation transactions and lien marked for overdraft balances)	**1,006.12**	**649.24**	-
7	**Receivables**			
	(i) Trade receivables	-	-	-
		-	-	-
	(ii) Other receivables			
	(a) Considered good - secured	5,197.79	3,852.37	1,618.27
	(b) Considered good - unsecured	335.01	187.31	35.93
		5,532.80	**4,039.68**	**1,654.20**
	Less: Allowance for impairment loss	-	-	-
		5,532.80	**4,039.68**	**1,654.20**
8	**Loans**			
	(A)			
	(i) Gold loan	42,275.76	30,988.37	29,582.92
	(ii) Business loan	6,874.13	7,290.22	3,079.04
	(iii) Personal loan	3,357.55	1,082.91	44.75
	(iv) Loans to related parties	-	514.00	916.52
		52,507.44	**39,875.50**	**33,623.23**
	Less: Impairment allowance	(140.15)	(68.73)	(51.88)
		52,367.29	**39,806.77**	**33,571.35**
	(B)			
	I) Secured by Tangible assets			
	(i) Gold loan	42,275.76	30,988.37	29,582.92
	(ii) Business loan	3,133.50	5,705.95	2,424.66
	(iii) Personal loan	-	-	-
	(iv) Loans to related parties	-	514.00	916.52
		45,409.26	**37,208.32**	**32,924.10**
	Less: Impairment allowance			
		45,409.26	**37,208.32**	**32,924.10**

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	Particulars	As at		
		March 31, 2022	March 31, 2021	April 1, 2020
	II) Unsecured			
	(i) Gold loan		-	-
	(ii) Business loan	3,740.63	1,584.27	654.39
	(iii) Personal loan	3,357.55	1,082.91	44.75
	(iv) Loans to related parties		-	-
		7,098.18	**2,667.18**	**699.14**
	Less: Impairment allowance			
		7,098.18	**2,667.18**	**699.14**
	(C)			
	(I) Loans in India			
	i) Public sector		-	-
	ii) Others	52,507.44	39,875.50	33,623.23
		52,507.44	**39,875.50**	**33,623.23**
	(II) Loans outside India	-	-	-
		52,507.44	**39,875.50**	**33,623.23**
	Less: Impairment allowance	(140.15)	(68.73)	(51.88)
		52,367.29	**39,806.77**	**33,571.35**
	Note: All of the above loans are carried using amortised cost model considering the business model objective.			
9	**Other financial assets**			
	a) Security deposits	820.28	389.88	276.73
	b) Other financial assets	**88.13**	**20.26**	**164.23**
		908.41	**410.14**	**440.96**
10	**Current tax assets (Net)**			
	a) TDS receivable	893.20	233.70	204.30
		893.20	**233.70**	**204.30**
11	**Deferred tax assets (Net)**			
	a) Deferred tax assets	1,095.45	1,018.74	831.19
	b) Deferred tax liabilities	(859.12)	(831.18)	(723.56)
		236.33	**187.56**	**107.63**

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Particulars	As at		
	March 31, 2022	March 31, 2021	April 1, 2020

(A) The balance of deferred tax assets comprises temporary differences attributable to:

(₹ in lakhs)

Particulars	As at April 1, 2021	Charged/ (credited) to profit or loss for the period	Recognised in Other Comprehensive Income	As at March 31, 2022
Difference between book base and tax based in respect of PPE, ROU assets and intangible assets	(701.71)	12.03	-	(689.68)
Application of EIR on financial assets	56.52	(6.50)	-	50.02
Application of EIR on financial liabilities	(10.83)	(24.45)	-	(35.28)
Deferred tax on lease liabilities	826.57	49.34	-	875.91
Employee Benefits	17.01	9.94	8.41	35.36
Others				
Deferred tax assets (net)	**187.56**	**40.36**	**8.41**	**236.33**

Particulars	As at April 1, 2020	Charged/ (credited) to profit or loss for the period	Recognised in Other Comprehensive Income	As at March 31, 2021
Difference between book base and tax based in respect of PPE, ROU assets and intangible assets	(601.60)	(100.11)	-	(701.71)
Application of EIR on financial assets	39.22	17.30	-	56.52
Application of EIR on financial liabilities	(19.50)	8.67	-	(10.83)
Deferred tax on lease liabilities	666.31	160.26	-	826.57
Employee Benefits	23.20	(5.00)	(1.19)	17.01
Others	-	-	-	-
Deferred tax assets (net)	**107.63**	**81.12**	**(1.19)**	**187.56**

Disclosure pursuant to Ind AS 12 Income Taxes

(₹ in lakhs)

Particulars	March 31,2022	March 31,2021
(a) Current tax	285.60	360.73
(b) Deferred tax	0.72	(81.13)
Total tax expenses in the Statement of Profit and Loss	286.32	279.60
Tax effect on other comprehensive income	8.41	1.19
Deferred tax credit recorded in equity	-	-
Tax losses on which deferred tax is not recognised	-	-

	Particulars	As at		
		March 31, 2022	March 31, 2021	April 1, 2020
	Reconciliation of estimated Income tax expense at tax rate to income tax expense reported in the Statement of profit and loss:			
			(₹ in lakhs)	
	Particulars	**March 31,2022**	**March 31,2021**	
	Profit before tax	497.08	1,153.87	
	Applicable income tax rate	25.17%	25.17%	
	Expected income tax expenses	**125.12**	**290.43**	
	Adjustment on account of:			
	a) Expenses not allowable as per income tax	-	0.58	
	b) Effect of income exempt from tax	-	-	
	c) Non-creation deferred tax on temporary differences	-	-	
	d) Tax related to prior years	-	-	
	e) Deferred tax recognised in OCI	8.41	(1.19)	
	b) Others	152.79	(10.22)	
	Tax expense recognised during the year	**286.32**	**279.60**	
15	**Other non-financial assets**			
	a) Prepaid expenses	56.11	28.95	27.66
	b) Advance for expenses	373.24	254.18	228.81
	c) Deposits with government authorities	197.56	125.82	39.00
	d) Investments in non-financial assets	0.95	0.95	0.95
	e) Others	-	-	-
		627.86	**409.90**	**296.42**
16	**Payables**			
	(i) Trade payables			
		-	-	-
	(ii) Other payables			
	(a) Sundry creditors	**34.37**	**38.72**	**16.57**
		34.37	**38.72**	**16.57**
17	**Debt Securities**			
	At amortised cost			
	Non-convertible Debentures (Secured)			
	- In India (Refer note (ii) below)	11,890.10	5,166.51	3,782.45
	- Outside India	-	-	-

Particulars	As at March 31, 2022	As at March 31, 2021	As at April 1, 2020
Non-convertible Debentures (Unsecured)			
- In India (Refer note (ii) below)	4,059.30		
- Outside India	-		
	15,949.40	5,166.51	3,782.45

Note:

(i) There are no debt securities measured at fair value through profit or loss (FVTPL) or designated as FVTPL.

(ii) The bonds are secured by paripassu floating charge on current assets, book debts and loans and advances.

Details of non-convertible debentures (secured)

(₹ in lakhs)

From Balance Sheet date	As at March 31, 2022		As at March 31, 2021	
	Interest rate range	Amount	Interest rate range	Amount
A) Issued on private placement basis				
Repayable on maturity:				
Maturing within 1 year	10.25 - 11.25%	64.00	9.75 - 13.43%	953.64
Maturing between 1 year to 3 years	10.00 - 16.00%	1,243.86	10.00 - 13.43%	1,025.55
Maturing between 3 year to 5 years	9.75 - 14.78%	5,392.91	10.00 - 13.00%	3,187.32
Maturing beyond 5 years	11.50-12.25%	332.00	-	-
Total amortised cost		7,032.77		5,166.51

From Balance Sheet date	As at April 1, 2020	
	Interest rate range	Amount
A) Issued on private placement basis		
Repayable on maturity:		
Maturing within 1 year	10.50 - 11.75%	380.75
Maturing between 1 year to 3 years	9.50 - 13.43%	481.60
Maturing between 3 year to 5 years	9.50 - 13.43%	2,920.10
Maturing beyond 5 years	-	-
Total amortised cost		**3,782.45**

	Particulars	March 31, 2022	March 31, 2021	April 1, 2020
18	**Borrowings (Other than Debt Securities)**			
	At amortised cost			
	i) Secured			
	Term loans			
	- From Banks (Refer note (ii) below)	18,230.75	13,775.47	14,770.05
	Loans repayable on demand			
	- From Banks (Refer note (iii) below)	3,587.83	2,612.01	

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Particulars	As at		
	March 31, 2022	March 31, 2021	April 1, 2020
ii) Unsecured			
- Unsecured loan from financial institutions	-	-	100.00
- Lease liabilities	3,479.98	3,105.40	2,346.55
	25,298.56	**19,492.88**	**17,216.60**

Note:

(i) There is no borrowings measured at FVTPL or designated at FVTPL.

(ii) The term loans loan from bank are secured against Book Debt, Personal Guarantee of Directors and Corporate Guarantee of Holding Company.

(iii) The working capital facility of ₹3,587.83 lakhs (March 31, 2021 - ₹2612.01 lakhs; April 1, 2020 ₹2,378.24 lakhs are secured primarily by floating and 1st paripasu charge on entire receivables with a margin of 25% (excluding the specific charge of existing NCD holders). Further, it is collaterally secured by equitable mortgage of loan with commercial building and land owned by holding company, sister concerns and Directors and personal guarantee by holding company, sister concerns and Directors.

Details of loans from Banks (Secured) *(₹ in lakhs)*

From Balance Sheet date	As at March 31, 2022		As at March 31, 2021	
	Interest rate range	Amount	Interest rate range	Amount
A) Repayable on demand				
Working capital facilities	9.45-12.80%	3,587.83	9.45-12.80%	2,612.01
B) Repayable in instalments				
Maturing within 1 year	9.45-15.00%	6,956.86	9.45-15.00%	7,563.23
Maturing between 1 year to 3 years	9.45-15.00%	7,969.91	9.45-15.00%	2,114.83
Maturing between 3 year to 5 years	14.50%	3,600.00	12.45-15.00%	1,419.10
Maturing beyond 5 years		-	14.50%	3,000.00
Total amortised cost		18,526.77		14,097.16

From Balance Sheet date	As at April 1, 2020	
	Interest rate range	Amount
A) Repayable on demand		
Working capital facilities	12.45-12.80%	2,478.24
B) Repayable in instalments		
Maturing within 1 year	12.25-15.00%	6,430.18
Maturing between 1 year to 3 years	12.25-15.00%	3,137.35
Maturing between 3 year to 5 years	-	-
Maturing beyond 5 years	14.50%	3,000.00
Total amortised cost		**12,567.54**

	Particulars	As at March 31, 2022	As at March 31, 2021	As at April 1, 2020
19	**Subordinated Liabilities**			
	At amortised cost			
	i) Unsecured			
	- Subordinate Bonds -Private Placement	19,020.70	14,758.05	9,963.70
		19,020.70	**14,758.05**	**9,963.70**

Details of Subordinate Bonds (Unsecured)

(₹ in lakhs)

From Balance Sheet date	As at March 31, 2022		As at March 31, 2021	
	Interest rate range	Amount	Interest rate range	Amount
A) Issued on private placement basis				
Repayable on maturity:				
Maturing within 1 year	11.00-14.87%	2,748.75	11.00-14.87%	1,551.80
Maturing between 1 year to 3 years	11.00-14.87%	4,774.20	11.00-14.87%	7,453.95
Maturing between 3 year to 5 years	11.00-14.87%	10,354.15	11.00-14.87%	5,752.30
Maturing beyond 5 years	11.00-14.87%	1,143.60	-	-
Total amortised cost		**19,020.70**		14,758.05

From Balance Sheet date	As at April 1, 2020	
	Interest rate range	Amount
A) Issued on private placement basis		
Repayable on maturity:		
Maturing within 1 year		-
Maturing between 1 year to 3 years	11.00-14.87.00%	4,249.20
Maturing between 3 year to 5 years	11.00-14.87.00%	4,756.55
Maturing beyond 5 years	11.00-14.87.00%	957.95
Total amortised cost		**9,963.70**

	Particulars	March 31, 2022	March 31, 2021	April 1, 2020
20	**Other financial liabilities**			
	a) Interest accrued but not due on borrowings	2,665.39	1,743.01	951.47
	b) Refundable security deposits from staff	86.68	67.86	54.96
	c) Other payables	378.89	91.40	135.12
		3,130.96	**1,902.27**	**1,141.55**
21	**Provisions**			
	a) Provision for employee benefits			
	- Gratuity	115.79	55.25	45.83
	- Leave encashment	24.68	12.31	46.34
		140.47	**67.56**	**92.17**

	Particulars	As at March 31, 2022	As at March 31, 2021	As at April 1, 2020
22	**Other non-financial liabilities**			
	a) Statutory dues payable	57.57	36.45	35.60
		57.57	**36.45**	**35.60**
23	**Equity share capital**			
	Authorised:			
	1250.00 lakhs equity shares of ₹10 each	12,500.00	8,500.00	8,500.00
	(March 31, 2021 - 850.00 lakhs; April 1, 2020 - 850.00 lakhs)	**12,500.00**	**8,500.00**	**8,500.00**
	Issued, subscribed, called-up and paid-up			
	931.47 lakhs equity shares of ₹10 each	9,314.70	8,214.70	8,214.70
	(March 31, 2021 - 821.47 lakhs; April 1, 2020 - 821.47 lakhs)	**9,314.70**	**8,214.70**	**8,214.70**

a) Reconciliation of number of shares

Equity shares	As at March 31, 2022		As at March 31, 2021	
	No. of shares (in lakhs)	₹ in lakhs	No. of shares (in lakhs)	₹ in lakhs
Balance at the beginning of the year	821.47	**8,214.70**	821.47	8,214.70
Add: Issue during the year	110.00	1,100.00	-	-
Less: Buyback during the year	-	-	-	-
Balance at the end of the year	**931.47**	**9,314.70**	**821.47**	**8,214.70**

Equity shares	As at April 1, 2020	
	No. of shares (in lakhs)	₹ in lakhs
Balance at the beginning of the year	821.47	8,214.70
Add: Issue during the year	-	-
Less: Buyback during the year	-	-
Balance at the end of the year	**821.47**	**8,214.70**

(b) Rights, preferences and restrictions attached to shares

The company has one class of equity shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(c) Shares held by the holding company

Particulars	March 31, 2022	March 31, 2021	April 1, 2020
Indel Corporation Private Limited			
- Number of shares (in lakhs)	931.47	821.47	821.47
- Percentage of holding	100.00%	100.00%	100.00%

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	Particulars	As at		
		March 31, 2022	March 31, 2021	April 1, 2020
	(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company			
	Particulars	**March 31, 2022**	**March 31, 2021**	**April 1, 2020**
	Indel Corporation Private Limited			
	- Number of shares (in lakhs)	931.47	821.47	821.47
	- Percentage of holding	100.00%	100.00%	100.00%
	(e) Shares held by the Promoters			
	Particulars	**March 31, 2022**	**March 31, 2021**	**April 1, 2020**
	Indel Corporation Private Limited			
	- Number of shares (in lakhs)	931.47	821.47	821.47
	- Percentage of holding	100.00%	100.00%	100.00%
24	**Other equity**			
	a) Reserve fund			
	Balance at the beginning of the year	15.06	15.06	15.06
	Additions to / (transfers made) during the year	-	-	-
	Balance at the end of the year	**15.06**	**15.06**	**15.06**
	b) Impairment reserve			
	Balance at the beginning of the year	68.95	64.24	-
	Transition adjustments	-	-	64.24
	Additions to / (transfers made) during the year	120.81	4.71	-
	Balance at the end of the year	**189.76**	**68.95**	**64.24**
	c) Retained Earnings			
	Balance at the beginning of the year	438.13	(434.99)	(416.25)
	Transition adjustments	0.00	-	(18.74)
	Net profit/ (loss) for the year	210.76	874.27	-
	Remeasurement gain/ (loss) on defined benefit plan	(24.99)	3.56	
	Additions to / (transfers made) during the year	(120.81)	(4.71)	-
	Balance at the end of the year	**503.09**	**438.13**	**(434.99)**

Particulars	As at March 31, 2022	As at March 31, 2021	As at April 1, 2020
d) Other Comprehensive Income			
Balance at the beginning of the year	3.56	-	-
Transition adjustments	-	-	-
Remeasurement gain/ (loss) on defined benefit plan	(24.99)	3.56	-
Balance at the end of the year	**(21.43)**	**3.56**	-
Total (a) + (b) + (c)	**707.91**	**522.14**	**(355.69)**

Description of the nature and purpose of Other Equity

(a) Reserve Fund

Reserve fund represents reserve fund created pursuant to Section 45-IC of the RBI Act, 1934 through transfer of specified percentage of net profit every year before any dividend is declared.

The reserve fund can be utilized only for limited purposes as specified by RBI from time to time and every such utilization shall be reported to the RBI within specified period of time from the date of such utilization.

(b) Impairment reserve

The impairment reserve is created when the impairment allowance under Ind AS 109 is lower than the 'provisioning required under income recognition and asset classification norms. The difference between these will be appropriated to the impairment reserve from the net profit or loss after tax. This will not reckoned for the purpose of regulatory capital and no withdrawal is permitted withou any prior approval from RBI

(c) Retained earnings

Retained earnings or accumulated surplus represents total of all profits retained since Company's inception.

Retained earnings are credited with current year profits, reduced by losses, if any, dividend payouts, transfers to General reserve or any such other appropriations to specific reserves.

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12 Property, plant and equipment

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2021	Additions	Deletion	As at 31.03.2022	As at 01.04.2021	For the Year	Depreciation on sale/Woff of Assets	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Computer and accessori	112.03	102.88	(0.64)	214.27	40.15	60.92	(0.60)	100.47	113.80	71.88
Motor vehicles	36.09	32.03	(15.04)	53.08	7.72	9.52	(4.07)	13.17	39.91	28.37
Furniture and fixtures	617.67	309.76	-	927.43	149.63	175.12	-	324.75	602.68	468.04
Electrical machinery	74.34	23.10	-	97.44	13.73	16.89	-	30.62	66.82	60.61
Plant and machinery	30.38	11.68	-	42.06	5.81	6.64	-	12.45	29.61	24.57
Total	**870.51**	**479.45**	**(15.68)**	**1,334.28**	**217.04**	**269.09**	**(4.67)**	**481.46**	**852.82**	**653.47**

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2020	Additions	Deletion	As at 31.03.2021	As at 01.04.2020	For the Year	Depreciation on sale/Woff of Assets	As at 31.03.2021	As at 31.03.2021	As at 31.03.2020
Computer and accessori	77.60	34.55	(0.12)	112.03	-	40.15	-	40.15	71.88	77.60
Motor vehicles	21.05	15.04	-	36.09	-	7.72	-	7.72	28.37	21.05
Furniture and fixtures	517.16	115.93	(15.42)	617.67	-	151.46	(1.83)	149.63	468.04	517.16
Electrical machinery	52.47	21.87	-	74.34	-	13.73	-	13.73	60.61	52.47
Plant and machinery	29.37	1.01	-	30.38	-	5.81	-	5.81	24.57	29.37
Total	**697.65**	**188.40**	**(15.54)**	**870.51**	**-**	**218.87**	**(1.83)**	**217.04**	**653.47**	**697.65**

Notes:

(i) There are no property, plant and equipment which are acquired through business combination during the year (previous year - nil)

(ii) The Company has not revalued any of the assets during the year (previous year - nil)

(iii) All immovable properties held are in the name of the Company.

(iv) There are no capital work-in-progress during the period (previous year - Nil)

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13 Right-of-use asset

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2021	Additions	Deletion	As at 31.03.2022	As at 01.04.2021	For the Year	Depreciation on sale/Woff of Assets	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Building	3,494.56	713.61	-	4,208.17	424.44	510.65	-	935.09	3,273.08	3,070.12
Total	**3,070.12**	**713.61**	-	**4,208.17**	**424.44**	**510.65**	-	**935.09**	**3,273.08**	**3,070.12**

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2020	Additions	Deletion	As at 31.03.2021	As at 01.04.2020	For the Year	Depreciation on sale/Woff of Assets	As at 31.03.2021	As at 31.03.2021	As at 31.03.2020
Building	2,491.45	1,003.11	-	3,494.56	-	424.44	-	424.44	3,070.12	2,491.45
Total	**2,491.45**	**1,003.11**	-	**3,494.56**	-	**424.44**	-	**424.44**	**3,070.12**	**2,491.45**

Notes:

(i) There are no property, plant and equipment which are acquired through business combination during the year (previous year - nil)

14 Intangible Assets

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2021	Additions	Deletion	As at 31.03.2022	As at 01.04.2021	For the Year	Depreciation on sale/Woff of Assets	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Computer Software	36.17	81.63	-	117.80	17.06	24.19	-	41.25	76.55	19.11
Total	19.11	**81.63**	-	**117.80**	**17.06**	**24.19**	-	**41.25**	**76.55**	**19.11**

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2020	Additions	Deletion	As at 31.03.2021	As at 01.04.2020	For the Year	Depreciation on sale/Woff of Assets	As at 31.03.2021	As at 31.03.2021	As at 31.03.2020
Computer Software	15.04	21.13	-	36.17	-	17.06	-	17.06	19.11	15.04
Total	15.04	**21.13**	-	**36.17**	-	**17.06**	-	**17.06**	**19.11**	**15.04**

Notes:

(i) There are no property, plant and equipment which are acquired through business combination during the year (previous year - nil)

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	Particulars	For the year ended	
		March 31, 2022	March 31, 2021
		₹ in lakhs	
25	**Interest income**		
	On financial instruments measured at amortised cost		
	a) Interest on loans and advances	12,174.44	9,396.98
	b) Interest income from investments		-
	c) Interest income from term deposits from banks	56.79	27.57
	d) Other interest income	-	8.35
		12,231.23	**9,432.90**
	Note: There are no assets measured at FVTOCI/ FVTPL		
26	**Fees and commission income**		
	a) Service charges and other fees on loan transactions	34.08	17.27
	b) Collection fee related to transferred assets under securitisation transactions	5.00	5.25
		39.08	**22.52**
27	**Other income**		
	a) Other income	30.13	11.00
		30.13	**11.00**
28	**Finance costs**		
	On financial liabilities measured at amortised cost		
	a) Interest on borrowings	2,692.35	2,329.70
	b) Interest on debts securities	1,398.10	515.36
	c) Interest on subordinated liabilities	2,313.69	1,601.97
	d) Interest on lease liabilities	301.07	269.78
	e) Other borrowing costs	-	-
		6,705.21	**4,716.81**
29	**Impairment of financial instruments**		
	On financial instruments measured at amortised cost		
	a) Baddebts written off	54.90	28.63
	b) Loans	71.42	16.85
		126.32	**45.48**
30	**Employee benefit expenses**		
	a) Salaries and wages	2,173.03	1,473.27
	b) Contribution to provident fund and other funds	125.90	87.48
	c) Staff welfare expenses	477.19	234.03
		2,776.12	**1,794.78**

	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
31	**Depreciation, amortisation and impairment**		
	a) Depreciation on property, plant and equipment	269.10	218.87
	b) Amortisation on intangible assets	24.19	17.06
	c) Depreciation on right-of-use assets	510.65	424.44
		803.94	**660.37**
32	**Other expenses**		
	Advertisement	212.17	142.82
	Audit fees	**6.14**	**3.99**
	Annual maintenance charges	26.67	25.63
	Business promotion expenses	138.19	182.92
	Insurance charges	45.01	41.78
	Legal and professional charges	**211.64**	**165.84**
	Membership and subscriptions	20.00	8.96
	Miscellaneous expenses	**7.09**	**35.22**
	Postage and courier	29.71	10.09
	Transportation expenses	0.05	2.14
	Office maintenance expenses	46.98	47.26
	Electricity charges	55.31	42.90
	Printing and stationery	66.56	32.87
	Rates and taxes	**76.53**	**46.69**
	Directors' sitting fee	16.50	14.00
	Directors remuneration	24.00	24.00
	Repairs and maintenance	69.41	74.16
	Communication expenses	72.59	57.99
	Travelling and conveyance	195.75	112.06
	Rent	57.85	-
	Vehicle expenses	3.90	11.54
	Prior period expense	8.70	-
	Loss on sale of property, plant and equipment	1.02	12.26
		1,391.77	**1,095.11**
33	**Earnings per share**		
	Profit/ (loss) for the year (₹ in lakhs)	210.76	874.27
	Weighted average number of equity shares outstanding (in lakhs)	821.47	821.47
	Basic and diluted earnings per share (₹)	0.26	1.06
	Face value per equity share (₹)	10.00	10.00

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34 Payment to Auditors

₹ in lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
For Statutory Audit (inclusive of taxes)	4.00	2.94
For Tax Audit	0.50	0.50
GST	0.81	0.62
Total	**5.31**	**4.06**

35 Contingent liablities and contingent Assets

Particulars	As at March 31, 2022	As at March 31, 2021	As at April 1, 2020
a) Claims against the Company not acknowledged as debt	-	-	-
b) Guarantees- Counter guarantees provided to Banks	-	-	-
c) Other money for which the company is contingently liable	-	-	-
Total	-	-	-

36 Operating segments

Primary segment

Operating segments are defined as components of an enterprise for which discrete financial information is available that is revaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Company has only one reportable business segment "Financial services".

Secondary segment (by geography)

The Company's economic environment is similar and it is having operations in India only. Therefore, the Company has only one reportable geographical segment. There are no operations outside India and hence there is no external revenue or assets which require disclosure.

No revenue from transactions with a single external customer amounted to 10% or more of the Company's total revenue in year ended March 31, 2022 (previous year - nil)

37 Employee Benefits

In accordance with Ind AS - 19 Employee Benefits, specified under Section 133 of the Companies Act, 2013 the following disclosures are made:

The Company recognised ₹125.9 lakhs (2020-21: ₹87.48 lakhs) for Provident Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Defined Benefit Plans

The Company has an unfunded gratuity plan for qualifying employees. The benefit payable is calculated as per the Payment of Gratuity Act, 1972. The benefit vests upon completion of five years of continuous service and once vested, it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting.

Actuarial gains and losses in respect of defined benefit plans are recognised in the financial statements through other comprehensive income.

Through its defined benefit plans the company is exposed to a number of risks, the most significant of which are detailed below:

Interest risk:

The plan liabilities are calculated using a discount rate set with references to government bond yields. Any decrease in interest rate will increase the plan liability.

Longevity risk

The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The following table set out the unfunded status of the defined benefit schemes and the amount recognised in financial statements.

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(a) Amount recognised in the Profit or loss for the period

(₹ in lakhs)

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
Current service cost	30.02	16.09
Past service cost	-	-
Net interest on net defined benefit liability	3.23	2.57
Amount recognised in Profit or loss for the year	**33.25**	**18.66**

(b) Amount recognised in other comprehensive income

(₹ in lakhs)

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
Remeasurement (gains)/ losses		
a) Actuarial (gains)/losses arising from changes in		
- Change in demographic assumptions		1.36
- Change in financial assumptions	13.57	(1.07)
- Experience adjustment	19.83	(5.04)
b) Return on plan asset excluding considered in net		
Amount recognised in other comprehensive	**33.40**	**(4.75)**

(c) Changes in present value of defined benefit obligation

(₹ in lakhs)

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
Opening defined benefit obligation	55.25	45.84
Current service cost	30.02	16.09
Past service cost		-
Interest cost	3.23	2.57
Actuarial (gains)/losses	33.40	(4.75)
Benefits paid	(6.11)	(4.50)
Closing defined benefit obligation	**115.79**	**55.25**

(d) Net defined benefit liability/ (asset)

(₹ in lakhs)

Particulars	As at		
	March 31, 2022	March 31, 2021	April 1, 2020
Present value of defined benefit obligation	115.79	55.25	45.84
Fair value of plan assets	-	-	-
Net defined benefit liability/ (asset)	**115.79**	**55.25**	**45.84**
- Current	8.25	6.86	5.89
- Non-current	107.54	48.39	39.95

(e) The Principal actuarial assumptions used in determining gratuity liability is as follows;

Particulars	March 31, 2022	March 31, 2021
Discount rate	5.85%	5.85%
Salary increase	8.00%	8.00%
Attrition rates (based on age)		
- Upto 30 years	38.00%	38.00%
- 31- 44 years	15.00%	15.00%
- Above 44 years	7.00%	7.00%
Mortality Rate	IALM 2012-14	IALM 2012-14

Sensitivity analysis

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate, future salary escalation rate and attrition rate. The following tables summarizes the impact on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 100 basis points. These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analysis.

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(₹ in lakhs)

Particulars	March 31, 2022	March 31, 2021
Discount rate		
- 100 bps increase	105.82	(50.93)
- 100 bps decrease	127.44	60.26
Salary growth rate		
- 100 bps increase	126.58	60.10
- 100 bps decrease	106.13	(50.98)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumption may be correlated.

The weighted average duration of the defined benefit obligation is estimated as 14.54 years (previous year – 15.05 years).

The payout pattern of defined benefit obligation (undiscounted) estimated as at year-end is given below:

Particulars	March 31, 2022	March 31, 2021
Expected cashflow due		
- within 1 year	8.25	6.86
- 2 to 5 years	44.08	21.18
- 6 to 10 years	47.39	20.99
- More than 10 years	141.14	51.77

38 Capital management

The Reserve Bank of India vide its circular reference RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13 March 2020 outlined the regulatory guidance in relation to Ind AS financial statements from financial year 2019-20 onwards. This included guidance for computation of 'owned funds' , 'net owned funds' and 'regulatory capital'. Accordingly, effective from the current financial year, the 'regulatory capital' has been computed in accordance with these requirements read with the requirements of the Master Direction DNBR. PD.008/03.10.119/2016-17 dated September 01, 2016 (as amended).

The Company's capital management strategy is to effectively determine, raise and deploy capital so as to create value for its shareholders. The same is

done through a mix of either equity and/or convertible and/or combination of short term /long term debt as may be appropriate.

The company determines the amount of capital required on the basis of operations, capital expenditure and strategic investment plans. The capital structure is monitored on the basis of net debt to equity and maturity profile of overall debt portfolio.

The Company is subject to the capital adequacy requirements of the Reserve Bank of India (RBI). Under RBI's capital adequacy guidelines, the Company is required to maintain a capital adequacy ratio consisting of Tier I and Tier II Capital. The total of Tier II Capital at any point of time, shall not exceed 100 percent of Tier I Capital. The minimum capital ratio as prescribed by RBI guidelines and applicable to the Company, consisting of Tier I and Tier II capital, shall not be less than 15 percent of its aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet.

The Company has complied with all regulatory requirements related capital and capital adequacy ratios as prescribed by RBI

Regulatory capital and analytical ratios ₹ in lakhs

Particulars	March 31, 2022	March 31, 2021
Tier I capital	9,817.79	8,652.83
Tier II capital (limited to Tier I capital)	4,923.95	4,341.47
Total regulatory capital	14,741.74	12,994.30
Aggregate of Risk weighted assets	63,571.33	45,885.56
Tier I capital ratio	15.44%	18.86%
Tier II capital ratio	7.75%	9.46%
Capital to risk-weighted assets ratio	23.19%	28.32%
Liquidity coverage ratio		

"Tier I Capital" means owned fund as reduced by investment in shares of other non-banking financial companies and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, ten per cent of the owned fund.

"Owned fund" means paid up equity capital, preference shares which are compulsorily convertible into equity, free reserves, balance in share premium account and capital reserves representing surplus arising out of sale proceeds of asset, excluding reserves created by revaluation of asset, as reduced by accumulated loss balance, book value of intangible assets and deferred revenue expenditure, if any.

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"Tier II capital" includes the following -
(a) preference shares other than those which are compulsorily convertible into equity
(b) revaluation reserves at discounted rate of fifty five percent
(c) General provisions (including that for Standard Assets) and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one and one fourth percent of risk weighted assets. 12 month expected credit loss (ECL) allowances for financial instruments i.e. where the credit risk has not increased significantly since initial recognition, shall be included under general provisions and loss reserves in Tier II capital within the limits specified by extant regulations. Lifetime ECL shall not be reckoned for regulatory capital (numerator) while it shall be reduced from the risk weighted assets
(d) hybrid debt capital instruments; and
(e) subordinated debt to the extend aggregate does not exceed Tier I capital.

Aggregate Risk Weighted Assets -
Under RBI Guidelines, degrees of credit risk expressed as percentage weightages have been assigned to each of the on-balance sheet assets and off-balance sheet assets. Hence, the value of each of the on-balance sheet assets and off- balance sheet assets requires to be multiplied by the relevant risk weights to arrive at risk adjusted value of assets. The aggregate shall be taken into account for reckoning the minimum capital ratio

39 Leases

I) Company as a Lessee

As a lessee, the Company's lease asset class primarily consist of buildings or part thereof taken on lease for office premises used for operating activities.

For transition, the Company has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis. The Company has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under AS 19 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right-of-use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease. The Company has used a single discount rate to a portfolio of leases with similar characteristics.

The weighted average incremental borrowing rate of 9.45% has been applied to lease liabilities recognized in the balance sheet at the date of initial application.

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-of-use asset, and finance cost for interest accrued on lease liability.

The Company has followed modified retrospective approach for transition to Ind AS 116 wherein the Company had computed the Right of use asset at transition date at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease immediately prior the date of transition to Ind AS. Accordingly, as a transition adjustment, the Company had recognized right of use asset of ₹2491.45 lakhs (after prepayment adjustment) and lease liability of ₹2346.55 lakhs.

Expense relating to leases on which short-term lease exemption was availed is ₹ 57.85(previous year: ₹Nil). The expense relating to leases of low-value assets during the year ended March 31, 2021, is Nil (previous year Nil)

None of the lease contains any variable lease payments or taken under sale and leaseback arrangements.

Movement in lease liabilities

₹ in lakhs

Particulars	March 31, 2022	March 31, 2021
Opening balance	3,105.40	2,346.55
Add: Additions during the year	671.50	943.12
Add: Finance cost	301.08	235.32
Less: Repayment made during the period	(598.00)	(419.59)
Less: Termination/ modification adjustments	-	-
Closing balance	**3,479.98**	**3,105.40**

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Maturity analysis of lease liabilities (undiscounted values)

₹ in lakhs

Particulars	March 31, 2022	March 31, 2021
Upto 1 year	678.75	571.46
1 year - 5 years	2,636.02	2,334.75
More than 5 years	1,621.84	1,489.03
Total	**4,936.61**	**4,395.24**

40 Debenture Redemption Reserve

Pursuant to Regulation 16 of the SEBI Debt Regulations and Section 71(4) of the Companies Act, 2013 states that where debentures are issued by any company, the company shall create a debenture redemption reserve out of the profits of the company available for payment of dividend. Rule 18(7) of the Companies (Share Capital and Debentures) Rules, 2014, as amended by Companies (Share Capital and Debentures) Amendment Rules, 2019, listed NBFC is not required to create a DRR in case of public issue of debentures. The rules further mandate that the company which is coming with a Public Issue shall deposit or invest, as the case may be, before the 30th day of April of each year a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March of the next year in any one or more prescribed methods.

Accordingly, your Company is not required to create a DRR for the Public NCDs. The Company maintained liquid assets amounting to Rs. 87.78 lakhs in the form of Deposits with Scheduled Banks, which represents 15% of amount of its public issue of debentures maturing during the financial year 2022-23.

41 Fraud

During the FY 2021-22 there were instances of fraud on the Company by employees where gold loan related misappropriations have occurred amounting to Rs.94.65 lacs ((Previous Year Rs.NIL) of which the Company has recovered Rs 1.98 lacs during the year itself).

42 Pending Litigations

The Company's pending litigations comprise of claims by the Company on the customers to recover its dues. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on its financial statements of the Company as at March 31, 2022 (previous year - nil)

43 Financial risk management framework

In the course of its business, the Company is exposed to certain financial risks namely credit risk, interest risk, currency risk & liquidity risk. The Company's primary focus is to achieve better predictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The financial risks are managed in accordance with the Company's risk management policy which has been approved by its Board of Directors.

Board of Directors of the Company have established Asset and Liability Management Committee (ALCO), which is responsible for developing and monitoring risk management policies for its business. The credit risk is managed through credit norms established based on historical experience.

43.1 *Market risk*

Market the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates, etc. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while maximizing the return.

a) Pricing risk

The Company does not have any asset which is exposed to the pricing risk

b) Currency risk

The Company does not have any asset which is exposed to the currency risk since the Company does not deal in foreign currency

c) Interest rate risk

The company uses a mix of cash and borrowings to manage the liquidity & fund requirements of its day-to-day operations. Further, certain interest bearing liabilities carry variable interest rates

43.2 *Credit Risk Management*

Credit risk is the risk that the Company will incur a loss because its customers fail to discharge their contractual obligations. The Company has a comprehensive framework for monitoring credit quality of its retail and other loans primarily based on Days past due monitoring at period end. Repayment by individual customers and portfolio is tracked regularly and required steps for recovery are taken through follow ups and legal recourse.

Credit Quality of Financial Loans and Investments

The following table sets out information about credit quality of loans and investments measured at amortized cost primarily based on days past due information. The amount represents gross carrying amount.

₹ in lakhs

Particulars	March 31, 2022	March 31, 2021
Gross carrying amount of loans	52,367.29	39,806.77
No dues	-	-
30 days past due	323.61	183.57
31-90 days past due	1,586.48	353.08
Impaired (more than 90 days past due)	846.47	204.79

The Company reviews the credit quality of its loans based on the ageing of the loan at the period end. Since the company is into retail lending business, there is no significant credit risk of any individual customer that may impact company adversely, and hence the Company has calculated its ECL allowances on a collective basis.

Inputs considered in the ECL model

In assessing the impairment of financial loans under Expected Credit Loss (ECL) Model, the assets have been segmented into three stages. The three stages reflect the general pattern of credit deterioration of a financial instrument. The differences in accounting between stages, relate to the recognition of expected credit losses and the measurement of interest income.

The Company categorizes loan assets into stages primarily based on the Days Past Due status.

Stage 1 : 0-30 days past due

Stage 2 : 31-90 days past due

Stage 3 : More than 90 days past due

RBI COVID-19 Regulatory Package

In accordance with the Reserve Bank of India (RBI) notification no. RBI/2019-20/186 DOR.No.BP. BC.47/21.04.048/2019-20 dated 27th March, 2020, RBI/2019-20/220 DOR.No.BP.BC.63/21.04.048/2020-21 dated April 17, 2020 and Press Release: 2019-2020/2392 dated 22 May 2020 relating to 'COVID-19 - Regulatory Package', the Company, as per its Board approved policy and ICAI advisories, has granted moratorium upto six months on the payment of installments which became due between 01 March 2020 and 31 August 2020 to all eligible borrowers. This relaxation did not automatically trigger a significant increase in credit risk. The Company continued to recognize interest income during the moratorium period and in the absence of other credit risk indicators, the granting of a moratorium period did not result in accounts becoming past due and automatically triggering Stage 2 or Stage 3 classification criteria and accordingly, the staging of such accounts of borrowers as at 31 March 2021 is based on day past due status considering the benefit of moratorium period.

Impact of COVID-19

The COVID 19 pandemic had significantly increased the credit risk relating to the loans and advances from the historical loss expectations. The

management had given due care and made forward looking estimates to ECL model so as to cover the additional risk due to the pandemic.

Estimations and assumptions considered in the ECL model

The Company has made the following assumptions in the ECL Model:

a) The Company is primarily engaged in the gold loan business and the average loan duration is less than 1 year also. Therefore, the Company does not made any segregation between 12 month ECL and life-time ECL while computing the ECL allowance.

b) Since the Company has no assets which are classified as NPA (more than 90 days past due), there is not asset under credit impaired category.

c) The Company had started business certain new geographical locations wherein the historical loss details are not available. The loss rates for similar geographical location is considered as a forward looking estimate.

Concentration of credit risk

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on spreading its lending portfolio across various products/states/customer base with a cap on maximum limit of exposure for an individual/Group. Accordingly, the Company does not have concentration risk.

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43.3 *Liquidity risk*

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company consistently generated sufficient cash flows from operations to meet its financial obligations as and when they fall due.
The Company has well defined Asset Liability Management (ALM) framework with an appropriate organisational structure to regularly monitor and manage maturity profiles of financial assets and financial liabilities including debt financing plans, cash and cash equivalent instruments to ensure liquidity

Maturity pattern of financial liabilities

₹ in lakhs

Particulars	0-12 months	Beyond 12 months	Total
As at March 31, 2022			
(a) Payables	34.37	-	34.37
(b) Debt securities	11,138.69	4,810.71	15,949.40
(c) Borrowings (Other than Debt Securities)	10,940.20	14,358.36	25,298.56
(d) Lease liabilities (at undiscounted values)	678.75	4,257.86	4,936.61
(e) Deposits	-	-	-
(f) Subordinated Liabilities	2,752.35	16,268.35	19,020.70
(g) Other financial liabilities	1,848.07	1,282.89	3,130.96
	27,392.43	**40,978.17**	**68,370.60**
As at March 31, 2021			
(a) Payables	38.72	-	38.72
(b) Debt securities	3,870.86	1,295.65	5,166.51
(c) Borrowings (Other than Debt Securities)	9,996.69	6,212.24	16,208.93
(d) Lease liabilities (at undiscounted values)	571.46	3,823.78	4,395.24
(e) Deposits	-	-	-
(f) Subordinated Liabilities	1,551.80	13,206.25	14,758.05
(g) Other financial liabilities	1,219.09	683.18	1,902.27
	17,248.62	**25,221.10**	**42,469.72**

44 Financial instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note #2 to the financial statements.

44.1 *Classification of financial assets and liabilities*

The fair values of the financial assets / liabilities represent the price that would be received to sell the financial asset or paid to transfer the financial liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:
1. Fair value of trade receivables, cash, loans, other financial assets, trade payables and other financial liabilities, approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these financial assets. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values of security deposits were calculated based on cash flows discounted using current lending rate. The fair values are classified as Level 3 in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The Company does not have any financial instruments which are held for trading and no financial instruments are required to be accounted using fair value through profit or loss. Further, the Company has no instruments which are accounted for using hedge accounting model as specified under Ind AS 109 Financial Instruments.

₹ in lakhs

Particulars	Non-current	Current	Total
As at March 31, 2022			
Financial assets at amortised cost			
(a) Cash and cash equivalents	-	7,880.18	7,880.18
(b) Bank balances other than cash and cash equivalents	1,006.12		1,006.12
(c) Receivables	-	5,532.80	5,532.80
(d) Loans	4,474.78	47,892.51	52,367.29
(f) Investments	-	-	-
(g) Other financial assets	820.28	88.13	908.41
	6,301.18	**61,393.62**	**67,694.80**

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Financial liabilities at amortised cost			
(a) Payables	-	34.37	34.37
(b) Debt securities	4,810.71	11,138.69	15,949.40
(c) Borrowings (Other than Debt Securities)	14,358.36	10,940.20	25,298.56
(d) Deposits	-	-	-
(e) Subordinated Liabilities	16,268.35	2,752.35	19,020.70
(f) Other financial liabilities	1,282.89	1,848.07	3,130.96
	36,720.31	**26,713.68**	**63,433.99**
As at March 31, 2021			
Financial assets at amortised cost			
(a) Cash and cash equivalents	-	719.58	719.58
(b) Bank balances other than cash and cash equivalents	649.24	-	649.24
(c) Receivables	-	4,039.68	4,039.68
(d) Loans	3,214.49	36,592.28	39,806.77
(f) Investments	-	-	-
(g) Other financial assets	389.88	20.26	410.14
	4,253.61	**41,371.80**	**45,625.41**
Financial liabilities at amortised cost			
(a) Payables	-	38.72	38.72
(b) Debt securities	1,295.65	3,870.86	5,166.51
(c) Borrowings (Other than Debt Securities)	9,177.88	10,315.00	19,492.88
(d) Deposits	-	-	-
(e) Subordinated Liabilities	13,206.25	1,551.80	14,758.05
(f) Other financial liabilities	683.18	1,219.09	1,902.27
	24,362.96	**16,995.47**	**41,358.43**

44.2 *Fair value hierarchy*

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3 - Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The fair value of loan assets has been arrived at by using level 3 inputs at initial recognition and subsequently measured using amortized cost model. There are no financial instruments which are carried at fair value as at the Balance Sheet date.

45 Additional disclosures required under Schedule III

45.1 *Loans and advances to promoters, KMPs, Directors and related parties*

Details of loans to promoters, KMPs, Directors and other related parties during the period are as follows:

Type of borrower	As at March 31, 2022		As at March 31, 2021	
	Amount outstanding	**% of total**	**Amount outstanding**	**% of total**
Repayment terms are fixed				
a) Promoters	-		-	
b) Directors	-		-	
c) KMPs	-		-	
d) Related parties	-		514.00	100.00%
Repayable on demand				
a) Promoters	-	-	-	-
b) Directors	-	-	-	-
c) KMPs	-	-	-	-
d) Related parties	-	-	-	-
without specifying any terms or period of repayment				
a) Promoters	-	-	-	-
b) Directors	-	-	-	-
c) KMPs	-	-	-	-
d) Related parties	-	-	-	-

45.2 *Transactions related to Crypo-currency*

The company has not traded or invested in Crypto currency or Virtual Currency during the period (previous year - Nil)

45.3 *Fund received from other persons/ entities for lending/ investing/ providing guarantee*

The company has not received any funds from any person/entities, for the purpose of directly or indirectly lending/investing/providing guarantee/security to another person/entity, by or on behalf of the person/entity from whom such amount is received during the period in contravention of the Act or RBI guidelines.

The company has not advanced/loaned/invested funds to any person/entity for the purpose of directly or indirectly lending/ investing/ providing guarantee/ security to a third person/entity, by or on behalf of the company in contravention of the Act.

45.4 *Utilisation of borrowings*

The Company had utilised the borrowings availed during the period for the purposes specified.

45.5 *Periodical reports submitted to bank on current assets*

The Company has taken loans from banks/ Financial Institutions (FI) on the basis of security of assets like loans receivable.
The periodic returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

45.6 *Disclosure pursuant to section 186 of the Companies Act, 2013*

The Company has not given any loans/ advances/ guarantees to any related person/ entities in contravention of section 186 of the Companies Act, 2013.

45.7 *Details of Corporate guarantees given by the Company*

The Company has not given any corporate guarantee in respect of any loan during the period

45.8 *Revaluation of assets*

The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets)/ Intangible Assets during the period (previous year - Nil)

45.9 *Property under the Benami Transactions (Prohibition) Act, 1988*

The company is not holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)

*Willful defaulter*

The company is not wilful defaulters under guidelines on wilful defaulters issued by the Reserve Bank of India

*Relationship with struck of companies*

The company has no relationship and transactions with struck off companies

*Delay in registration of charges*

The company has not made any delay in registration of Charges during the period.

*Layers of investment*

The company has complied with the number of layers prescribed under section 2(87) of the companies Act 2013

*Compromises and Arrangements*

The company has not entered in scheme of arrangement under section 230 to 237 of Companies Act 2013 during the period.

*Transactions not recorded in the books disclosed under income tax*

There are no transactions not recorded in the books of accounts, which are disclosed during the Income tax assessment/search/survey.

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47 RELATED PARTY DISCLOSURE

A Enterprise where control exists

Related Parties	Name of related parties
Holding Company :	Indel Corporation Private Limited
B Fellow Subsidiary Company:	Indel Automotives Private Limited M Star Hotels Private Limited
C Individual and relatives of Individual	Mr.Gopalakrishna Mohanan, Managing Director Mr.Umesh Mohanan, Director Mr. Salil Venu, Director Mrs. Kavitha Menon, Director Mrs. Usha Devi Mohanan
D Partnership Firm in which Director is a partner	Mind Story
E Companies/Firm in which Individual and relatives of Individual exercise control/significant influence	M Star Satelite Communications Private Limited M Star Hotel Heritage Private Limited Wind flower Consultancy

Disclosure of transactions between the Company and related parties and outstanding balance as at the

A Transaction with Holding Company

(i)

Indel Corporation Private Limited	**As at**	
	March 31,2022	**March 31,2021**
Opening Balance	**112.47**	**157.43**
Expenses incurred	10.71	9.42
Empenses reimbursed	(9.50)	(9.88)
Rental/Maintenance Expenses	60.44	49.14
Rental/Maintenance Expenses paid	(61.90)	(49.14)
Rent Deposit	385.00	110.00
Advance Paid	1,733.48	760.50
Advance returned	(1,672.80)	(915.00)
Amount Due from/(to) related party	**557.90**	**112.47**

B Fellow subsidary company:

(i)

Indel Automotives Private Limited	**As at**	
	March 31,2022	**March 31,2021**
Opening Balance	**331.42**	**325.35**
TDS receivable	-	10.16
Interest Accrued	15.32	56.67
Loan repayment	(320.00)	-
Interest received	(16.59)	(60.76)
Amount Due from/(to) related party	**10.16**	**331.42**

(ii)

M Star Hotels Private Limited	**As at**	
	March 31,2022	**March 31,2021**
Opening Balance	1.02	-
TDS receivable	-	1.02
Amount Due from/(to) related party	1.02	1.02

C Transactions with Individual exercise control over the company

(i)

Mohananan Gopalakrishnan	**As at**	
	March 31,2022	**March 31,2021**
Opening Balance	(0.46)	(0.34)
Interest on Bond accrued	(3.12)	(3.26)
Interest paid	2.96	3.14
Directors Remuneration paid	12.00	12.00
Amount Due from/(to) related party	**(0.62)**	**(0.46)**

INDEL MONEY LIMITED

(ii)

Umesh Mohanan	As at	
	March 31,2022	March 31,2021
Opening Balance	(0.35)	1.82
Salary paid	120.00	30.00
Expenses reimbursed	(18.33)	(1.82)
Interest on Bond accrued	(3.80)	(2.77)
Interest paid	2.70	2.42
Advance Paid	119.00	150.00
Amount Received	(94.91)	(150.00)
Amount Due from/(to) related party	**22.65**	**(0.35)**

(iii)

Salil Venu	As at	
	March 31,2022	March 31,2020
Directors Remuneration paid	9.00	9.00
Amount Due from/(to) related party	-	-

(iv)

Kavitha Menon	As at	
	March 31,2022	March 31,2020
Directors Remuneration paid	3.00	3.00
Amount Due from/(to) related party	-	-

(v)

Usha Devi Mohanan	As at	
	March 31,2022	March 31,2020
Opening Balance	(12.89)	(8.52)
Interest on Bond accrued	(5.65)	(4.91)
Interest paid	1.05	0.54
Amount Due from/(to) related party	**(17.49)**	**(12.89)**

D Partnership Firm in which Director is a partner

(i)

Mind Story	As at	
	March 31,2022	March 31,2020
Opening Balance	**3.14**	-
Expenses incurred	16.52	13.51
Empenses reimbursed	(18.27)	(10.38)
Amount Due from/(to) related party	**1.39**	**3.14**

E Companies in which Individual and relatives of Individual exercise control/significant influence

(i)

M Star Satellite Communications Private Limited	As at	
	March 31,2022	March 31,2020
Opening Balance	232.66	451.84
TDS Receivable	(7.59)	5.27

INDEL MONEY LIMITED

Interest accrued	30.12	48.16
Interest Received	(68.78)	(41.61)
Amount repaid	(194.00)	(231.00)
Amount Due from/(to) related party	**(7.59)**	**232.66**

(iii)

M Star Heritage Hotels Private Limited	**As at**	
	March 31,2022	**March 31,2020**
Opening balance	0.11	0.11
Amount	-	-
Amount Due from/(to) related party	**0.11**	**0.11**

(iv)

Wind Flower Consultancy	**As at**	
	March 31,2022	**March 31,2020**
Consultation Fee	39.92	39.92
Amount Due from/(to) related party	-	-

48 Balance confirmations

Balances of Loan from Financials Institutions -Term Loan are subject to confrimation and reconcilations.

49 Regrouping of comparative period information

The information relating to comparative periods have been regrouped /reclassified /restated to conform to the classification of the current year which are required in accordance with Ind AS.

50 **Disclosure required as per Reserve Bank of India Notification No. DNBS.CC.PD.No. 265/03.10.01/2011-12 dated March 21,2012**

Particulars	March 31, 2022	March 31, 2021
Loan granted against collateral of gold jewellery	42,275.76	30,988.37
Total Asset of the Company	73,654.64	50,199.28
Percentage of loans granted against collateral of gold jewellery to Total Assets	57.40%	61.73%

51 **(as required in terms of paragraph 13 of Non-Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank Directions,2007)**

₹ in lakhs

Liability Side

Particulars	March 31, 2022	March 31, 2021
1) Loans and Advances availed by the non- banking financial company inclusive of interest acrrued thereon but not paid		
a)Debentures:Secured	15,949.40	5,166.51
Subodinated Bonds : Unsecured	19,020.70	14,758.05
(other than falling with in the meaning of public deposits)	-	-
b) Deferred Credits	-	-
c) Term Loans	19,206.57	13,775.47
d) Inter -Corporate Loans and Borrowings	-	-
e) Commercial Paper	-	-
f) Other Loans (Cash Credit and lease liabilities)	6,091.99	5,717.41

₹ in lakhs

Asset Side

Particulars	March 31, 2022	March 31, 2021
2) Break -up of loans and advances including bill receivables (other than those included in (4) below):		
a) Secured	45,269.11	37,139.59
b) Unsecured	7,098.18	2,667.18
(3) Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities		
(i) Lease assets including lease rentals under sundry debtors:	-	-
(a) Financial lease	-	-
(b) Operating lease	-	-
(ii) Stock on hire including hire charges under sundry debtors	-	-
(a) Assets on hire	-	-
(b) Repossessed Assets	-	-
(iii) Other loans counting towards AFC activities	-	-
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
(4) Break-up of Investments :		
Current Investments:		
1. Quoted:		
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
2. Unquoted:	-	-
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
Long Term investments:		
1. Quoted:		
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
2. Unquoted:	-	-
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (Gold Ring & Gold audit kit)	0.95	0.95

INDEL MONEY LIMITED *

5. Borrower Group Wise Classifaction of assets financial as in (2) and (3) above ₹ in lakhs

Category	Amount net of provisions		
	Secured	Unsecured	Total
1 Related Parties			-
(a) Subsidiaries	-	-	-
(b) Companies in the same group	514.00	-	514.00
(c)Other Related Parties	-	-	-
			-
2 Other than related parties (net of provisions)	36,625.59	2,667.18	39,292.77
Total	**37,139.59**	**2,667.18**	**39,806.77**

6. Investor group wise classification of all investments (Current and long term) in shares and securites (both quoted and unquoted)

Category	Market Value/Break up or Fair Value or NAV	Book Value (Net of Provisional)
1 Related Parties		
(a) Subsidiaries	-	1,00,000
(b) Companies in the same group	-	-
(c) Other Related Parties	-	-
2 Other than related parties	-	-
Total	-	1,00,000

7 Other Information

Particulars	Amount
(i) Gross Non- Performing Asset	
(a) Related Parties	-
(b) Other than Related Parties	-
(ii) Net Non -Performing Asset	
(a) Related Parties	-
(b) Other than Related Parties	-
(iii) Asset acquired in satisfaction of debt	-

EXPOSURES ₹ in lakhs

Exposure to Real Estate Sector	2021-22	2020-21
Category		
a) Direct Exposure	-	-
i) Residential Mortgages-		
Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented; (indvidual housing loans upto Rs 15 lakhs may be shown seperately)	-	-
ii) Commercial Real Estate -		
Lending secured by mortgages on commercial real estates (Office buildings, retail space, multipurpose commercial premises,multi -famliy residential buildings multi-tenanted commercial premises, industrial;or warehouse space,hotels, land acquisitions, develpoment and construction etc.) Exposure would also include Non-Fund Based(NFB) Limits		2,914
iii) Investments in Mortgage Backed securities (MBS) other securitised exposure		
a) Residential	-	-
b)Commercial Real Estate	-	-
b) Indirect Exposure		
Fund -Based and Non-Fund Basedexposures on National Housing Bank and (NHB)	-	-
and Housing Finance Companies (HFCs)	-	-

INDEL MONEY LIMITED

INDEL MONEY LIMITED

(formerly known as "Indel Money Private Limited")

Office No.301, Floor No.3, Sai Arcade N.S Road, Mulund West, Mumbai - 400 080

Consolidated Statement of Changes in Equity

(₹ in lakhs)

A. EQUITY SHARE CAPITAL

(1) Current reporting period

Balance as at April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance as at March 31, 2022
8,214.70	-	8,214.70	1,100.00	9,314.70
8,214.70	-	8,214.70	1,100.00	9,314.70

(1) Previous reporting period

Balance as at April 1, 2020	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance as at March 31, 2021
8,214.70	-	8,214.70	-	8,214.70
8,214.70	-	8,214.70	-	8,214.70

B. OTHER EQUITY

(a) Current reporting period

Particulars	Reserves and Surplus			Items of other comprehensive income	Total other equity
	Retained Earnings	Reserve Fund	Impairment Reserve	Remeasurement gain/loss on defined benefit plan	
Balance as at April 1, 2021	458.65	15.06	68.94	3.56	546.21
Total comprehensive income	210.76	-	-	(24.99)	185.77
Transfer to/ from retained earnings	(120.81)	-	120.81	-	-
Dividend	-	-	-	-	-
Balance as at March 31, 2022	548.60	15.06	189.75	(21.43)	731.98

(b) Previous reporting period

Particulars	Reserves and Surplus			Items of other comprehensive income	Total other equity
	Retained Earnings	Reserve Fund	Impairment Reserve	Remeasurement gain/loss on defined benefit plan	
Balance as at April 1, 2020	(392.18)	15.06	-	-	(377.12)
Ind AS transition adjustments	(18.74)	-	64.24	-	45.50
Restated balance as at April 1, 2020	(410.92)	15.06	64.24	-	(331.62)
Total comprehensive income	874.27	-	-	[illegible]	877.83
Transfer to/ from retained earnings	(4.70)	-	4.70	-	-
Dividend	-	-	-	-	-
Balance as at March 31, 2021	458.65	15.06	68.94	3.56	546.21

Notes form an integral part of these finacials statements.

As per our report of even date attached

For FRG & Company
Chartered Accountants
(Registration No. 23258N)

Rajesh Tiwari
(Partner)
Membership No. 128959
Place: Kochi
Date: 30th May, 2022
UDIN : 22128959ANYNFS9879

For and on behalf of the board
Indel Money Limited (formarly known as Indel Money Private Limited)

Mohanan Gopalakrishanan
Managing Director
DIN No.02456142

Umesh Mohanan
Director
DIN No. 02456902

Hanna P Nazir
Company Secretary
Membership No. A51727
Place : Kochi
Date : 30th May, 2022

Narayanan Pisharath
Chief Financial Officer

FRG & COMPANY Reg. No. 23258N CHARTERED ACCOUNTANTS

INDEL MONEY LIMITED

5 Borrower Group Wise Classifaction of assets financial as in (2) and (3) above

₹ in lakhs

Category	Amount net of provisions		
	Secured	Unsecured	Total
1 Related Parties			-
(a) Subsidiaries	-	-	-
(b) Companies in the same group	514.00	-	514.00
(c)Other Related Parties	-	-	-
			-
2 Other than related parties (net of provisions)	36,625.59	2,667.18	39,292.77
Total	37,139.59	2,667.18	39,806.77

6. Investor group wise classification of all investments (Current and long term) in shares and securites (both quoted and unquoted)

Category	Market Value/Break up or Fair Value or NAV	Book Value (Net of Provisional)
1 Related Parties		
(a) Subsidiaries	-	1,00,000
(b) Companies in the same group	-	-
(c) Other Related Parties	-	-
2 Other than related parties	-	-
Total	-	1,00,000

7 Other Information

Particulars	Amount
(i) Gross Non- Performing Asset	
(a) Related Parties	-
(b) Other than Related Parties	-
(ii) Net Non -Performing Asset	
(a) Related Parties	-
(b) Other than Related Parties	-
(iii) Asset acquired in satisfaction of debt	-

EXPOSURES

₹ in lakhs

Exposure to Real Estate Sector	2021-22	2020-21
Category		
a) Direct Exposure	-	-
i) Residential Mortgages-		
Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented, (indvidual housing loans upto Rs. 15 lakhs may be shown sepetately)	-	-
ii) Commercial Real Estate -		
Lending secured by mortgages on commercial real estates (Office buildings, retail space, multipurpose commercial premises,multi -famliy residential buildings multi-tenanted commercial premises, industrial,or warehouse space,hotels, land acquisitions, develpoment and construction etc) Exposure would also include Non-Fund Based(NFB) Limits		2,014
iii) Investments in Mortgage Backed securities (MBS) other securitised exposure		
a) Residential	-	-
b)Commercial Real Estate	-	-
b) Indirect Exposure		
Fund -Based and Non-Fund Basedexposures on National Housing Bank and (NHB)	-	-
and Housing Finance Companies (HFCs)	-	-

Notes form an integral part of these finacials statements
As per our report of even date attached
For FRG & Company
Chartered Accountants
(Registration No. 23258N)

Rajesh Tiwari
(Partner)
Membership No. 128959
Place : Kochi
Date : 30th May, 2022
UDIN : 22128959ANYNF89879

For and on behalf of the board
Indel Money Limited (formerly known as Indel Money Private Limited)

Mohanan Gopalakrishanan
Managing Director
DIN No.02456142

Umesh Mohanan
Director
DIN No.02455902

Hanna P Nazir
Company Secretary
Membership No. A51727
Place : Kochi
Date : 30th May, 2022

Narayanan Pisharath
Chief Financial Officer

INDEL MONEY LIMITED

FRG & COMPANY
Reg. No. 23258N
CHARTERED ACCOUNTANTS

F R G & COMPANY
CHARTERED ACCOUNTANTS

7th Floor, Wing B, Supreme Business Park,
Behind Lake Castle Building, Hiranandani
Gardens, Powai Mumbai 400 076.
Contact No.9004054208
e-mail: tiwarirajeshp@gmail.com

Independent Auditors' Report

TO THE MEMBERS OF

INDEL MONEY LIMITED

(formerly known as Indel Money Private Limited),

Report on Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Indel Money Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, the Profit and total comprehensive profit, changes in equity and its cash flow for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

F R G & COMPANY Reg. No. 23258N CHARTERED ACCOUNTANTS

Sr.No.	Key Audit Matter	Auditor's Response
1	**Expected Credit Loss under IND AS 109 "Financial Instruments"** The Company recognises Expected Credit Losses (ECL) on loan assets under IND AS 109 "Financial Instruments" based on the Expected Credit Loss model developed by the Company. The estimation of expected credit loss on financial instruments involves significant judgement and estimates. Key estimates involve determining Exposure at Default (EAD), Probability at Default (PD) and Loss Given Default (LGD) using historical information. Hence, we have considered the estimation of ECL as a Key Audit Matter.	Assessed the accounting policy for impairment of financial assets and its compliance with IND AS 109. • Obtained an understanding of the Company's Expected Credit Loss (ECL) calculation and the underlying assumptions. • Tested the key controls over the assessment and identification of significant increase in credit risk and staging of assets. • Sample testing of the accuracy and appropriateness of information used in the estimation of Probability of Default (PD) and Loss Given Default (LGD). • Tested the arithmetical accuracy of the computation of PD and LGD and also performed analytical procedures to verify the reasonableness of the computation. • Assessed the disclosure made in relation to IND AS 109 for ECL allowance. Further, we also assessed whether the disclosure of key judgements and assumptions are adequate.
2	**IT Systems and Controls** The Company uses Information Technology (IT) application for financial accounts and reporting process. Any gap in the financial accounting and reporting process may result in a misstatement, hence we have identified IT systems and controls over financial reporting as a Key Audit Matter.	Understood the IT systems and controls over key financial accounting and reporting systems. • Tested the general IT controls for design and operating effectiveness. • Understood the changes made in the IT environment during the year and ascertained its effect on the financial statements controls and accounts. • We also assessed, through sample tests, the information generated from these systems which were relied upon for our audit.

Other Information

The Company's Board of Directors is responsible for preparation of the other information. Other information comprises the information included in the Company's Annual Report, but does not include the financial statements and our auditor's report thereon.

Reg. No. 23258N

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

Responsibilities of Management and those charged with Governance for the Standalone Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to preparation of these standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for audit of the standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

F R G & COMPANY
Reg. No. 23258N
CHARTERED ACCOUNTANTS

- Evaluate appropriateness of accounting policies used and reasonableness of accounting estimates and related disclosures made by management.
- Conclude on appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure-A a statement on the matters specified in paragraph 3 of the Order.

2. As required by section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books of accounts;

   c) The Balance Sheet, Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

G & COMPANY
Reg. No. 23258N
CHARTERED ACCOUNTANTS

d) In our opinion, the aforesaid Ind AS financial statements comply with the accounting standards specified under section 133 of the Act;

e) On the basis of written representations received from the directors as on 31st March 2022 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022, from being appointed as a director in terms of sub section (2) of Section 164 of the Act;

f) With respect to adequacy of the internal financial control over financial reporting of the Company and operating effectiveness of such control, refer to our separate Report in Annexure 'B'; and

g) With respect to other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act:

   In our opinion and to the best of our information and according to the explanations given to us, no remuneration has been paid by the Company to its directors during the year.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed its pending litigations in its financial statements which would impact its financial position other than those mentioned in the Notes No. 43 to the accounts;
   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
   iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
   iv. (a) As per the information and explanation given to us by the management, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   (b) As per the information and explanation given to us by the management, no funds have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

Reg. No.
2325BN

(c) On the basis of above representations, nothing has come to our notice that has caused us to believe that the above representations contained any material mis-statement.

v. The Company has not declared or paid any dividend during the year.

For **FRG & Company**
Chartered Accountants
Firm Registration No: 023258N
UDIN: 22128959AJWUZI2952

FRG & COMPANY
Reg. No. 23258N
CHARTERED ACCOUNTANTS

CA. Rajesh Tiwari
Partner
Membership No: 128959
Date : May 30, 2022
Place : Kochi

ANNEXURE 'A' TO INDEPENDENT AUDITOR'S REPORT

Annexure **'A'** referred to in Paragraph 1 of Report on Other Legal and Regulatory Requirements in our report to members of **INDEL MONEY LIMITED** ("the Company") for the year ended 31st March, 2022.

We report that:

i. In respect of its Property, Plant & Equipment:

(a) (A) The Company is maintaining proper records showing full particulars including quantitative details and situation of Property, Plant & Equipment;

(B) The Company is maintaining proper records showing full particulars of Intangible Asset.;

(b) The Company has a regular programme of physical verification of Property, Plant & Equipment which is, in our opinion, reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain Property, Plant & Equipment have been physically verified by the management during the year and no material discrepancies have been noticed on such verification;

(c) According to the information and explanations received by us, as the Company owns no immovable properties, the requirement on reporting whether title deeds of immovable properties held in the name of the Company is not applicable.;

(d) As per the information and explanation given to us by the management, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) during the year and hence provisions of Clause 3(i)(d) of the Order are not applicable to the Company;

(e) As per the information and explanation given to us by the management, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder and hence provisions of Clause 3(i)(e) of the Order are not applicable to the Company.

ii. In respect of its inventories:

(a) The Company is a Non-Banking Finance Company and its business does not require maintenance of inventories. Accordingly, the provision of clause 3(ii)(a) of the Order is not applicable to the Company;

(b) The Company has been sanctioned working capital limits in excess of H 5 Crores in aggregate from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly statements filed with banks or financial institutions are in agreement with the books

iii. (a) The principal business of the Company is to give loans, hence the requirement to report on clause 3(iii) (a) of the Order is not applicable to the Company

G & COMPANY Reg. No. 23258N CHARTERED ACCOUNTANTS

(b) During the year the investments made, guarantee provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees are, in our opinion, not prejudicial to the Company's interest

(c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated. Being a Non-Banking (Non- Deposit Taking Systematically Important) Finance Company, there are instances where the repayment of principal and interest are not as per the stipulated terms.

(d) In respect of loans and advances granted by the Company, and amount overdue for more than ninety days. In our opinion and according to the information and explanations given to us, reasonable steps have been taken by the Company for recovery of the principal and interest.

(e) The principal business of the Company is to give loans, hence the requirement to report on clause 3(iii) (e) of the Order is not applicable to the company.

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment. Hence the requirement to report loans granted to promoters, related parties as defined in clause 76 of section 2 of the Act or to any other parties on clause 3(iii) (f) of the Order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans granted, investments made and guarantees given, where applicable. The Company has not provided any security for which the provisions of section 185 and 186 of the Act are applicable.

v. The Company has not accepted any deposits from the public or amounts which are deemed to be deposits during the year which attract the directives issued by the Reserve Bank of India. Being a Non-Banking Finance Company registered with Reserve Bank of India, the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Rules framed there under regarding acceptance of deposits are not applicable. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

vi. In our opinion and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the Company.

vii. (a). In our opinion and according to the information and explanations given to us, the Company has generally been regular in depositing any undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, goods and services tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2022, for a period of more than six months from the date they became payable.

(b) In our opinion and according to the information and explanations given to us, there are no disputed amounts dues to be deposited in respect of goods and services tax, provident fund, employees' state insurance, sales tax, duty of customs, duty of excise, value added tax and cess as at March 31, 2022.

F R G & COMPANY
Reg. No. 23258N
CHARTERED ACCOUNTANTS

viii. In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no instances of any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared a wilful defaulter by any bank or financial institution or any other lender.

(c) In our opinion and according to the information and explanations given to us, the Company has utilized the money obtained by way of term loans for the purpose for which they were obtained.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have, prima facie not been utilized for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x. (a) According to the information and explanations provided to us and the records of the Company examined by us, the Company has not raised monies by way of initial public offer or further public offer except for the public offer of debt instruments.

According to the information and explanation provided to us and the records of the Company examined by us, the monies raised by way of public offer of debt instruments during the year were applied for the purposes for which those were raised.

(b) According to the information and explanations given to us, the Company has made preferential allotment of equity shares during the year and the requirements of Section 42 and Section 62 of the Companies Act, 2013 has been complied with and the funds raised have been used for the purpose for which fund was raised.

xi. (a) To the best of our knowledge and according to the information and explanations given to us, there have been instances of fraud on the Company amounting to Rs 94.65 lacs as included in Note 42 to the standalone financial statements. No fraud by the Company has been noticed or reported during the year, nor have we been informed of any such instance by the management

(b) No report under sub-section (12) of section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year by the Statutory Auditors and up to the date of this Report.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

G & COMPANY
Reg. No.
23250N
CHARTERED ACCOUNTANTS

xii. The Company is not a Nidhi company as prescribed under Section 406 of the Companies Act. Accordingly, the reporting requirement under clause 3 (xii) of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and the details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.

xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit is performed as per a planned program approved by the management and those charged with governance of the Company. We have considered, during the course of our audit, the reports of the branch internal audits for the year under audit in accordance with the guidance provided in SA 610 'Using the Work of Internal Auditors' issued by the Institute of Chartered Accountants of India.

xv. According to the information and explanations given to us, in our opinion, during the year the Company has not entered into any non-cash transaction with its directors or persons connected with its directors and hence reporting requirement under Clause 3 (xv) of the Order are not applicable to the Company.

xvi. (a) The Company is a Non-Banking Finance Company and is required to obtain Registration under section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained.

(b) The Company has a valid Certificate of Registration (CoR) from the Reserve Bank of India (RBI) for conducting Non-Banking Financial activities and no business has been conducted by the Company without a valid CoR.

(c) The Company is not a Core Investment Company (CIC)as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting requirements under clause 3 (xvi)(c) of the Order is not applicable.

(d) As per the information and explanations given to us, there are no core investment companies as defined in the regulations made by the Reserve Bank of India as part of its group and hence the reporting requirements under clause 3 (xvi)(d) of the Order are not applicable.

xvii. The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year, and hence provisions of Clause 3(xviii) of the Order are not applicable to the Company;

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a

F R G & COMPANY CHARTERED ACCOUNTANTS Reg. No. 23258N period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due;

xx. (a) In our opinion and according to the information and explanations given to us, there is no unspent amount required to be transferred to a fund specified in Schedule VII of the Companies Act in compliance with second proviso to sub section 5 of section 135 of the said Act for the year.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not transferred any unspent amount under sub section 5 of section 135 of the Companies Act, pursuant to ongoing projects to a special account in compliance with the provision of section 135(6) of the Companies Act.

For **FRG & Company**
Chartered Accountants
Firm Registration No: 023258N
UDIN: 22128959AJWUZI2952

FRG & COMPANY
Reg. No.
23258N
CHARTERED ACCOUNTANTS

CA. Rajesh Tiwari
Partner
Membership No: 128959
Date : May 30, 2022
Place : Kochi

ANNEXURE 'B' TO INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Indel Money Limited ('the Company') as of 31st March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls . Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial control over financial reporting was established and maintained and if such control operated effectively in all material respects.

Our audit involved performing procedures to obtain audit evidence about adequacy of the Company's internal financial controls system over financial reporting and their operating effectiveness. Our audit of the internal financial controls over financial reporting included obtaining an understanding of the internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating design and operating effectiveness of the internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

F R G & COMPANY
Reg. No.
23258N
CHARTERED ACCOUNTANTS

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding reliability of financial reporting and preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **FRG & Company**
Chartered Accountants
Firm Registration No: 023258N
UDIN: 22128959AJWUZI2952

F R G & COMPANY
Reg. No.
23258N
CHARTERED ACCOUNTANTS

CA. Rajesh Tiwari
Partner
Membership No: 128959
Date : May 30, 2022
Place : Kochi

INDEL MONEY LIMITED

(formerly known as "Indel Money Private Limited")

Office No 301, Floor No 1, Sai Arcade, N S Road, Mulund West, Mumbai - 400 080

Balance Sheet as at March 31, 2022

(₹ in lakhs)

	Note	As at March 31, 2022	As at March 31, 2021	As at April 1, 2020
ASSETS				
(1) Financial Assets				
(a) Cash and cash equivalents	5	7,880.15	719.58	628.58
(b) Bank balances other than cash and cash equivalents	6	1,006.12	649.24	-
(c) Receivables				
(i) Trade receivables	7(i)	-	-	-
(ii) Other receivables	7(ii)	5,532.80	4,039.68	1,654.20
(d) Loans	8	52,367.29	39,806.77	33,571.35
(f) Investments	9	12.00	12.00	12.00
(g) Other financial assets	10	921.17	422.40	452.80
(2) Non-financial Assets				
(a) Current tax assets (Net)	11	893.20	233.70	204.30
(b) Deferred Tax Asset (Net)	12	236.33	187.56	107.63
(c) Property, plant and equipment	13	852.82	653.47	697.65
(d) Right-of-use Asset	14	3,273.08	3,070.12	2,491.45
(f) Intangible assets	15	76.55	19.11	15.04
(g) Other non-financial assets	16	627.86	409.90	296.42
TOTAL ASSETS		73,679.37	50,223.54	40,131.42
LIABILITIES AND EQUITY				
LIABILITIES				
(1) Financial Liabilities				
(a) Payables				
(i) Trade payables	17(i)			
(i) Total outstanding dues of micro and small enterprises		-	-	-
(ii) Total outstanding dues of creditors other than micro and small enterprises		-	-	-
(ii) Other payables	17(ii)			
(i) Total outstanding dues of micro and small enterprises		-	-	-
(ii) Total outstanding dues of creditors other than micro and small enterprises		34.07	38.42	16.27
(b) Debt securities	18	15,949.40	5,166.51	3,782.45
(c) Borrowings (Other than Debt Securities)	19	25,298.56	19,492.88	17,216.60
(d) Deposits		-	-	-
(e) Subordinated Liabilities	20	19,020.70	14,758.05	9,963.70
(f) Other financial liabilities	21	3,130.96	1,902.27	1,141.55
(2) Non-financial Liabilities				
(a) Provisions	22	140.47	67.56	92.17
(b) Other non-financial liabilities	23	57.57	36.45	35.60
EQUITY				
(a) Equity share capital	24	9,314.70	8,214.70	8,214.70
(b) Other equity	25	732.94	546.70	(331.62)
TOTAL LIABILITIES AND EQUITY		73,679.37	50,223.54	40,131.42

Notes on accounts form part of standalone financial statements

As per our report of even date attached

For FRG & Company
Chartered Accountants
(Registration No. 23258N)

FRG & COMPANY
Reg. No. 23258N
CHARTERED ACCOUNTANTS

Rajesh Tiwari
(Partner)
Membership No. 128959
Place: Kochi
Date: 30-May-2022

UDIN : 22128959AJWUZI2952

For and on behalf of the board
Indel Money Limited (formerly known as "Indel Money Private Limited)

Mohanan Gopalakrishanan
Managing Director
DIN No. 02456142

Umesh Mohanan
Director
DIN No. 02455902

INDEL MONEY LIMITED

Harina P Nazir
Company Secretary
Membership No. A51727
Place: Kochi
Date: 30-May-2022

Narayanan P Bharath
Chief Financial Officer

INDEL MONEY LIMITED
(formerly known as "Indel Money Private Limited")
Office No 301, Floor No 3, Sai Arcade N S Road, Mulund West, Mumbai - 400 080
Statement of Profit and Loss for the year ended March 31, 2022

		Note number	For the year ended March 31, 2022	For the year ended March 31, 2021
	Revenue from operations			
(i)	Interest income	26	12,231.23	9,432.90
(ii)	Dividend income		-	-
(iii)	Fees and commission income	27	39.08	22.52
(iv)	Net gain on fair value changes		-	-
(v)	Sale of products		-	-
(vi)	Sale of services		-	-
(I)	**Total revenue from operations**		**12,270.31**	**9,455.42**
(II)	Other income	28	30.13	11.00
(III)	**Total income (I) + (II)**		**12,300.44**	**9,466.42**
	Expenses			
(i)	Finance costs	29	6,705.21	4,716.81
(ii)	Fees and commission expenses		-	-
(iii)	Net loss on fair value change		-	-
(iv)	Impairment of financial instruments	30	126.32	45.48
(v)	Employee benefit expenses	31	2,776.12	1,794.78
(vi)	Depreciation, amortisation and impairment	32	803.94	660.37
(vii)	Other expenses	33	1,391.30	1,094.62
(IV)	**Total expenses**		11,802.89	8,312.06
(V)	**Profit/ (loss) before tax (III - IV)**		497.55	1,154.36
(VI)	Tax expenses			
	(i) Current tax		285.60	360.73
	(ii) Deferred tax		0.72	(81.13)
(VII)	**Profit/ (loss) for the period (V) - (VI)**		**211.23**	**874.76**
(VIII)	**OTHER COMPREHENSIVE INCOME**			
(A)	***(i) Items that will not be reclassified to profit or loss***			
	Remeasurement gain/ loss on defined benefit plan		(33.40)	4.75
	(ii) Income tax relating to items the above		8.41	(1.19)
	TOTAL OTHER COMPREHENSIVE INCOME		(24.99)	3.56
(IX)	TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (VII + VIII)		**186.24**	**878.32**
(X)	**Earnings per share**	34		
	Basic (₹)		0.26	1.06
	Diluted (₹)		0.26	1.06
	Face value per share (₹)		10.00	10.00

Notes on accounts form part of standalone financial statements
As per our report of even date attached
For FRG & Company
Chartered Accountants
(Registration No. 23258N)

Rajesh Tiwari
(Partner)
Membership No. 128959
Place : Kochi
Date : 30-May-2022

F R G & COMPANY * Reg. No. 23258N * CHARTERED ACCOUNTANTS

UDIN: 22128959AJWUZI2952

For and on behalf of the board
Indel Money Limited (formerly known as "Indel Money Private Limited)

Mohanan Gopalakrishanan
Managing Director
DIN No. 242142

Umesh Mohanan
Director
DIN No. 02455902

Hanna P Nazir
Company Secretary
Membership No. A51727
Place : Kochi
Date : 30-May-2022

INDEL MONEY LIMITED *

Narayanan Pisharath
Chief Financial Officer

INDEL MONEY LIMITED
(formerly known as "Indel Money Private Limited")
Office No 301, Floor No 3, Sai Arcade N S Road, Mulund West, Mumbai - 400 080
Standalone Statement of Cash Flows for the year ended March 31, 2022

	For the year ended	
	March 31, 2022	March 31, 2021
I. CASHFLOWS FROM OPERATING ACTIVITIES		
Profit before tax	497.55	1,154.36
Depreciation, amortisation and impairment	803.94	660.37
Impairment of financial instruments	126.32	45.48
Finance costs	6,705.21	4,716.81
Loss on Sale of Fixed Asset		
Provision for gratuity	33.25	15.29
Provision for compensated absences	12.37	(34.02)
Operating profit before working capital changes	8,178.64	6,558.29
(Increase)/ decrease in receivables	(1,493.12)	(2,385.48)
(Increase)/ decrease in other bank balances	(356.88)	(649.24)
(Increase)/ decrease in loans	(12,686.84)	(6,280.90)
(Increase)/ decrease in other financial assets	(540.88)	(43.05)
(Increase)/ decrease in other non-financial assets	(217.96)	(113.48)
Increase/ (decrease) in payables	(4.35)	22.15
Increase/ (decrease) in provisions	(6.11)	(1.13)
Increase/ (decrease) in other financial liabilities	341.07	(30.82)
Increase/ (decrease) in other non-financial liabilities	18.28	40.20
Cash generated from/ (used in) operations	(6,768.15)	(2,883.46)
Finance costs paid	(5,817.59)	(3,925.27)
Income tax paid	(986.18)	(390.12)
Net cash from/ (used in) operating activities	(13,571.92)	(7,198.85)
II. CASHFLOWS FROM INVESTING ACTIVITIES		
Payments for property, plant and equipment and intangible assets	(557.22)	(495.46)
Proceeds from sale of property, plant and equipment	9.98	1.45
Net cash from/ (used in) investing activities	(547.24)	(494.01)
III. CASHFLOWS FROM INVESTING ACTIVITIES		
Increase/ (decrease) in share capital	1,100.00	-
Increase/ (decrease) in debt securities	10,782.89	1,384.06
Increase/ (decrease) in borrowings (other than debt securities)	5,134.18	1,605.47
Increase/ (decrease) in subordinated liabilities	4,262.65	4,794.35
Net cash from/ (used in) financing activities	21,279.72	7,783.88
IV. Net increase/ (decrease) in cash and cash equivalents (I + II + III)	7,160.56	91.02
V. Cash and cash equivalents at the beginning	719.60	628.58
VI. Cash and cash equivalents at the end	7,880.16	719.60

Notes on accounts form part of standalone financial statements
As per our report of even date attached

For FRG & Company
Chartered Accountants
(Registration No. 23258N)

Rajesh Tiwari
(Partner)
Membership No. 128959
Place : Kochi
Date : 30-May-2022

UDIN: 22128959AJWUZI2952

For and on behalf of the board
Indel Money Limited (formerly known as "Indel Money Private Limited")

Mohanan Gopalakrishanan
Managing Director
DIN No.02456142

Umesh Mohanan
Director
DIN No. 02455902

Hanna P Nazir
Company Secretary
Membership No. A51727
Place : Kochi
Date : 30-May-2022

Narayanan Pisharath
Chief Financial Officer

FRG & COMPANY Reg. No. 23258N CHARTERED ACCOUNTANTS

INDEL MONEY LIMITED

INDEL MONEY LIMITED

(formerly known as "Indel Money Private Limited")

Office No.301, Floor No.3, Sai Arcade N S Road, Mulund West, Mumbai - 400 080

Standalone Statement of Changes in Equity for the year ended March 31, 2022

(₹ in lakhs)

A. EQUITY SHARE CAPITAL

(1) Current reporting period

Balance as at April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance as at March 31, 2022
8,214.70	-	8,214.70	1,100.00	9,314.70
8,214.70	-	**8,214.70**	**1,100.00**	**9,314.70**

(1) Previous reporting period

Balance as at April 1, 2020	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance as at March 31, 2021
8,214.70	-	8,214.70	-	8,214.70
8,214.70	-	**8,214.70**	-	**8,214.70**

B. OTHER EQUITY

Particulars	Reserves and Surplus			Items of other comprehensive income	Total other equity
	Retained Earnings	Reserve Fund	Impairment Reserve	Remeasurement gain/loss on defined benefit plan	
Balance as at April 1, 2021	459.14	15.06	68.94	3.56	546.70
Total comprehensive income	211.23	-	-	(24.99)	186.24
Transfer to/ from retained earnings	(120.81)	-	120.81	-	-
Dividend	-	-	-	-	-
Balance as at March 31, 2022	549.56	15.06	189.75	(21.43)	732.94

(b) Previous reporting period

Particulars	Reserves and Surplus			Items of other comprehensive income	Total other equity
	Retained Earnings	Reserve Fund	Impairment Reserve	Remeasurement gain/loss on defined benefit plan	
Balance as at April 1, 2020	(392.18)	15.06	-	-	(377.12)
Ind AS transition adjustments	(18.74)	-	64.24	-	45.50
Restated balance as at April 1, 2020	(410.92)	15.06	64.24	-	(331.62)
Total comprehensive income	874.76	-	-	3.56	878.32
Transfer to/ from retained earnings	(4.70)	-	4.70	-	-
Dividend	-	-	-	-	-
Balance as at March 31, 2021	459.14	15.06	68.94	3.56	546.70

Notes are an integral part of the financial statements

Per our report attached to Balance Sheet

Date : 30-May-2022

Place: Kochi

INDEL MONEY LIMITED

G & COMPANY Reg. No. 23258N CHARTERED ACCOUNTANTS

1 CORPORATE INFORMATION

Indel Money Limited (formerly known as Indel Money Private Limited) ('the Company') was incorporated on September 11, 1986, in Mumbai, India. The Company is a Non-Deposit taking Non-Banking Financial Company which provides a wide range of fund based and fee-based services including gold loans, money transfer facilities etc. The Company had converted into a public limited company with effect from September 5, 2021. The Company is registered with Reserve Bank of India.

2 BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

2.1 Basis of preparation

These standalone or separate financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 ("the Act"), in conformity with the accounting principles generally accepted in India and other relevant provisions of the Act. Any application guidance/ clarifications/ directions issued by RBI or other regulators are implemented as and when they are issued/ applicable.

The Company's financial statements up to and for the year ended 31 March 2021 were prepared in accordance with the Generally Accepted Accounting Principles in India (IGAAP) under the historical cost convention as a going concern and on accrual basis, unless otherwise stated, and in accordance with the provisions of the Companies Act, 2013, the Accounting Standards specified under section 133 of the Companies Act, 2013 ("the Act") read with rule 7 of the Companies (Accounts) Rules 2014 (as amended) and prudential norms for income recognition, assets classification and provisioning for non-performing assets as well as contingency provision for standard assets as prescribed by The Reserve Bank of India (RBI) for NBFCs to the extent applicable, collectively referred as "Previous GAAP".

These are the Company's first standalone or separate financial statements prepared in accordance with Indian Accounting Standards (Ind AS). The Company has applied Ind AS 101, First-time Adoption of Indian Accounting Standards for transition from Previous GAAP to Ind AS. An explanation of how transition to Ind AS has affected the previously reported financial position, financial performance and cash flow of the Company is provided in Note 4.

These standalone or separate financial statements were approved by the Company's Board of Directors and authorized for issue on 30th May, 2022

2.2 Presentation of financial statements

The Balance Sheet, Statement of Changes in Equity and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Division III to Schedule III to the Companies Act, 2013 ("the Act") applicable for Non-Banking Finance Companies ("NBFC"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet, Statement of Changes in Equity and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the Financial Statements along with the other notes required to be disclosed under the notified Accounting Standards and regulations issued by the RBI.

2.3 Functional and presentation currency

These financial statements are presented in Indian Rupees ('INR' or '₹') which is also the Company's functional currency. All amounts are rounded-off to the nearest lakhs, unless otherwise indicated.

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2.4 **Basis of measurement**

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values.

Certain accounting policies of the Company and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedures with respect to the measurement of fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such value in use in Ind AS 36.

Fair value measurements under Ind AS are categorized into Level 1, 2, or 3 based on the degree to which the

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at measurement date.
- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly and
- Level 3 inputs are unobservable inputs for the valuation of assets or liabilities.

2.5 **Use of estimates, judgements and assumptions**

The preparation of the financial statements in conformity with Indian Accounting Standards ("Ind AS") requires the Management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Following are areas that involved a higher degree of estimate and judgement or complexity in determining the carrying amount of some assets and liabilities.

a) ***Effective Interest Rate (EIR) Method***

The Company recognizes interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loans given / taken. This estimation, by nature, requires an element of judgement regarding the expected behavior and life- cycle of the instruments, as well as expected changes to other fee income/expense that are integral parts of the instrument.

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b) *Impairment of Financial Assets*

The measurement of impairment losses on loan assets and commitments, requires judgement, in estimating the amount and timing of future cash flows and recoverability of collateral values while determining the impairment losses and assessing a significant increase in credit risk.

The Company's Expected Credit Loss (ECL) calculation is the output of a complex model with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL model that are considered accounting judgements and estimates include:

The Company's criteria for assessing if there has been a significant increase in credit risk.

- The segmentation of financial assets when their ECL is assessed on a collective basis.
- Development of ECL model, including the various formulae and the choice of inputs.
- Selection of forward-looking macroeconomic scenarios and their probability weights, to derive the economic inputs into the ECL model.
- Management overlay used in circumstances where management judges that the existing inputs, assumptions and model techniques do not capture all the risk factors relevant to the Company's lending portfolios.

It has been the Company's policy to regularly review its model in the context of actual loss experience and adjust when necessary.

c) *Employee Benefits*

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

d) *Impact of COVID-19*

The COVID-19 outbreak and its effect on the economy has impacted our customers and our performance, and the future effects of the outbreak remain uncertain.

The outbreak necessitated government to respond at unprecedented levels to protect public health, local economies and livelihoods. There remains a risk of subsequent waves of infection, as evidenced by the recently emerged variants of the virus.

Economic forecasts are subject to a high degree of uncertainty in the current environment. Limitations of forecasts and economic models require a greater reliance on management judgement in addressing both the error inherent in economic forecasts and in assessing associated ECL outcomes.

The calculation of ECL under Ind AS 109 involves significant judgements, assumptions and estimates. The level of estimation uncertainty and judgement has increased during financial year as a result of the economic effects of the COVID-19 outbreak.

As a result of government and bank support measures, significant credit deterioration has not yet occurred. This delay increases uncertainty on the timing of the stress and the realisation of defaults. Management has applied COVID-19 specific adjustments to modelled outputs to reflect the temporary nature of ongoing government support, the uncertainty in relation to the timing of stress and the degree to which economic consensus has yet captured the range of economic uncertainty. As a result, ECL is higher than would be the case if it were based on the forecast economic scenarios alone.

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The Company has developed various accounting estimates in these Financial Statements based on forecasts of economic conditions which reflect expectations and assumptions as at March 31, 2022 about future events that the management believe are reasonable in the circumstances. There is a considerable degree of judgement involved in preparing forecasts. The underlying assumptions are also subject to uncertainties which are often outside the control of the Company. Accordingly, actual economic conditions are likely to be different from those forecast since anticipated events frequently do not occur as expected, and the effect of those differences may significantly impact accounting estimates included in these financial statements.

The significant accounting estimates impacted by these forecasts and associated uncertainties are predominantly related to expected credit losses, fair value measurement, and recoverable amount assessments of non-financial assets.

e) *Accounting for leases*

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

f) *Fair value measurement*

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

g) *Business model objective of financial assets.*

Classification and measurement of financial assets depends on the results of the contractual cashflow characteristics and the business model objective. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortized cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

h) *Other estimates*

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These include provisions (other than loan portfolio), contingent liabilities, useful lives, depreciation method and residual value of property, plant and equipment and intangible assets etc.

3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Revenue recognition

a) Interest income

Interest income is recognized in Statement of profit and loss using the Effective Interest Rate (EIR) method for all financial instruments measured at amortized cost, debt instruments measured at FVTOCI and debt instruments designated at FVTPL.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument. The calculation of the effective interest rate includes transaction costs and fees that are an integral part of the contract. Transaction costs include incremental costs that are directly attributable to the acquisition of financial asset.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is recorded as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortized through interest income in the Statement of profit and loss.

The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets.

When a financial asset becomes credit-impaired, the Company calculates interest income by applying the effective interest rate to the net amortized cost of the financial asset. If the financial asset cures and is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Additional interest and interest on trade advances, are recognized when they become measurable and when it is not unreasonable to expect their ultimate collection.

b) Dividend income

Dividend is recognised as income when the right to receive the dividend is established and the amount of dividend can be measured reliably.

c) Revenue from and rendering of services

Revenue (other than for Financial Instruments within the scope of Ind AS 109) is measured at an amount that reflects the considerations, to which an entity expects to be entitled in exchange for transferring goods or services to customer, excluding amounts collected on behalf of third parties.

The Company recognises revenue from contracts with customers based on a five-step model as set out in Ind AS 115.

Revenue from contract with customer for rendering services is recognised at a point in time when performance obligation is satisfied.

d) *Net gain/ (loss) on change in fair value*

The assets which are being measured at FVTPL are restated to their fair value as at the reporting date and any gain/ (loss) on change in fair value will be recognised as income/ expense in the Statement of Profit and Loss.

3.2 Financial Instruments

a) ***Recognition and measurement***

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in Statement of profit and loss.

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b) ***Financial assets***

Classification and measurement

The Company classifies its financial assets into the following measurement categories: amortised cost; fair value through other comprehensive income; and fair value through profit or loss.

All recognised financial assets that are within the scope of Ind AS 109 are required to be subsequently measured at amortised cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Financial instruments measured at amortised cost

Debt instruments that meet the following criteria are measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

For the purpose of SPPI test, principal is the fair value of the financial asset at initial recognition. The principal amount may change over the life of the financial asset (e.g. if there are repayments of principal). Interest consists of consideration for the time value of money, for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin. The SPPI assessment is made in the currency in which the financial asset is denominated.

Contractual cash flows that are SPPI are consistent with a basic lending arrangement. Contractual terms that introduce exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement, such as exposure to changes in equity prices or commodity prices, do not give rise to contractual cash flows that are SPPI. An originated or an acquired financial asset can be a basic lending arrangement irrespective of whether it is a loan in its legal form.

An assessment of business models for managing financial assets is fundamental to the classification of a financial asset. The Company determines the business models at a level that reflects how financial assets are managed together to achieve a particular business objective. The Company's business model does not depend on management's intentions for an individual instrument, therefore the business model assessment is performed at a higher level of aggregation rather than on an instrument-by-instrument basis.

Debt instruments that are subsequently measured at amortised cost are subject to impairment.

Financial instruments measured at fair value through other comprehensive income ("FVTOCI")

Debt instruments that meet the following criteria are measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in Statement of profit and loss for FVTOCI debt instruments. Other changes in fair value of FVTOCI financial assets are recognised in other comprehensive income. When the asset is disposed of, the cumulative gain or loss previously accumulated in reserve is transferred to Statement of Profit and Loss.

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Financial instruments measured at fair value through Profit and Loss ("FVTPL")

Instruments that do not meet the amortised cost or FVTOCI criteria are measured at FVTPL. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re measurement recognised in the Statement of Profit and Loss. The gain or loss on disposal is recognised in the Statement of Profit and Loss. Interest income is recognised in the Statement of Profit and Loss for FVTPL debt instruments. Dividend on financial assets at FVTPL is recognised when the Company's right to receive dividend is established.

Investments in equity instruments at FVTOCI

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments. Dividends from these investments are recognised in the Statement of Profit and Loss when the Company's right to receive dividends is established.

Reclassifications

If the business model under which the Company holds financial assets changes, the financial assets affected are reclassified. The classification and measurement requirements related to the new category apply prospectively from the first day of the first reporting period following the change in business model that result in reclassifying the Company's financial assets.

Impairment of financial assets

Company recognises loss allowances using the Expected Credit Loss ("ECL") model for the financial assets which are not fair valued through profit and loss. ECL is calculated using a model which captures portfolio performance over a period of time. ECL is a probability-weighted estimate of credit losses. A credit loss is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive discounted at the original EIR.

ECL is measured through a loss allowance at an amount equal to:

- 12-month ECL, i.e., ECL that result from those default events on the financial instrument that are possible within 12 months after the reporting date (referred to as Stage 1); or
- Lifetime ECL, i.e., lifetime ECL that result from all possible default events over the life of the financial instrument (referred to as Stage 2 and Stage 3).

A loss allowance for full lifetime ECL is required for a financial instrument if the credit risk on that financial instrument has increased significantly since initial recognition. For all other financial instruments, ECLs are measured at an amount equal to the 12-month ECL. The Company measures ECL on an individual basis, or on a collective basis for portfolios of loans that share similar economic risk characteristics. The measurement of the loss allowance is based on the present value of the asset's expected cash flows using the asset's original EIR, regardless of whether it is measured on an individual basis or a collective basis.

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Key elements of ECL computation are outlined below:

- Probability of default ("PD") is an estimate of the likelihood that customer will default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously de-recognised and is still in the portfolio.
- Loss given default ("LGD") estimates the normalised loss which Company incurs post customer default. It is usually expressed as a percentage of the Exposure at default ("EAD"). Effective interest rate ("EIR") is the rate that discounts estimated future cash flows through the expected life of financial instrument. For calculating EIR any upfront fees need to be excluded from the loans and advance amount.

The Company uses historical information where available to determine PD. Considering the different products and schemes, the Company has bifurcated its loan portfolio into various pools. For certain pools where historical information is available, the PD is calculated considering fresh slippage of past years. For those pools where historical information is not available, the PD/ default rates as stated by external reporting agencies is considered.

Credit impaired financial assets

A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Credit-impaired financial assets are referred to as Stage 3 assets. Evidence of creditimpairment includes observable data about the following events:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
- the disappearance of an active market for a security because of financial difficulties; or
- the purchase of a financial asset at a deep discount that reflects the incurred credit losses.

A loan is considered credit-impaired when a concession is granted to the borrower due to a deterioration in the borrower's financial condition, unless there is evidence that as a result of granting the concession the risk of not receiving the contractual cash flows has reduced significantly and there are no other indicators of impairment.

Definition of default

Critical to the determination of ECL is the definition of default. The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL, as default is a component of the probability of default ("PD") which affects both the measurement of ECLs and the identification of a significant increase in credit risk.

Default considered for computation of ECL computation is as per the applicable prudential regulatory norms.

Significant increase in credit risk

The Company monitors all financial assets, issued loan commitments and financial guarantee contracts that are subject to the impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. The Company's accounting policy is not to use the practical expedient that financial assets with 'low' credit risk at the reporting date are deemed not to have had a significant increase in credit risk. In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument at the reporting date based on the remaining maturity of the instrument with the risk of a default occurring that was anticipated for the remaining maturity at the current reporting date when the financial instrument was first recognised. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort, based on the Company's expert credit assessment.

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Impairment Reserve

Where impairment allowance under Ind AS 109 is lower than the provisioning required under IRACP (including standard asset provisioning), the Company will appropriate the difference from their net profit or loss after tax to a separate 'Impairment Reserve'. The balance in the 'Impairment Reserve' shall not be reckoned for regulatory capital.

Modification and derecognition of financial assets

A modification of a financial asset occurs when the contractual terms governing the cash flows of a financial asset are renegotiated or otherwise modified between initial recognition and maturity of the financial asset. A modification affects the amount and/ or timing of the contractual cash flows either immediately or at a future date. In addition, the introduction or adjustment of existing covenants of an existing loan would constitute a modification even if these new or adjusted covenants do not yet affect the cash flows immediately but may affect the cash flows depending on whether the covenant is or is not met (e.g.: a change to the increase in the interest rate that arises when covenants are breached).

The Company renegotiates loans to customers in financial difficulty to maximise collection and minimise the risk of default. Loan forbearance is granted in cases where although the borrower made all reasonable efforts to pay under the original contractual terms, there is a high risk of default or default has already happened and the borrower is expected to be able to meet the revised terms. The revised terms in most of the cases include an extension of the maturity of the loan, changes to the timing of the cash flows of the loan (principal and interest repayment), reduction in the amount of cash flows due (principal and interest forgiveness) and amendments to covenants.

Substantial modification

When a financial asset is modified, the Company assesses whether this modification results in derecognition. In accordance with the Company's policy, a modification results in derecognition when it gives rise to substantially different terms. To determine if the modified terms are substantially different from the original contractual terms the Company considers the following:

Qualitative factors, such as contractual cash flows after modification are no longer SPPI, change in currency or change of counterparty, the extent of change in interest rates, maturity, covenants.

If these do not clearly indicate a substantial modification, then a quantitative assessment is performed to compare the present value of the remaining contractual cash flows under the original terms with the contractual cash flows under the revised terms, both amounts discounted at the original effective interest.

In the case where the financial asset is derecognised, the loss allowance for ECL is remeasured at the date of derecognition to determine the net carrying amount of the asset at that date. The difference between this revised carrying amount and the fair value of the new financial asset with the new terms will lead to a gain or loss on derecognition.

The new financial asset will have a loss allowance measured based on 12-month ECL except in the rare occasions where the new loan is considered to be originated-credit impaired. This applies only in the case where the fair value of the new loan is recognised at a significant discount to its revised par amount because there remains a high risk of default which has not been reduced by the modification. The Company monitors credit risk of modified financial assets by evaluating qualitative and quantitative information, such as if the borrower is in past due status under the new terms.

When the contractual terms of a financial asset are modified and the modification does not result in derecognition, the Company determines if the financial asset's credit risk has increased significantly since initial recognition.

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Other modification

For financial assets modified, where modification did not result in derecognition, the estimate of PD reflects the Company's ability to collect the modified cash flows taking into account the Company's previous experience of similar forbearance action, as well as various behavioural indicators, including the borrower's payment performance against the modified contractual terms. If the credit risk remains significantly higher than what was expected at initial recognition the loss allowance will continue to be measured at an amount equal to lifetime ECL. The loss allowance on forborne loans will generally only be measured based on 12-month ECL when there is evidence of the borrower's improved repayment behaviour following modification leading to a reversal of the previous significant increase in credit risk.

Where a modification does not lead to derecognition the Company calculates the modification gain/ loss comparing the gross carrying amount before and after the modification (excluding the ECL allowance). Then the Company measures ECL for the modified asset, where the expected cash flows arising from the modified financial asset are included in calculating the expected cash shortfalls from the original asset.

Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the asset's cash flows expire (including expiry arising from a modification with substantially different terms), or when the financial asset and substantially all the risks and rewards of ownership of the asset are transferred to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain/loss that had been recognised in OCI and accumulated in equity is recognised in the Statement of Profit and Loss, with the exception of equity investment designated as measured at FVTOCI, where the cumulative gain/loss previously recognised in OCI is not subsequently reclassified to the Statement of Profit and Loss.

Write off

Loans and debt securities are written off when the Company has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the writeoff. A write-off constitutes a derecognition event. The Company may apply enforcement activities to financial assets written off. Recoveries resulting from the Company's enforcement activities will result in impairment gains.

Financial Liabilities

Loans and debt securities are written off when the Company has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the writeoff. A write-off constitutes a derecognition event. The Company may apply enforcement activities to financial assets written off. Recoveries resulting from the Company's enforcement activities will result in impairment gains.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

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c) *Financial liabilities*

All financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest rate method.

The effective interest rate method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

d) ***Financial Guarantee Contracts***

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a Company are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109 - Financial Instruments; and
- the amount initially recognized less, when appropriate, the cumulative amount of income recognized in accordance with the principles of Ind AS 115 - Revenue from Contracts with Customers.

e) ***Derivative financial instruments***

The Company enters into derivative financial instruments, primarily foreign exchange forward contracts, currency swaps and interest rate swaps, to manage its borrowing exposure to foreign exchange and interest rate risks.

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Derivatives are initially recognized at fair value at the date the contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain/loss is recognized in Statement of profit and loss.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when fair value is negative.

f) ***Offsetting***

Financial assets and financial liabilities are generally reported gross in the balance sheet. Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

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3.3 Cash and bank balances

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short- term deposits, as defined above, net of outstanding bank overdrafts if any, as they are considered an integral part of the Company's cash management.

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and cash equivalents.

3.4 Property, plant and equipment

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

PPE are stated at cost of acquisition (including incidental expenses), less accumulated depreciation and accumulated impairment loss, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Advances paid towards the acquisition of PPE outstanding at each balance sheet date are disclosed separately under other non-financial assets. Capital work in progress comprises the cost of PPE that are not ready for its intended use at the reporting date. Capital work-in-progress is stated at cost, net of impairment loss, if any.

Subsequent expenditure related to the asset are added to its carrying amount or recognised as a separate asset only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

Depreciation

Depreciation on property, plant and equipment is calculated using written down value method (WDV) to write down the cost of property and equipment to their residual values over their estimated useful lives which is in line with the estimated useful life as specified in Schedule II of the Companies Act, 2013.

The estimated useful lives are as follows:

Description of the asset	Estimated Useful Life (Years)
Computers (End user device)	3
Computers (Servers and networks)	6
Furniture and Fixtures	10
Vehicles (Other than Motorcycles, scooters and other mopeds)	8
Vehicles (Motorcycles, scooters and other mopeds)	10
Office Equipment	5
Plant and Machinery	15

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The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates.

An item of PPE is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

3.5 Intangible assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax, less accumulated amortisation and cumulative impairment.

Intangible assets i.e., Software are amortised on written down value basis over the estimated useful life of 3 years.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

3.6 Impairment of non-financial assets

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite lives may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets not yet available for use, are tested for impairment annually at each balance sheet date, or earlier, if there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of Profit and Loss.

3.7 Leases

The Company determines that a contract is or contains a lease if the contract conveys right to control the use of an identified asset for a period of time in exchange for a consideration.

Company as a lessee

At the inception of a contract which is or contains a lease, the Company recognizes lease liability at the present value of the future lease payments for non-cancellable period of a lease which is not short term in nature except for lease of low value items. The future lease payments for such non-cancellable period are discounted using the Company's incremental borrowing rate.

The Company elects to apply the practical expedient to not to separate non-lease component from lease component, in case of a contract containing lease. The Company accounts such contracts as a single lease component.

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Lease payments include fixed payments, i.e., amounts expected to be payable by the Company under residual value guarantee, the exercise price of a purchase option if the Company is reasonably certain to exercise that option and payment of penalties for terminating the lease if the lease term considered reflects that the Company shall exercise termination option. The Company also recognizes a right of use asset which comprises of amount of initial measurement of the lease liability, any initial direct cost incurred by the Company and estimated dilapidation costs.

Right of use assets is amortized over the period of lease.

Payment made towards short term Leases (leases for which lease term is 12 months or lesser) and low value assets are recognized in the statement of Profit and Loss as rental expenses over the tenor of such leases.

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognized over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

3.8 Non-current asset held for sale

Non-current assets, or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell.

Any resultant loss on a disposal group is allocated first to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, and biological assets, which continue to be measured in accordance with the Company's other accounting policies. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognized in profit or loss. Once classified as held-for-sale, intangible assets, property, plant and equipment and investment properties are no longer amortized or depreciated.

3.9 Finance cost

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at Amortized cost. Financial instruments include bank term loans, non-convertible debentures, subordinated debts, interest expense on lease liabilities computed by applying the Company's incremental borrowing rate and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Finance costs are charged to the Statement of profit and loss.

3.10 Employee Benefits

Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia/ bonus are recognized in the period in which the employee renders the related service. A liability is recognized for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

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Long-term employee benefits

Defined contribution plans

Defined contribution plans are the post-employment plans under which the Company pays a fixed contribution to a fund and the Company's liability is limited to payment of such fixed contributions. Contributions to defined contribution plans are recognized as expense when employees have rendered services entitling them to such benefits.

The Company provides benefits such as, provident fund and pension schemes (both managed by other than the Company) to its employees which are treated as defined contribution plans.

Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan assets (excluding interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Past service cost, both vested and unvested, is recognized as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognizes related restructuring costs or termination benefits.

The major defined benefit plans of the Company are as follows:

Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, in capacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method. The Company's gratuity scheme is unfunded. The Company recognizes the obligation of a defined benefit plan in its Balance Sheet as a liability.

Gains and losses through remeasurements of the net defined benefit liability / (asset) are recognized in other comprehensive income. The effects of any plan amendments are recognized in net profit in the Statement of Profit and Loss.

Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

3.11 **Provisions**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Any reimbursements with respect to liabilities/ provisions are recognized only when there is a virtual certainty that the said amounts will be received.

Present obligations arising under onerous contracts are recognized and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. The provision in such cases will be recognized at lower of cost of fulfilling the contract and any expected compensation for not fulfilling the contract.

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3.12 **Foreign Currency Translations**

These financial statements are presented in Indian rupees, which is the functional currency of the Company. Transactions in foreign currencies, i.e., other than Indian rupees, are recorded at the exchange rate prevailing on the date of transaction

Foreign currency denominated monetary assets and liabilities are re-measured into the functional currency at the exchange rate prevailing on the balance sheet date. Exchange differences are recognized in the statement of Profit and Loss except to the extent, exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings, are capitalized as part of borrowing costs.

3.13 **Current and deferred tax**

Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in the statement of Profit and Loss except when they relate to items that are recognized outside profit and loss (whether in other comprehensive income or directly in equity), in which case tax is also recognized outside profit and loss, as appropriate. Current income taxes are determined based on respective taxable income based on tax rate enacted as at reporting date.

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carryforwards and unused tax credits could be utilized.

Deferred tax assets and Liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Current and deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

3.14 **Investment in Subsidiaries**

Investments in subsidiaries are measured at cost less accumulated impairment, if any.

3.15 **Contingent liabilities and contingent assets**

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. It is disclosed in the financial statements. If the outflow of such obligation becomes probable, it is recognized as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are recognized only if there is a virtual certainty of realization. It is disclosed in the financial statements if it is probable only.

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3.16 **Earnings per share**

Basic earnings per share are computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The Company did not have any potentially dilutive securities in any of the years' presented.

3.17 **Statement of Cashflows**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

3.18 **Segment Reporting**

Operating segments are reported in manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The management assesses the financial performance and position of the Company and makes strategic decisions. The chief operating decision maker consists of the Directors of the Company.

The Company's primary business segments are reflected based on the principal business carried out, i.e., financing. All other activities of the Company revolve around the main business. As such, there are no separate reportable segments.

4 **FIRST-TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS**

These financial statements of the Company for the year ended March 31, 2022 have been prepared in accordance with Ind AS. For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101, First-Time Adoption of Indian Accounting Standards, with April 1, 2020 as the transition date from the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 3 have been applied in preparing the financial statements for the year ended March 31, 2022 and the comparative information. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's Balance Sheet and Statement of Profit and Loss, is set out in Note #4.2 below.

4.1 **Exemptions availed on first-time adoption to Ind AS**

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has accordingly applied the following exemptions:

a. Property, plant and equipment and Intangible Assets

On transition to Ind AS, Company has elected to continue with the carrying value of all its property plant and equipment and intangible assets existing as at April 1, 2020, measured as per previous GAAP and used that carrying value as the deemed cost of the property plant and equipment.

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b. Leases

The Company elects to apply the criteria for identifying whether a lease is or contains a lease based on the facts and circumstances existed as at April 1, 2019. The lease liability on transition date is arrived at by computing the present value of remaining lease payments discounted using the Company's incremental borrowing rate.

Right of use asset at transition date is measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease immediately prior the date of transition to Ind AS.

c. Business combinations

The Company elects to apply the requirements of Ind AS 103 from the date of transition, i.e., April 1, 2020 only.

4.2 **Reconciliation between Previous GAAP and Ind AS**

(i) Equity reconciliation

₹ in lakhs

Particulars	Note	March 31, 2021	April 1, 2020
As reported under previous GAAP		8,787.46	7,837.58
Application of EIR method on loan assets	(a)	(8.78)	(5.82)
Application of EIR method on borrowings	(b)	43.00	77.47
Expected credit loss provision on loans	(e)	68.93	64.24
Depreciation on ROU assets	(c)	(424.43)	-
Finance cost on lease liabilities	(c)	(235.32)	-
Rent expenses	(c)	463.83	-
Unwinding of discount on security deposits	(c)	20.80	-
Employee benefits	(d)	(31.98)	(92.17)
Deferred tax adjustments	(f)	77.87	1.79
Other adjustments		0.02	(0.01)
Equity under Ind AS		8,761.40	7,883.08

(ii) Total comprehensive income reconciliation

Particulars	Note	For the year ended March 31, 2021
Net profit under previous GAAP		949.88
Application of EIR method on loan assets	(a)	(2.96)
Unwinding of discount	(c)	20.80

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Application of EIR method on borrowings	(b)	(34.47)
Interest expenses on lease liability	(c)	(235.32)
Depreciation on ROU assets	(c)	(424.43)
Expected loss provision on financial assets	(e)	4.69
Employee benefits	(d)	60.19
Rent expenses	(c)	463.83
Deferred tax adjustments	(f)	76.08
Other adjustments		0.03
Total comprehensive income under Ind AS		878.32

(iii) Reconciliation of Statement of cashflows

There are no material adjustments to the Statement of Cashflows as reported under the Previous GAAP.

Notes to reconciliation between previous GAAP and Ind AS

(a) Application of effective interest rate method on loans and advances given

As per the EIR method, the processing charges income cannot be recognised upon sanction of loan, but it should be spread over the life of the loan by using the effective interest rate.

As part of transition, the Company had reversed income of ₹5.82 lakhs to retained earnings and recognised a further income of ₹2.96 lakhs during 2020-21 as compared to previous GAAP figures.

(b) Application of effective interest rate method on borrowings

Due to application of this method, EIR was required to be computed on each borrowing. As part of transitional adjustment, processing charges expensed off amounting to ₹77.47 lakhs has been reversed and is being expensed off over the remaining term of loan using EIR method.

During 2020-21, an additional interest expense of ₹34.47 lakhs were recognised as per EIR method.

(c) Leases

As a transition adjustment, the Company had recognized right of use asset of ₹2491.45 lakhs and there was an addition of ₹1003.11 lakhs during the year 2020-21. The Company had also recognized lease liability to the extent of ₹2346.55 lakhs. Further lease liability has also created for ₹943.12 lakhs for the additions made during the said period.

The rent deposits of the Company has been discounted to its present value and difference of ₹144.9 lakhs on transition and ₹59.98 lakhs during 2020-21 had been taken while computing cost of ROU asset.

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During the year 2020-21, depreciation of ₹424.44 lakhs has been provided on ROU assets. The interest on lease liability was ₹269.78 lakhs. As at year-end, the security deposit has been restated to its present value as at year-end. The unwinding of discount accounted for in 2020-21 in this regard was ₹20.8 lakhs.
The rent expenses incurred has been considered as the repayment of lease liability for the year.

(d) Employee Benefits

The Company had taken revised actuarial valuation reports for gratuity and leave encashment on transition date and recognised an additional liability of ₹92.17 lakhs. During the year 2020-21, the Company had also provided for an additional employee benefit expenses of ₹60.19 (net of actuarial gain).

(e) Expected credit loss on financial assets

The Company was creating provision on loans as per the income recognition and asset classification norms prescribed by RBI. On transition to Ind AS, Ind AS 109 gives specific guidance on accounting for impairment of financial assets. Consequently, RBI had directed that if the ECL provision requirements of Ind AS 109 to be recognised in the financial statements and any provision required in excess of ECL should be recognised by creating impairment reserve out of the profit or loss for the period.

Based on this, as part of transition, the Company had reversed provision created of ₹64.24 lakhs and a further reversal of ₹4.69 had been made during the year 2020-21.

(f) Deferred tax adjustments

Due to the transitional adjustments made, the Company had created the deferred tax asset amounting to ₹1.79 lakhs as at April 1, 2020. Further, due to the difference between the Previous GAAP and Ind AS, an additional benefit of ₹74.89 lakhs made in Profit or loss for the period ending on March 31, 2021. Deferred tax expense of ₹1.19 lakhs had made in other comprehensive income also.

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NOTES FORMING PART OF FINANCIAL STATEMENTS: 2021-22

	Particulars	As at March 31, 2022	As at March 31, 2021	As at April 1, 2020
		₹ in lakhs		
5	**Cash and cash equivalents**			
	(a) Cash on hand	296.24	223.88	15.31
	(b) Balances with banks	7,583.91	495.70	613.27
		7,880.15	**719.58**	**628.58**
6	**Bank balances other than cash and cash equivalents**			
	(a)Term deposits with Banks	1,006.12	649.24	-
	(held as cash collateral for securitisation transactions and lien marked for overdraft balances)	**1,006.12**	**649.24**	-
7	**Receivables**			
	(i) Trade receivables	-	-	-
		-	-	-
	(ii) Other receivables			
	(a) Considered good - secured	5,197.79	3,852.37	1,618.27
	(b) Considered good - unsecured	335.01	187.31	35.93
		5,532.80	**4,039.68**	**1,654.20**
	Less: Allowance for impairment loss	-	-	-
		5,532.80	**4,039.68**	**1,654.20**
8	Loans			
	(A)			
	(i) Gold loan	42,275.76	30,988.37	29,582.92
	(ii) Business loan	6,874.13	7,290.22	3,079.04
	(iii) Personal loan	3,357.55	1,082.91	44.75
	(iv) Loans to related parties	-	514.00	916.52
		52,507.44	**39,875.50**	**33,623.23**
	Less: Impairment allowance	(140.15)	(68.73)	(51.88)
		52,367.29	**39,806.77**	**33,571.35**

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Particulars	As at		
	March 31, 2022	March 31, 2021	April 1, 2020
	₹ in lakhs		
(B)			
I) Secured by Tangible assets			
(i) Gold loan	42,275.76	30,988.37	29,582.92
(ii) Business loan	3,133.50	5,705.95	2,424.66
(iii) Personal loan	-	-	-
(iv) Loans to related parties	-	514.00	916.52
	45,409.26	37,208.32	32,924.10
Less: Impairment allowance			
	45,409.26	37,208.32	32,924.10
II) Unsecured			
(i) Gold loan		-	-
(ii) Business loan	3,740.63	1,584.27	654.39
(iii) Personal loan	3,357.55	1,082.91	44.75
(iv) Loans to related parties		-	-
	7,098.18	2,667.18	699.14
Less: Impairment allowance			
	7,098.18	2,667.18	699.14
(C)			
(I) Loans in India			
i) Public sector		-	-
ii) Others	52,507.44	39,875.50	33,623.23
	52,507.44	39,875.50	33,623.23
(II) Loans outside India	-	-	-
	52,507.44	39,875.50	33,623.23
Less: Impairment allowance	(140.15)	(68.73)	(51.88)
	52,367.29	39,806.77	33,571.35
Note: All of the above loans are carried using amortised cost model considering the business model objective.			

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	Particulars	As at March 31, 2022	As at March 31, 2021	As at April 1, 2020
		₹ in lakhs		
9	**Investments**			
	a) Investment in equity instruments			
	(i) Investment in subsidiary (carried at cost)			
	Unquoted			
	Indel Money Fin-Tech Private Limted	12.00	12.00	12.00
	No. of shares 1.20 lakhs (previous year - 1.20 lakhs)			
		12.00	**12.00**	**12.00**
10	**Other financial assets**			
	a) Security deposits	820.28	389.88	276.73
	b) Other financial assets	100.89	32.52	176.07
		921.17	**422.40**	**452.80**
11	**Current tax assets (Net)**			
	a) TDS receivable	893.20	233.70	204.30
		893.20	**233.70**	**204.30**
12	**Deferred tax assets (Net)**			
	a) Deferred tax assets	1,095.45	1,018.74	831.19
	b) Deferred tax liabilities	(859.12)	(831.18)	(723.56)
		236.33	**187.56**	**107.63**

(A) The balance of deferred tax assets comprises temporary differences attributable to:

(₹ in lakhs)

Particulars	As at April 1, 2021	Charged/ (credited) to profit or loss for the period	Recognised in Other Comprehensive Income	As at March 31, 2022
Difference between book base and tax based in respect of PPE, ROU assets and intangible assets	(701.71)	12.03	-	(689.68)
Application of EIR on financial assets	56.52	(6.50)	-	50.02
Application of EIR on financial liabilities	(10.83)	(24.45)	-	(35.28)
Deferred tax on lease liabilities	826.57	49.34	-	875.91
Employee Benefits	17.01	9.94	8.41	35.36
Others				
Deferred tax assets (net)	**187.56**	**40.36**	**8.41**	**236.33**

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INDEL MONEY LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS: 2021-22

Particulars	As at March 31, 2022	As at March 31, 2021	As at April 1, 2020
	₹ in lakhs		

Particulars	As at April 1, 2020	Charged/ (credited) to profit or loss for the period	Recognised in Other Comprehensive Income	As at March 31, 2021
Difference between book base and tax based in respect of PPE, ROU assets and intangible assets	(601.60)	(100.11)	-	(701.71)
Application of EIR on financial assets	39.22	17.30	-	56.52
Application of EIR on financial liabilities	(19.50)	8.67	-	(10.83)
Deferred tax on lease liabilities	666.31	160.26	-	826.57
Employee Benefits	23.20	(5.00)	(1.19)	17.01
Others	-	-	-	-
Deferred tax assets (net)	107.63	81.12	(1.19)	187.56

Disclosure pursuant to Ind AS 12 Income Taxes

(₹ in lakhs)

Particulars	March 31,2022	March 31,2021
(a) Current tax	285.60	360.73
(b) Deferred tax	0.72	(81.13)
Total tax expenses in the Statement of Profit and Loss	286.32	279.60
Tax effect on other comprehensive income	8.41	1.19
Deferred tax credit recorded in equity	-	-
Tax losses on which deferred tax is not recognised	-	-

Reconciliation of estimated Income tax expense at tax rate to income tax expense reported in the Statement of profit and loss:

(₹ in lakhs)

Particulars	March 31,2022	March 31,2021
Profit before tax	497.55	1,154.36
Applicable income tax rate	25.17%	25.17%
Expected income tax expenses	**125.23**	**290.55**
Adjustment on account of:		
a) Expenses not allowable as per income tax	-	0.58
b) Effect of income exempt from tax	-	-
c) Non-creation deferred tax on temporary differences	-	-
d) Tax related to prior years	-	-
e) Deferred tax recognised in OCI	8.41	(1.19)
b) Others	152.68	(10.34)
Tax expense recognised during the year	286.32	279.60

INDEL MONEY LIMITED

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INDEL MONEY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS: 2021-22

13. Property, plant and equipment

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2021	Additions	Deletion	As at 31.03.2022	As at 01.04.2021	For the Year	Depreciation on sale/Woff of Assets	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Computer and accessories	112.03	102.88	(0.64)	214.27	40.15	60.92	(0.60)	100.47	113.80	71.88
Motor vehicles	36.09	32.03	(15.04)	53.08	7.72	9.52	(4.07)	13.17	39.91	28.37
Furniture and fixtures	617.67	309.76	-	927.43	149.63	175.12	-	324.75	602.68	468.04
Electrical machinery	74.34	23.10	-	97.44	13.73	16.89	-	30.62	66.82	60.61
Plant and machinery	30.38	11.68	-	42.06	5.81	6.64	-	12.45	29.61	24.57
Total	**870.51**	**479.45**	(15.68)	**1,334.28**	**217.04**	**269.09**	(4.67)	**481.46**	**852.82**	**653.47**

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2020	Additions	Deletion	As at 31.03.2021	As at 01.04.2020	For the Year	Depreciation on sale/Woff of Assets	As at 31.03.2021	As at 31.03.2021	As at 31.03.2020
Computer and accessories	77.60	34.55	(0.12)	112.03	-	40.15	-	40.15	71.88	77.60
Motor vehicles	21.05	15.04	-	36.09	-	7.72	-	7.72	28.37	21.05
Furniture and fixtures	517.16	115.93	(15.42)	617.67	-	151.46	(1.83)	149.63	468.04	517.16
Electrical machinery	52.47	21.87	-	74.34	-	13.73	-	13.73	60.61	52.47
Plant and machinery	29.37	1.01	-	30.38	-	5.81	-	5.81	24.57	29.37
Total	**697.65**	**188.40**	**(15.54)**	**870.51**	-	**218.87**	**(1.83)**	**217.04**	**653.47**	**697.65**

Notes:

(i) There are no property, plant and equipment which are acquired through business combination during the year (previous year - nil)

(ii) The Company has not revalued any of the assets during the year (previous year - nil)

(iii) All immovable properties held are in the name of the Company.

(iv) There are no capital work-in-progress during the period (previous year - Nil)

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14. Right-of-use asset

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2021	Additions	Deletion	As at 31.03.2022	As at 01.04.2021	For the Year	Depreciation on sale/Woff of Assets	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Building	3,494.56	713.61	-	4,208.17	424.44	510.65	-	935.09	3,273.08	3,070.12
Total	3,070.12	713.61	-	4,208.17	424.44	510.65	-	935.09	3,273.08	3,070.12

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2020	Additions	Deletion	As at 31.03.2021	As at 01.04.2020	For the Year	Depreciation on sale/Woff of Assets	As at 31.03.2021	As at 31.03.2021	As at 31.03.2020
Building	2,491.45	1,003.11	-	3,494.56	-	424.44	-	424.44	3,070.12	2,491.45
Total	2,491.45	1,003.11	-	3,494.56	-	424.44	-	424.44	3,070.12	2,491.45

Notes:

(i) There are no property, plant and equipment which are acquired through business combination during the year (previous year - nil)

15. Intangible Assets

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2021	Additions	Deletion	As at 31.03.2022	As at 01.04.2021	For the Year	Depreciation on sale/Woff of Assets	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Computer Software	36.17	81.63	-	117.80	17.06	24.19	-	41.25	76.55	19.11
Total	19.11	81.63	-	117.80	17.06	24.19	-	41.25	76.55	19.11

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2020	Additions	Deletion	As at 31.03.2021	As at 01.04.2020	For the Year	Depreciation on sale/Woff of Assets	As at 31.03.2021	As at 31.03.2021	As at 31.03.2020
Computer Software	15.04	21.13	-	36.17	-	17.06	-	17.06	19.11	15.04
Total	15.04	21.13	-	36.17	-	17.06	-	17.06	19.11	15.04

Notes:

(i) There are no property, plant and equipment which are acquired through business combination during the year (previous year - nil)

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	Particulars	As at March 31, 2022	As at March 31, 2021	As at April 1, 2020
		₹ in lakhs		
16	**Other non-financial assets**			
	a) Prepaid expenses	56.11	28.95	27.66
	b) Advance for expenses	373.24	254.18	228.81
	c) Deposits with government authorities	197.56	125.82	39.00
	d) Investments in non-financial assets	0.95	0.95	0.95
	e) Others	-	-	-
		627.86	**409.90**	**296.42**
17	Payables			
	(i) Trade payables			
		-	-	-
	(ii) Other payables			
	(a) Sundry creditors	34.07	38.42	16.27
		34.07	**38.42**	**16.27**

17.1 Trade Payables Aging Schedule as at 31st March 2022

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Others	34.07	-	-	-	34.07
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	34.07	-	-	-	34.07

Trade Payables Aging Schedule as at 31st March 2021

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Others	38.42	-	-	-	38.42
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	38.42	-	-	-	38.42

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	Particulars	As at March 31, 2022	As at March 31, 2021	As at April 1, 2020
		₹ in lakhs		
18	**Debt Securities**			
	At amortised cost			
	Non-convertible Debentures (Secured)			
	- In India (Refer note (ii) below)	11,890.10	5,166.51	3,782.45
	- Outside India	-	-	-
	Non-convertible Debentures (Unsecured)			
	- In India (Refer note (ii) below)	4,059.30		
	- Outside India	-		
		15,949.40	5,166.51	3,782.45

Note:

(i) There are no debt securities measured at fair value through profit or loss (FVTPL) or designated as FVTPL.

(ii) The bonds are secured by paripassu floating charge on current assets, book debts and loans and advances.

Details of non-convertible debentures (secured) *(₹ in lakhs)*

From Balance Sheet date	As at March 31, 2022		As at March 31, 2021	
	Interest rate range	Amount	Interest rate range	Amount
A) Issued on private placement basis				
Repayable on maturity:				
Maturing within 1 year	10.25 - 11.25%	64.00	9.75 - 13.43%	953.64
Maturing between 1 year to 3 years	10.00 - 16.00%	1,243.86	10.00 - 13.43%	1,025.55
Maturing between 3 year to 5 years	9.75 - 14.78%	5,392.91	10.00 - 13.00%	3,187.32
Maturing beyond 5 years	11.50-12.25%	332.00	-	-
Total amortised cost		7,032.77		5,166.51

From Balance Sheet date	As at April 1, 2020	
	Interest rate range	Amount
A) Issued on private placement basis		
Repayable on maturity:		
Maturing within 1 year	10.50 - 11.75%	380.75
Maturing between 1 year to 3 years	9.50 - 13.43%	481.60
Maturing between 3 year to 5 years	9.50 - 13.43%	2,920.10
Maturing beyond 5 years	-	-
Total amortised cost		3,782.45

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INDEL MONEY LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS: 2021-22

	Particulars	As at		
		March 31, 2022	March 31, 2021	April 1, 2020
		₹ in lakhs		
19	**Borrowings (Other than Debt Securities)**			
	At amortised cost			
	i) Secured			
	Term loans			
	- From Banks (Refer note (ii) below)	18,230.75	13,775.47	14,770.05
	Loans repayable on demand			
	- From Banks (Refer note (iii) below)	3,587.83	2,612.01	
	ii) Unsecured			
	- Unsecured loan from financial institutions	-	-	100.00
	- Lease liabilities	3,479.98	3,105.40	2,346.55
		25,298.56	19,492.88	17,216.60

Note:

(i) There is no borrowings measured at FVTPL or designated at FVTPL.

(ii) The term loans loan from bank are secured against Book Debt, Personal Guarantee of Directors and Corporate Guarantee of Holding Company.

(iii) The working capital facility of ₹3,587.83 lakhs (March 31, 2021 - ₹2612.01 lakhs; April 1, 2020 ₹2,378.24 lakhs are secured primarily by floating and 1st paripasu charge on entire receivables with a margin of 25% (excluding the specific charge of existing NCD holders). Further, it is collaterally secured by equitable mortgage of loan with commercial building and land owned by holding company, sister concerns and Directors and personal guarantee by holding company, sister concerns and Directors.

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Particulars	As at		
	March 31, 2022	March 31, 2021	April 1, 2020
	₹ in lakhs		

Details of loans from Banks (Secured)

(₹ in lakhs)

From Balance Sheet date	As at March 31, 2022		As at March 31, 2021	
	Interest rate range	Amount	Interest rate range	Amount
A) Repayable on demand				
Working capital facilities	9.45-12.80%	3,587.83	9.45-12.80%	2,612.01
B) Repayable in instalments				
Maturing within 1 year	9.45-15.00%	6,956.86	9.45-15.00%	7,563.23
Maturing between 1 year to 3 years	9.45-15.00%	7,969.91	9.45-15.00%	2,114.83
Maturing between 3 year to 5 years	14.50%	3,600.00	12.45-15.00%	1,419.10
Maturing beyond 5 years		-	14.50%	3,000.00
Total amortised cost		18,526.77		14,097.16

From Balance Sheet date	As at April 1, 2020	
	Interest rate range	Amount
A) Repayable on demand		
Working capital facilities	12.45-12.80%	2,478.24
B) Repayable in instalments		
Maturing within 1 year	12.25-15.00%	6,430.18
Maturing between 1 year to 3 years	12.25-15.00%	3,137.35
Maturing between 3 year to 5 years	-	-
Maturing beyond 5 years	14.50%	3,000.00
Total amortised cost		12,567.54

		March 31, 2022	March 31, 2021	April 1, 2020
20	**Subordinated Liabilities**			
	At amortised cost			
	i) Unsecured			
	- Subordinate Bonds -Private Placement	19,020.70	14,758.05	9,963.70
		19,020.70	14,758.05	9,963.70

Details of Subordinate Bonds (Unsecured)

(₹ in lakhs)

From Balance Sheet date	As at March 31, 2022		As at March 31, 2021	
	Interest rate range	Amount	Interest rate range	Amount
A) Issued on private placement basis				
Repayable on maturity:				
Maturing within 1 year	11.00-14.87%	2,748.75	11.00-14.87%	1,551.80
Maturing between 1 year to 3 years	11.00-14.87%	4,774.20	11.00-14.87%	7,453.95
Maturing between 3 year to 5 years	11.00-14.87%	10,354.15	11.00-14.87%	5,752.30
Maturing beyond 5 years	11.00-14.87%	1,143.60	-	-
Total amortised cost		19,020.70		14,758.05

INDEL MONEY LIMITED

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	Particulars		As at		
			March 31, 2022	March 31, 2021	April 1, 2020
			₹ in lakhs		

From Balance Sheet date	As at April 1, 2020	
	Interest rate range	Amount
A) Issued on private placement basis		
Repayable on maturity:		
Maturing within 1 year		-
Maturing between 1 year to 3 years	11.00-14.87.00%	4,249.20
Maturing between 3 year to 5 years	11.00-14.87.00%	4,756.55
Maturing beyond 5 years	11.00-14.87.00%	957.95
Total amortised cost		9,963.70

	Particulars	March 31, 2022	March 31, 2021	April 1, 2020
21	**Other financial liabilities**			
	a) Interest accrued but not due on borrowings	2,665.39	1,743.01	951.47
	b) Refundable security deposits from staff	86.68	67.86	54.96
	c) Other payables	378.89	91.40	135.12
		3,130.96	1,902.27	1,141.55
22	**Provisions**			
	a) Provision for employee benefits			
	- Gratuity	115.79	55.25	45.83
	- Leave encashment	24.68	12.31	46.34
		140.47	67.56	92.17
23	**Other non-financial liabilities**			
	a) Statutory dues payable	57.57	36.45	35.60
		57.57	36.45	35.60
24	**Equity share capital**			
	Authorised:			
	1250.00 lakhs equity shares of ₹10 each	12,500.00	8,500.00	8,500.00
	(March 31, 2021 - 850.00 lakhs; April 1, 2020 - 850.00 lakhs)	12,500.00	8,500.00	8,500.00
	Issued, subscribed, called-up and paid-up			
	931.47 lakhs equity shares of ₹10 each	9,314.70	8,214.70	8,214.70
	(March 31, 2021 - 821.47 lakhs; April 1, 2020 - 821.47 lakhs)	9,314.70	8,214.70	8,214.70

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Particulars	As at		
	March 31, 2022	March 31, 2021	April 1, 2020
	₹ in lakhs		

a) Reconciliation of number of shares

Equity shares	As at March 31, 2022		As at March 31, 2021	
	No. of shares (in lakhs)	₹ in lakhs	No. of shares (in lakhs)	₹ in lakhs
Balance at the beginning of the year	821.47	8,214.70	821.47	8,214.70
Add: Issue during the year	110.00	1,100.00	-	-
Less: Buyback during the year	-	-	-	-
Balance at the end of the year	**931.47**	**9,314.70**	**821.47**	**8,214.70**

Equity shares	As at April 1, 2020	
	No. of shares (in lakhs)	₹ in lakhs
Balance at the beginning of the year	821.47	8,214.70
Add: Issue during the year	-	-
Less: Buyback during the year	-	-
Balance at the end of the year	**821.47**	**8,214.70**

(b) Rights, preferences and restrictions attached to shares

The company has one class of equity shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(c) Shares held by the holding company

Particulars	March 31, 2022	March 31, 2021	April 1, 2020
Indel Corporation Private Limited			
- Number of shares (in lakhs)	931.47	821.47	821.47
- Percentage of holding	100.00%	100.00%	100.00%

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	March 31, 2022	March 31, 2021	April 1, 2020
Indel Corporation Private Limited			
- Number of shares (in lakhs)	931.47	821.47	821.47
- Percentage of holding	100.00%	100.00%	100.00%

(e) Shares held by the Promoters

Particulars	March 31, 2022	March 31, 2021	April 1, 2020
Indel Corporation Private Limited			
- Number of shares (in lakhs)	931.47	821.47	821.47
- Percentage of holding	100.00%	100.00%	100.00%

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	Particulars	As at		
		March 31, 2022	March 31, 2021	April 1, 2020
		₹ in lakhs		
25	**Other equity**			
	a) Reserve fund			
	Balance at the beginning of the year	15.06	15.06	15.06
	Additions to / (transfers made) during the year	-	-	-
	Balance at the end of the year	**15.06**	**15.06**	**15.06**
	b) Impairment reserve			
	Balance at the beginning of the year	68.95	64.24	-
	Transition adjustments	-	-	64.24
	Additions to / (transfers made) during the year	120.81	4.71	-
	Balance at the end of the year	**189.76**	**68.95**	**64.24**
	c) Retained Earnings			
	Balance at the beginning of the year	462.69	(410.92)	(392.18)
	Transition adjustments	0.00	-	(18.74)
	Net profit/ (loss) for the year	211.23	874.76	-
	Remeasurement gain/ (loss) on defined benefit plan	(24.99)	3.56	
	Additions to / (transfers made) during the year	(120.81)	(4.71)	-
	Balance at the end of the year	**528.12**	**462.69**	**(410.92)**
	d) Other Comprehensive Income			
	Balance at the beginning of the year	3.56	-	-
	Transition adjustments	-	-	-
	Remeasurement gain/ (loss) on defined benefit plan	(24.99)	3.56	-
	Balance at the end of the year	**(21.43)**	**3.56**	-
	Total (a) + (b) + (c)	**732.94**	**546.70**	**(331.62)**

Description of the nature and purpose of Other Equity

(a) Reserve Fund

Reserve fund represents reserve fund created pursuant to Section 45-IC of the RBI Act, 1934 through transfer of specified percentage of net profit every year before any dividend is declared

The reserve fund can be utilized only for limited purposes as specified by RBI from time to time and every such utilization shall be reported to the RBI within specified period of time from the date of such utilization.

(b) Impairment reserve

The impairment reserve is created when the impairment allowance under Ind AS 109 is lower than the 'provisioning required under income recognition and asset classification norms. The difference between these will be appropriated to the impairment reserve from the net profit or loss after tax. This will not reckoned for the purpose of regulatory capital and no withdrawal is permitted withou any prior approval from RBI

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Particulars	As at		
	March 31, 2022	March 31, 2021	April 1, 2020
	₹ in lakhs		

(c) Retained earnings

Retained earnings or accumulated surplus represents total of all profits retained since Company's inception.

Retained earnings are credited with current year profits, reduced by losses, if any, dividend payouts, transfers to General reserve or any such other appropriations to specific reserves.

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	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
		₹ in lakhs	
26	**Interest income**		
	On financial instruments measured at amortised cost		
	a) Interest on loans and advances	12,174.44	9,396.98
	b) Interest income from investments		-
	c) Interest income from term deposits from banks	56.79	27.57
	d) Other interest income	-	8.35
		12,231.23	**9,432.90**
	Note: There are no assets measured at FVTOCI/ FVTPL		
27	**Fees and commission income**		
	a) Service charges and other fees on loan transactions	34.08	17.27
	b) Collection fee related to transferred assets under securitisation transactions	5.00	5.25
		39.08	**22.52**
28	**Other income**		
	a) Other income	30.13	11.00
		30.13	**11.00**
29	**Finance costs**		
	On financial liabilities measured at amortised cost		
	a) Interest on borrowings	2,692.35	2,329.70
	b) Interest on debts securities	1,398.10	515.36
	c) Interest on subordinated liabilities	2,313.69	1,601.97
	d) Interest on lease liabilities	301.07	269.78
	e) Other borrowing costs	-	-
		6,705.21	**4,716.81**
30	**Impairment of financial instruments**		
	On financial instruments measured at amortised cost		
	a) Baddebts written off	54.90	28.63
	b) Loans	71.42	16.85
		126.32	**45.48**
31	**Employee benefit expenses**		
	a) Salaries and wages	2,173.03	1,473.27
	b) Contribution to provident fund and other funds	125.90	87.48
	c) Staff welfare expenses	477.19	234.03
		2,776.12	**1,794.78**

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	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
		₹ in lakhs	
32	**Depreciation, amortisation and impairment**		
	a) Depreciation on property, plant and equipment	269.10	218.87
	b) Amortisation on intangible assets	24.19	17.06
	c) Depreciation on right-of-use assets	510.65	424.44
		803.94	**660.37**
33	**Other expenses**		
	Advertisement	212.17	142.82
	Audit fees	5.84	3.69
	Annual maintenance charges	26.67	25.63
	Business promotion expenses	138.19	182.92
	Insurance charges	45.01	41.78
	Legal and professional charges	211.55	165.75
	Membership and subscriptions	20.00	8.96
	Miscellaneous expenses	7.02	35.20
	Postage and courier	29.71	10.09
	Transportation expenses	0.05	2.14
	Office maintenance expenses	46.98	47.26
	Electricity charges	55.31	42.90
	Printing and stationery	66.56	32.87
	Rates and taxes	76.52	46.60
	Directors' sitting fee	16.50	14.00
	Directors remuneration	24.00	24.00
	Repairs and maintenance	69.41	74.16
	Communication expenses	72.59	57.99
	Travelling and conveyance	195.75	112.06
	Rent	57.85	-
	Vehicle expenses	3.90	11.54
	Prior period expense	8.70	-
	Loss on sale of property, plant and equipment	1.02	12.26
		1,391.30	**1,094.62**
34	**Earnings per share**		
	Profit/ (loss) for the year (₹ in lakhs)	211.23	874.76
	Weighted average number of equity shares outstanding (in lakhs)	821.47	821.47
	Basic and diluted earnings per share (₹)	0.26	1.06
	Face value per equity share (₹)	10.00	10.00

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35 Payment to Auditors

₹ in lakhs

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
For Statutory Audit (inclusive of taxes)	4.00	2.91
For Tax Audit	0.50	0.50
GST	0.81	0.62
Total	5.31	4.06

36 Contingent liabilities and contingent Assets

Particulars	As at		
	March 31, 2022	March 31, 2021	April 1, 2020
a) Claims against the Company not acknowledged as debt	-	-	-
b) Guarantees- Counter guarantees provided to Banks	-	-	-
c) Other money for which the company is contingently liable	-	-	-
Total	-	-	-

37 Operating segments

Primary segment

Operating segments are defined as components of an enterprise for which discrete financial information is available that is revaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Company has only one reportable business segment "Financial services"

Secondary segment (by geography)

The Company's economic environment is similar and it is having operations in India only. Therefore, the Company has only one reportable geographical segment. There are no operations outside India and hence there is no external revenue or assets which require disclosure.

No revenue from transactions with a single external customer amounted to 10% or more of the Company's total revenue in year ended March 31, 2022 (previous year - nil)

38 Employee Benefits

In accordance with Ind AS - 19 Employee Benefits, specified under Section 133 of the Companies Act, 2013 the following disclosures are made.

The Company recognised ₹125.9 lakhs (2020-21: ₹87.48 lakhs) for Provident Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Defined Benefit Plans

The Company has an unfunded gratuity plan for qualifying employees. The benefit payable is calculated as per the Payment of Gratuity Act, 1972. The benefit vests upon completion of five years of continuous service and once vested, it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting.

Actuarial gains and losses in respect of defined benefit plans are recognised in the financial statements through other comprehensive income.

Through its defined benefit plans the company is exposed to a number of risks, the most significant of which are detailed below.

Interest risk.
The plan liabilities are calculated using a discount rate set with references to government bond yields. Any decrease in interest rate will increase the plan liability

Longevity risk
The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk
The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The following table set out the unfunded status of the defined benefit schemes and the amount recognised in financial statements.

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(a) Amount recognised in the Profit or loss for the period

(₹ in lakhs)

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
Current service cost	30.02	16.09
Past service cost	-	-
Net interest on net defined benefit liability	3.23	2.57
Amount recognised in Profit or loss for the year	**33.25**	**18.66**

(b) Amount recognised in other comprehensive income

(₹ in lakhs)

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
Remeasurement (gains)/ losses		
a) Actuarial (gains)/losses arising from changes in		
- Change in demographic assumptions		1.36
- Change in financial assumptions	13.57	(1.07)
- Experience adjustment	19.83	(5.04)
b) Return on plan asset excluding considered in net		
Amount recognised in other comprehensive	**33.40**	**(4.75)**

(c) Changes in present value of defined benefit obligation

(₹ in lakhs)

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
Opening defined benefit obligation	55.25	45.84
Current service cost	30.02	16.09
Past service cost		-
Interest cost	3.23	2.57
Actuarial (gains)/losses	33.40	(4.75)
Benefits paid	(6.11)	(4.50)
Closing defined benefit obligation	**115.79**	**55.25**

(d) Net defined benefit liability/ (asset)

(₹ in lakhs)

Particulars	As at		
	March 31, 2022	March 31, 2021	April 1, 2020
Present value of defined benefit obligation	115.79	55.25	45.84
Fair value of plan assets	-	-	-
Net defined benefit liability/ (asset)	**115.79**	**55.25**	**45.84**
- Current	8.25	6.86	5.89
- Non-current	107.54	48.39	39.95

(e) The Principal actuarial assumptions used in determining gratuity liability is as follows:

Particulars	March 31, 2022	March 31, 2021
Discount rate	5.85%	5.85%
Salary increase	8.00%	8.00%
Attrition rates (based on age)		
- Upto 30 years	38.00%	38.00%
- 31 - 44 years	15.00%	15.00%
- Above 44 years	7.00%	7.00%
Mortality Rate	IALM 2012-14	IALM 2012-14

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Sensitivity analysis

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate, future salary escalation rate and attrition rate. The following tables summarizes the impact on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 100 basis points. These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analysis.

(₹ in lakhs)

Particulars	March 31, 2022	March 31, 2021
Discount rate		
- 100 bps increase	105.82	(50.93)
- 100 bps decrease	127.44	60.26
Salary growth rate		
- 100 bps increase	126.58	60.10
- 100 bps decrease	106.13	(50.98)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumption may be correlated.

The weighted average duration of the defined benefit obligation is estimated as 14.54 years (previous year – 15.05 years).

The payout pattern of defined benefit obligation (undiscounted) estimated as at year-end is given below:

Particulars	March 31, 2022	March 31, 2021
Expected cashflow due		
- within 1 year	8.25	6.86
- 2 to 5 years	44.08	21.18
- 6 to 10 years	47.39	20.99
- More than 10 years	141.14	51.77

39 **Capital management**

The Reserve Bank of India vide its circular reference RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13 March 2020 outlined the regulatory guidance in relation to Ind AS financial statements from financial year 2019-20 onwards. This included guidance for computation of 'owned funds', 'net owned funds' and 'regulatory capital'. Accordingly, effective from the current financial year, the 'regulatory capital' has been computed in accordance with these requirements read with the requirements of the Master Direction DNBR. PD.008/03.10.119/2016-17 dated September 01, 2016 (as amended).

The Company's capital management strategy is to effectively determine, raise and deploy capital so as to create value for its shareholders. The same is

done through a mix of either equity and/or convertible and/or combination of short term /long term debt as may be appropriate.

The company determines the amount of capital required on the basis of operations, capital expenditure and strategic investment plans. The capital structure is monitored on the basis of net debt to equity and maturity profile of overall debt portfolio.

The Company is subject to the capital adequacy requirements of the Reserve Bank of India (RBI). Under RBI's capital adequacy guidelines, the Company is required to maintain a capital adequacy ratio consisting of Tier I and Tier II Capital. The total of Tier II Capital at any point of time, shall not exceed 100 percent of Tier I Capital. The minimum capital ratio as prescribed by RBI guidelines and applicable to the Company, consisting of Tier I and Tier II capital, shall not be less than 15 percent of its aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet.

The Company has complied with all regulatory requirements related capital and capital adequacy ratios as prescribed by RBI.

Regulatory capital and analytical ratios ₹ in lakhs

Particulars	March 31, 2022	March 31, 2021
Tier I capital	10,047.64	8,761.40
Tier II capital (limited to Tier I capital)	5,023.82	4,380.70
Total regulatory capital	15,071.46	13,142.10
Aggregate of Risk weighted assets	63,454.01	48,295.64
Tier I capital ratio	15.83%	18.14%
Tier II capital ratio	7.92%	9.07%
Capital to risk-weighted assets ratio	23.75%	27.21%
Liquidity coverage ratio		

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"Tier I Capital" means owned fund as reduced by investment in shares of other non-banking financial companies and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, ten per cent of the owned fund.

"Owned fund" means paid up equity capital, preference shares which are compulsorily convertible into equity, free reserves, balance in share premium account and capital reserves representing surplus arising out of sale proceeds of asset, excluding reserves created by revaluation of asset, as reduced by accumulated loss balance, book value of intangible assets and deferred revenue expenditure, if any.

"Tier II capital" includes the following -

(a) preference shares other than those which are compulsorily convertible into equity

(b) revaluation reserves at discounted rate of fifty five percent

(c) General provisions (including that for Standard Assets) and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one and one fourth percent of risk weighted assets. 12 month expected credit loss (ECL) allowances for financial instruments i.e. where the credit risk has not increased significantly since initial recognition, shall be included under general provisions and loss reserves in Tier II capital within the limits specified by extant regulations. Lifetime ECL shall not be reckoned for regulatory capital (numerator) while it shall be reduced from the risk weighted assets.

(d) hybrid debt capital instruments, and

(e) subordinated debt to the extend aggregate does not exceed Tier I capital.

Aggregate Risk Weighted Assets :

Under RBI Guidelines, degrees of credit risk expressed as percentage weightages have been assigned to each of the on-balance sheet assets and off-balance sheet assets. Hence, the value of each of the on-balance sheet assets and off- balance sheet assets requires to be multiplied by the relevant risk weights to arrive at risk adjusted value of assets. The aggregate shall be taken into account for reckoning the minimum capital ratio.

10 **Leases**

I) Company as a Lessee

As a lessee, the Company's lease asset class primarily consist of buildings or part thereof taken on lease for office premises used for operating activities.

For transition, the Company has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis. The Company has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under AS 19 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right-of-use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease. The Company has used a single discount rate to a portfolio of leases with similar characteristics.

The weighted average incremental borrowing rate of 9.45% has been applied to lease liabilities recognized in the balance sheet at the date of initial application.

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-of-use asset, and finance cost for interest accrued on lease liability.

The Company has followed modified retrospective approach for transition to Ind AS 116 wherein the Company had computed the Right of use asset at transition date at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease immediately prior the date of transition to Ind AS. Accordingly, as a transition adjustment, the Company had recognized right of use asset of ₹2491.45 lakhs (after prepayment adjustment) and lease liability of ₹2346.55 lakhs.

Expense relating to leases on which short-term lease exemption was availed is ₹ 57.85(previous year ₹Nil). The expense relating to leases of low value assets during the year ended March 31, 2021, is Nil (previous year Nil).

None of the lease contains any variable lease payments or taken under sale and leaseback arrangements.

Movement in lease liabilities

₹ in lakhs

Particulars	March 31, 2022	March 31, 2021
Opening balance	3,105.40	2,346.55
Add: Additions during the year	671.50	913.12
Add: Finance cost	301.08	235.32
Less: Repayment made during the period	(598.00)	(419.59)
Less: Termination/ modification adjustments	-	-
Closing balance	3,479.98	3,105.40

Maturity analysis of lease liabilities
(undiscounted values)

₹ in lakhs

Particulars	March 31, 2022	March 31, 2021
Upto 1 year	678.75	571.46
1 year - 5 years	2,636.02	2,334.75
More than 5 years	1,621.84	1,489.03
Total	4,936.61	4,395.24

41 Debenture Redemption Reserve

Pursuant to Regulation 16 of the SEBI Debt Regulations and Section 71(4) of the Companies Act, 2013 states that where debentures are issued by any company, the company shall create a debenture redemption reserve out of the profits of the company available for payment of dividend. Rule 18(7) of the Companies (Share Capital and Debentures) Rules, 2014, as amended by Companies (Share Capital and Debentures) Amendment Rules, 2019, listed NBFC is not required to create a DRR in case of public issue of debentures. The rules further mandate that the company which is coming with a Public Issue shall deposit or invest, as the case may be, before the 30th day of April of each year a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March of the next year in any one or more prescribed methods.
Accordingly, your Company is not required to create a DRR for the Public NCDs. The Company maintained liquid assets amounting to Rs. 87.78 lakhs in the form of Deposits with Scheduled Banks, which represents 15% of amount of its public issue of debentures maturing during the financial year 2022-23.

42 Fraud

During the FY 2021-22 there were instances of fraud on the Company by employees where gold loan related misappropriations have occurred amounting to Rs 94.65 lacs ((Previous Year Rs NIL) of which the Company has recovered Rs 1.98 lacs during the year itself)

43 Pending Litigations

The Company's pending litigations comprise of claims by the Company on the customers to recover its dues. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on its financial statements of the Company as at March 31, 2022 (previous year - nil)

44 Financial risk management framework

In the course of its business, the Company is exposed to certain financial risks namely credit risk, interest risk, currency risk & liquidity risk. The Company's primary focus is to achieve better predictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The financial risks are managed in accordance with the Company's risk management policy which has been approved by its Board of Directors.

Board of Directors of the Company have established Asset and Liability Management Committee (ALCO), which is responsible for developing and monitoring risk management policies for its business. The credit risk is managed through credit norms established based on historical experience.

44.1 *Market risk*

Market the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates, etc. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while maximizing the return.

a) Pricing risk
The Company does not have any asset which is exposed to the pricing risk.
b) Currency risk
The Company does not have any asset which is exposed to the currency risk since the Company does not deal in foreign currency.
c) Interest rate risk
The company uses a mix of cash and borrowings to manage the liquidity & fund requirements of its day-to-day operations. Further, certain interest bearing liabilities carry variable interest rates.

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44.2 *Credit Risk Management*

Credit risk is the risk that the Company will incur a loss because its customers fail to discharge their contractual obligations. The Company has a comprehensive framework for monitoring credit quality of its retail and other loans primarily based on Days past due monitoring at period end. Repayment by individual customers and portfolio is tracked regularly and required steps for recovery are taken through follow ups and legal recourse.

Credit Quality of Financial Loans and Investments

The following table sets out information about credit quality of loans and investments measured at amortized cost primarily based on days past due information. The amount represents gross carrying amount.

₹ in lakhs

Particulars	March 31, 2022	March 31, 2021
Gross carrying amount of loans	52,367.29	39,806.77
No dues	-	-
30 days past due	323.61	183.57
31-90 days past due	1,586.48	353.08
Impaired (more than 90 days past due)	846.47	204.79

The Company reviews the credit quality of its loans based on the ageing of the loan at the period end. Since the company is into retail lending business, there is no significant credit risk of any individual customer that may impact company adversely, and hence the Company has calculated its ECL allowances on a collective basis.

Inputs considered in the ECL model

In assessing the impairment of financial loans under Expected Credit Loss (ECL) Model, the assets have been segmented into three stages. The three stages reflect the general pattern of credit deterioration of a financial instrument. The differences in accounting between stages, relate to the recognition of expected credit losses and the measurement of interest income.

The Company categorizes loan assets into stages primarily based on the Days Past Due status.

Stage 1: 0-30 days past due

Stage 2: 31-90 days past due

Stage 3: More than 90 days past due

RBI COVID-19 Regulatory Package

In accordance with the Reserve Bank of India (RBI) notification no. RBI/2019-20/186 DOR.No.BP. BC.47/21.04.048/2019-20 dated 27th March, 2020, RBI/2019-20/220 DOR.No.BP.BC.63/21.04.048/2020-21 dated April 17, 2020 and Press Release: 2019-2020/2392 dated 22 May 2020 relating to 'COVID-19 - Regulatory Package', the Company, as per its Board approved policy and ICAI advisories, has granted moratorium upto six months on the payment of installments which became due between 01 March 2020 and 31 August 2020 to all eligible borrowers. This relaxation did not automatically trigger a significant increase in credit risk. The Company continued to recognize interest income during the moratorium period and in the absence of other credit risk indicators, the granting of a moratorium period did not result in accounts becoming past due and automatically triggering Stage 2 or Stage 3 classification criteria and accordingly, the staging of such accounts of borrowers as at 31 March 2021 is based on day past due status considering the benefit of moratorium period.

Impact of COVID-19

The COVID 19 pandemic had significantly increased the credit risk relating to the loans and advances from the historical loss expectations. The management had given due care and made forward looking estimates to ECL model so as to cover the additional risk due to the pandemic.

Estimations and assumptions considered in the ECL model

The Company has made the following assumptions in the ECL Model.

a) The Company is primarily engaged in the gold loan business and the average loan duration is less than 1 year also. Therefore, the Company does not made any segregation between 12 month ECL and life-time ECL while computing the ECL allowance.

b) Since the Company has no assets which are classified as NPA (more than 90 days past due), there is not asset under credit impaired category.

c) The Company had started business certain new geographical locations wherein the historical loss details are not available. The loss rates for similar geographical location is considered as a forward looking estimate.

Concentration of credit risk

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on spreading its lending portfolio across various products/states/customer base with a cap on maximum limit of exposure for an individual/Group. Accordingly, the Company does not have concentration risk.

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44.3 *Liquidity risk*

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company consistently generated sufficient cash flows from operations to meet its financial obligations as and when they fall due. The Company has well defined Asset Liability Management (ALM) framework with an appropriate organisational structure to regularly monitor and manage maturity profiles of financial assets and financial liabilities including debt financing plans, cash and cash equivalent instruments to ensure liquidity.

Maturity pattern of financial liabilities

₹ in lakhs

Particulars	0-12 months	Beyond 12 months	Total
As at March 31, 2022			
(a) Payables	34.07	-	34.07
(b) Debt securities	11,138.69	4,810.71	15,949.40
(c) Borrowings (Other than Debt Securities)	10,940.20	14,358.36	25,298.56
(d) Lease liabilities (at undiscounted values)	678.75	4,257.86	4,936.61
(e) Deposits	-	-	-
(f) Subordinated Liabilities	2,752.35	16,268.35	19,020.70
(g) Other financial liabilities	1,848.07	1,282.89	3,130.96
	27,392.13	40,978.17	68,370.30
As at March 31, 2021			
(a) Payables	38.42	-	38.42
(b) Debt securities	3,870.86	1,295.65	5,166.51
(c) Borrowings (Other than Debt Securities)	9,996.69	6,212.24	16,208.93
(d) Lease liabilities (at undiscounted values)	571.46	3,823.78	4,395.24
(e) Deposits	-	-	-
(f) Subordinated Liabilities	1,551.80	13,206.25	14,758.05
(g) Other financial liabilities	1,219.09	683.18	1,902.27
	17,248.32	25,221.10	42,469.42

45 **Financial instruments**

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note #2 to the financial statements.

45.1 *Classification of financial assets and liabilities*

The fair values of the financial assets / liabilities represent the price that would be received to sell the financial asset or paid to transfer the financial liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of trade receivables, cash, loans, other financial assets, trade payables and other financial liabilities, approximate their carrying amounts largely due to short term maturities of these instruments.

2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these financial assets. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values of security deposits were calculated based on cash flows discounted using current lending rate. The fair values are classified as Level 3 in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The Company does not have any financial instruments which are held for trading and no financial instruments are required to be accounted using fair value through profit or loss. Further, the Company has no instruments which are accounted for using hedge accounting model as specified under Ind AS 109 Financial Instruments.

₹ in lakhs

Particulars	Non-current	Current	Total
As at March 31, 2022			
Financial assets at amortised cost			
(a) Cash and cash equivalents	-	7,880.15	7,880.15
(b) Bank balances other than cash and cash equivalents	1,006.12		1,006.12
(c) Receivables	-	5,532.80	5,532.80
(d) Loans	4,474.78	47,892.51	52,367.29
(f) Investments	12.00	-	12.00
(g) Other financial assets	820.28	100.89	921.17

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	6,313.18	61,406.35	67,719.53
Financial liabilities at amortised cost			
(a) Payables	-	34.07	34.07
(b) Debt securities	4,810.71	11,138.69	15,949.40
(c) Borrowings (Other than Debt Securities)	14,358.36	10,940.20	25,298.56
(d) Deposits	-	-	-
(e) Subordinated Liabilities	16,268.35	2,752.35	19,020.70
(f) Other financial liabilities	1,282.89	1,848.07	3,130.96
	36,720.31	26,713.38	63,433.69
As at March 31, 2021			
Financial assets at amortised cost			
(a) Cash and cash equivalents	-	719.58	719.58
(b) Bank balances other than cash and cash equivalents	649.24	-	649.24
(c) Receivables	-	4,039.68	4,039.68
(d) Loans	3,214.49	36,592.28	39,806.77
(f) Investments	12.00	-	12.00
(g) Other financial assets	389.88	32.52	422.40
	4,265.61	41,384.06	45,649.67
Financial liabilities at amortised cost			
(a) Payables	-	38.42	38.42
(b) Debt securities	1,295.65	3,870.86	5,166.51
(c) Borrowings (Other than Debt Securities)	9,177.88	10,315.00	19,492.88
(d) Deposits	-	-	-
(e) Subordinated Liabilities	13,206.25	1,551.80	14,758.05
(f) Other financial liabilities	683.18	1,219.09	1,902.27
	24,362.96	16,995.17	41,358.13

45.2 ***Fair value hierarchy***

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels.

- Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, directly (i.e., as prices) or indirectly (i.e., derived from prices).

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Level 3 - Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The fair value of loan assets has been arrived at by using level 3 inputs at initial recognition and subsequently measured using amortized cost model. There are no financial instruments which are carried at fair value as at the Balance Sheet date.

46 **Additional disclosures required under Schedule III**

46.1 *Loans and advances to promoters, KMPs, Directors and related parties*

Details of loans to promoters, KMPs, Directors and other related parties during the period are as follows:

Type of borrower	As at March 31, 2022		As at March 31, 2021	
	Amount outstanding	% of total	Amount outstanding	% of total
Repayment terms are fixed				
a) Promoters	-		-	
b) Directors	-		-	
c) KMPs	-		-	
d) Related parties	-		514.00	100.00%
Repayable on demand				
a) Promoters	-	-	-	-
b) Directors	-	-	-	-
c) KMPs	-	-	-	-
d) Related parties	-	-	-	-
without specifying any terms or period of repayment				
a) Promoters	-	-	-	-
b) Directors	-	-	-	-
c) KMPs	-	-	-	-
d) Related parties	-	-	-	-

46.2 *Transactions related to Crypo-currency*

The company has not traded or invested in Crypto currency or Virtual Currency during the period (previous year - Nil)

46.3 *Fund received from other persons/ entities for lending/ investing/ providing guarantee*

The company has not received any funds from any person/entities, for the purpose of directly or indirectly lending/investing/providing guarantee/security to another person/entity, by or on behalf of the person/entity from whom such amount is received during the period in contravention of the Act or RBI guidelines.

The company has not advanced/loaned/invested funds to any person/entity for the purpose of directly or indirectly lending/ investing/ providing guarantee/ security to a third person/entity, by or on behalf of the company in contravention of the Act.

46.4 *Utilisation of borrowings*

The Company had utilised the borrowings availed during the period for the purposes specified

46.5 *Periodical reports submitted to bank on current assets*

The Company has taken loans from banks/ Financial Institutions (FI) on the basis of security of assets like loans receivable.

The periodic returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

46.6 *Disclosure pursuant to section 186 of the Companies Act, 2013*

The Company has not given any loans/ advances/ guarantees to any related person/ entities in contravention of section 186 of the Companies Act, 2013.

46.7 *Details of Corporate guarantees given by the Company*

The Company has not given any corporate guarantee in respect of any loan during the period

46.8 *Revaluation of assets*

The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets)/ Intangible Assets during the period (previous year - Nil)

46.9 *Property under the Benami Transactions (Prohibition) Act, 1988*

The company is not holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)

INDEL MONEY LIMITED

G & COMPANY
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46.10 *Willful defaulter*
The company is not wilful defaulters under guidelines on wilful defaulters issued by the Reserve Bank of India

46.11 *Relationship with struck of companies*
The company has no relationship and transactions with struck off companies

46.12 *Delay in registration of charges*
The company has not made any delay in registration of Charges during the period

46.13 *Layers of investment*
The company has complied with the number of layers prescribed under section 2(87) of the companies Act 2013

46.14 *Compromises and Arrangements*
The company has not entered in scheme of arrangement under section 230 to 237 of Companies Act 2013 during the period

46.15 *Transactions not recorded in the books disclosed under income tax*
There are no transactions not recorded in the books of accounts, which are disclosed during the Income tax assessment/search/survey

INDEL MONEY LIMITED
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47 RELATED PARTY DISCLOSURE

A	Enterprise where control exists	
	Related Parties	**Name of related parties**
	Holding Company :	Indel Corporation Private Limited
B	**Subsidiary Company**	Indel Money Fin-Tech Private Limited
C	**Fellow Subsidiary Company:**	Indel Automotives Private Limited M Star Hotels Private Limited
D	**Individual and relatives of Individual**	Mr Gopalakrishna Mohanan, Managing Director Mr.Umesh Mohanan, Director Mr. Salil Venu, Director Mrs. Kavitha Menon, Director Mrs. Usha Devi Mohanan
E	**Partnership Firm in which Director is a partner**	Mind Story
F	**Companies/Firm in which Individual and relatives of Individual exercise control/significant influence**	M Star Satelite Communications Private Limited M Star Hotel Heritage Private Limited Wind flower Consultancy

Disclosure of transactions between the Company and related parties and outstanding balance as at the year

A **Transaction with Holding Company**

(i)

Indel Corporation Private Limited	As at	
	March 31,2022	**March 31,2021**
Opening Balance	112.47	157.43
Expenses incurred	10.71	9.42
Empenses reimbursed	(9.50)	(9.88)
Rental/Maintenance Expenses	60.44	49.14
Rental/Maintenance Expenses paid	(61.90)	(49.14)
Rent Deposit	385.00	110.00
Advance Paid	1,733.48	760.50
Advance returned	(1,672.80)	(915.00)
Amount Due from/(to) related party	**557.90**	**112.47**

B **Subsidiary Company**

(i)

Indel Money Fin-Tech Private Limited	As at	
	March 31,2022	**March 31,2021**
Opening Balance	12.26	11.84
Advances given	0.49	0.43
Amount Due from/(to) related party	**12.76**	**12.26**

C **Fellow subsidary company:**

(i)

Indel Automotives Private Limited	As at	
	March 31,2022	**March 31,2021**
Opening Balance	331.42	325.35
TDS receivable	-	10.16
Interest Accrued	15.32	56.67
Loan repayment	(320.00)	-
Interest received	(16.59)	(60.76)
Amount Due from/(to) related party	**10.16**	**331.42**

(ii)

M Star Hotels Private Limited	As at	
	March 31,2022	**March 31,2021**
Opening Balance	1.02	-
TDS receivable	-	1.02
Amount Due from/(to) related party	1.02	1.02

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D Transactions with Individual exercise control over the company

(i) Mohananan Gopalakrishnan	As at March 31,2022	As at March 31,2021
Opening Balance	(0.46)	(0.34)
Interest on Bond accrued	(3.12)	(3.26)
Interest paid	2.96	3.14
Directors Remuneration paid	12.00	12.00
Amount Due from/(to) related party	(0.62)	(0.46)

(ii) Umesh Mohanan	As at March 31,2022	As at March 31,2021
Opening Balance	(0.35)	1.82
Salary paid	120.00	30.00
Expenses reimbursed	(18.33)	(1.82)
Interest on Bond accrued	(3.80)	(2.77)
Interest paid	2.70	2.42
Advance Paid	119.00	150.00
Amount Received	(94.91)	(150.00)
Amount Due from/(to) related party	22.65	(0.35)

(iii) Salil Venu	As at March 31,2022	As at March 31,2020
Directors Remuneration paid	9.00	9.00
Amount Due from/(to) related party	-	-

(iv) Kavitha Menon	As at March 31,2022	As at March 31,2020
Directors Remuneration paid	3.00	3.00
Amount Due from/(to) related party	-	-

(v) Usha Devi Mohanan	As at March 31,2022	As at March 31,2020
Opening Balance	(12.89)	(8.52)
Interest on Bond accrued	(5.65)	(4.91)
Interest paid	1.05	0.54
Amount Due from/(to) related party	(17.49)	(12.89)

E Partnership Firm in which Director is a partner

(i) Mind Story	As at March 31,2022	As at March 31,2020
Opening Balance	3.14	-
Expenses incurred	16.52	13.51
Expenses reimbursed	(18.27)	(10.38)
Amount Due from/(to) related party	1.39	3.14

F Companies in which Individual and relatives of Individual exercise control/significant influence

(i) M Star Satellite Communications Private Limited	As at March 31,2022	As at March 31,2020
Opening Balance	232.66	451.84
TDS Receivable	(7.59)	5.27
Interest accrued	30.12	48.16
Interest Received	(68.78)	(41.61)
Amount repaid	(194.00)	(231.00)
Amount Due from/(to) related party	(7.59)	232.66

INDEL MONEY LIMITED

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(iii)

M Star Heritage Hotels Private Limited	As at March 31,2022	As at March 31,2020
Opening balance	0.11	0.11
Amount	-	-
Amount Due from/(to) related party	0.11	0.11

(iv)

Wind Flower Consultancy	As at March 31,2022	As at March 31,2020
Consultation Fee	39.92	39.92
Amount Due from/(to) related party	-	-

48 Balance confirmations

Balances of Loan from Financials Institutions -Term Loan are subject to confirmation and reconcilations.

49 Regrouping of comparative period information

The information relating to comparative periods have been regrouped /reclassified /restated to conform to the classification of the current year which are required in accordance with Ind AS.

INDEL MONEY LIMITED

G & COMPANY Reg. No. 23258N CHARTERED ACCOUNTANTS

50 Disclosure required as per Reserve Bank of India Notification No. DNBS.CC.PD.No. 265/03.10.01/2011-12 dated March 21,2012

Particulars	March 31, 2022	March 31, 2021
Loan granted against collateral of gold jewellery	42,275.76	30,988.37
Total Asset of the Company	73,679.37	50,223.54
Percentage of loans granted against collateral of gold jewellery to Total Assets	57.38%	61.70%

51 (as required in terms of paragraph 13 of Non-Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank Directions,2007)

Liability Side

₹ in lakhs

Particulars	March 31, 2022	March 31, 2021
1) Loans and Advances availed by the non- banking financial company inclusive of interest accrued thereon but not paid		
a)Debentures Secured	15,949.40	5,166.51
Subodinated Bonds Unsecured	19,020.70	14,758.05
(other than falling with in the meaning of public deposits)	-	-
b) Deferred Credits	-	-
c) Term Loans	19,206.57	13,775.47
d) Inter -Corporate Loans and Borrowings	-	-
e) Commercial Paper	-	-
f) Other Loans (Cash Credit and lease liabilities)	6,091.99	5,717.41

Asset Side

₹ in lakhs

Particulars	March 31, 2022	March 31, 2021
2) Break -up of loans and advances including bill receivables (other than those included in (4) below)		
a) Secured	45,269.11	37,139.59
b) Unsecured	7,098.18	2,667.18
(3) Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities		
(i) Lease assets including lease rentals under sundry debtors	-	-
(a) Financial lease	-	-
(b) Operating lease	-	-
(ii) Stock on hire including hire charges under sundry debtors	-	-
(a) Assets on hire	-	-
(b) Repossessed Assets	-	-
(iii) Other loans counting towards AFC activities	-	-
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
(4) Break-up of Investments :		
Current Investments:		
1. Quoted:		
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
2. Unquoted	-	-
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
Long Term investments		
1. Quoted		

INDEL MONEY LIMITED

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(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
2. Unquoted:	-	-
(i) Shares : (a) Equity	12.00	12.00
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (Gold Ring & Gold audit kit)	0.95	0.95

5. Borrower Group Wise Classifaction of assets financial as in (2) and (3) above

₹ in lakhs

Category	Amount net of provisions		
	Secured	Unsecured	Total
1 Related Parties			-
(a) Subsidiaries	-	-	-
(b) Companies in the same group	514.00	-	514.00
(c)Other Related Parties	-	-	-
			-
2 Other than related parties (net of provisions)	36,625.59	2,667.18	39,292.77
Total	37,139.59	2,667.18	39,806.77

6. Investor group wise classification of all investments (Current and long term) in shares and securites (both quoted and unquoted)

Category	Market Value/Break up or Fair Value or NAV	Book Value (Net of Provisional)
1.Related Parties		
(a) Subsidiaries	12	1,00,000
(b) Companies in the same group	-	-
(c) Other Related Parties	-	-
2 Other than related parties	-	-
Total	12	1,00,000

7.Other Information

Particulars	Amount
(i) Gross Non- Performing Asset	
(a) Related Parties	-
(b) Other than Related Parties	-
(ii) Net Non -Performing Asset	
(a) Related Parties	-
(b) Other than Related Parties	-
(iii) Asset acquired in satisfaction of debt	-

EXPOSURES

₹ in lakhs

Exposure to Real Estate Sector	2021-22	2020-21
Category		
a) Direct Exposure	-	-
i) Residential Mortgages-		
that is or will be occupied by the borrower or that is rented; (indvidual housing loans upto	-	-

INDEL MONEY LIMITED *

G & COMPANY * Reg. No. 23258N * CHARTERED ACCOUNTANTS

ii) Commercial Real Estate -		
Office buildings, retail space, multipurpose commercial premises,multi -family residential buildings multi-tenanted commercial premises, industrial,or warehouse space,hotels,		2,914
iii) Investments in Mortgage Backed securities (MBS) other securitised exposure		
a) Residential	-	-
b)Commercial Real Estate	-	-
b) Indirect Exposure		
Fund -Based and Non-Fund Basedexposures on National Housing Bank and (NHB)	-	-
and Housing Finance Companies (HFCs)	-	-

Notes on accounts form part of standalone financial statements
As per our report of even date attached

For FRG & Company
Chartered Accountants
(Registration No. 23258N)

FRG & COMPANY
Reg. No.
23258N
CHARTERED ACCOUNTANTS

Rajesh Tiwari
(Partner)
Membership No. 128959
Place : Kochi
Date : 30-May-2022

For and on behalf of the board
Indel Money Limited
(formerly known as "Indel Money Private Limited)

Mohanan Gopalakrishnan
Managing Director
DIN No.0[illegible]142

Umesh Mohanan
Director
DIN No. 024[illegible]5902

Hanna P Nazir
Company Secretary
Membership No. A51727
Place : Kochi
Date : 30-May-2022

Narayanan Pisha[illegible]
Chief Financial Officer

INDEL MONEY LIMITED

Auditors' report on the reformatted consolidated statement of assets and liabilities as at March 31, 2021 and 2020, reformatted consolidated statements of profit and loss and reformatted consolidated cash flows statement for the each of the years ended March 31, 2021 and 2020 of Indel Money Limited (collectively, the "Reformatted Consolidated Financial Statements")

The Board of Directors
Indel Money Limited
Office no. 301, Floor No.3,
Sai Arcade, N.S. Road,
Mulund West, Mumbai 400 080

Dear Sirs / Madams,

1. We have examined the attached Reformatted Consolidated Financial Statements of Indel Money Limited (the "**Company**" or the "**Holding Company**"), its subsidiary company (the Company, its subsidiary together referred to as "**the Group**") as at and for the years ended March 31, 2021 and March 31, 2020 annexed to this report and prepared by the Company for the purpose of inclusion in the offer document in connection with its proposed issue of secured redeemable non-convertible debentures of face value of ₹ 1,000 each ("**Issue of NCDs**"). The Reformatted Consolidated Financial Statements, which have been approved by NCD Sub-Committee of the Board of Directors of the Company at their meeting held on April 19, 2023 have been prepared by the Company in accordance with the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the "**Act**");

   b) relevant provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended (the "**SEBI NCS Regulations**") issued by the Securities and Exchange Board of India ("**SEBI**"); and

   c) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time (the "**Guidance Note**").

Management's Responsibility for the Reformatted Consolidated Financial Statements

2. The Management of the Company is responsible for the preparation of the Reformatted Consolidated Financial Statements for the purpose of inclusion in the Draft Prospectus and Prospectus ("**Offer Documents**") to be filed with SEBI, BSE Limited ("**BSE**") and Registrar of Companies, Mumbai ("**RoC**") in connection with the Issue of NCDs. The Reformatted Consolidated Financial Statements has been prepared by the Management of the Company on the basis of preparation stated in Annexure –IV Note No 2.1 to the Reformatted Consolidated Financial Statements. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Reformatted Consolidated Financial Statements. The Management of the Company is also responsible for identifying and ensuring that the Company complies with the Act, the SEBI NCS Regulations and the Guidance Note.

Auditors' Responsibilities

3. We have examined such Reformatted Consolidated Financial Statements taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated April 20, 2023 requesting us to carry out work on such Reformatted Consolidated Financial Statements in connection with the Issue;

   b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Reformatted Consolidated Financial Statements; and

d) The requirements of Section 26 of the Act and the SEBI NCS Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the SEBI NCS Regulations and the Guidance Note in connection with the Issue of NCDs.

4. The Company proposes to make an offer which comprises an issue of Secured Redeemable Non-Convertible of ₹ 1,000 each by the Company, as may be decided by the Board of Directors of the Company.

Reformatted Consolidated Financial Statements

5. These Reformatted Consolidated Financial Statements have been compiled by the Management of the Company from the audited consolidated financial statements of the Group as at and for the financial years ended March 31, 2021 and March 31, 2020 prepared in accordance with Generally Accepted Accounting Principles in India ("**IGAAP**") which comprises mandatory Accounting Standards as prescribed under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August 28, 2021, and August 22, 2020, respectively.

6. For the purpose of our examination, we have relied on

a) the auditor's report issued by FRG & Company dated August 28, 2021 and August 22, 2020 on the audited consolidated financial statements of the Group as at and for the years ended March 31, 2021 and March 31, 2020, as referred in paragraph 5 above.

b) examination report submitted by FRG & Company dated August 28, 2021 on the Reformatted Financial Information of the Company as at and for each of the years ended on March 31, 2021 and March 31, 2020 respectively. The examination report included for the said years is based solely on these reports submitted by FRG & Company .

c) We have performed adequate tests and procedures which in our opinion were necessary for the purpose of issuing our examination report on the reformatted consolidated financial statements of the Group for the aforesaid periods. These procedures mainly involved comparison of the attached Reformatted Consolidated Financial Statements with the Group's audited consolidated financial statements for financial years ended March 31, 2021 and March 31, 2020 and regrouping and reclassification as per schedule III of Companies Act 2013 and requirements of SEBI NCS Regulations.

7. Taking into consideration the requirements of Section 26 of Part I of Chapter III of the Act, the SEBI NCS Regulations and the terms of our engagement agreed with you, and having placed reliance on the examination report submitted by FRG & Company referred to in paragraph 6(b) above, we report that:

a) the Reformatted Consolidated Financial Statements are prepared, in all material aspects, on the basis described Annexure – IV Note No 2.1 to the Reformatted Consolidated Financial Statements.

b) based on our examination as above, the Reformatted Financial Information have to be read in conjunction with the notes thereon as given in Annexure V.

Opinion

8. In our opinion and relying on the examination reports issued by FRG & Company as at and for each of the years ended March 31, 2021 and 2020 as referred to in paragraph 6(b) above, the Reformatted Financial

Information, as disclosed in the Annexures to this report, read with respective significant accounting policies disclosed in Annexure V, after making regroupings / reclassifications as considered appropriate and disclosed has been prepared by the Company by taking into consideration the requirement of Section 26 of Part I of Chapter III of the Act and the SEBI NCS Regulations.

9. We have not audited any financial statements of the Company as of any date or for any period. Accordingly, we express no opinion on the financial position, results of operation or cash flows of the Company.

10. The Reformatted Consolidated Financial Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited consolidated financial statements mentioned in paragraph 5 above.

11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us nor should this report be construed as a new opinion on any of the financial statements referred to herein.

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13. Our report is intended solely for use of the Management of the Company for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited, and Registrar of Companies, Mumbai in connection with the Issue of NCDs and is not be used, referred to, or distributed for any other purpose except with our prior consent.

For Bhatter & Company
Chartered Accountants
Firm Regd. No. 131092W
UDIN: 23016937BGSDQS3338

D.H. Bhatter
Proprietor
Membership No. 016937

Date: 16th May, 2023
Place: Mumbai

Annexure - I: Reformatted Consolidated Statement of Assets and Liabilities

INDEL MONEY LIMITED

(Formerly known as Indel Money Private Limited)

(Rs. in lacs)

Particulars	Note	As at March 31, 2021	As at March 31, 2020
Equity and Liabilities			
Shareholders' funds			
(a)Share Capital	1	8,214.70	8,214.70
(b) Reserves & Surplus	2	548.20	(401.19)
(c) Money Received against Share Warrants		-	-
Share Application Money pending allotment		-	-
Non-current liabilites			
(a) Long-term borrowings	3	21,035.83	17,964.65
(b) Deferred tax liabilities (net)		-	-
(c) Other Long term liabilities	4	683.18	162.78
(d) Long-term Provisions	5	27.41	-
Current Liabilities			
(a) Short-term Borrowings	6	2,612.01	2,478.24
(b) Trade payable	7		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		44.26	61.45
(c) Other Current Liabilities	8	14,280.12	9,220.26
(d) Short-term Provisions	9	306.59	116.13
Total		47,952.29	37,817.02
Assets			
Non-current assets			
(a) Plant, Property and Equipments			
Tangible Assets	10(A)	653.47	697.65
Intangible Assets	10(B)	19.11	15.04
Intangible assets under development		-	-
Capital work-in-progress			
(b) Non-Current Investments	[illegible]	0.95	0.95
(c) Deferred Tax Assests (net)	[illegible]	109.88	105.84
(d) Long-Term Loans and Advances	[illegible]	3,983.03	1,639.67
(e) Other Non-Current Assets		-	-
Current Assets			
(a) Current investments		-	-
(b) Inventories			
(c) Trade Receivables	14	4,280.43	1,876.40
(d) Cash and Bank equivalents	15	1,351.56	628.64
(e) Short-Term Loans and Advances	16	36,601.07	32,450.01
(f) Other Current Assets	17	953.01	402.82
Total		47,952.29	37,817.02

The accompanying statement of Reformatted Consolidated Significant Accounting Policies and Notes to Reformatted Consolidated Financial Statements shall form an integral part of this statement

As per our report attached
For Bhatter & Company
Chartered Accountants
(Registration No. 131092W)

D.H. Bhatter
Proprietor
Membership No. 016937
Place: Kochi
Date: 16/05/2023

For and on behalf of the board
Indel Money Limited (formerly known as Indel Money Private Limited)

Mohanan Gopalakrishanan
Managing Director
DIN No 02456142
Place: Kochi
Date: 16/05/2023

Umesh Mohanan
Director
DIN No 02455902

Hanna P Nazir
Company Secretary
Membership No. A51727

Narayanan Pisharath
Chief Financial Officer

UDIN: 23016937BGSDQ53338

Annexure - II : Reformatted Consolidated Statements of Profit and Loss

INDEL MONEY LIMITED

(Formerly known as Indel Money Private Limited)

(Rs. in lacs))

Particulars	Note	For the year ended	
		March 31, 2021	March 31, 2020
CONTINUING OPERATIONS			
Revenue from Operations	18	9,401.67	6,254.88
Other Income	19	46.92	52.51
Total Revenue		9,448.59	6,307.39
Expenses:			
Employee Benefits Expense	20	1,850.23	1,645.69
Finance Costs	21	4,474.15	3,012.76
Depreciation and Amortization Expense	22	235.93	210.23
Other Expenses	23	1,560.45	1,243.75
Provisions written off	24	21.55	(32.18)
Total Expenses		**8,142.32**	**6,080.26**
Profit / (Loss) before exceptional and extraordinary items and tax		**1,306.27**	**227.13**
Exceptional & Extraordinary items		-	-
Profit / (Loss) before tax		**1,306.27**	**227.13**
Prior Period Items		-	-
Profit/(Loss) before tax		**1,306.27**	**227.13**
Tax Expense:			
Current Tax		360.73	-
Deferred Tax		3.85	7.75
Profit (Loss) for the period from continuing operations		949.39	219.38
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing operations (after tax)		-	-
Profit (Loss) for the period		949.39	219.38
Earnings per equity share:			
(1) Basic		1.16	0.27
(2) Diluted		1.16	0.27

As per our report attached

For Bhatter & Company
Chartered Accountants
(Registration No. 131092W)

D.H. Bhatter
Proprietor
Membership No. 016937
Place: Kochi
Date: 16/05/2023

UDIN: 23016937BGSDQS3338

For and on behalf of the board
Indel Money Limited (formerly known as Indel Money Private Limited)

Mohanan Gopalakrishanan
Managing Director
DIN No 02456142
Place: Kochi
Date: 16/05/2023

Umesh Mohanan
Director
DIN No. 02455902

Hanna P Nazir
Company Secretary
Membership No. A51727

Narayanan Pisharath
Chief Financial Officer

INDEL MONEY LIMITED

Annexure - III: Reformatted Consolidated Cash Flow Statement

INDEL MONEY LIMITED

(Formerly known as Indel Money Private Limited)

Cash Flow Statement

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
A. Cash flow from operating activities		
Operating Profit/(Loss) for the year	1,306.27	227.11
Adjustments for:		
Provision for written off	21.55	(32.18)
Provision for Gratuity (Net)	15.50	-
Profit/Loss on sale of Fixed Assets	13.26	3.05
Prior Year Adjustments		
Depreciation and amortisation	235.93	210.23
Operating profit / (loss) before working capital changes	1,611.61	409.22
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Long Term Loans and Advances	(2,343.34)	(906.37)
Short Term Loans and Advances	(4,151.06)	(9,965.21)
Trade Receivables	(2,404.01)	(97.83)
Other current assets	(550.19)	(130.90)
	(9,448.63)	(11,200.42)
Adjustments for increase / (decrease) in operating liabilities:		
Other Long term liabilities	520.19	(248.82)
Trade payables	(17.19)	49.32
Short Term Borrowing	133.77	(119.01)
Other current liabilities	5,059.86	5,493.29
Short term provisions		-
	5,696.83	5,174.79
Cash flow from extraordinary items		
Cash generated from operations	(2,140.19)	(5,617.41)
Net income tax (paid) / refunds		
Net cash flow from / (used in) operating activities (A)	(2,140.19)	(5,617.41)
B. Cash flow from investing activities		
Purchases of Fixed Assets	(209.53)	(373.81)
Investment in Subsidiary		(0.79)
Purchase of Internal Audit Gold Kit		
Proceeds from sale of Fixed Assets	1.45	5.67
Net cash flow from / (used in) investing activities (B)	(208.07)	(368.93)
C. Cash flow from financing activities		
Long Term Borrowing	3,071.18	6,113.97
Cash flow from extraordinary items		
Net cash flow from / (used in) financing activities (C)	3,071.18	6,113.97
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	722.92	127.63
Cash and cash equivalents at the beginning of the year	628.64	501.01
Cash and cash equivalents at the end of the year	1,351.56	628.64
Components of cash and cash equivalents		
(a) Cash on hand	223.89	15.31
(b) Cheques, drafts on hand		
(c) Balances with banks		
(i) In current accounts	495.70	613.33
(ii) Deposit with Bank	631.97	-
	1,351.56	628.64

As per our report of even date attached
For Bhatter & Company
Chartered Accountants
(Registration No. 131092W)

B.H. Bhatter
Proprietor
Membership No. 016937
Place: Kochi
Date: 16/05/2023

UDIN: 23016937BGSPQS3338

For and on behalf of the board
Indel Money Limited
(Formerly known as Indel Money Private Limited)

[illegible] Gopalakrishnan
Managing Director
DIN No. 02456142
Place: Kochi

Umesh Mohanan
Director
DIN No. 02455902

Hanna P Nazir
Company Secretary
Membership No. A51727

Narayanan [illegible]
Chief Financial Officer
Date: 16/05/2023

Annexure - IV: Statement of Reformatted Consolidated Siginifcant Accounting Policies

Note

1 **Background**

Indel Money Limited was incorporated as a Private Limited Company on 11-09-1986 and was converted into a public Company on 26-08-2021. The Company is promoted by Indel Corporation Private Limited. collectively operating under the Brand Name of Indel Money which is in the business of lending money against the pledge of household used gold jewellery (gold loans). The company has obtained certificate of registration from the Reserve Bank of India for carrying on the business of Non-Banking Financial Institutions on 13th February, 2002 vide Regn. no. B-13.01564. The Company has applied to Reserve Bank of India for change the name in RBI license consequent upon its conversion as a public limited company and receipt of revised certificate of incorporation from Registrar of Companies, dated 26th August 2021. The Company is presently classified as Non Systemically Important Non- Deposit taking NBFC (NBFC-ND-NSI)

2 **Statement of Consolidated Significant Accounting Policies adopted by the Company in the preparation of Reformatted Consolidated Financial Statements for the years ended March 31st 2021, 2020 and 2019:**

2.1 **Basis of accounting and preparation of consolited financial statements**

A. Basis for preparation of Reformatted Consolidated Financial Statements for the year ended March 31, 2021, March 31, 2020 and March 31, 2019

The reformatted statement of assets and liabilities of the Company as at March 31, 2021, March 31, 2020 and March 31, 2019 and reformatted statement of profit and loss and the reformatted statement of cash flows and the summary of significant accounting policies and explanatory notes for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 (together referred as "Reformatted Consolidated Financial Statements" have been extracted by the Management from the audited Consolidated financial statements of the Company for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 ("Audited Consolidated Financial Statements").

The Reformatted Consolidated Financial Statements have been prepared by the management in connection with the proposed listing of secured and unsecured redeemable non-convertible debentures of the Company with BSE Limited and/or the National Stock Exchange of India Limited (‘the stock exchanges’), in accordance with the requirements of:

a) Section 26 of the Companies Act, 2013; and

b) The SEBI (Issue and Listing of Non- Convertible Securities) Regulations, 2021 issued by the Securities and Exchange Board of India ("SEBI") (referred to as the “SEBI Regulations”).

The Reformatted Consolidated Financial Statements of the Company have been prepared in confirmity with the Generally Accepted Accounting Principles in India (Indian GAAP).

For all periods up to and including the year ended 31 March 2021, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP) and the relevant provisions of the Companies Act, 2013 and guidelines issued by the Reserve Bank of India (RBI) as applicable to an Non Banking Finance Company (NBFC)

The financial statements have been prepared on accrual basis under the historical cost convention except for interest and discounts on non performing assets which are recognised on realisation basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

Principles of Consolidation

The Consolidated Financial Statements are prepared in accordance with Accounting Standard (AS) 21 on Consolidated Financial Statements notified under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014. The Consolidated Financial Statements comprise the financial statements of the Company and its Subsidiary.

Annexure - IV: Statement of Reformatted Consolidated Siginifcant Accounting Policies

The Company included in consolidation is Indel Money Fin-Tech Private Limited (earlier know as Indel Housing Finance Private Limited) as on March 31, 2021, March 31, 2020 and March 31, 2019The Parent Company is holding 100% shares of Subsidiary.

The Consolidated Financial Statements of the Company and its Subsidiary Company have been Consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits / losses.

The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Companies separate financial statements.

2.2 **Use of estimates**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions that effect the reported amounts of assets and liabilities (including contingent liabilities) at the date of financial statements and the reported income and expenses during the year. Although these are based upon estimates and assumptions, the Management believes that the estimates and assumptions used are prudent and reasonable. Any revisions to the accounting estimates are recognised in the current and future years.

2.3 **Revenue recognition**

Revenue is recognised to the extent that it is probable that economic benefits will flow to the Company and the revenue can be realiably measured. Revenues are recognized and expenses are accounted on accrual basis with necessary provisions for all known liabilities and losses. Income from non-performing asset is recognized only when it is realized interest income on loans given is recognised under internal rate of return method. Interest income is accounted on accrual basis.Dividend income is accounted for when the right to receive it is established.

2.4 **Employee benefits**

The Company provides for the gratuity, a defined benefit retirement plan covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated years mentioned under 'The Payment of Gratuity Act, 1972'. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

2.5 **Retirement Benefits**

A retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the statutory authority are due.

2.6 **Tangible fixed assets**

Fixed Assets are capitalized at cost. The cost includes purchase consideration, financing costs till commencement of commercial production and other directly attributable costs incurred to bring an Asset to its working condition for its intended use. Subsidy received towards specific assets is reduced from the cost of fixed assets.

2.7 **Intangible fixed assets**

Intangible Assets are recorded at the consideration paid for acquisition less accumulated amortization and accumulated impairment, if any. Intangible assets are amortized over their estimated useful life.

Annexure - IV: Statement of Reformatted Consolidated Siginifcant Accounting Policies

2.8 **Depreciation**

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed asset has been provided on WDV basis as per the useful life prescribed in schedule II, to the Companies Act, 2013.

The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

2.9 **Investments**

Investments intended to be held for not more than one year are classified as current investements. All other investments are classified as non-current investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Non-current investments are carried at cost. However, provsion for diminution in value is made to recognise a decline, other than temporary, in the value of the investments.

2.10 **Impairment of Assets**

The carrying amounts of assets are reviewed at each balance sheet date to ascertain impairment based on internal / external factors. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of net selling price of the assets or their value in use. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

2.11 **Borrowing costs**

Borrowing costs include interest to the extent they are regarded as an adjustment to the interest cost. Ancillary and other

costs are charged to the statement of profit and loss in the year in which they are incurred

Borrowing costs include interest to the extent they are regarded as an adjustment to the interest cost. Ancillary and other costs are amortized to for the period of loan tenure.

2.12 **Earnings per share**

The earnings per share is computed as per the requirements under Accounting Standard 20 on earnings per Share(EPS) issued by The Institute of Chartered Accountants of India (ICAI) and notified under the Companies (Accounting Standards) Rules, 2006.

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) attributable to shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, attributable to shareholders by the number of equity shares outstanding during the year.

Annexure - IV: Statement of Reformatted Consolidated Siginifcant Accounting Policies

2.13 **Impact of COVID-19 for year ended 31st March, 2020 and March, 2021**

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues and investment in subsidiaries etc. In developing the assumptions relating to the possible future uncertinities in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information and ecnomic forcasts. The impact of COVID-19 on Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

2.13 **Taxes on income**

Tax expenses comprises of current tax and deferred tax. Current tax is measured as the amount expected to be paid to the tax authorities in accordance with Indian Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date.

The un-recognised deferred tax assets are re-assessed by the company at each balance sheet date and are recognised to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which, such deferred tax assets can be realised.

The carrying cost of the deferred tax assets are reviewed at each balance sheet date. The company writes down the carrying amount of a deferred tax asset to the extent it is no longer reasonably certain or virtually certain ,as the may be , that the sufficeint future taxable income will be available against which deferred tax asset can be realised.

2.14 **Provision for Standard Assets and Non Performing Assets**

Company makes provisions for Standard Assets and non performing assets as per Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007. Provision for Standard Assets in excess of the prudential norms, as estimated by the management, is categorised under Provision for Standard Assets, as general provisions.

Asset Classification	- Provisioning Policy
Standard Assets	- 0.25%
Sub- Standard Assets	- 10%
Doubtful Assets	- 100% of unsecured portion+ 20% to 100% of secured portion
Loss Assets	- 100%

Annexure - IV: Statement of Reformatted Consolidated Siginifcant Accounting Policies

2.15 **Leases**

Leases where the lessor effectively retains substantially all the risks and benefits and ownership of leased term, are classified as operating leases. Operating lease payments in respect of non- cancellable leases are recognised as an expense in the Profit and Loss Account.

2.16 **Foreign Currency Transactions**

(i) Initial Recognition:
Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of transaction
(ii)Conversion:
Foreign currency monetary items are reported using closing rate. Non - monetary items which are carried in terms of historical cost denominated in a foriegn currency are reported using the exchange rate at the date of transaction and non-monetary items which are carried at fair value or similar valuation denominated in foreign currency are reported using the exchange rates that existed when the values are determined.
(iii) Exchange Differences:
Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they are initially recorded during the year, or reported in previous financial statements, are recognised as income or as an expense in the year in which they arise.

2.17 **Cash flow statement**

Cash flows are reported using the indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

2.18 **Current / Non-current classification of assets / liabilities**

The Company has classified all its assets / liabilities into current / non-current portion based on the time frame of 12 months from the date of financial statements. Accordingly, assets/liabilities expected to be realised/settled within 12 months from the date of financial statements are classified as current and other assets/liabilities are classified as non-current.

Annexure - V: Notes to Reformatted Consolidated Financial Statements

INDEL MONEY LIMITED
(Formerly known as Indel Money Private Limited)

1 Share Capital (Rs. in lacs)

a.

Particulars	As at March 31, 2021	As at March 31, 2020
Authorised Capital:		
Equity shares of Rs.10 each	8,500.00	8,500.00
Issued, Subscribed and Paid- Up Capital		
Equity shares of Rs.10 each	8,214.70	8,214.70
Total	**8,214.70**	**8,214.70**

b. The reconciliation of the number of shares outstanding and the amount of share capital as at March 31 of the respective (Rs. in lacs)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of Shares	Amount	Number of Shares	Amount
Shares outstanding at the beginning of the year	8,21,46,979	8,214.70	8,21,46,979	8,214.70
Add: Shares Issued during the year	-	-	-	-
Less: Shares bought back	-	-	-	-
Shares outstanding at the end of the year	**8,21,46,979**	**8,214.70**	**8,21,46,979**	**8,214.70**

c. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of Shareholder	No. of Shares As at March 31, 2021	No. of Shares As at March 31, 2020
Equity Shares:		
Indel Corporation Private Limited	8,21,46,979	8,21,46,979

Name of Shareholder	% of Shares As at March 31, 2021	% of Shares As at March 31, 2020
Holding Company Equity Shares:		
Indel Corporation Private Limited	100.00%	100.00%

The holding company has 100% shareholding with 2 shares held by individuals as nominee.

d. Disclosure as to aggregate number and class of shares allotted as pursuant to contract(s) without payment being received in cash, fully paid up by way of bonus shares and shares bought back.

Particulars	March 31, 2021	March 31, 2020
Equity Shares	-	-
Fully paid up pursuant to contract(s) without payment being received in cash	-	-
Fully paid up by way of bonus shares	-	-
Shares bought back	-	-

INDEL MONEY LIMITED

e. Rights attached to each class of equity shares

The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

2 Reserve and Surplus (Rs. in lacs)

	As at	
Other reserves - Reserve fund	**March 31, 2021**	**March 31, 2020**
Opening Balance	15.06	15.06
(+) Current Year Transfer	-	-
(-) Written Back in Current year	-	-
Closing Balance	**15.06**	**15.06**
Surplus/(Deficit) in Profit and Loss A/c		
Opening Balance	(416.24)	(635.62)
Add: (Net Loss)/Net Profit for the current year	949.39	219.38
Less: Transfer to other reserve - Reserve Fund	-	-
Closing Balance	**533.15**	**(416.24)**
Total	**548.20**	**(401.19)**

3 Long-term borrowings (Rs. in lacs)

	Non current As at	
	March 31, 2021	**March 31, 2020**
I Secured:		
(a) Secured Redeemable Privately placed NCD (refer note 3.1 (1))*	1,295.65	1,863.60
(b). Term Loan from Banks		
(i) IDFC FIRST BANK LIMITED / CAPITAL FIRST LIMITED	3,000.00	3,000.00
(Secured by Hypothecation of Book Debts to be repaid in 120 equal half instalments with interest @ 14.5%)		
STATE BANK OF INDIA	3,007.99	-
(Secured by Hypothecation of Book Debts to be repaid in 59 equal half instalments with interest @ 9.45%)		
AU BANK - TERM LOAN	-	-
(Secured by Hypothecation of Book Debts to be repaid in 12 equal half instalments with interest @ 13.75%)		
(ii) Term Loan from Others		
INCRED FINANCIAL SERVICES PRIVATE LIMITED	74.65	161.90
(Secured by Hypothecation of Book Debts to be repaid in 18 equal half instalments with interest @ 14.75%)		
NORTHERN ARC CAPITAL LIMITED - TERM LOAN A/C	203.19	2,067.75
(Secured by Hypothecation of Book Debts to be repaid in 24 equal half instalments with interest @ 14,5%)		
(Secured by Hypothecation of Book Debts to be repaid in 15 equal half instalments with interest @		
VIVRITI CAPITAL PRIVATE LIMITED	-	180.05
(Secured by Hypothecation of Book Debts to be repaid in 24 equal half instalments with interest @ 14.5%)		
(Secured by Hypothecation of Book Debts to be repaid in 18 equal half instalments with interest @ 14.5%)		
HINDUJA LEYLAND FINANCE LTD	248.10	313.86
(Secured by Hypothecation of Book Debts to be repaid in 24 equal half instalments with interest @ 13.75%)		
MAGMA FINCROP LIMITED	-	166.67
(Secured by Hypothecation of Book Debts to be repaid in 18 equal half instalments with interest @ 12.25%)		

SMC FINANCE - MONEYWISE FINANCE (Secured by Hypothecation of Book Debts to be repaid in 24 equal half instalments with interest @ 14.75%)	-	247.13
MAHINDRA AND MAHINDRA FINANCIAL SERVICES LTD (Secured by Hypothecation on vehicle and is to be repaid in 48 equal monthly installments with interest @ 13.75% p.a)	-	-
II. Unsecured (a)Subordinate Debt (Redeemed at every five years, Interest rate 12.25%) (refer Note 3.2)	13,206.25	9,963.70
Total Long Term Borrowings	**21,035.83**	**17,964.65**

3.1 Secured Redeemable Privately placed NCD (Rs. in lacs)

NCD	As at	
Series	**March 31, 2021**	**March 31, 2020**
Series	1,295.65	1,863.60

For details relating to series, allotment, interest rate and redemption period please refer note 3.1
*Secured by paripassu floating charge on Current Assets, Book Debts and Loans & Advances

3.2 Subordinate Debt (Rs. in lacs)

Subordinate	As at	
Debt	**March 31, 2021**	**March 31, 2020**
	13,206.25	9,963.70

For details relating to series, allotment, interest rate and redemption period please refer note 3.2

4 Long term liabilities (Rs. in lacs)

Particulars	As at	
	March 31, 2021	**March 31, 2020**
Interest accrued but not due on Non Convertible Debentures and bonds	683.18	162.78
Total	**683.18**	**162.78**

5 Long term provisions (Rs. in lacs)

Particulars	As at	
	March 31, 2021	**March 31, 2020**
Provision for employee benefits (Gratuity)	27.41	-
Total	**27.41**	**-**

INDEL MONEY LIMITED

6 Short-term Borrowings (Rs. in lacs)

Particulars	Rate of Interest as on March, 31, 2021.	As at March 31, 2021	As at March 31, 2020
Secured Loan Repayable on Demand :			
a) South Indian Bank - Cash Credit	12.45%	458.98	709.49
Primary Secuity - Floating and 1st Paripasu charge on entire receivables with a margin of 25% (excluding the specific charge of existing NCD holders). **Collateral Security:** Equitable Mortgage of loan with commercial building and land owned by Sister Concern. Also land owned by holding company and Director. **Personal Guarantee:** Given by Directors, Holding Company and Sister Concern owning the collateral property.			
b) Dhanlaxmi Bank - Cash Credit	12.80%	1,080.59	1,668.74
Primary Secuity - Floating and 1st Paripasu charge on entire receivables with a margin of 25% (excluding the specific charge of existing NCD holders). **Collateral Security:** Equitable Mortgage of loan with commercial building and land owned by Sister Concern. Also land owned by holding company and Director. **Personal Guarantee:** Given by Directors, Holding Company and Sister Concern owning the collateral property.			
c) State Bank of India - Cash Credit	9.45%	1,072.44	-
Primary Secuity - Floating and 1st Paripasu charge on entire receivables with a margin of 25% (excluding the specific charge of existing NCD holders). **Collateral Security:** Equitable Mortgage of loan with commercial building and land owned by Sister Concern. Also land owned by holding company and Director. **Personal Guarantee:** Given by Directors, Holding Company and Sister Concern owning the collateral property.			
d) LULU FINANCIAL SERVICES(INDIA) PVT LTD (Secured by Hypothecation of Book Debts)	12.50%	-	100.00
Total Short Term Borrowings		**2,612.01**	**2,478.24**

7 Trade Payables (Rs. in lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Creditors for capital expenditure	5.84	45.18
Sundry Creditors	38.42	16.27
Total	**44.26**	**61.45**

8 Other Current Liabilities (Rs. in lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Current maturities of long-term borrowings	12,985.89	8,250.78
Interest accrued but not due on Non Convertible Debentures & Bonds	1,059.83	788.68
Refundable Security Deposits from staff	67.86	54.96
Statutory Dues Payable	36.45	35.60
Other payables	130.10	90.24
Total	**14,280.12**	**9,220.26**

8.1 Current Maturities of Long Term Borrowing (Rs. in lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Current Maturity of Secured NCD - Privately placed (refer note 8.1.1 below)	3,870.86	1,918.85
Term Loan	7,563.23	6,330.18
Vehicle loans	-	1.74
Current Maturity of Unsecured subordinate Debt - Privately placed (refer note 8.1.2 below)	1,551.80	-
Total Current Maturity of Long Term Debt	**12,985.89**	**8,250.77**

INDEL MONEY LIMITED

8.1.1 Current Maturity of Secured NCD - Privately placed

(Rs. in lacs)

NCD Series	As at March 31, 2021	As at March 31, 2020
Series	3,870.86	1,918.85

For details relating to series, allotment, interest rate and redemption period please refer note 8.2.1

*Secured by paripassu floating charge on Current Assets, Book Debts and Loans & Advances

8.1.2 Current Maturity of unsecured subordinate Debt - Privately placed

(Rs. in lacs)

As at March 31, 2021	As at March 31, 2020
1,551.80	-

For details relating to series, allotment, interest rate and redemption period please refer note 8.2.2

9 Short-term provisions

(Rs. in lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Others		
Provision for Standard Assets	99.26	83.77
Provision for Non performing Assets	38.42	32.36
Provision for Income tax	360.73	-
Provision for employee benefits (Gratuity)	8.18	-
Provision at the close of the year	**506.59**	**116.13**

10 Fixed Assets

(Rs. in lacs)

Type of Assets	March 31, 2021	March 31, 2020
Gross Block		
Tangible Assets		
Computer & Accessories	414.27	382.44
Motor Vehicles	46.16	31.12
Furniture & Fixtures	1,322.13	1,264.85
Electrical Machinery	150.50	128.63
Plant & Machinery	77.51	76.50
Total	**2,010.56**	**1,883.55**
Intangible Assets		
Computer Software	121.24	100.11
Total	**121.24**	**100.11**
TOTAL	**2,131.80**	**1,983.66**
Accumulated Depreciation		
Computer & Accessories	342.38	304.84
Motor Vehicles	17.79	10.07
Furniture & Fixtures	854.09	747.70
Electrical Machinery	89.89	76.16
Plant & Machinery	52.93	47.13
Total	**1,357.09**	**1,185.89**
Intangible Assets		
Computer Software	102.14	85.07
Total	**102.14**	**85.07**
TOTAL	**1,459.23**	**1,270.96**
A. Net Tangible Assets		
Computer & Accessories	71.88	77.60
Motor Vehicles	28.37	21.05
Furniture & Fixtures	468.04	517.16
Electrical Machinery	60.61	52.47
Plant & Machinery	24.58	29.37
Total	**653.47**	**697.65**
B. Intangible Assets		
Computer Software	19.11	15.04
Total	**19.11**	**15.04**
TOTAL	**672.58**	**712.69**

12 Non-current investment

(Rs. in lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Long Term Investments (At Cost)		
Gold ring	0.17	0.17
Internal Audit Gold Kit	0.79	0.79
Total	**0.95**	**0.95**

INDEL MONEY LIMITED

12 Deferred Tax Asset (Net) (Rs. in lacs)

Particulars	As at	
	March 31, 2021	March 31, 2020
Deferred Tax Asset, on account of Depreciation	118.64	105.84
Deferred Tax Liability on account of Gratuity Provision	(8.96)	-
Net Deferred Tax Asset/(Liabities)	**109.68**	**105.84**

13 Long-term loans and advances (Rs. in lacs)

Particulars	As at	
	March 31, 2021	March 31, 2020
Other Loans and Advances		
a) Security Deposit		
Unsecured, considered good	573.97	421.63
Balance with Government Authorities	125.82	39.00
b) Loans and advances to related parties		
Secured, considered good	-	144.00
c) Loans and advances to Others		
Secured, considered good		
Business Loan	3,283.23	1,035.04
Total	**3,983.01**	**1,639.67**

14 Trade Receivables (Rs. in lacs)

Particulars	As at	
	March 31, 2021	March 31, 2020
Interest Receivables	4,039.68	1,654.20
Other Receivables	240.75	222.19
Total	**4,280.43**	**1,876.40**

15 Cash and Cash Equivalents (Rs. in lacs)

Particulars	As at	
	March 31, 2021	March 31, 2020
Cash in hand	223.88	15.31
Balance with banks- Current accounts	495.70	613.33
Balance with banks- Deposits	631.97	-
Total	**1,351.56**	**628.64**

16 Short term Loans & Advances

(Rs. in lacs)

Particulars	As at	
	March 31, 2021	March 31, 2020
Loans and advances to related parties		
Secured, considered good	514.00	772.52
Loans and advances to others		
Secured and considered good		
Retail Gold Loans	30,997.17	29,588.74
Business Loan	2,422.73	1,389.62
Unsecured and considered good		
Business Loan	1,584.27	654.39
Pesonal Loan	1,082.91	44.75
Total	**36,601.07**	**32,450.01**

17 Other Current Assets (Rs. in lacs)

Particulars	As at	
	March 31, 2021	March 31, 2020
Advances for expenses	13.43	6.62
Prepaid Expenses	307.63	27.66
Interest accrued on Bank Deposit	17.27	-
TDS Receivables	594.43	204.30
Others	20.26	164.24
Total	**953.01**	**402.82**

Note No.3.1

(₹in Lacs)

As At								
31-03-2021					31-03-2020			
NCD Series	Date of Allotment	Interest Rate	Amount	Redemption Period	NCD Series	Date of Allotment	Interest Rate	Amount
C	19-08-2020	11% - 11.5%	6.85	19-08-2023 to 19-08-2025	II	30-10-2015	13.43%	10.00
CI	27-08-2020	11% - 12.5%	102.00	27-08-2023 to 27-08-2025	III	04-12-2015	13% to 13.43%	20.00
CII	09-09-2020	11% to 11.5%	19.44	09-09-2023 to 09-09-2025	IV	01-01-2016	12.75% to 13.43%	33.00
CIII	29-09-2020	11%	4.50	29-09-2023	IX	23-03-2016	12.75% to 13.43%	3.10
CIV	13-10-2020	11%	7.80	13-10-2023	LI	17-04-2018	11% to 11.25%	37.50
CIX	12-01-2021	11% to 11.5%	72.05	12-01-2024 to 12-01-2026	LII	30-04-2018	11.25%	46.00
CV	28-10-2020	11% to 11.5%	20.51	28-10-2023 to 28-10-2025	LIII	15-05-2018	10.75% to 11.25%	32.00
CVI	20-11-2020	11% to 11.5%	59.00	20-11-2023 to 20-11-2025	LIV	31-05-2018	11% to 11.25%	6.80
CVII	07-12-2020	11% to 11.5%	20.00	07-12-2023 to 07-12-2025	LIX	31-08-2018	10.75% to 11.5%	22.10
CVIII	21-12-2020	11% to 11.5%	31.00	21-12-2023 to 21-12-2025	LV	18-06-2018	10.75% to 11%	5.50
CX	02-02-2021	11% to 11.5%	40.90	02-02-2024 to 02-02-2026	LVI	02-07-2018	10.75% to 11%	5.00
CXI	24-02-2021	11% to 12%	50.00	24-02-2024 to 24-02-2026	LVII	18-07-2018	11% to 11.5%	111.50
CXII	11-03-2021	11% to 11.5%	7.00	11-03-2024 to 11-03-2026	LVIII	01-08-2018	10.75% to 11.25%	42.90
CXIII	26-03-2021	11% to 11.5%	29.50	26-03-2024 to 26-03-2026	LX	22-09-2018	11%	18.50
LIX	31-08-2018	11.50%	15.00	31-08-2023	LXI	15-10-2018	10.50%	0.50
LXIX	30-01-2019	11.25% to 11.5%	17.00	30-01-2024	LXII	07-11-2018	10.75%	11.00
LXVI	14-12-2018	11%	5.00	14-12-2023	LXIII	20-11-2018	11%	10.00
LXVII	28-12-2018	11.25%	5.00	28-12-2023	LXIV	29-11-2018	11%	15.00
LXX	12-02-2019	11.50%	7.00	12-02-2024	LXIX	30-01-2019	11% to 11.5%	82.40
LXXIV	29-04-2019	11% to 11.25%	20.00	29-04-2022	LXV	05-12-2018	11% to 11.25%	31.00
LXXIX	29-07-2019	11.75%	5.00	29-07-2024	LXVI	14-12-2018	10.75% to 11%	34.00
LXXV	24-05-2019	11% to 11.25%	42.70	24-05-2022 to 24-05-2024	LXVII	28-12-2018	11% to 11.25%	45.05
LXXVI	19-06-2019	10.75% to 11.5%	29.00	19-06-2022 to 19-06-2024	LXVIII	14-01-2019	10.75% to 11.25%	41.00
LXXVII	02-07-2019	12%	13.00	02-07-2025	LXX	12-02-2019	11% to 11.5%	32.00

LXXVIII	19-07-2019	11.75%	17.00	19-07-2024	LXXI	28-02-2019	10.75% to 11.25%	42.80
LXXXI	30-08-2019	11.75% to 12%	12.00	30-08-2024 to 30-08-2025	LXXII	12-03-2019	10.75% to 11%	18.50
LXXXIII	16-09-2019	11.75%	5.00	16-09-2024	LXXIII	30-03-2019	9.75% to 11.25%	42.00
LXXXIV	28-09-2019	12%	5.00	28-09-2025	LXXIV	29-04-2019	10% to 11.25%	29.00
LXXXIX	31-12-2019	11.75%	10.00	31-12-2024	LXXIX	29-07-2019	11.5% to 11.75%	29.00
LXXXV	11-10-2019	11.75%	1.00	11-10-2024	LXXV	24-05-2019	10% to 11.25%	58.70
LXXXVI	24-10-2019	11.5% to 11.75%	9.00	24-10-2022	LXXVI	19-06-2019	10.25% to 11.5%	44.00
LXXXVII	21-11-2019	11.5% to 11.75%	17.60	21-11-2022	LXXVII	02-07-2019	11.5% to 12%	72.00
LXXXVIII	16-12-2019	11.50%	0.60	16-12-2022	LXXVIII	19-07-2019	11.5% to 11.75%	36.50
XC	15-01-2020	11.5% to 11.75%	3.70	15-01-2023 to 15-01-2025	LXXX	06-08-2019	11.50%	20.60
XCI	23-01-2020	11% to 12%	55.00	23-01-2023 to 23-01-2024	LXXXI	30-08-2019	11.5% to 12%	117.00
XCII	28-02-2020	11.5% to 12%	30.10	28-02-2023 to 28-02-2025	LXXXII	05-09-2019	11.50%	13.15
XCIII	23-03-2020	11.5% to 12%	44.00	23-03-2023 to 23-03-2025	LXXXIII	16-09-2019	11.5% to 11.75%	21.50
XCIX	30-07-2020	11% to 11.5%	17.00	30-07-2023 to 30-07-2025	LXXXIV	28-09-2019	11.5% to 12%	33.50
XCV	26-05-2020	11.5% to 12%	41.00	26-05-2022 to 26-05-2025	LXXXIX	31-12-2019	11.75	10.00
XCVI	10-06-2020	11.25% to 12%	85.75	10-06-2022 to 10-06-2025	LXXXV	11-10-2019	11.5% to 11.75%	30.00
XCVII	30-06-2020	11.50%	15.85	30-06-2025	LXXXVI	24-10-2019	11.25% to 11.75%	14.00
XCVIII	17-07-2020	11% to 11.5%	6.80	17-07-2023 to 17-07-2025	LXXXVII	21-11-2019	11.25% to 11.75%	22.10
XI	27-05-2016	12.25%	10.00	27-05-2022	LXXXVIII	16-12-2019	11.5	0.60
XII	28-06-2016	12.25%	10.00	28-06-2022	V	15-01-2016	13% to 13.43%	22.00
XIII	27-07-2016 to 17-08-2016	12.25%	30.00	27-07-2022 to 17-08-2022	VI	30-01-2016	13% to 13.43%	50.00
XIX	02-12-2016	12.25%	12.50	02-12-2022	VII	26-02-2016	12.75% to 13.43%	13.00
XV	31-08-2016	12.25%	4.00	31-08-2022	VIII	14-03-2016	13% to 13.43%	10.00
XVI	30-09-2016	12.25%	13.50	30-09-2022	X	31-03-2016	12.75% to 13.43%	5.00
XVIII	31-10-2016	12.25%	19.00	31-10-2022	XC	15-01-2020	11.25% to 11.75%	23.70
XX	31-12-2016	12.25%	15.00	31-12-2022	XCI	23-01-2020	12	25.00
XXII	31-01-2017	12.25%	10.00	31-01-2023	XCII	28-02-2020	11.5% to 12%	30.10
XXIII	15-02-2017	12.25%	15.00	15-02-2023	XCIII	23-03-2020	11.5% to 12%	44.00
XXIV	28-02-2017	12.25%	4.00	28-02-2023	XI	27-05-2016	12.25	10.00
XXIX	08-05-2017	12.25%	4.00	08-05-2023	XII	28-06-2016	12.25%	10.00

XXV	21-03-2017	12.25%	10.00	21-03-2023	XIII	27-07-2016 to 17-08-2016	12.25%	30.00
XXVII	07-04-2017	12.25%	64.00	07-04-2023	XIX	02-12-2016	12.25%	12.50
XXVIII	28-04-2017	12.25%	10.00	28-04-2023	XV	31-08-2016	12.25%	4.00
XXX	31-05-2017	12.25%	33.00	31-05-2023	XVI	30-09-2016	12.25%	13.50
XXXII	30-06-2017	12.25%	16.00	30-06-2023	XVIII	31-10-2016	12.25%	19.00
XXXIII	15-07-2017	12.25%	2.00	15-07-2023	XX	31-12-2016	12.25%	15.00
XXXVII	12-09-2017	11.50%	8.00	12-09-2023	XXII	31-01-2017	12.25%	10.00
					XXIII	15-02-2017	12.25%	15.00
					XXIV	28-02-2017	12.25	4.00
					XXIX	08-05-2017	12.25	4.00
					XXV	21-03-2017	12.25	10.00
					XXVII	07-04-2017	12.25%	64.00
					XXVIII	28-04-2017	12.25%	10.00
					XXX	31-05-2017	12.25%	33.00
					XXXII	30-06-2017	12.25%	16.00
					XXXIII	15-07-2017	12.25%	2.00
					XXXVII	12-09-2017	11.50%	8.00
Total			**1,295.65**					**1,863.60**

Note No 3.2

(₹in Lacs)

				31-03-2020			
Date of Allotment	**Interest Rate**	**Amount**	**Redemption Period**	**Date of Allotment**	**Interest Rate**	**Amount**	**Redemption Period**
01-07-2016	11.75%	7.00	29-06-2022	16-04-2016 to 31-03-2017	11.75% to 12.5%	1,558.80	16-04-2021 to 29-06-2022
03-04-2017 to 31-03-2018	11.5% to 12.5%	2,690.40	02-04-2022 to 31-03-2023	03-04-2017 to 31-03-2018	11.5% to 12.5%	2,690.40	02-04-2022 to 31-03-2023
03-04-2018 to 30-03-2019	11% to 12.5%	1,520.00	03-04-2023 to 31-03-2024	03-04-2018 to 30-03-2019	11% to 12.5%	1,520.00	03-04-2023 to 31-03-2024
02-04-2019 to 30-03-2020	11.5% to 16%	4,194.50	03-04-2024 to 28-02-2026	02-04-2019 to 30-03-2020	11.5% to 16%	4,194.50	03-04-2024 to 28-02-2026
02-04-2020 to 30-03-2021	12% to 16%	4,794.35	02-04-2025 to 28-02-2027				
Total		**13,206.25**				**9,963.70**	

Note No.8.2.1

(₹in Lacs)									
As At									
31-03-2021					31-03-2020				
NCD Series	Date of Allotment	Interest Rate	Amount	Redemption Period	NCD Series	Date of Allotment	Interest Rate	Amount	Redemption Period
A3	28-04-2020	12%	130.00	29-04-2021	A1	18-07-2019	12.50%	100.01	18-07-2020
A4	19-03-2021	12.50%	100.01	20-03-2022	A2	29-10-2019	12.50%	100.05	29-10-2020
C	19-08-2020	10.5% to 13%	102.80	20-08-2021	L	28-03-2018	11.25%	4.00	27-03-2021
CI	27-08-2020	10.5% to 13%	60.50	28-08-2021	LI	17-04-2018	10%	5.00	17-04-2020
CII	09-09-2020	10.5% to 12%	94.00	10-09-2021	LIII	15-05-2018	10.25%	5.00	15-05-2020
CIII	29-09-2020	10.5% to 10.75%	120.00	30-09-2021	LVIII	01-08-2018	10.25%	5.00	01-08-2020
CIV	13-10-2020	10.5% to 11.25%	95.70	14-10-2021	LX	22-09-2018	10.25%	5.00	22-09-2020
CIX	12-01-2021	10.5% to 11.25%	145.51	13-01-2022	LXI	15-10-2018	9% to 9.75%	25.00	17-10-2020
CV	28-10-2020	10.5% to 10.75%	109.50	29-10-2021	LXII	07-11-2018	10.25% to 10.5%	8.00	07-11-2020
CVI	20-11-2020	10.5% to 10.75%	38.95	21-11-2021	LXIII	20-11-2018	10.25%	1.55	20-11-2020
CVII	07-12-2020	10.5% to 10.75%	86.50	08-12-2021	LXIV	29-11-2018	10%	7.00	01-12-2020
CVIII	21-12-2020	10.5% to 10.75%	68.00	22-12-2021	LXVI	14-12-2018	10% to 10.5%	9.50	14-12-2020
CX	02-02-2021	10.5% to 11.25%	66.00	03-02-2022	LXVIII	14-01-2019	10%	4.00	14-01-2021
CXI	24-02-2021	10.5% to 10.75%	14.50	25-02-2022	LXXI	28-02-2019	9.75% to 10%	15.50	02-03-2021
CXII	11-03-2021	10.5% to 10.75%	78.50	12-03-2022	LXXII	12-03-2019	10.50%	0.40	12-03-2021
CXIII	26-03-2021	10.5% to 10.75%	29.10	27-03-2022	LXXIII	30-03-2019	9.75% to 10%	73.00	30-03-2020
II	30-10-2015	13.43%	10.00	30-04-2021	LXXIV	29-04-2019	9.5% to 10%	18.75	29-04-2020
III	04-12-2015	13% to 13.43%	20.00	04-06-2021	LXXIX	29-07-2019	11%	42.00	29-07-2020

IV	01-01-2016	12.75% to 13.43%	33.00	01-07-2021	LXXV	24-05-2019	10%	39.50	24-05-2020
IX	23-03-2016	12.75% to 13.43%	3.10	23-09-2021	LXXVI	19-06-2019	9.75% to 11%	25.50	19-06-2020
LI	17-04-2018	11% to 11.25%	37.50	17-04-2021	LXXVII	02-07-2019	11%	54.50	02-07-2020
LII	30-04-2018	11.25%	46.00	30-04-2021	LXXVIII	19-07-2019	11%	114.50	19-07-2020
LIII	15-05-2018	10.75% to 11.25%	32.00	15-05-2021	LXXX	06-08-2019	11%	42.60	06-08-2020
LIV	31-05-2018	11% to 11.25%	6.80	31-05-2021	LXXXI	29-08-2019	11%	72.00	30-08-2020
LIX	31-08-2018	10.75%	7.10	31-08-2021	LXXXII	05-09-2019	11%	63.08	05-09-2020
LV	18-06-2018	10.75% to 11%	5.50	18-06-2021	LXXXIII	16-09-2019	11%	70.00	16-09-2020
LVI	02-07-2018	10.75% to 11%	5.00	02-07-2021	LXXXIV	28-09-2019	11%	111.21	28-09-2020
LVII	18-07-2018	11% to 11.5%	111.50	18-07-2021	LXXXIX	31-12-2019	11%	52.70	31-12-2020
LVIII	01-08-2018	10.75% to 11.25%	42.90	01-08-2021	LXXXV	11-10-2019	11%	134.50	11-10-2020
LX	22-09-2018	11%	18.50	22-09-2021	LXXXVI	24-10-2019	11%	45.00	24-10-2020
LXI	15-10-2018	10.50%	0.50	15-10-2021	LXXXVII	21-11-2019	11% to 16%	91.50	21-11-2020
LXII	07-11-2018	10.5% to 10.75%	14.00	07-11-2021	LXXXVIII	16-12-2019	11%	36.50	16-12-2020
LXIII	20-11-2018	10.25% to 11%	11.55	20-11-2021	XC	15-01-2020	11%	31.75	15-01-2021
LXIV	29-11-2018	11%	15.00	29-11-2021	XCI	23-01-2020	11%	32.35	23-01-2021
LXIX	30-01-2019	11% to 11.25%	65.40	30-01-2022	XCII	28-02-2020	11%	36.00	28-02-2021
LXV	05-12-2018	11% to 11.25%	31.00	05-12-2021	XCIII	23-03-2020	11%	60.25	24-03-2021
LXVI	14-12-2018	10% to 11%	34.00	16-12-2020 to 14-12-2021	XLIII	15-12-2017	10.75% to 1.25%	20.00	15-12-2020
LXVII	28-12-2018	11% to 11.25%	40.05	28-12-2021	XLIV	30-12-2017	11%	4.00	29-12-2020
LXVIII	14-01-2019	10.75% to 11.25%	41.00	14-01-2022	XLIX	15-03-2018	11%	0.50	14-03-2021
LXX	12-02-2019	11%	25.00	12-02-2022	XLV	15-01-2018	10.75% to 11%	14.00	15-01-2021
LXXI	28-02-2019	10.75% to 11.25%	53.30	28-02-2022	XLVI	31-01-2018	10.5% to 11%	20.00	31-01-2021

LXXII	12-03-2019	10.75% to 11%	18.50	12-03-2022	XLVII	15-02-2018	11%	1.00	15-02-2021
LXXIII	30-03-2019	9.25% to 11.25%	42.00	01-04-2021	XLVIII	28-02-2018	10.25% to 10.75%	20.00	28-02-2021
LXXIV	29-04-2019	10% to 10.25%	9.00	29-04-2021	XXIV	28-02-2017	11.50%	10.00	28-02-2020
LXXIX	29-07-2019	11% to 11.5%	34.00	29-07-2021	XXVII	07-04-2017	11.50%	12.00	07-04-2020
LXXV	24-05-2019	10% to 10.25%	16.00	24-05-2021	XXXII	30-06-2017	10.50%	9.00	30-06-2020
LXXVI	19-06-2019	10.25% to 11%	20.00	19-06-2021 to 21-06-2021	XXXIII	15-07-2017	10.75% to 11%	27.00	15-07-2020
LXXVII	02-07-2019	11% to 11.5%	74.00	02-07-2021 to 04-07-2021	XXXIV	31-07-2017	11% to 11.5%	24.00	31-07-2020
LXXVIII	19-07-2019	11% to 11.5%	71.00	19-07-2021 to 21-07-2021	XXXIX	17-10-2017	11%	18.50	17-10-2020
LXXX	06-08-2019	11% to 11.5%	56.60	06-08-2021 to 08-08-2021	XXXV	16-08-2017	11% to 11.25%	16.15	16-08-2020
LXXXI	30-08-2019	11% to 11.5%	110.00	30-08-2021 to 01-09-2021	XXXVI	31-08-2017	11.25%	6.00	31-08-2020
LXXXII	05-09-2019	11% to 11.5%	47.73	05-09-2021 to 07-09-2021	XXXVII	12-09-2017	11% to 11.25%	42.50	12-09-2020
LXXXIII	16-09-2019	11% to 11.5%	65.50	16-09-2021 to 18-09-2021	XXXVIII	27-09-2017	11% to 11.75%	23.00	27-09-2020
LXXXIV	28-09-2019	11% to 11.5%	75.01	28-09-2021 to 30-09-2021	XXXX	31-10-2017	10.25% to 11%	25.00	01-11-2020
LXXXIX	31-12-2019	11%	34.20	31-12-2020 to 02-01-2022	XXXXI	14-11-2017	10% to 11.25%	40.00	14-11-2020
LXXXV	11-10-2019	11% to 11.5%	68.00	11-10-2021 to 13-10-2021	XXXXII	30-11-2017	10% to 11.25%	44.10	30-11-2020 to 01-12-2020
LXXXVI	24-10-2019	11% to 11.25%	45.00	24-10-2021 to 26-10-2021					
LXXXVII	21-11-2019	11% to 16%	53.00	21-11-2021 to 23-11-2021					
LXXXVIII	16-12-2019	11%	21.75	18-12-2021					
V	15-01-2016	13% to 13.43%	22.00	15-07-2021					
VI	30-01-2016	13% to 13.43%	50.00	30-07-2021					
VII	26-02-2016	12.75% to 13.43%	13.00	26-08-2021					
VIII	14-03-2016	13% to 13.43%	10.00	14-09-2021					

X	31-03-2016	12.75% to 13.43%	5.00	30-09-2021					
XC	15-01-2020	11% to 11.25%	37.00	15-01-2022					
XCI	23-01-2020	11%	1.50	25-01-2022					
XCII	28-02-2020	11%	27.50	02-03-2022					
XCIII	23-03-2020	11%	44.05	24-03-2021					
XCIV	27-04-2020	11%	44.00	28-04-2021					
XCIX	30-07-2020	10.5% to 11%	122.00	31-07-2021					
XCV	26-05-2020	11% to 11.25%	124.50	27-05-2021					
XCVI	10-06-2020	11%	119.00	11-06-2021					
XCVII	30-06-2020	10.5% to 11.5%	78.75	01-07-2021					
XCVIII	17-07-2020	10.5% to 10.75%	76.50	18-07-2021					
XLIII	15-12-2017	11% to 11.25%	5.00	17-12-2021					
XLIX	15-03-2018	11%	0.50	16-03-2022					
XLV	15-01-2018	11%	10.00	17-01-2022					
XLVI	31-01-2018	11%	15.00	31-01-2021 to 02-02-2022					
XLVIII	28-02-2018	10.25%	15.00	02-03-2022					
XXIV	28-02-2017	11.50%	10.00	28-02-2020					
XXVII	07-04-2017	11.50%	10.00	07-04-2020					
XXXIV	31-07-2017	11.50%	18.00	02-08-2021					
XXXIX	17-10-2017	11% to 11.25%	18.00	19-10-2021					
XXXVI	31-08-2017	11.25%	6.00	02-09-2021					
XXXVII	12-09-2017	11% to 11.25%	42.00	14-09-2021					
XXXVIII	27-09-2017	11% to 11.75%	11.00	29-09-2021					
XXXX	01-11-2019	10.25%	10.00	03-11-2021					
XXXXI	14-11-2017	11.25%	15.00	16-11-2021					
Total			**3,870.86**					**1,918.95**	

Note No.8.2.2

(₹in Lacs)							
As At							
31-03-2021				31-03-2020			
Date of Allotment	Interest Rate	Amount	Redemption Period	Date of Allotment	Interest Rate	Amount	Redemption Period
16-04-2016 to 31-03-2017	12.5	1,551.80	16-04-2021 to 30-03-2022	-	-	-	-
Total		**1,551.80**					

18 Revenue from operations

(Rs. in lacs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest from loans and advances	9,339.38	6,192.67
Servicer Fee	5.25	-
Commission	17.27	11.95
Processing Fee	39.77	50.26
Total Revenue from Operations	9,401.67	6,254.88

19 Other income

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest on Fixed Deposit	27.57	-
Interest on Income Tax Refund	8.35	0.63
Other Income	11.00	51.88
Total	**46.92**	**52.51**

20 Employee benefits expense

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries and Allowances	1,473.27	1,327.43
Staff welfare expenses	10.29	23.58
Gratuity Expenses	36.72	-
Bonus	43.47	31.44
Incentives to Staff	197.34	176.83
Contribution to EPF & ESIC	87.48	84.10
Staff recruitment & Training expenses	1.67	2.32
Total	**1,850.23**	**1,645.69**

21 Finance costs

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest on Cash Credit	266.89	294.98
Interest on Term Loan	1,872.13	1,257.35
Interest on Car Loan	0.35	0.83
Loan Processing charges	190.33	132.26
Bank charges	27.13	16.28
Interest on NCD & Bonds	2,117.33	1,311.06
Total	**4,474.15**	**3,012.76**

22 Depreciations and amortization expense

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciations and amortization expense on Tangible assets	218.87	197.66
Depreciations and amortization expense on Intangible assets	17.06	12.56
Total	**235.93**	**210.23**

INDEL MONEY LIMITED
Notes forming part of the reformated Consolidated financial statements

23 Operating & Other expenses

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Advertisement	142.82	31.90
Audit Fees	3.98	3.05
Annual Maintenance Charges	25.63	12.47
Business Promotion Expenses	182.92	115.07
Insurance Charges	41.78	28.49
Legal and Professional Charges	165.84	161.39
Membership & Subscriptions	8.96	7.38
Miscellaneous Expenses	6.09	1.68
Postage & Courier	10.10	16.18
Transportation Expenses	2.14	0.09
Office Maintenance Expenses	47.26	50.96
Electricity Charges	42.90	36.33
Printing and Stationery	32.87	44.16
Rates and Taxes	46.69	21.54
Rent	463.83	422.07
Directors Sitting Fee	14.00	12.50
Director Remunaration	24.00	24.00
Repairs and Maintenance	74.16	33.97
Communication Expenses	57.99	43.34
Travelling and Conveyance	112.06	125.15
Vehicle Expenses	11.54	1.54
Prior Period Expenses	2.00	25.27
Fixed Assets written off	-	2.63
Loss on Sale of Fixed Assets	12.26	0.42
Bad Debts written off	28.63	22.16
Total	**1,560.45**	**1,243.75**

24 Provisions Written off

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Provision for Standard Assets and Non Performing Assets	27.62	6.29
Provision for Doubtful Assets	(6.07)	(38.47)
Total	**21.55**	**(32.18)**

Annexure - VI: Statement of Contingent Liabilities (Rs. in lacs)

	Particulars	March 31, 2021	March 31, 2020
	Contingent Liability	-	-

Annexure - VII: Other notes forming part of reformated consolidated financials statement

(a) Payment to Auditors

	For the year ended	
	March 31, 2021	March 31, 2020
For Statutory Audit	3.19	2.50
For Tax Audit	0.50	0.50
GST	0.66	0.54
Total	**4.35**	**3.54**

(b) Earning Per Share

	For the year ended	
	March 31, 2021	March 31, 2020
Profit/Loss after taxation for the year	949.39	219.38
W.AVG no.of equity shares outstanding	8,21,46,979	8,21,46,979
Face value per share	Rs.10	Rs.10
Earnings Per Share	1.16	0.27

© Segment Reporting

The company is engaged in only one segment.ie, Lending Business and hence disclosure as per "AS 17 Segment Reporting " is not required.

(d) Employee Benefit Plan

The company has recognised Rs. 35.59 Lacs (PY Nil) in the Profit and Loss Account for the year ended 31st March

(a) Expenses recognised in Profit & Loss account for the year ended:

Particulars	March 31, 2021	March 31, 2020
Current Service Cost	35.59	-
Interest Cost	-	-
Expected Return on Assets	-	-
Actuarial Gain/Losses	-	-
Past Service Cost	-	-
Net Expenses	**35.59**	**-**

(b) Net Asset/Liability recognised in the Balance Sheet as at ;

Particulars	March 31, 2021	March 31, 2020
Defined Benefit Obligation	-	-
Fair Value of Plan Assets	-	-
Present Value of Unfunded Obligation	35.59	
Fund Status (Surplus/Deficit)	(35.59)	-
Net Asset/(Liability)	**(35.59)**	**-**

(c) Changes in Present Value of defined benefit obligation are as following;

Particulars	March 31, 2021	March 31, 2020
Opening defined benefit obligation	-	-
Current Service Cost	35.59	-
Interest Cost	-	-
Benefit Paid	-	-
Actuarial Gain/Losses	-	-
Closing defined benefit Obligation	**35.59**	**-**

(d) Change in fair value of Plan assets are as follows;

Particulars	March 31, 2021	March 31, 2020
Fair value of Plan Assets at the beginning of the period	-	-
Expected Return on Plan Assets	-	-
Actuarial(Gains)/Losses	-	-
Assets distributed on Settlements	-	-
Actual Company Contribution less Risk Premium	-	-
Benefits Payments	-	-
Fair Value of the Assets	-	-

(e) The Principal actuarial assumptions used in determining gratuity liability is as follows;

Particulars	March 31, 2021	March 31, 2020
Discount Rate	6.40%	-
Expected return on assets	-	-
Salary Increase	8.00%	-
Attrition Rates	47.00%	-
Withdrawal Rate	-	-
Mortality Rate	-	-

(e) Leases

Company as lessee

The company has entered into leases for office premises. The leases for the office premises are for a period upto
Future minimum rentals payable under non cancellable operating leases are as follows:

	March 31, 2021	March 31, 2020
Not later than one year	471.62	445.87
Later than one year but not later than five years	2,121.54	1,834.45
Later than 5 years	328.63	387.44
Total future minimum payments	**2,921.79**	**2,667.77**

(f) Debenture Redemption Reserve

The Non - Convertible Debentures issued during the year by the Company are not through public issue. No

Debenture Redemption Reserve is to be created for privately placed debentures of Non-Banking Finance Companies.

(g) Loan from Financials Institutions -Term Loan

Balances of Loan from Financials Institutions -Term Loan are subject to confrimation and reconcilations.

(h) Fraud

During the FY 2020-21 there were no instances of fraud on the Company by employees where gold loan related misappropriations have occurred (Previous Year Rs.60.87 lacs) of which the Company has recovered Rs 32.79 lacs during the previous year itself and balance recovered during the FY 2020-21).

(i) Pending Litigations

The Company's pending litigations comprise of claims by the Company on the customers to recover its dues. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on its financial statements of the Company as at March 31, 2021, March 31, 2020 and March 31, 2019.

Annexure - VIII - A: Statement of Related Parties and Nature of Relationships

A. Key Managerial Personnel (with whom transactions have taken place during the years)

		March 31, 2021	March 31, 2020
	Individual exercise control/significant influence	Mr.Gopalakrishna Mohanan, Managing Director Mr.Umesh Mohanan, Director Mr. Salil Venu, Director Mr. Kavitha Menon Mrs. Usha Devi Mohanan	Mr.Gopalakrishna Mohanan, Managing Director Mr.Umesh Mohanan, Director Mr. Salil Venu, Director Mr. Kavitha Menon Mrs. Usha Devi Mohanan

B Entity in Which KMP/relatives of KMP have significant influence

Sl. No.		March 31, 2021	March 31, 2020
A	**Holding Company :**	Indel Corporation Private Limited	Indel Corporation Private Limited
B	**Fellow Subsidiary Company:**	Indel Automotives Private Limited M Star Hotels Private Limited	Indel Automotives Private Limited M Star Hotels Private Limited
C	**Partnership Firm in which Director is a partner**	Mind Story	Mind Story
D	**Companies/Firm in which Individual and relatives of Individual**	M Star Satelite Communications Private Limited Omega Motors Private Limited M Star Hotel Heritage Private Limited Wind flower Consultancy Paradigm Tunneling Private Limited	M Star Satelite Communications Private Limited Omega Motors Private Limited M Star Hotel Heritage Private Limited Paradigm Tunneling Private Limited Wind flower Consultancy

Annexure - VIII - B: Transactions with Related Parties		
1. Key Managerial Personnel		
Sl. No.	**March 31, 2021**	**March 31, 2020**
1. Mr.Gopalakrishna Mohanan		
Opening Balance	0.34	-
Amount due	-	-
Amount Credited	-	-
Interest on Bond accrued	3.26	0.88
Interest paid	3.14	0.54
Loan Repaid	-	-
Directors Remuneration paid	12.00	12.00
Amount Due from/(to) related party	**0.46**	**0.34**
2. Mr.Umesh Mohanan		
Opening Balance	1.82	-
Salary paid	30.00	27.50
Expenses reimbursed	(1.82)	5.26
Interest on Bond accrued	2.77	1.32
Interest paid	(2.42)	1.32
Advance Paid	(150.00)	8.46
Amount Received	150.00	(6.64)
Amount Due from/(to) related party	**0.34**	**1.82**
3.Mr. Salil Venu		
Directors Remuneration paid	9.00	9.00
Amount Due from/(to) related party	**-**	**-**
4.Mr. Kavitha Menon		
Directors Remuneration paid	3.00	3.00
Amount Due from/(to) related party		**-**
4.Mrs Usha Devi Mohanan		
Opening Balance	8.52	4.77
Interest on Bond accrued	4.91	4.29
Interest paid	(0.54)	0.54
Amount Due from/(to) related party	**12.89**	**8.52**

A **Transaction with Holding Company**

(i)

Indel Corporation Private Limited	As at	
	March 31,2021	March 31,2020
Amount paid	157.43	1.49
Expenses incurred	9.42	9.75
Expenses reimbursed	(9.88)	(9.75)
Rental/Maintenance Expenses	49.14	47.55
Rental/Maintenance Expenses paid	(49.14)	(49.04)
Advance Paid	760.50	1,679.10
Advance repaid	(915.00)	(1,521.67)
Amount Due from/(to) related party	**2.47**	**157.43**

B **Fellow subsidary company:**

(i)

Indel Automotives Private Limited	As at	
	March 31,2021	March 31,2020
Opening Balance	325.35	371.26
Loan given	-	-
Interest Accrued	56.67	54.81
Loan repayment	-	(86.64)
TDS Receivable	10.16	(10.60)
Interest received	(60.76)	(3.47)
Amount Due from/(to) related party	**331.42**	**325.35**

(ii)

M Star Hotels Private Limited	As at	
	March 31,2021	March 31,2020
Opening Balance	-	0.02
Interest accrued	-	-
Loan repayment	-	-
TDS Receivable	1.02	-
Written off		(0.02)
Interest received	-	
Amount Due from/(to) related party	**1.02**	**-**

(iii)

Wind Flower Consultancy	As at	
	March 31,2021	March 31,2020
Consultation Fee	39.92	39.55
Amount Due from/(to) related party		**-**

C **Partnership Firm in which Director is a partner**

(i)

Mind Story	**As at**	
	March 31,2021	**March 31,2020**
Expenses Incurred	13.51	-
Empenses reimbursed	(10.38)	9.08
Amount Due from/(to) related party	**3.14**	**-**

D **Companies in which Individual and relatives of Individual exercise control/significant**

(i)

M Star Satellite Communications Private Limited	**As at**	
	March 31,2021	**March 31,2020**
Opening Balance	451.84	710.86
Tds Receivable	5.27	(8.91)
Loan given	-	-
Interest accrued	48.16	91.89
Amount Repaid	(231.00)	(202.00)
Interest Received	(41.61)	(140.00)
Amount Due from/(to) related party	**232.66**	**451.84**

(ii)

M Star Hotels Koduvayur Private Limited	**As at**	
	March 31,2021	**March 31,2020**
Opening balance	-	-
Interest accrued	-	-
Loan Repayment	-	-
Interest Received	-	-
Amount Due from/(to) related party	**-**	**-**

(iii)

Omega Motors Private Limited	**As at**	
	March 31,2021	**March 31,2020**
Opening Balance	179.26	466.85
Interest accrued	0.45	66.69
Loan repaid	(172.46)	(229.54)
Interest received	(7.25)	(118.08)
TDS Receivable	-	(6.67)
Amount Due from/(to) related party	**0.00**	**179.26**

(vi)

M Star Heritage Hotels Private Limited	**As at**	
	March 31,2021	**March 31,2020**
Opening balance	-	0.11
Hotel and Boarding Expenses	-	-
Expenses Reimbursement	-	-
Interest accrued	-	-
Loan repaid	-	-
Interest received (net of TDS)	-	-
Write Off	-	(0.11)
Amount Due from/(to) related party	**-**	**-**

(v) Paradigm Tunneling Private Limited	As at	
	March 31,2021	March 31,2020
Opening balance	0.00	0.14
TDS Receivable	-	-
Loan Given	-	-
Interest accrued	-	-
Loan repaid	-	-
Processing fees received	-	-
Interest received	-	-
Write Off	-	(0.14)
Amount Due from/(to) related party	**0.00**	**0.00**

(vi) UM Ventures Private Limited	As at	
	March 31,2021	March 31,2020
Loan Given	-	-
Interest accrued	-	-
Loan repaid	-	-
Interest received	-	-
Amount Due from/(to) related party	-	-

(vii) Indel Infra Private Limited	As at	
	March 31,2021	March 31,2020
Opening Balance	-	-
Sale of FA	-	-
Amount received	-	-
Amount Due from/(to) related party		-

As per our report of even date attached
For Bhatter & Company
Chartered Accountants
(Registration No. 131092W)

D.H. Bhatter
Proprietor
Membership No. 016937
Place: Kochi
Date: 16/05/2023

UDIN: 23016937BGSDQT6588

For and on behalf of the board
Indel Money Limited

Mohanan Gopalakrishnan
Managing Director
DIN No 02456142
Place: Kochi

Umesh Mohanan
Director
DIN No. 02455902

Hanna P Nazir
Company Secretary
Membership No. A51727

Narayanan Pisharath
Chief Financial Officer
Date: 16/05/2023

Bhatter & Company

CHARTERED ACCOUNTANTS

Auditors' report on the reformatted standalone statement of assets and liabilities for the financial years ended March 31, 2021 and 2020, reformatted standalone statements of profit and loss and reformatted standalone cash flows statement for each of the years ended March 31, 2021 and 2020 of Indel Money Limited (collectively, the "Reformatted Standalone Financial Statements")

The Board of Directors
Indel Money Limited
Office no. 301, Floor No.3,
Sai Arcade, N.S. Road,
Mulund West, Mumbai 400080

Dear Sirs / Madams,

1. We have examined the attached Reformatted Standalone Financial Statements of Indel Money Limited (the "**Company**" or the "**Issuer**") as at and for the financial years ended March 31, 2021 and March 31, 2020 annexed to this report and prepared by the Company for the purpose of inclusion in the offer document in connection with its proposed issue of secured redeemable non-convertible debentures of face value of Rs. 1,000 each ("**Issue of NCDs**"). The Reformatted Standalone Financial Statements, which have been approved by NCD Sub-Committee of the Company at their meeting held on April 19, 2023, have been prepared by the Company in accordance with the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the "**Act**");

   b) relevant provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended (the "**SEBI NCS Regulations**") issued by the Securities and Exchange Board of India ("**SEBI**"); and

   c) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time (the "**Guidance Note**").

Management's Responsibility for the Reformatted Standalone Financial Statements

2. The Management of the Company is responsible for the preparation of the Reformatted Standalone Financial Statements for the purpose of inclusion in the Draft Prospectus and Prospectus ("**Offer Documents**") to be filed with SEBI, BSE Limited ("**BSE**") and Registrar of Companies, Mumbai ("**RoC**") in connection with the Issue of NCDs. The Reformatted Standalone Financial Statements has been prepared by the Management of the Company on the basis of preparation stated in Annexure - IV Note No 2.1 to the Reformatted Standalone Financial Statements. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Reformatted Standalone Financial Statements. The Management of the Company is also responsible for identifying and ensuring that the Company complies with the Act, the SEBI NCS Regulations and the Guidance Note.

Auditors' Responsibilities

3. We have examined such Reformatted Standalone Financial Statements taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated April 20 , 2023 requesting us to carry out work on such Reformatted Standalone Financial Statements in connection with the Issue;

   b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Reformatted Standalone Financial Statements; and

d) The requirements of Section 26 of the Act and the SEBI NCS Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the SEBI NCS Regulations and the Guidance Note in connection with the Issue of NCDs.

4. The Company proposes to make an offer which comprises an issue of Secured Redeemable Non-Convertible of ₹ 1,000 each by the Company, as may be decided by the Board of Directors of the Company.

Reformatted Standalone Financial Statements

5. These Reformatted Standalone Financial Statements have been compiled by the Management of the Company from the audited standalone financial statements of the Company as at and for the years ended March 31, 2021 and March 31, 2020 prepared in accordance with Generally Accepted Accounting Principles in India ("**IGAAP**") which comprises mandatory Accounting Standards as prescribed under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August 28, 2021 and August 08, 2020, respectively.

6. For the purpose of our examination, we have relied on:

   a) the auditor's report issued by FRG & Company dated August 28, 2021 and August 22, 2020 on the audited standalone financial statements of the Company as at and for the years ended March 31, 2021 and March 31, 2020, as referred in paragraph 5 above.

   b) examination report submitted by FRG & Company dated August 28, 2021 on the Reformatted Financial Information of the Company as at and for each of the years ended on March 31, 2021 and March 31, 2020 respectively. The examination report included for the said years is based solely on these reports submitted by FRG & Co.

   c) We have performed adequate tests and procedures which in our opinion were necessary for the purpose of issuing our examination report on the reformatted standalone financial statements of the Company for the aforesaid periods. These procedures mainly involved comparison of the attached Reformatted Standalone Financial Statements with the Company's audited standalone financial statements for financial years ended March 31, 2021 and March 31, 2020 and regrouping and reclassification as per schedule III of Companies Act 2013 and requirements of SEBI NCS Regulations.

7. The audit report dated August 28, 2021 issued by FRG & Company on the audited standalone financial statements for the year ended March 31, 2021, does not have any Reservations and Qualifications, Emphasis Of Matter or any Other matters to report except matters stated as under:

   Emphasis of Matter

   a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth-tax, custom duty, value added tax, excise duty, cess and other statutory dues as applicable to it except *few slight delays.*

   b) Based upon the audit procedures performed and information and explanation given by the management, there have been instances of fraud on the Company by its employees amounting to ₹ 48.89 Lakh. No fraud by the Company has been noticed or reported during the course of audit.

   Our opinion above on the audited standalone financial statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters.

8. The audit report dated August 22, 2020 issued by FRG & Company on the audited standalone financial statements for the year ended March 31, 2020, does not have any Reservations and Qualifications, Emphasis Of Matter or any Other matters to report except matters stated as under:

Emphasis of Matter

a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth-tax, custom duty, value added tax, excise duty, cess and other statutory dues as applicable to it except *few slight delays.*

b) Based upon the audit procedures performed and information and explanation given by the management, there have been instances of fraud on the Company by its employees amounting to ₹ 60.87 Lakh. No fraud by the Company has been noticed or reported during the course of audit.

Our opinion above on the audited standalone financial statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters.

9. Taking into consideration the requirements of Section 26 of Part I of Chapter III of the Act, the SEBI NCS Regulations and the terms of our engagement agreed with you, and having placed reliance on the examination report submitted by FRG & Company referred to in paragraph 6(b) above, we report that:

a) the Reformatted Standalone Financial Statements are prepared, in all material aspects, on the basis described Annexure – IV Note No 2.1 to the Reformatted Standalone Financial Statements.

a) based on our examination as above, the Reformatted Financial Information have to be read in conjunction with the notes thereon as given in Annexure V.

Opinion

10. In our opinion and relying on the examination reports issued by FRG & Company as at and for each of the years ended March 31,2021 and 2020 as referred to in paragraph 6(b) above the Reformatted Standalone Financial Statements, as disclosed in the Annexures to this report, read with respective significant accounting policies disclosed in Annexure V, after making regroupings / reclassifications as considered appropriate and disclosed has been prepared by the Company by taking into consideration the requirement of Section 26 of Part I of Chapter III of the Act and the SEBI NCS Regulations, do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited standalone financial statements mentioned in paragraph 5 above.

11. We have not audited any financial statements of the Company as of any date or for any period. Accordingly, we express no opinion on the financial position, results of operation or cashflows of the Company.

12. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us nor should this report be construed as a new opinion on any of the financial statements referred to herein.

13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

14. Our report is intended solely for use of the management of the Company for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited, and Registrar of Companies, Mumbai in connection with the Issue of NCDs and is not be used, referred to, or distributed for any other purpose except with our prior consent.

For Bhatter & Company
Chartered Accountants
Firm Regd. No. 131092W
UDIN: 23016937BGSDQT6588

DHBhatter

MUMBAI
M. No. 16937
FRN
131092W
CHARTERED ACCOUNTANTS

D.H. Bhatter
Proprietor
Membership No. 016937

Date: 16th May, 2023
Place: Mumbai

Annexure - I: Reformatted Standalone Statement of Assets and Liabilities
INDEL MONEY LIMITED
(Formerly known as Indel Money Private Limited)

(Rs. in lacs)

Particulars	Note	As at March 31, 2021	As at March 31, 2020
Equity and Liabilities			
Shareholders' funds			
(a)Share Capital	1	8,214.70	8,214.70
(b) Reserves & Surplus	2	572.76	(377.12)
(c) Money Received against Share Warrants		-	-
Share Application Money pending allotment		-	-
Non-current liabilites			
(a) Long-term borrowings	3	21,035.83	17,964.65
(b) Deferred tax liabilities (net)		-	-
(c) Other Long term liabilities	4	683.18	162.78
(d) Long-term Provisions	5	27.41	-
Current Liabilities			
(a) Short-term Borrowings	6	2,612.01	2,478.24
(b) Trade payable	7		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		44.26	61.45
(c) Other Current Liabilities	8	14,279.83	9,219.97
(d) Short-term Provisions	9	506.59	116.13
Total		47,976.56	37,840.79
Assets			
Non-current assets			
(a) Plant, Property and Equipments			
Tangible Assets	10(A)	653.47	697.65
Intangible Assets	10(B)	19.11	15.04
Intangible assets under development		-	-
Capital work-in-progress		-	-
(b) Non-Current Investments	11	12.95	12.95
(c) Deferred Tax Assests (net)	12	109.68	105.84
(d) Long-Term Loans and Advances	13	3,983.01	1,639.67
(e) Other Non-Current Assets		-	-
Current Assets			
(a) Current Investments		-	-
(b) Inventories			
(c) Trade Receivables	14	4,280.43	1,876.40
(d) Cash and Bank equivalents	15	1,351.56	628.58
(e) Short-Term Loans and Advances	16	36,601.07	32,450.01
(f) Other Current Assets	17	965.28	414.66
Total		47,976.56	37,840.79

The accompanying statement of Reformatted Standalone Significant Accounting Policies and Notes to Reformatted Standalone Financial Statements shall form an integral part of this statement

As per our report attached
For Bhatter & Company
Chartered Accountants
(Registration No. 131092W)

D.H. Bhatter
Proprietor
Membership No 016937
Place Kochi
Date 16/05/2023

For and on behalf of the board
Indel Money Limited (formerly known as Indel Money Private Limited)

Mohanan Gopalakrishanan
Managing Director
DIN No 02456142
Place Kochi
Date 16/05/2023

Umesh Mohanan
Director
DIN No 02455902

Hanna P Nazir
Company Secretary
Membership No A51727

Narayanan Pisharath
Chief Financial Officer

UDIN: 23016937BGSDQT6588

Annexure - II : Reformatted Standalone Statements of Profit and Loss

INDEL MONEY LIMITED

(Formerly known as Indel Money Private Limited)

(Rs. in lacs)

Particulars	Note	For the year ended	
		March 31, 2021	March 31, 2020
CONTINUING OPERATIONS			
Revenue from Operations	18	9,401.67	6,254.88
Other Income	19	46.92	52.51
Total Revenue		**9,448.59**	**6,307.39**
Expenses:			
Employee Benefits Expense	20	1,850.23	1,645.69
Finance Costs	21	4,474.13	3,012.73
Depreciation and Amortization Expense	22	235.93	210.23
Other Expenses	23	1,559.97	1,231.36
Provisions written off	24	21.55	(32.18)
Total Expenses		**8,141.83**	**6,067.83**
Profit / (Loss) before exceptional and extraordinary items and tax		**1,306.77**	**239.56**
Exceptional & Extraordinary items		-	-
Profit / (Loss) before tax		**1,306.77**	**239.56**
Prior Period Items		-	-
Profit/(Loss) before tax		**1,306.77**	**239.56**
Tax Expense:			
Current Tax		360.73	-
Deferred Tax		3.85	(7.76)
Profit /(Loss) for the period from continuing operations		**949.88**	**231.80**
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing operations (after tax)		-	-
Profit /(Loss) for the period		**949.88**	**231.80**
Earnings per equity share			
(1) Basic		1.16	0.28
(2) Diluted		1.16	0.28

As per our report attached

For Bhatter & Company
Chartered Accountants
(Registration No. 131092W)

dhbhatter

D.H. Bhatter
Proprietor
Membership No. 016937
Place: kochi
Date: 16/05/2023

UDIN: 23016937BGSDQT6588

For and on behalf of the board
Indel Money Limited (formerly known as Indel Money Private Limited)

Mohanan Gopalakrishanan
Managing Director
DIN No 02456142
Place: Kochi
Membership No 016937

Umesh Mohanan
Director
DIN No 02455902

Hanna P Nazir
Company Secretary
Membership No. A31727

Narayanan Pisharath
Chief Financial Officer

Annexure - III: Reformatted Standalone Cash Flow Statement

INDEL MONEY LIMITED

(Formerly known as Indel Money Private Limited)

Cash Flow Statement (Rs. in lacs)

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
A. Cash flow from operating activities		
Operating Profit/(Loss) for the year	1,306.77	239.56
Adjustments for:		
Provision for written off	21.55	(32.18)
Provision for Gratuity (Net)	35.59	-
Profit/Loss on sale of Fixed Assets	12.26	3.05
Prior Year Adjustment	-	-
Depreciation and amortisation	235.93	210.23
Operating profit / (loss) before working capital changes	1,612.10	420.66
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets		
Long Term Loans and Advances	(2,363.34)	(806.37)
Short Term Loans and Advances	(4,151.06)	(9,965.23)
Trade Receivables	(2,404.03)	(97.83)
Other current assets	(530.62)	(331.57)
	(9,449.06)	(11,201.01)
Adjustments for increase / (decrease) in operating liabilities:		
Other Long term liabilities	520.39	(248.82)
Trade payables	(17.19)	49.32
Short Term Borrowing	133.77	(119.01)
Other current liabilities	5,059.86	5,493.29
Short term provisions	-	-
	5,696.83	5,174.78
Cash flow from extraordinary items		
Cash generated from operations	(2,140.12)	(5,605.57)
Net income tax (paid) / refunds	-	-
Net cash flow from / (used in) operating activities (A)	(2,140.12)	(5,605.57)
B. Cash flow from investing activities		
Purchases of Fixed Assets	(209.53)	(373.81)
Investment in Subsidiary	-	(11.00)
Purchase of Internal Audit Gold Kit	-	(0.79)
Proceeds from sale of Fixed Assets	1.45	5.67
Net cash flow from / (used in) investing activities (B)	(208.07)	(379.93)
C. Cash flow from financing activities		
Long Term Borrowing	3,071.18	6,113.97
Cash flow from extraordinary items	-	-
Net cash flow from / (used in) financing activities (C)	3,071.18	6,113.97
Net increase /(decrease) in Cash and cash equivalents (A+B+C)	722.98	128.47
Cash and cash equivalents at the beginning of the year	628.58	500.10
Cash and cash equivalents at the end of the year	1,351.56	628.58
Components of cash and cash equivalents		
(a) Cash on hand	223.88	15.31
(b) Cheques, drafts on hand		
(c) Balances with banks		
(i) In current accounts	495.70	613.26
(ii) Deposit with Bank	631.97	-
	1,351.56	628.58

As per our report of even date attached

For Bhatter & Company
Chartered Accountants
(Registration No. 131092W)

D.H. Bhatter
Proprietor
Membership No. 016937
Place: KOCHI
Date: 16/05/2023

UDIN: 23016937BFSDQT6588

For and on behalf of the board
Indel Money Limited

Mohanan Gopalakrishnan
Managing Director
DIN No. [illegible]142
Place: Kochi

Umesh Mohanan
Director
DIN No. 0235590[illegible]

Hanna P Nazir
Company Secretary
Membership No. A51727

Narayanan Pisharath
Chief Financial Officer
Date: 16/05/2023

Annexure - IV: Statement of Reformatted Standalone Siginifcant Accounting Policies

Note

1 **<u>Background</u>**

Indel Money Limited was incorporated as a Private Limited Company on 11-09-1986 and was converted into a public Company on 26-08-2021. The Company is promoted by Indel Corporation Private Limited. collectively operating under the Brand Name of Indel Money which is in the business of lending money against the pledge of household used gold jewellery (gold loans). The company has obtained certificate of registration from the Reserve Bank of India for carrying on the business of Non-Banking Financial Institutions on 13th February, 2002 vide Regn. no. B-13.01564. The Company has applied to Reserve Bank of India for change the name in RBI license consequent upon its conversion as a public limited company and receipt of revised certificate of incorporation from Registrar of Companies, dated 26th August 2021. The Company is presently classified as Non Systemically Important Non-Deposit taking NBFC (NBFC-ND-NSI)

2 **Statement of Standalone Significant Accounting Policies adopted by the Company in the preparation of Reformatted Standalone Financial Statements for the years ended March 31st 2021, 2020 and 2019:**

2.1 **<u>Basis of accounting and preparation of financial statements</u>**

A. Basis for preparation of Reformatted Standalone Financial Statements for the year ended March 31, 2021, March 31, 2020 and March 31, 2019

The reformatted statement of assets and liabilities of the Company as at March 31, 2021, March 31, 2020 and March 31, 2019 and reformatted statement of profit and loss and the reformatted statement of cash flows and the summary of significant accounting policies and explanatory notes for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 (together referred as "Reformatted Standalone Financial Statements" have been extracted by the Management from the audited standalone financial statements of the Company for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 ("Audited Standalone Financial Statements").

The Reformatted Standalone Financial Statements have been prepared by the management in connection with the proposed listing of secured and unsecured redeemable non-convertible debentures of the Company with BSE Limited and/or the National Stock Exchange of India Limited (‘the stock exchanges’), in accordance with the requirements of:

a) Section 26 of the Companies Act, 2013; and

b) The SEBI (Issue and Listing of Non- Convertible Securities) Regulations, 2021 issued by the Securities and Exchange Board of India ("SEBI") (referred to as the “SEBI Regulations”).

The Reformatted Standalone Financial Statements of the Company have been prepared in confirmity with the Generally Accepted Accounting Principles in India (Indian GAAP).

For all periods up to and including the year ended 31 March 2021, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP) and the relevant provisions of the Companies Act, 2013 and guidelines issued by the Reserve Bank of India (RBI) as applicable to an Non Banking Finance Company (NBFC)

The financial statements have been prepared on accrual basis under the historical cost convention except for interest

A. Basis for preparation of Reformatted Standalone Financial Statements for the year ended March 31, 2021, March 31, 2020 and March 31, 2019

The reformatted statement of assets and liabilities of the Company as at March 31, 2021, March 31, 2020 and March 31, 2019 and reformatted statement of profit and loss and the reformatted statement of cash flows and the summary of significant accounting policies and explanatory notes for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 (together referred as "Reformatted Standalone Financial Statements" have been extracted by the Management from the audited standalone financial statements of the Company for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 ("Audited Standalone Financial Statements").

The Reformatted Standalone Financial Statements have been prepared by the management in connection with the proposed listing of secured and unsecured redeemable non-convertible debentures of the Company with BSE Limited and/or the National Stock Exchange of India Limited (‘the stock exchanges’), in accordance with the requirements of:

a) Section 26 of the Companies Act, 2013; and

b) The SEBI (Issue and Listing of Non- Convertible Securities) Regulations, 2021 issued by the Securities and Exchange Board of India ("SEBI") (referred to as the “SEBI Regulations”).

The Reformatted Standalone Financial Statements of the Company have been prepared in confirmity with the Generally Accepted Accounting Principles in India (Indian GAAP).

For all periods up to and including the year ended 31 March 2021, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with

Annexure - IV: Statement of Reformatted Standalone Siginifcant Accounting Policies

2.2 **Use of estimates**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions that effect the reported amounts of assets and liabilities (including contingent liabilities) at the date of financial statements and the reported income and expenses during the year. Although these are based upon estimates and assumptions, the Management believes that the estimates and assumptions used are prudent and reasonable. Any revisions to the accounting estimates are recognised in the current and future years.

2.3 **Revenue recognition**

Revenue is recognised to the extent that it is probable that economic benefits will flow to the Company and the revenue can be realiably measured. Revenues are recognized and expenses are accounted on accrual basis with necessary provisions for all known liabilities and losses. Income from non-performing asset is recognized only when it is realized interest income on loans given is recognised under internal rate of return method. Interest income is accounted on accrual basis.Dividend income is accounted for when the right to receive it is established.

2.4 **Employee benefits**

The Company provides for the gratuity, a defined benefit retirement plan covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated years mentioned under 'The Payment of Gratuity Act, 1972'. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

2.5 **Retirement Benefits**

A retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the statutory authority are due.

2.6 **Tangible fixed assets**

Fixed Assets are capitalized at cost. The cost includes purchase consideration, financing costs till commencement of commercial production and other directly attributable costs incurred to bring an Asset to its working condition for its intended use. Subsidy received towards specific assets is reduced from the cost of fixed assets.

2.7 **Intangible fixed assets**

Intangible Assets are recorded at the consideration paid for acquisition less accumulated amortization and accumulated impairment, if any. Intangible assets are amortized over their estimated useful life.

2.8 **Depreciation**

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed asset has been provided on WDV basis as per the useful life prescribed in schedule II, to the Companies Act, 2013.

The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

2.9 **Investments**

Investments intended to be held for not more than one year are classified as current investements. All other investments are classified as non-current investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Non-current investments are carried at cost. However, provsion for diminution in value is made to recognise a decline, other than temporary, in the value of the investments.

2.10 **Impairment of Assets**

The carrying amounts of assets are reviewed at each balance sheet date to ascertain impairment based on internal / external factors. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of net selling price of the assets or their value in use. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

2.11 **Borrowing costs**

Borrowing costs include interest to the extent they are regarded as an adjustment to the interest cost. Ancillary and

other costs are charged to the statement of profit and loss in the year in which they are incurred

Borrowing costs include interest to the extent they are regarded as an adjustment to the interest cost. Ancillary and other costs are amortized to for the period of loan tenure.

2.12 **Earnings per share**

The earnings per share is computed as per the requirements under Accounting Standard 20 on earnings per Share(EPS) issued by The Institute of Chartered Accountants of India (ICAI) and notified under the Companies (Accounting Standards) Rules, 2006.

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) attributable to shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, attributable to shareholders by the number of equity shares outstanding during the year.

2.13 **Impact of COVID-19 for year ended 31st March, 2020 and March, 2021**

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues and investment in subsidiaries etc. In developing the assumptions relating to the possible future uncertinities in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information and ecnomic forcasts. The impact of COVID-19 on Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

2.13 **Taxes on income**

Tax expenses comprises of current tax and deferred tax. Current tax is measured as the amount expected to be paid to the tax authorities in accordance with Indian Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date.

The un-recognised deferred tax assets are re-assessed by the company at each balance sheet date and are recognised to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which, such deferred tax assets can be realised.

The carrying cost of the deferred tax assets are reviewed at each balance sheet date. The company writes down the carrying amount of a deferred tax asset to the extent it is no longer reasonably certain or virtually certain ,as the may be , that the sufficeint future taxable income will be available against which deferred tax asset can be realised.

2.14 **Provision for Standard Assets and Non Performing Assets**

Company makes provisions for Standard Assets and non performing assets as per Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007. Provision for Standard Assets in excess of the prudential norms, as estimated by the management, is categorised under Provision for Standard Assets, as general provisions.

Asset Classification	- Provisioning Policy
Standard Assets	- 0.25%
Sub- Standard Assets	- 10%
Doubtful Assets	- 100% of unsecured portion+ 20% to 100% of secured portion
Loss Assets	- 100%

2.15 **Leases**

Leases where the lessor effectively retains substantially all the risks and benefits and ownership of leased term, are classified as operating leases. Operating lease payments in respect of non- cancellable leases are recognised as an expense in the Profit and Loss Account.

2.16 **Foreign Currency Transactions**

(i) Initial Recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of transaction

(ii)Conversion:

Foreign currency monetary items are reported using closing rate. Non - monetary items which are carried in terms of historical cost denominated in a foriegn currency are reported using the exchange rate at the date of transaction and non- monetary items which are carried at fair value or similar valuation denominated in foreign currency are reported using the exchange rates that existed when the values are determined.

(iii) Exchange Differences:

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they are initially recorded during the year, or reported in previous financial statements, are recognised as income or as an expense in the year in which they arise.

2.17 **Cash flow statement**

Cash flows are reported using the indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

2.18 **Current / Non-current classification of assets / liabilities**

The Company has classified all its assets / liabilities into current / non-current portion based on the time frame of 12 months from the date of financial statements. Accordingly, assets/liabilities expected to be realised/settled within 12 months from the date of financial statements are classified as current and other assets/liabilities are classified as non-current.

INDEL MONEY LIMITED
(Formerly known as Indel Money Private Limited)

1 Share Capital (Rs. in lacs)

a.

Particulars	As at	
	March 31, 2021	March 31, 2020
Authorised Capital:		
Equity shares of Rs.10 each	8,500.00	8,500.00
Issued, Subscribed and Paid- Up Capital		
Equity shares of Rs.10 each	8,214.70	8,214.70
Total	**8,214.70**	**8,214.70**

b. **The reconciliation of the number of shares outstanding and the amount of share capital as at March 31 of the respective years**

(Rs. in lacs)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of Shares	Amount	Number of Shares	Amount
Shares outstanding at the beginning of the year	8,21,46,979	8,214.70	8,21,46,979	8,214.70
Add: Shares Issued during the year	-	-	-	-
Less: Shares bought back	-	-	-	-
Shares outstanding at the end of the year	**8,21,46,979**	**8,214.70**	**8,21,46,979**	**8,214.70**

c. **Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

Name of Shareholder	No. of Shares As at	
	March 31, 2021	March 31, 2020
Equity Shares:		
Indel Corporation Private Limited	8,21,46,979	8,21,46,979

Name of Shareholder	% of Shares As at	
	March 31, 2021	March 31, 2020
Holding Company Equity Shares:		
Indel Corporation Private Limited	100.00%	100.00%

The holding company has 100% shareholding with 2 shares held by individuals as nominee.

d. **Disclosure as to aggregate number and class of shares allotted as pursuant to contract(s) without payment being received in cash, fully paid up by way of bonus shares and shares bought back.**

Particulars	March 31, 2021	March 31, 2020
Equity Shares	-	-
Fully paid up pursuant to contract(s) without payment being received in cash	-	-
Fully paid up by way of bonus shares	-	-
Shares bought back	-	-

e. **Rights attached to each class of equity shares**

The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

2 Reserve and Surplus (Rs. in lacs)

	As at	
Other reserves - Reserve fund	March 31, 2021	March 31, 2020
Opening Balance	15.06	15.06
(+) Current Year Transfer	-	-
(-) Written Back in Current year	-	-
Closing Balance	**15.06**	**15.06**
Surplus/(Deficit) in Profit and Loss A/c		
Opening Balance	(392.17)	(623.98)
Add: (Net Loss)/Net Profit for the current year	949.88	231.80
Less: Transfer to other reserve - Reserve Fund	-	-
Closing Balance	**557.71**	**(392.17)**
Total	**572.76**	**(377.12)**

3 Long-term borrowings (Rs. in lacs)

	Non current As at	
	March 31, 2021	**March 31, 2020**
I Secured:		
(a) Secured Redeemable Privately placed NCD (refer note 3.1 (1))*	1,295.65	1,863.60
(b). Term Loan from Banks		
(i) IDFC FIRST BANK LIMITED / CAPITAL FIRST LIMITED	3,000.00	3,000.00
(Secured by Hypothecation of Book Debts to be repaid in 120 equal half instalments with interest @ 14.5%)		
STATE BANK OF INDIA	3,007.99	-
(Secured by Hypothecation of Book Debts to be repaid in 59 equal half instalments with interest @ 9.45%)		
AU BANK - TERM LOAN	-	-
(Secured by Hypothecation of Book Debts to be repaid in 12 equal half instalments with interest @ 13.75%)		
(ii) Term Loan from Others		
INCRED FINANCIAL SERVICES PRIVATE LIMITED	74.65	161.90
(Secured by Hypothecation of Book Debts to be repaid in 18 equal half instalments with interest @ 14.75%)		
NORTHERN ARC CAPITAL LIMITED - TERM LOAN A/C	203.19	2,067.75
(Secured by Hypothecation of Book Debts to be repaid in 24 equal half instalments with interest @ 14,5%)		
(Secured by Hypothecation of Book Debts to be repaid in 15 equal half instalments with interest @ 14.5%)		
VIVRITI CAPITAL PRIVATE LIMITED	-	180.05
(Secured by Hypothecation of Book Debts to be repaid in 24 equal half instalments with interest @ 14.5%)		
(Secured by Hypothecation of Book Debts to be repaid in 18 equal half instalments with interest @ 14.5%)		
HINDUJA LEYLAND FINANCE LTD	248.10	313.86
(Secured by Hypothecation of Book Debts to be repaid in 24 equal half instalments with interest @ 13.75%)		
MAGMA FINCROP LIMITED	-	166.67
(Secured by Hypothecation of Book Debts to be repaid in 18 equal half instalments with interest @ 12.25%)		
SMC FINANCE - MONEYWISE FINANCE	-	247.13
(Secured by Hypothecation of Book Debts to be repaid in 24 equal half instalments with interest @ 14.75%)		
MAHINDRA AND MAHINDRA FINANCIAL SERVICES LTD	-	-
(Secured by Hypothecation on vehicle and is to be repaid in 48 equal monthly installments with interest @ 13.75% p.a)		
II. Unsecured		
(a)Subordinate Debt		
(Redeemed at every five years, Interest rate 12.25%) (refer Note 3.2)	13,206.25	9,963.70
Total Long Term Borrowings	**21,035.83**	**17,964.65**

3.1 Secured Redeemable Privately placed NCD (Rs. in lacs)

NCD	**As at**	
Series	**March 31, 2021**	**March 31, 2020**
Series	1,295.65	1,863.60

For details relating to series, allotment, interest rate and redemption period please refer note 3.1

*Secured by paripassu floating charge on Current Assets, Book Debts and Loans & Advances

3.2 Subordinate Debt (Rs. in lacs)

Subordinate	**As at**	
Debt	**March 31, 2021**	**March 31, 2020**
	13,206.25	9,963.70

For details relating to series, allotment, interest rate and redemption period please refer note 3.2

4 **Long term liabilities** (Rs. in lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Interest accrued but not due on Non Convertible Debentures and bonds	683.18	162.78
Total	**683.18**	**162.78**

5 **Long term provisions** (Rs. in lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for employee benefits (Gratuity)	27.41	-
Total	**27.41**	**-**

6 **Short-term Borrowings** (Rs. in lacs)

Particulars	Rate of Interest as on March, 31, 2021.	As at March 31, 2021	As at March 31, 2020
Secured Loan Repayable on Demand :			
a) South Indian Bank - Cash Credit	12.45%	458.98	709.49
Primary Secuity - Floating and 1st Paripasu charge on entire receivables with a margin of 25% (excluding the specific charge of existing NCD holders).			
Collateral Security: Equitable Mortgage of loan with commercial building and land owned by Sister Concern. Also land owned by holding company and Director.			
Personal Guarantee: Given by Directors, Holding Company and Sister Concern owning the collateral property.			
b) Dhanlaxmi Bank - Cash Credit	12.80%	1,080.59	1,668.74
Primary Secuity - Floating and 1st Paripasu charge on entire receivables with a margin of 25% (excluding the specific charge of existing NCD holders).			
Collateral Security: Equitable Mortgage of loan with commercial building and land owned by Sister Concern. Also land owned by holding company and Director.			
Personal Guarantee: Given by Directors, Holding Company and Sister Concern owning the collateral property.			
c) State Bank of India - Cash Credit	9.45%	1,072.44	-
Primary Secuity - Floating and 1st Paripasu charge on entire receivables with a margin of 25% (excluding the specific charge of existing NCD holders).			
Collateral Security: Equitable Mortgage of loan with commercial building and land owned by Sister Concern. Also land owned by holding company and Director.			
Personal Guarantee: Given by Directors, Holding Company and Sister Concern owning the collateral property.			
d) LULU FINANCIAL SERVICES(INDIA) PVT LTD (Secured by Hypothecation of Book Debts)	12.50%	-	100.00
Total Short Term Borrowings		**2,612.01**	**2,478.24**

7 **Trade Payables** (Rs. in lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Creditors for capital expenditure	5.84	45.18
Sundry Creditors	38.42	16.27
Total	**44.26**	**61.45**

8 **Other Current Liabilities** (Rs. in lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Current maturities of long-term borrowings	12,985.89	8,250.78
Interest accrued but not due on Non Convertible Debentures & Bonds	1,059.83	788.68
Refundable Security Deposits from staff	67.86	54.96
Statutory Dues Payable	36.45	35.60
Other payables	129.80	89.94
Total	**14,279.83**	**9,219.97**

8.1 **Current Maturities of Long Term Borrowing** (Rs. in lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Current Maturity of Secured NCD - Privately placed (refer note 8.1.1 below)	3,870.86	1,918.85
Term Loan	7,563.23	6,330.18
Vehicle loans	-	1.74
Current Maturity of Unsecured subordinate Debt - Privately placed (refer note 8.1.2 below)	1,551.80	-
Total Current Maturity of Long Term Debt	**12,985.89**	**8,250.77**

8.1.1 Current Maturity of Secured NCD - Privately placed (Rs. in lacs)

NCD	As at	
Series	March 31, 2021	March 31, 2020
Series	3,870.86	1,918.85

For details relating to series, allotment, interest rate and redemption period please refer note 8.2.1

*Secured by paripassu floating charge on Current Assets, Book Debts and Loans & Advances

8.1.2 Current Maturity of unsecured subordinate Debt - Privately placed

(Rs. in lacs)

As at	
March 31, 2021	March 31, 2020
1,551.80	-

For details relating to series, allotment, interest rate and redemption period please refer note 8.2.2

9 Short-term provisions

Particulars	As at	
	March 31, 2021	March 31, 2020
Others		
Provision for Standard Assets	99.26	83.77
Provision for Non performing Assets	38.42	32.36
Provision for Income tax	360.73	-
Provision for employee benefits (Gratuity)	8.18	-
Provision at the close of the year	**506.59**	**116.13**

10 Fixed Assets

(Rs. in lacs)

Type of Assets	March 31, 2021	March 31, 2020
Gross Block		
Tangible Assets		
Computer & Accessories	414.27	382.44
Motor Vehicles	46.16	31.12
Furniture & Fixtures	1,322.13	1,264.85
Electrical Machinery	150.50	128.63
Plant & Machinery	77.51	76.50
Total	**2,010.56**	**1,883.55**
Intangible Assets		
Computer Software	121.24	100.11
Total	**121.24**	**100.11**
TOTAL	**2,131.80**	**1,983.66**
Accumulated Depreciation		
Computer & Accessories	342.38	304.84
Motor Vehicles	17.79	10.07
Furniture & Fixtures	854.09	747.70
Electrical Machinery	89.89	76.16
Plant & Machinery	52.93	47.13
Total	**1,357.09**	**1,185.89**
Intangible Assets		
Computer Software	102.14	85.07
Total	**102.14**	**85.07**
TOTAL	**1,459.23**	**1,270.96**
A. Net Tangible Assets		
Computer & Accessories	71.88	77.60
Motor Vehicles	28.37	21.05
Furniture & Fixtures	468.04	517.16
Electrical Machinery	60.61	52.47
Plant & Machinery	24.58	29.37
Total	**653.47**	**697.65**
B. Intangible Assets		
Computer Software	19.11	15.04
Total	**19.11**	**15.04**
TOTAL	**672.58**	**712.69**

12 **Non-current investment** (Rs. in lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Long Term Investments (At Cost)		
a) Unquoted		
Investment in Subsidairy		
Equity share of Rs. 10 each in Indel Money Fin-Tech Private Limted (Formerly known as Indel Housing Finance Private Limited	12.00	12.00
Others		
Gold ring	0.17	0.17
Internal Audit Gold Kit	0.79	0.79
Total	**12.95**	**12.95**

12 **Deferred Tax Asset (Net)** (Rs. in lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred Tax Asset, on account of Depreciation	118.64	105.84
Deferred Tax Liability on account of Gratuity Provision	(8.96)	-
Net Deferred Tax Asset/(Liabities)	**109.68**	**105.84**

13 **Long-term loans and advances** (Rs. in lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Other Loans and Advances		
a) Security Deposit		
Unsecured, considered good	573.97	421.63
Balance with Government Authorities	125.82	39.00
b) Loans and advances to related parties		
Secured, considered good	-	144.00
c) Loans and advances to Others		
Secured, considered good		
Business Loan	3,283.23	1,035.04
Total	**3,983.01**	**1,639.67**

14 **Trade Receivables** (Rs. in lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Interest Receivables	4,039.68	1,654.20
Other Receivables	240.75	222.19
Total	**4,280.43**	**1,876.40**

15 **Cash and Cash Equivalents** (Rs. in lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Cash in hand	223.88	15.31
Balance with banks- Current accounts	495.70	613.26
Balance with banks- Deposits	631.97	-
Total	**1,351.56**	**628.58**

16 **Short term Loans & Advances**

Particulars	As at March 31, 2021	As at March 31, 2020
Loans and advances to related parties		
Secured, considered good	514.00	772.52
Loans and advances to others		
Secured and considered good		
Retail Gold Loans	30,997.17	29,588.74
Business Loan	2,422.73	1,389.62
Unsecured and considered good		
Business Loan	1,584.27	654.39
Pesonal Loan	1,082.91	44.75
Total	**36,601.07**	**32,450.01**

17 **Other Current Assets** (Rs. in lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Advances for expenses	13.43	6.62
Prepaid Expenses	307.63	27.66
Interest accrued on Bank Deposit	17.27	-
TDS Receivables	594.43	204.30
Others	32.52	176.07
Total	**965.28**	**414.66**

Note No.3.1

(₹in Lacs)									
As At									
31-03-2021					31-03-2020				
NCD Series	Date of Allotment	Interest Rate	Amount	Redemption Period	NCD Series	Date of Allotment	Interest Rate	Amount	Redemption Period
C	19-08-2020	11% - 11.5%	6.85	19-08-2023 to 19-08-2025	II	30-10-2015	13.43%	10.00	30-04-2021
CI	27-08-2020	11% - 12.5%	102.00	27-08-2023 to 27-08-2025	III	04-12-2015	13% to 13.43%	20.00	04-06-2021
CII	09-09-2020	11% to 11.5%	19.44	09-09-2023 to 09-09-2025	IV	01-01-2016	12.75% to 13.43%	33.00	01-07-2021
CIII	29-09-2020	11%	4.50	29-09-2023	IX	23-03-2016	12.75% to 13.43%	3.10	23-09-2021
CIV	13-10-2020	11%	7.80	13-10-2023	LI	17-04-2018	11% to 11.25%	37.50	17-04-2021
CIX	12-01-2021	11% to 11.5%	72.05	12-01-2024 to 12-01-2026	LII	30-04-2018	11.25%	46.00	30-04-2021
CV	28-10-2020	11% to 11.5%	20.51	28-10-2023 to 28-10-2025	LIII	15-05-2018	10.75% to 11.25%	32.00	15-05-2021
CVI	20-11-2020	11% to 11.5%	59.00	20-11-2023 to 20-11-2025	LIV	31-05-2018	11% to 11.25%	6.80	31-05-2021
CVII	07-12-2020	11% to 11.5%	20.00	07-12-2023 to 07-12-2025	LIX	31-08-2018	10.75% to 11.5%	22.10	31-08-2021 to 31-08-2023
CVIII	21-12-2020	11% to 11.5%	31.00	21-12-2023 to 21-12-2025	LV	18-06-2018	10.75% to 11%	5.50	18-06-2021
CX	02-02-2021	11% to 11.5%	40.90	02-02-2024 to 02-02-2026	LVI	02-07-2018	10.75% to 11%	5.00	02-07-2021
CXI	24-02-2021	11% to 12%	50.00	24-02-2024 to 24-02-2026	LVII	18-07-2018	11% to 11.5%	111.50	18-07-2021
CXII	11-03-2021	11% to 11.5%	7.00	11-03-2024 to 11-03-2026	LVIII	01-08-2018	10.75% to 11.25%	42.90	01-08-2021
CXIII	26-03-2021	11% to 11.5%	29.50	26-03-2024 to 26-03-2026	LX	22-09-2018	11%	18.50	22-09-2021
LIX	31-08-2018	11.50%	15.00	31-08-2023	LXI	15-10-2018	10.50%	0.50	15-10-2021
LXIX	30-01-2019	11.25% to 11.5%	17.00	30-01-2024	LXII	07-11-2018	10.75%	11.00	07-11-2021
LXVI	14-12-2018	11%	5.00	14-12-2023	LXIII	20-11-2018	11%	10.00	20-11-2021
LXVII	28-12-2018	11.25%	5.00	28-12-2023	LXIV	29-11-2018	11%	15.00	29-11-2021
LXX	12-02-2019	11.50%	7.00	12-02-2024	LXIX	30-01-2019	11% to 11.5%	82.40	30-01-2022 to 30-01-2024
LXXIV	29-04-2019	11% to 11.25%	20.00	29-04-2022	LXV	05-12-2018	11% to 11.25%	31.00	05-12-2021
LXXIX	29-07-2019	11.75%	5.00	29-07-2024	LXVI	14-12-2018	10.75% to 11%	34.00	14-12-2020 to 14-12-2023
LXXV	24-05-2019	11% to 11.25%	42.70	24-05-2022 to 24-05-2024	LXVII	28-12-2018	11% to 11.25%	45.05	28-12-2021 to 28-12-2023
LXXVI	19-06-2019	10.75% to 11.5%	29.00	19-06-2022 to 19-06-2024	LXVIII	14-01-2019	10.75% to 11.25%	41.00	14-01-2022

LXXVII	02-07-2019	12%	13.00	02-07-2025	LXX	12-02-2019	11% to 11.5%	32.00	12-02-2022 to 12-02-2024
LXXVIII	19-07-2019	11.75%	17.00	19-07-2024	LXXI	28-02-2019	10.75% to 11.25%	42.80	28-02-2022
LXXXI	30-08-2019	11.75% to 12%	12.00	30-08-2024 to 30-08-2025	LXXII	12-03-2019	10.75% to 11%	18.50	12-03-2022
LXXXIII	16-09-2019	11.75%	5.00	16-09-2024	LXXIII	30-03-2019	9.75% to 11.25%	42.00	01-04-2021 to 30-03-2022
LXXXIV	28-09-2019	12%	5.00	28-09-2025	LXXIV	29-04-2019	10% to 11.25%	29.00	29-04-2021 to 29-04-2022
LXXXIX	31-12-2019	11.75%	10.00	31-12-2024	LXXIX	29-07-2019	11.5% to 11.75%	29.00	29-07-2021 to 29-07-2024
LXXXV	11-10-2019	11.75%	1.00	11-10-2024	LXXV	24-05-2019	10% to 11.25%	58.70	24-05-2021 to 24-05-2024
LXXXVI	24-10-2019	11.5% to 11.75%	9.00	24-10-2022	LXXVI	19-06-2019	10.25% to 11.5%	44.00	19-06-2021 to 19-06-2024
LXXXVII	21-11-2019	11.5% to 11.75%	17.60	21-11-2022	LXXVII	02-07-2019	11.5% to 12%	72.00	02-07-2021 to 02-07-2025
LXXXVIII	16-12-2019	11.50%	0.60	16-12-2022	LXXVIII	19-07-2019	11.5% to 11.75%	36.50	19-07-2021 to19-07-2024
XC	15-01-2020	11.5% to 11.75%	3.70	15-01-2023 to 15-01-2025	LXXX	06-08-2019	11.50%	20.60	06-08-2021
XCI	23-01-2020	11% to 12%	55.00	23-01-2023 to 23-01-2024	LXXXI	30-08-2019	11.5% to 12%	117.00	30-08-2021 to 30-08-2025
XCII	28-02-2020	11.5% to 12%	30.10	28-02-2023 to 28-02-2025	LXXXII	05-09-2019	11.50%	13.15	05-09-2021
XCIII	23-03-2020	11.5% to 12%	44.00	23-03-2023 to 23-03-2025	LXXXIII	16-09-2019	11.5% to 11.75%	21.50	16-09-2021 to 16-09-2024
XCIX	30-07-2020	11% to 11.5%	17.00	30-07-2023 to 30-07-2025	LXXXIV	28-09-2019	11.5% to 12%	33.50	28-09-2021 to 28-09-2025
XCV	26-05-2020	11.5% to 12%	41.00	26-05-2022 to 26-05-2025	LXXXIX	31-12-2019	11.75	10.00	31-12-2024
XCVI	10-06-2020	11.25% to 12%	85.75	10-06-2022 to 10-06-2025	LXXXV	11-10-2019	11.5% to 11.75%	30.00	11-10-2021 to 11-10-2024
XCVII	30-06-2020	11.50%	15.85	30-06-2025	LXXXVI	24-10-2019	11.25% to 11.75%	14.00	24-10-2021 to 24-10-2022
XCVIII	17-07-2020	11% to 11.5%	6.80	17-07-2023 to 17-07-2025	LXXXVII	21-11-2019	11.25% to 11.75%	22.10	21-11-2021 to 21-11-2022
XI	27-05-2016	12.25%	10.00	27-05-2022	LXXXVIII	16-12-2019	11.5	0.60	16-12-2022
XII	28-06-2016	12.25%	10.00	28-06-2022	V	15-01-2016	13% to 13.43%	22.00	15-07-2021
XIII	27-07-2016 to 17-08-2016	12.25%	30.00	27-07-2022 to 17-08-2022	VI	30-01-2016	13% to 13.43%	50.00	30-07-2021
XIX	02-12-2016	12.25%	12.50	02-12-2022	VII	26-02-2016	12.75% to 13.43%	13.00	26-08-2021
XV	31-08-2016	12.25%	4.00	31-08-2022	VIII	14-03-2016	13% to 13.43%	10.00	14-09-2021
XVI	30-09-2016	12.25%	13.50	30-09-2022	X	31-03-2016	12.75% to 13.43%	5.00	30-09-2021
XVIII	31-10-2016	12.25%	19.00	31-10-2022	XC	15-01-2020	11.25% to 11.75%	23.70	15-01-2022 to 15-01-2025
XX	31-12-2016	12.25%	15.00	31-12-2022	XCI	23-01-2020	12	25.00	23-01-2023

XXII	31-01-2017	12.25%	10.00	31-01-2023	XCII	28-02-2020	11.5% to 12%	30.10	28-02-2023 to 28-02-2025
XXIII	15-02-2017	12.25%	15.00	15-02-2023	XCIII	23-03-2020	11.5% to 12%	44.00	23-03-2023 to 23-03-2025
XXIV	28-02-2017	12.25%	4.00	28-02-2023	XI	27-05-2016	12.25	10.00	27-05-2022
XXIX	08-05-2017	12.25%	4.00	08-05-2023	XII	28-06-2016	12.25%	10.00	28-06-2022
XXV	21-03-2017	12.25%	10.00	21-03-2023	XIII	27-07-2016 to 17-08-2016	12.25%	30.00	27-07-2022 to 17-08-2022
XXVII	07-04-2017	12.25%	64.00	07-04-2023	XIX	02-12-2016	12.25%	12.50	02-12-2022
XXVIII	28-04-2017	12.25%	10.00	28-04-2023	XV	31-08-2016	12.25%	4.00	31-08-2022
XXX	31-05-2017	12.25%	33.00	31-05-2023	XVI	30-09-2016	12.25%	13.50	30-09-2022
XXXII	30-06-2017	12.25%	16.00	30-06-2023	XVIII	31-10-2016	12.25%	19.00	31-10-2022
XXXIII	15-07-2017	12.25%	2.00	15-07-2023	XX	31-12-2016	12.25%	15.00	31-12-2022
XXXVII	12-09-2017	11.50%	8.00	12-09-2023	XXII	31-01-2017	12.25%	10.00	31-01-2023
					XXIII	15-02-2017	12.25%	15.00	15-02-2023
					XXIV	28-02-2017	12.25	4.00	28-02-2023
					XXIX	08-05-2017	12.25	4.00	08-05-2023
					XXV	21-03-2017	12.25	10.00	21-03-2023
					XXVII	07-04-2017	12.25%	64.00	07-04-2023
					XXVIII	28-04-2017	12.25%	10.00	28-04-2023
					XXX	31-05-2017	12.25%	33.00	31-05-2023
					XXXII	30-06-2017	12.25%	16.00	30-06-2023
					XXXIII	15-07-2017	12.25%	2.00	15-07-2023
					XXXVII	12-09-2017	11.50%	8.00	12-09-2023
Total			**1,295.65**					**1,863.60**	

Note No 3.2

(₹in Lacs)

31-03-2021				31-03-2020			
Date of Allotment	Interest Rate	Amount	Redemption Period	Date of Allotment	Interest Rate	Amount	Redemption Period
01-07-2016	11.75%	7.00	29-06-2022	16-04-2016 to 31-03-2017	11.75% to 12.5%	1,558.80	16-04-2021 to 29-06-2022
03-04-2017 to 31-03-2018	11.5% to 12.5%	2,690.40	02-04-2022 to 31-03-2023	03-04-2017 to 31-03-2018	11.5% to 12.5%	2,690.40	02-04-2022 to 31-03-2023
03-04-2018 to 30-03-2019	11% to 12.5%	1,520.00	03-04-2023 to 31-03-2024	03-04-2018 to 30-03-2019	11% to 12.5%	1,520.00	03-04-2023 to 31-03-2024
02-04-2019 to 30-03-2020	11.5% to 16%	4,194.50	03-04-2024 to 28-02-2026	02-04-2019 to 30-03-2020	11.5% to 16%	4,194.50	03-04-2024 to 28-02-2026
02-04-2020 to 30-03-2021	12% to 16%	4,794.35	02-04-2025 to 28-02-2027				
Total		**13,206.25**				**9,963.70**	

Note No.8.2.1

(₹in Lacs)									
As At									
31-03-2021					31-03-2020				
NCD Series	Date of Allotment	Interest Rate	Amount	Redemption Period	NCD Series	Date of Allotment	Interest Rate	Amount	Redemption Period
A3	28-04-2020	12%	130.00	29-04-2021	A1	18-07-2019	12.50%	100.01	18-07-2020
A4	19-03-2021	12.50%	100.01	20-03-2022	A2	29-10-2019	12.50%	100.05	29-10-2020
C	19-08-2020	10.5% to 13%	102.80	20-08-2021	L	28-03-2018	11.25%	4.00	27-03-2021
CI	27-08-2020	10.5% to 13%	60.50	28-08-2021	LI	17-04-2018	10%	5.00	17-04-2020
CII	09-09-2020	10.5% to 12%	94.00	10-09-2021	LIII	15-05-2018	10.25%	5.00	15-05-2020
CIII	29-09-2020	10.5% to 10.75%	120.00	30-09-2021	LVIII	01-08-2018	10.25%	5.00	01-08-2020
CIV	13-10-2020	10.5% to 11.25%	95.70	14-10-2021	LX	22-09-2018	10.25%	5.00	22-09-2020
CIX	12-01-2021	10.5% to 11.25%	145.51	13-01-2022	LXI	15-10-2018	9% to 9.75%	25.00	17-10-2020
CV	28-10-2020	10.5% to 10.75%	109.50	29-10-2021	LXII	07-11-2018	10.25% to 10.5%	8.00	07-11-2020
CVI	20-11-2020	10.5% to 10.75%	38.95	21-11-2021	LXIII	20-11-2018	10.25%	1.55	20-11-2020
CVII	07-12-2020	10.5% to 10.75%	86.50	08-12-2021	LXIV	29-11-2018	10%	7.00	01-12-2020
CVIII	21-12-2020	10.5% to 10.75%	68.00	22-12-2021	LXVI	14-12-2018	10% to 10.5%	9.50	14-12-2020
CX	02-02-2021	10.5% to 11.25%	66.00	03-02-2022	LXVIII	14-01-2019	10%	4.00	14-01-2021
CXI	24-02-2021	10.5% to 10.75%	14.50	25-02-2022	LXXI	28-02-2019	9.75% to 10%	15.50	02-03-2021
CXII	11-03-2021	10.5% to 10.75%	78.50	12-03-2022	LXXII	12-03-2019	10.50%	0.40	12-03-2021
CXIII	26-03-2021	10.5% to 10.75%	29.10	27-03-2022	LXXIII	30-03-2019	9.75% to 10%	73.00	30-03-2020
II	30-10-2015	13.43%	10.00	30-04-2021	LXXIV	29-04-2019	9.5% to 10%	18.75	29-04-2020
III	04-12-2015	13% to 13.43%	20.00	04-06-2021	LXXIX	29-07-2019	11%	42.00	29-07-2020
IV	01-01-2016	12.75% to 13.43%	33.00	01-07-2021	LXXV	24-05-2019	10%	39.50	24-05-2020
IX	23-03-2016	12.75% to 13.43%	3.10	23-09-2021	LXXVI	19-06-2019	9.75% to 11%	25.50	19-06-2020
LI	17-04-2018	11% to 11.25%	37.50	17-04-2021	LXXVII	02-07-2019	11%	54.50	02-07-2020

LII	30-04-2018	11.25%	46.00	30-04-2021	LXXVIII	19-07-2019	11%	114.50	19-07-2020
LIII	15-05-2018	10.75% to 11.25%	32.00	15-05-2021	LXXX	06-08-2019	11%	42.60	06-08-2020
LIV	31-05-2018	11% to 11.25%	6.80	31-05-2021	LXXXI	29-08-2019	11%	72.00	30-08-2020
LIX	31-08-2018	10.75%	7.10	31-08-2021	LXXXII	05-09-2019	11%	63.08	05-09-2020
LV	18-06-2018	10.75% to 11%	5.50	18-06-2021	LXXXIII	16-09-2019	11%	70.00	16-09-2020
LVI	02-07-2018	10.75% to 11%	5.00	02-07-2021	LXXXIV	28-09-2019	11%	111.21	28-09-2020
LVII	18-07-2018	11% to 11.5%	111.50	18-07-2021	LXXXIX	31-12-2019	11%	52.70	31-12-2020
LVIII	01-08-2018	10.75% to 11.25%	42.90	01-08-2021	LXXXV	11-10-2019	11%	134.50	11-10-2020
LX	22-09-2018	11%	18.50	22-09-2021	LXXXVI	24-10-2019	11%	45.00	24-10-2020
LXI	15-10-2018	10.50%	0.50	15-10-2021	LXXXVII	21-11-2019	11% to 16%	91.50	21-11-2020
LXII	07-11-2018	10.5% to 10.75%	14.00	07-11-2021	LXXXVIII	16-12-2019	11%	36.50	16-12-2020
LXIII	20-11-2018	10.25% to 11%	11.55	20-11-2021	XC	15-01-2020	11%	31.75	15-01-2021
LXIV	29-11-2018	11%	15.00	29-11-2021	XCI	23-01-2020	11%	32.35	23-01-2021
LXIX	30-01-2019	11% to 11.25%	65.40	30-01-2022	XCII	28-02-2020	11%	36.00	28-02-2021
LXV	05-12-2018	11% to 11.25%	31.00	05-12-2021	XCIII	23-03-2020	11%	60.25	24-03-2021
LXVI	14-12-2018	10% to 11%	34.00	16-12-2020 to 14-12-2021	XLIII	15-12-2017	10.75% to 1.25%	20.00	15-12-2020
LXVII	28-12-2018	11% to 11.25%	40.05	28-12-2021	XLIV	30-12-2017	11%	4.00	29-12-2020
LXVIII	14-01-2019	10.75% to 11.25%	41.00	14-01-2022	XLIX	15-03-2018	11%	0.50	14-03-2021
LXX	12-02-2019	11%	25.00	12-02-2022	XLV	15-01-2018	10.75% to 11%	14.00	15-01-2021
LXXI	28-02-2019	10.75% to 11.25%	53.30	28-02-2022	XLVI	31-01-2018	10.5% to 11%	20.00	31-01-2021
LXXII	12-03-2019	10.75% to 11%	18.50	12-03-2022	XLVII	15-02-2018	11%	1.00	15-02-2021
LXXIII	30-03-2019	9.25% to 11.25%	42.00	01-04-2021	XLVIII	28-02-2018	10.25% to 10.75%	20.00	28-02-2021
LXXIV	29-04-2019	10% to 10.25%	9.00	29-04-2021	XXIV	28-02-2017	11.50%	10.00	28-02-2020
LXXIX	29-07-2019	11% to 11.5%	34.00	29-07-2021	XXVII	07-04-2017	11.50%	12.00	07-04-2020
LXXV	24-05-2019	10% to 10.25%	16.00	24-05-2021	XXXII	30-06-2017	10.50%	9.00	30-06-2020
LXXVI	19-06-2019	10.25% to 11%	20.00	19-06-2021 to 21-06-2021	XXXIII	15-07-2017	10.75% to 11%	27.00	15-07-2020

LXXVII	02-07-2019	11% to 11.5%	74.00	02-07-2021 to 04-07-2021	XXXIV	31-07-2017	11% to 11.5%	24.00	31-07-2020
LXXVIII	19-07-2019	11% to 11.5%	71.00	19-07-2021 to 21-07-2021	XXXIX	17-10-2017	11%	18.50	17-10-2020
LXXX	06-08-2019	11% to 11.5%	56.60	06-08-2021 to 08-08-2021	XXXV	16-08-2017	11% to 11.25%	16.15	16-08-2020
LXXXI	30-08-2019	11% to 11.5%	110.00	30-08-2021 to 01-09-2021	XXXVI	31-08-2017	11.25%	6.00	31-08-2020
LXXXII	05-09-2019	11% to 11.5%	47.73	05-09-2021 to 07-09-2021	XXXVII	12-09-2017	11% to 11.25%	42.50	12-09-2020
LXXXIII	16-09-2019	11% to 11.5%	65.50	16-09-2021 to 18-09-2021	XXXVIII	27-09-2017	11% to 11.75%	23.00	27-09-2020
LXXXIV	28-09-2019	11% to 11.5%	75.01	28-09-2021 to 30-09-2021	XXXX	31-10-2017	10.25% to 11%	25.00	01-11-2020
LXXXIX	31-12-2019	11%	34.20	31-12-2020 to 02-01-2022	XXXXI	14-11-2017	10% to 11.25%	40.00	14-11-2020
LXXXV	11-10-2019	11% to 11.5%	68.00	11-10-2021 to 13-10-2021	XXXXII	30-11-2017	10% to 11.25%	44.10	30-11-2020 to 01-12-2020
LXXXVI	24-10-2019	11% to 11.25%	45.00	24-10-2021 to 26-10-2021					
LXXXVII	21-11-2019	11% to 16%	53.00	21-11-2021 to 23-11-2021					
LXXXVIII	16-12-2019	11%	21.75	18-12-2021					
V	15-01-2016	13% to 13.43%	22.00	15-07-2021					
VI	30-01-2016	13% to 13.43%	50.00	30-07-2021					
VII	26-02-2016	12.75% to 13.43%	13.00	26-08-2021					
VIII	14-03-2016	13% to 13.43%	10.00	14-09-2021					
X	31-03-2016	12.75% to 13.43%	5.00	30-09-2021					
XC	15-01-2020	11% to 11.25%	37.00	15-01-2022					
XCI	23-01-2020	11%	1.50	25-01-2022					
XCII	28-02-2020	11%	27.50	02-03-2022					
XCIII	23-03-2020	11%	44.05	24-03-2021					
XCIV	27-04-2020	11%	44.00	28-04-2021					
XCIX	30-07-2020	10.5% to 11%	122.00	31-07-2021					
XCV	26-05-2020	11% to 11.25%	124.50	27-05-2021					
XCVI	10-06-2020	11%	119.00	11-06-2021					
XCVII	30-06-2020	10.5% to 11.5%	78.75	01-07-2021					
XCVIII	17-07-2020	10.5% to 10.75%	76.50	18-07-2021					

XLIII	15-12-2017	11% to 11.25%	5.00	17-12-2021					
XLIX	15-03-2018	11%	0.50	16-03-2022					
XLV	15-01-2018	11%	10.00	17-01-2022					
XLVI	31-01-2018	11%	15.00	31-01-2021 to 02-02-2022					
XLVIII	28-02-2018	10.25%	15.00	02-03-2022					
XXIV	28-02-2017	11.50%	10.00	28-02-2020					
XXVII	07-04-2017	11.50%	10.00	07-04-2020					
XXXIV	31-07-2017	11.50%	18.00	02-08-2021					
XXXIX	17-10-2017	11% to 11.25%	18.00	19-10-2021					
XXXVI	31-08-2017	11.25%	6.00	02-09-2021					
XXXVII	12-09-2017	11% to 11.25%	42.00	14-09-2021					
XXXVIII	27-09-2017	11% to 11.75%	11.00	29-09-2021					
XXXX	01-11-2019	10.25%	10.00	03-11-2021					
XXXXI	14-11-2017	11.25%	15.00	16-11-2021					
Total			**3,870.86**					**1,918.95**	

Note No.8.2.2

(₹in Lacs)							
As At							
31-03-2021				31-03-2020			
Date of Allotment	Interest Rate	Amount	Redemption Period	Date of Allotment	Interest Rate	Amount	Redemption Period
16-04-2016 to 31-03-2017	12.5	1,551.80	16-04-2021 to 30-03-2022	-	-	-	-
Total		**1,551.80**					

INDEL MONEY LIMITED
Notes forming part of the reformated standalone financial statements

18 Revenue from operations

(Rs. in lacs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest from loans and advances	9,339.38	6,192.67
Servicer Fee	5.25	-
Commission	17.27	11.95
Processing Fee	39.77	50.26
Total Revenue from Operations	9,401.67	6,254.88

19 Other income

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest on Fixed Deposit	27.57	-
Interest on Income Tax Refund	8.35	0.63
Other Income	11.00	51.88
Total	**46.92**	**52.51**

20 Employee benefits expense

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries and Allowances	1,473.27	1,327.43
Staff welfare expenses	10.29	23.58
Gratuity Expenses	36.72	-
Bonus	43.47	31.44
Incentives to Staff	197.34	176.83
Contribution to EPF & ESIC	87.48	84.10
Staff recruitment & Training expenses	1.67	2.32
Total	**1,850.23**	**1,645.69**

21 Finance costs

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest on Cash Credit	266.89	294.98
Interest on Term Loan	1,872.13	1,257.35
Interest on Car Loan	0.35	0.83
Loan Processing charges	190.33	132.26
Bank charges	27.11	16.25
Interest on NCD & Bonds	2,117.33	1,311.06
Total	**4,474.13**	**3,012.73**

22 Depreciations and amortization expense

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciations and amortization expense on Tangible assets	218.87	197.66
Depreciations and amortization expense on Intangible assets	17.06	12.56
Total	**235.93**	**210.23**

INDEL MONEY LIMITED

Notes forming part of the reformated standalone financial statements

23 Operating & Other expenses

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Advertisement	142.82	31.90
Audit Fees	3.69	2.75
Annual Maintenance Charges	25.63	12.47
Business Promotion Expenses	182.92	115.07
Insurance Charges	41.78	28.49
Legal and Professional Charges	165.75	149.49
Membership & Subscriptions	8.96	7.38
Miscellaneous Expenses	6.09	1.68
Postage & Courier	10.10	16.18
Transportation Expenses	2.14	0.09
Office Maintenance Expenses	47.26	50.96
Electricity Charges	42.90	36.33
Printing and Stationery	32.87	44.16
Rates and Taxes	46.60	21.35
Rent	463.83	422.07
Directors Sitting Fee	14.00	12.50
Director Remunaration	24.00	24.00
Repairs and Maintenance	74.16	33.97
Communication Expenses	57.99	43.34
Travelling and Conveyance	112.06	125.15
Vehicle Expenses	11.54	1.54
Prior Period Expenses	2.00	25.27
Fixed Assets written off	-	2.63
Loss on Sale of Fixed Assets	12.26	0.42
Bad Debts written off	28.63	22.16
Total	**1,559.97**	**1,231.36**

24 Provisions Written off

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Provision for Standard Assets and Non Performing Assets	27.62	6.29
Provision for Doubtful Assets	(6.07)	(38.47)
Total	**21.55**	**(32.18)**

Annexure - VI: Statement of Contingent Liabilities (Rs. in lacs)

	Particulars	March 31, 2021	March 31, 2020
	Contingent Liability	-	-

Annexure - VII: Other notes forming part of reformated standalone financials statement

(a) Payment to Auditors

	For the year ended	
	March 31, 2021	March 31, 2020
For Statutory Audit	2.94	2.25
For Tax Audit	0.50	0.50
GST	0.62	0.50
Total	**4.06**	**3.25**

(b) Earning Per Share

	For the year ended	
	March 31, 2021	March 31, 2020
Profit/Loss after taxation for the year	949.88	231.80
W.AVG no.of equity shares outstanding	8,21,46,979	8,21,46,979
Face value per share	Rs.10	Rs.10
Earnings Per Share	1.16	0.28

© Segment Reporting

The company is engaged in only one segment.ie, Lending Business and hence disclosure as per "AS 17 Segment Reporting " is not required.

(d) Employee Benefit Plan

The company has recognised Rs. 35.59 Lacs (PY Nil) in the Profit and Loss Account for the year ended

(a) Expenses recognised in Profit & Loss account for the year ended:

Particulars	March 31, 2021	March 31, 2020
Current Service Cost	35.59	-
Interest Cost	-	-
Expected Return on Assets	-	-
Actuarial Gain/Losses	-	-
Past Service Cost	-	-
Net Expenses	**35.59**	**-**

(b) Net Asset/Liability recognised in the Balance Sheet as at ;

Particulars	March 31, 2021	March 31, 2020
Defined Benefit Obligation	-	-
Fair Value of Plan Assets	-	-
Present Value of Unfunded Obligation	35.59	
Fund Status (Surplus/Deficit)	(35.59)	-
Net Asset/(Liability)	**(35.59)**	**-**

(c) Changes in Present Value of defined benefit obligation are as following;

Particulars	March 31, 2021	March 31, 2020
Opening defined benefit obligation	-	-
Current Service Cost	35.59	-
Interest Cost	-	-
Benefit Paid	-	-
Actuarial Gain/Losses	-	-
Closing defined benefit Obligation	**35.59**	**-**

(d) Change in fair value of Plan assets are as follows;

Particulars	March 31, 2021	March 31, 2020
Fair value of Plan Assets at the beginning of the period	-	-
Expected Return on Plan Assets	-	-
Actuarial(Gains)/Losses	-	-
Assets distributed on Settlements	-	-
Actual Company Contribution less Risk Premium	-	-
Benefits Payments	-	-
Fair Value of the Assets	-	-

(e) The Principal actuarial assumptions used in determining gratuity liability is as follows;

Particulars	March 31, 2021	March 31, 2020
Discount Rate	6.40%	-
Expected return on assets	-	-
Salary Increase	8.00%	-
Attrition Rates	47.00%	-
Withdrawal Rate	-	-
Mortality Rate	-	-

(e) <u>Leases</u>

<u>Company as lessee</u>

The company has entered into leases for office premises. The leases for the office premises are for a
Future minimum rentals payable under non cancellable operating leases are as follows:

	March 31, 2021	March 31, 2020
Not later than one year	471.62	445.87
Later than one year but not later than five years	2,121.54	1,834.45
Later than 5 years	328.63	387.44
Total future minimum payments	**2,921.79**	**2,667.77**

(f) Debenture Redemption Reserve

The Non - Convertible Debentures issued during the year by the Company are not through public issue. No Debenture Redemption Reserve is to be created for privately placed debentures of Non-Banking Finance Companies.

(g) Loan from Financials Institutions -Term Loan

Balances of Loan from Financials Institutions -Term Loan are subject to confrimation and reconcilations.

(h) Fraud

During the FY 2020-21 there were no instances of fraud on the Company by employees where gold loan related misappropriations have occurred (Previous Year Rs.6,0.87 lacs) of which the Company has recovered Rs 32.79 lacs during the previous year itself and balance recovered during the FY 2020-21).

(i) Pending Litigations

The Company's pending litigations comprise of claims by the Company on the customers to recover its dues. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on its financial statements of the Company as at March 31, 2021, March 31, 2020 and March 31, 2019.

Annexure - VIII - A: Statement of Related Parties and Nature of Relationships

A. Key Managerial Personnel (with whom transactions have taken place during the years)

		March 31, 2021	March 31, 2020
	Individual exercise control/significant influence	Mr.Gopalakrishna Mohanan, Managing Director Mr.Umesh Mohanan, Director Mr. Salil Venu, Director Mr. Kavitha Menon Mrs. Usha Devi Mohanan	Mr.Gopalakrishna Mohanan, Managing Director Mr.Umesh Mohanan, Director Mr. Salil Venu, Director Mr. Kavitha Menon Mrs. Usha Devi Mohanan

B Entity in Which KMP/relatives of KMP have significant

Sl. No.		March 31, 2021	March 31, 2020
A	**Holding Company :**	Indel Corporation Private Limited	Indel Corporation Private Limited
B	**Subsidiary Company**	Indel Money Fin-Tech Private Limited (earlier know as Indel Housing Finance Private Limited)	Indel Money Fin-Tech Private Limited (earlier know as Indel Housing Finance Private Limited)
C	**Fellow Subsidiary Company:**	Indel Automotives Private Limited M Star Hotels Private Limited	Indel Automotives Private Limited M Star Hotels Private Limited
D	**Partnership Firm in which Director is a partner**	Mind Story	Mind Story
E	**Companies/Firm in which Individual and relatives of Individual exercise control/significant influence**	M Star Satelite Communications Private Limited Omega Motors Private Limited M Star Hotel Heritage Private Limited Wind flower Consultancy Paradigm Tunneling Private Limited	M Star Satelite Communications Private Limited Omega Motors Private Limited M Star Hotel Heritage Private Limited Paradigm Tunneling Private Limited Wind flower Consultancy

Annexure - VIII - B: Transactions with Related Parties		
1. Key Managerial Personnel		
Sl. No.	**March 31, 2021**	**March 31, 2020**
1. Mr.Gopalakrishna Mohanan		
Opening Balance	0.34	-
Amount due	-	-
Amount Credited	-	-
Interest on Bond accrued	3.26	0.88
Interest paid	3.14	0.54
Loan Repaid	-	-
Directors Remuneration paid	12.00	12.00
Amount Due from/(to) related party	**0.46**	**0.34**
2. Mr.Umesh Mohanan		
Opening Balance	1.82	-
Salary paid	30.00	27.50
Expenses reimbursed	(1.82)	5.26
Interest on Bond accrued	2.77	1.32
Interest paid	(2.42)	1.32
Advance Paid	(150.00)	8.46
Amount Received	150.00	(6.64)
Amount Due from/(to) related party	**0.34**	**1.82**
3.Mr. Salil Venu		
Directors Remuneration paid	9.00	9.00
Amount Due from/(to) related party	**-**	**-**
4.Mr. Kavitha Menon		
Directors Remuneration paid	3.00	3.00
Amount Due from/(to) related party		**-**
4.Mrs Usha Devi Mohanan		
Opening Balance	8.52	4.77
Interest on Bond accrued	4.91	4.29
Interest paid	(0.54)	0.54
Amount Due from/(to) related party	**12.89**	**8.52**

(Rs. in lacs)

A Transaction with Holding Company

(i)

Indel Corporation Private Limited	As at	
	March 31,2021	March 31,2020
Amount paid	157.43	1.49
Expenses incurred	9.42	9.75
Expenses reimbursed	(9.88)	(9.75)
Rental/Maintenance Expenses	49.14	47.55
Rental/Maintenance Expenses paid	(49.14)	(49.04)
Advance Paid	760.50	1,679.10
Advance repaid	(915.00)	(1,521.67)
Amount Due from/(to) related party	**2.47**	**157.43**

B Subsidiary Company

(i)

Indel Money Fin-Tech Private Limited (earlier know as Indel Housing Finance Private Limited)	As at	
	March 31,2021	March 31,2020
Opening Balance	11.84	11.25
Advances given	0.43	0.58
Share Application money received	-	-
Amount Due from/(to) related party	**12.26**	**11.84**

C Fellow subsidary company:

(i)

Indel Automotives Private Limited	As at	
	March 31,2021	March 31,2020
Opening Balance	325.35	371.26
Loan given	-	-
Interest Accrued	56.67	54.81
Loan repayment	-	(86.64)
TDS Receivable	10.16	(10.60)
Interest received	(60.76)	(3.47)
Amount Due from/(to) related party	**331.42**	**325.35**

(ii)

M Star Hotels Private Limited	As at	
	March 31,2021	March 31,2020
Opening Balance	-	0.02
Interest accrued	-	-
Loan repayment	-	-
TDS Receivable	1.02	-
Written off		(0.02)
Interest received	-	
Amount Due from/(to) related party	**1.02**	**-**

(iii)

Wind Flower Consultancy	As at	
	March 31,2021	March 31,2020
Consultation Fee	39.92	39.55
Amount Due from/(to) related party		**-**

E Partnership Firm in which Director is a partner

(i)

Mind Story	As at	
	March 31,2021	March 31,2020
Expenses Incurred	13.51	-
Empenses reimbursed	(10.38)	9.08
Amount Due from/(to) related party	**3.14**	**-**

F Companies in which Individual and relatives of Individual exercise control/significant influence

(i)

M Star Satellite Communications Private Limited	As at	
	March 31,2021	March 31,2020
Opening Balance	451.84	710.86
Tds Receivable	5.27	(8.91)
Loan given	-	-
Interest accrued	48.16	91.89
Amount Repaid	(231.00)	(202.00)
Interest Received	(41.61)	(140.00)
Amount Due from/(to) related party	**232.66**	**451.84**

(ii)

M Star Hotels Koduvayur Private Limited	As at	
	March 31,2021	March 31,2020
Opening balance	-	-
Interest accrued	-	-
Loan Repayment	-	-
Interest Received	-	-
Amount Due from/(to) related party	**-**	**-**

(iii)

Omega Motors Private Limited	As at	
	March 31,2021	March 31,2020
Opening Balance	179.26	466.85
Interest accrued	0.45	66.69
Loan repaid	(172.46)	(229.54)
Interest received	(7.25)	(118.08)
TDS Receivable	-	(6.67)
Amount Due from/(to) related party	**0.00**	**179.26**

(vi)

M Star Heritage Hotels Private Limited	As at	
	March 31,2021	March 31,2020
Opening balance	-	0.11
Hotel and Boarding Expenses	-	-
Expenses Reimbursement	-	-
Interest accrued	-	-
Loan repaid	-	-
Interest received (net of TDS)	-	-
Write Off	-	(0.11)
Amount Due from/(to) related party	**-**	**-**

(v) Paradigm Tunneling Private Limited	As at	
	March 31,2021	March 31,2020
Opening balance	0.00	0.14
TDS Receivable	-	-
Loan Given	-	-
Interest accrued	-	-
Loan repaid	-	-
Processing fees received	-	-
Interest received	-	-
Write Off	-	(0.14)
Amount Due from/(to) related party	**0.00**	**0.00**

(vi) UM Ventures Private Limited	As at	
	March 31,2021	March 31,2020
Loan Given	-	-
Interest accrued	-	-
Loan repaid	-	-
Interest received	-	-
Amount Due from/(to) related party	-	-

(vii) Indel Infra Private Limited	As at	
	March 31,2021	March 31,2020
Opening Balance	-	-
Sale of FA		-
Amount received	-	-
Amount Due from/(to) related party		-

As per our report of even date attached
For Bhatter & Company
Chartered Accountants
(Registration No. 131092W)

D.H. Bhatter
Proprietor
Membership No. 016937
Place: Kochi
Date: 16/05/2023

UDIN: 23016937BGSDQT6588

For and on behalf of the board
Indel Money Limited

Mohanan Gopalakrishnan
Managing Director
DIN No 02456142
Place: Kochi

Umesh Mohanan
Director
DIN No. 02455902

Hanna P Nazir
Company Secretary
Membership No. A51727

Narayanan Pisharath
Chief Financial Officer
Date: 16/05/2023

MATERIAL DEVELOPMENTS

Other than as disclosed below, there have been no material developments since April 1, 2022 till the date of this Draft Prospectus and there have arisen no circumstances that materially or adversely affect the operations, or financial condition or profitability of the Company or the value of its assets or its ability to pay its liabilities within the next 12 months.

1. The Company has raised secured non-convertible debenture amounting to **₹8,658.20** Lakhs through private placement during April 1, 2022 – April 30, 2023.

2. The Company has raised Secured non-convertible debenture amounting to **₹ 8,148.00** Lakhs and Unsecured non convertible debenture amounting to Nil through public Issue during April 1, 2022 – April 30, 2023.

3. The Company during April 1, 2022 – April 30, 2023 redeemed secured privately placed non-convertible debenture amounting to **₹ 1,760.69 lakhs**.

4. The Company during April 1, 2022 – April 30, 2023 has repaid the following amount of loans tabulated below:

(In ₹ Lakhs)

Bank/ Financial Intistution	**Amount**
Vivriti Capital Private Ltd.	500.00
Lulu Financial Services (India) Pvt Ltd.	300.00
Northern Arc Capital Ltd	3,702.53
Hinduja Leyland Finance Ltd.	826.28
State Bank of India Ltd.	1480.67
Incred Financial Services Pvt Ltd.	90.94
Cholamandalam Investment and Finance Company Limited	202.27
Indian Bank Limited	533.54
Dhanlaxmi bank Ltd	400.00
STCI Finance Ltd	106.53
Total	**8,142.75**

5.The Company during April 1, 2022 – April 30, 2023 has availed new working capital facilities from the following Financial Institutions.

(In ₹ Lakhs)

Bank/ Financial Intistution	**Amount**
DCB Bank Limited	1,000.00
Cholamandalam Investments	750.00
Northern Arc Capital Ltd	1,500.00
Hinduja Leyland Finance Ltd.	2,300.00
State Bank of India Ltd.	7,000.00
STCI Finance Ltd	2,500.00
Total	**15,050.00**

FINANCIAL INDEBTEDNESS

The outstanding borrowings of our Company, on standalone basis as on March 31, 2023, are as follows:

(₹ in lakhs)

Sr. No.	Nature of Borrowings	Amount Outstanding	%
1	Secured borrowings	55,240.27	71.63
2	Unsecured borrowings	21,875.70	28.37
Total Borrowings		**77,115.97**	**100.00**

DETAILS OF BORROWINGS OF THE COMPANY, AS ON MARCH 31, 2023:

(a) Details of Secured Borrowings

Our Company's outstanding secured borrowings, amounts to ₹ 55,240.27 lakhs as on March 31, 2023 on standalone basis. The details of the borrowings are set out below:

1. Term Loans from Banks:

(₹ in lakhs)

Sr. No.	Lender's Name	Amount Sanctioned	Amount outstanding as on March 31, 2023#	Repayment schedule	Security
1.	State Bank Of India Term Loan Sanction Letter Dated 15-11-2021	3,500.00	2,297.59	15th of every month. Repayment schedule: FY 2022: Rs. 125.00 lakhs each Quarter FY 2023: Rs. 175.00 lakhs each quarter FY 2024: Rs. 200.00 lakhs each quarter FY 2025: Rs. 300.00 lakhs each quarter FY 2026: Rs. 300.00 lakhs each quarter; Prepayment penalty: 2% of the prepaid amount + GST	**1.** First charge over all movable assets and current assets, including book debts and receivables, cash and bank balances, loans and advances, both present and future, of the Company, on *pari passu* basis with the Secured Creditors including debenture trustees and other banks/FIs in the Multiple Banking Arrangement; 2. Personal Guarantee of Mr. Umesh Mohanan and Mr. Mohanan Gopalakrishnan; 3. Corporate Guarantee of M/s Indel Corporation Private Limited.
2.	State Bank Of India Term Loan Sanction Letter Dated 15-11-2021	4,000.00	3,354.89	22nd of every month. Repayment schedule: From May2022 to April 2023 175.00 lakhs each quarter From May2023 to April 2024 200.00 lakhs each quarter From May2024 to April 2025 250.00 lakhs each quarter From May2025 to July 2026 300.00 lakhs 5 instalments.	**1.** First charge over all movable assets and current assets, including book debts and receivables, cash and bank balances, loans and advances, both present and future, of the Company, on *pari passu* basis with the Secured Creditors including debenture trustees and other banks/FIs in the Multiple Banking Arrangement; 2. Personal Guarantee of Mr. Umesh Mohanan and Mr. Mohanan Gopalakrishnan; 3. Corporate Guarantee of M/s Indel Corporation Private Limited.
3.	IDFC Bank (Capital First Ltd) Term Loan Sanction	3,000.00	3,000.00	1st of every month. Repayment schedule: Principal shall be repayable on 1st day of	1. Hypothecation by way of first exclusive charge (floating) over loan receivables and book debts of the Borrower to provide security cover of 1.1 times on

Sr. No.	Lender's Name	Amount Sanctioned	Amount outstanding as on March 31, 2023#	Repayment schedule	Security
	Letter Dated 26-02-2018			109th month to 1st day of 120th month (12 equal monthly instalments) after an initial moratorium of 108 months.	Principal Outstanding. 2. Irrevocable Corporate Guarantee of Indel Corporation Pvt Ltd.
4.	State Bank Of India Term Loan Sanction Letter Dated 20-02-2023	7,000.00	6,990.00	15th of every month. Jan 23 to Jun 23 Moratorium Repayment schedule: FY 2024: Rs. 435*3 lakhs each Quarter FY 2025: Rs. 435*4 lakhs each quarter FY 2026: Rs. 435*4 lakhs each quarter FY 2027: Rs. 435*4 lakhs each quarter; FY 2028: Rs. 435*1 lakh each quarter Prepayment penalty: 2% of the prepaid amount + GST	**1.** First charge over all movable assets and current assets, including book debts and receivables, cash and bank balances, loans and advances, both present and future, of the Company, on *pari passu* basis with the Secured Creditors including debenture trustees and other banks/FIs in the Multiple Banking Arrangement; 2. Personal Guarantee of Mr. Umesh Mohanan and Mr. Mohanan Gopalakrishnan; 3. Corporate Guarantee of M/s Indel Corporation Private Limited.
5.	Dhanlaxmi Bank Limited Term Loan Sanction Letter Dated 10-09-2021	2,000.00	1,400.00	27th of every month. Repayment schedule Interest- To be serviced as and when debited, on a monthly basis during the whole tenor of loan. Principal- 20 Quarterly instalments of Rs.100.00 lakhs each.	**Primary Security** - Paripasu charge on entire receivables with a margin of 25% (excluding the specific charge of existing NCD holders). **Collateral:** EM of 21.30 cents of commercial land with about 14334 sq. ft. building (hotel building) located in Sy No.: 413/1 at nadama village, Kanayannur Taluk, Ernakulam district, owned by M/s M Star Heritage Hotels Pvt. Ltd., Vyttila. **Personal Guarantee:** Personal guarantee of Mr. Umesh Mohanan, Mr. Salil Venu, Mr. Gopalakrishnan and Mrs. UshadeviPathiyal. Corporate guarantee of Indel Corporation Private Limited and M Star Heritage Hotels Pvt Ltd.
6.	Indian Bank Term Loan Sanction Letter Dated 30-12-2021	1,500.00	1,009.53	15th of every month. Repayment schedule Interest- To be serviced as and when debited, on a monthly basis during the whole tenor of loan. Principal- 33 monthly instalments after a moratorium period of 3 months.	**Primary Security** - 1. Exclusive charge on entire receivables with a margin of 15% (excluding assets ineligible for bank finance, asset securitised & pertaining to group concerns) **Personal Guarantee:** Personal Guarantee of Mr. Umesh Mohanan and Mr. Mohanan Gopalakrishnan. Corporate

Sr. No.	Lender's Name	Amount Sanctioned	Amount outstanding as on March 31, 2023#	Repayment schedule	Security
					Guarantee of M/s Indel Corporation Private Limited.
	TOTAL		**18,052.01**		

The above-mentioned amounts are exclusive of the interest component as on that date.

2. Term Loans from Financial Institutions:

(₹ in lakhs)

Sr. No.	Lender's Name	Amount Sanctioned	Amount outstanding as on March 31, 2023#	Repayment schedule	Security
1.	Northern Arc Capital Limited Term Loan Sanction Letter Dated 03-10-2022	1,500.00	1,022.38	5th of every month Repayment Schedule: 12 repayments with no Principal Moratorium Prepayment Penalty: 2.00% of the amount prepaid by the Borrower	1. First and exclusive charge basis by way of hypothecation over the receivables under the loans constituting the Portfolio and any other asset, property or right that the Borrower acquires using the proceeds of the Facility and such other assets of the Borrower such that the Security Cover is met; 2. Guarantee of M/s Indel Corporation Private Limited, Mr. Umesh Mohanan and Mr. Gopalakrishnan Mohanan.
2.	Hinduja Leyland Finance Ltd Term Loan Sanction Letter Dated 16-03-2022	1,000.00	527.35	24th of every month Repayment schedule: Repayable in 24 equal monthly instalments, commencing 1 month from the date of disbursement. Prepayment Penalty: 2% on the outstanding value of the Facility.	Exclusive first charge (including Corporate Guarantee of Indel Corporation) (floating) on portfolio of receivables as acceptable to the lender, from time to time covering 1.1x of the principal at any point of time during the currency of the facility.
3.	Hinduja Leyland Finance Ltd Term Loan Sanction Letter Dated 10-01-2023	800.00	699.97	13th of every month Repayment schedule: Repayable in 15 equal monthly instalments, commencing 1 month from the date of disbursement. Prepayment Penalty: 2% on the outstanding value of the Facility.	Exclusive first charge (including Corporate Guarantee of Indel Corporation) (floating) on portfolio of receivables as acceptable to the lender, from time to time covering 1.1x of the principal at any point of time during the currency of the facility.
4.	Hinduja Leyland Finance Ltd Term Loan Sanction Letter Dated 27-03-2023	1,500.00	1,500.00	28th of every month Repayment schedule: Repayable in 18 equal monthly instalments, commencing 1 month from the date of disbursement. Prepayment Penalty: 2% on the outstanding value of the Facility.	Exclusive first charge (including Corporate Guarantee of Indel Corporation) (floating) on portfolio of receivables as acceptable to the lender, from time to time covering 1.1x of the principal at any point of time during the currency of the facility.

(₹ in lakhs)

Sr. No.	Lender's Name	Amount Sanctioned	Amount outstanding as on March 31, 2023#	Repayment schedule	Security
5.	Cholamandalam Investment And Finance Company Limited Term Loan Sanction Letter Dated 29-09-2022	750.00	577.48	1st of every month. The principal together with applicable interest rate repaid by way of equated 24 monthly instalments.	Exclusive Charge by way of Hypothecation of specific receivables(<=30 Days DPD with coverage of 1.10 times. PG of Mohanan Gopalakrishnan & Umesh Mohanan CG of holding company M/s Indel Corporation Pvt Ltd
6.	STCI Finance Limited Term Loan Sanction Letter Dated 17-03-2023	2,500.00	2,497.63	31st of every month The door to door tenor for the proposed facility is 24 months without moratorium. Loan repayable in 24 equal monthly instalments. Interest to be serviced separately on monthly basis on the First day of each month.	Hypothecation of Current assets However, book debts /receivable relating to Gold loans fulfilling following criteria, on a pari passu basis with other lenders will be considered for Calculating security cover: i) Arising out of Secured loans ii) Of principal dues standard Assets iii) With a coverage of 1.10 times the dues to STCI
	TOTAL		**6,824.81**		

The above-mentioned amounts are exclusive of the interest component as on that date.

3. Cash Credit / Working Capital Loans/ Working Capital Demand Loans/ Short Term Loans from Banks:

(₹ in lakhs)

Sr. No.	Lender's name	Amount Sanctioned	Amount outstanding as on March 31, 2023#	Repayment Schedule	Security
1.	South Indian Bank Limited Cash Credit Sanction Letter Dated 09-02-2022	750.00	536.30	Interest repayment to be done on monthly basis. Principal repayment to be done on demand.	**Primary Security** - Floating and 1st Paripasu charge on entire receivables with a margin of 25% (excluding the specific charge of existing NCD holders). **Personal Guarantee:** Personal guarantee of Mr. Umesh Mohanan and Mr. Salil Venu. Corporate guarantee of Indel Corporation Private Limited.
2.	Dhanlaxmi Bank Limited Cash Credit Sanction Letter Dated 19-09-2022	2,000.00	1,558.07	Interest repayment to be done on monthly basis. Principal repayment to be done on demand.	**Primary Security** - Floating and 1st Paripasu charge on entire receivables with a margin of 25% (excluding the specific charge of existing NCD holders). **Collateral:** EM of 21.30 cents of commercial land with about 14334 sq. ft. building (hotel building) located in Sy No.: 413/1 at nadama village, Kanayannur Taluk, Ernakulam district, owned by M/s M Star Heritage Hotels Pvt. Ltd., Vyttila. **Personal Guarantee:** Personal guarantee of Mr. Umesh Mohanan, Mr. Salil Venu, Mr. Gopalakrishnan and

Sr. No.	Lender's name	Amount Sanctioned	Amount outstanding as on March 31, 2023[#]	Repayment Schedule	Security
					Mrs. Ushadevi Pathiyal. Corporate guarantee of Indel Corporation Private Limited and M Star Heritage Hotels Pvt Ltd.
3.	Indian Bank Cash Credit Sanction Letter Dated 30-12-2021	1,000.00	941.15	Interest repayment to be done on monthly basis. Principal repayment to be done on demand.	**Primary Security** - 1. Exclusive charge on entire receivables with a margin of 15% (excluding assets ineligible for bank finance, asset securitised & pertaining to group concerns) **Personal Guarantee:** Personal Guarantee of Mr. Umesh Mohanan and Mr. Mohanan Gopalakrishnan. Corporate Guarantee of M/s Indel Corporation Private Limited.
4.	DCB Bank Limited WCDL Sanction Letter dated-21-0-2022	1,000.00	999.72	Interest repayment to be done on monthly basis. Principal repayment to be done on demand.	**Primary Security-** Exclusive Charge on specific non-delinquent receivables/book debts other than those specifically charged to other lenders covering 1.25 times of our exposure at all times. **Personal/Corporate Guarantee-** Personal Guarantee of Mr. Mohanan Gopalakrishnan & Umesh Mohanan Corporate Guarantee of Indel Corporation Pvt Ltd.
	TOTAL		**4,035.24**		

[#] *The above-mentioned amounts are exclusive of the interest component as on that date.*

4. Private Placement of secured redeemable non-convertible debentures, as on March 31, 2023

The Company has issued, on private placement basis, secured redeemable non-convertible debentures under various series of which ₹13,423.46 lakhs was cumulatively outstanding as on March 31, 2023, the details of which are set out below:

Debenture Series	Date of Allotment	Coupon (%)	Principal Outstanding Amount (₹ in lakhs)	Tenure	Redemption Date	Security	Credit Rating
XXII	31-01-2017	12.25	5.00	72 Months	31-01-2023	Book Debt	NA
XXVII	07-04-2017	12.25	64.00	72 Months	07-04-2023	Book Debt	NA
XXVIII	28-04-2017	12.25	10.00	72 Months	28-04-2023	Book Debt	NA
XXIX	08-05-2017	12.25	4.00	72 Months	08-05-2023	Book Debt	NA
XXX	31-05-2017	12.25	33.00	72 Months	31-05-2023	Book Debt	NA
XXXII	30-06-2017	12.25	16.00	72 Months	30-06-2023	Book Debt	NA
XXXIII	15-07-2017	12.25	2.00	72 Months	15-07-2023	Book Debt	NA
XXXVII	12-09-2017	11.5	8.00	72 Months	12-09-2023	Book Debt	NA
LII	30-04-2018	11.25	16.00	11 Months	03-04-2023	Book Debt	NA
LIII	15-05-2018	10.75	8.00	11 Months	18-04-2023	Book Debt	NA
LIV	31-05-2018	11.25	2.00	11 Months	03-05-2023	Book Debt	NA
LVI	02-07-2018	10.75	3.00	11 Months	05-06-2023	Book Debt	NA
LIX	31-08-2018	11.5	15.00	60 Months	31-08-2023	Book Debt	NA
LXV	05-12-2018	11	15.00	11 Months	08-11-2023	Book Debt	NA

Debenture Series	Date of Allotment	Coupon (%)	Principal Outstanding Amount (₹ in lakhs)	Tenure	Redemption Date	Security	Credit Rating
LXVI	14-12-2018	10	5.00	366 Days	16-12-2020	Book Debt	NA
LXVI	14-12-2018	11	5.00	60 Months	14-12-2023	Book Debt	NA
LXVII	28-12-2018	11	10.00	11 Months	30-11-2023	Book Debt	NA
LXVII	28-12-2018	11.25	5.00	60 Months	28-12-2023	Book Debt	NA
LXVIII	14-01-2019	11	10.00	11 Months	17-12-2023	Book Debt	NA
LXVIII	14-01-2019	11	10.00	23 Months	15-12-2023	Book Debt	NA
LXIX	30-01-2019	11	7.00	11 Months	02-01-2024	Book Debt	NA
LXIX	30-01-2019	11.25	40.00	23 Months	31-12-2023	Book Debt	NA
LXIX	30-01-2019	11.25	12.00	60 Months	30-01-2024	Book Debt	NA
LXIX	30-01-2019	11.5	5.00	60 Months	30-01-2024	Book Debt	NA
LXX	12-02-2019	11	10.00	11 Months	15-01-2024	Book Debt	NA
LXX	12-02-2019	11.5	7.00	60 Months	12-02-2024	Book Debt	NA
LXXI	28-02-2019	10	5.00	11 Months	07-02-2024	Book Debt	NA
LXXIII	30-03-2019	10	2.50	366 Days	05-04-2023	Book Debt	NA
LXXIII	30-03-2019	11	3.00	366 Days	01-04-2023	Book Debt	NA
LXXIII	30-03-2019	11.25	5.00	366 Days	01-04-2023	Book Debt	NA
LXXIV	29-04-2019	10	5.00	24 Months	30-04-2023	Book Debt	NA
LXXV	24-05-2019	10	6.00	24 Months	25-05-2023	Book Debt	NA
LXXV	24-05-2019	11	5.20	60 Months	24-05-2024	Book Debt	NA
LXXV	24-05-2019	11.25	5.00	60 Months	24-05-2024	Book Debt	NA
LXXVI	19-06-2019	11	2.00	366 Days	21-06-2023	Book Debt	NA
LXXVI	19-06-2019	11	5.00	60 Months	19-06-2024	Book Debt	NA
LXXVI	19-06-2019	11.5	7.00	60 Months	19-06-2024	Book Debt	NA
LXXVII	02-07-2019	11	5.00	366 Days	08-07-2023	Book Debt	NA
LXXVII	02-07-2019	11.5	38.00	24 Months	03-07-2023	Book Debt	NA
LXXVII	02-07-2019	11.5	3.00	366 Days	06-07-2023	Book Debt	NA
LXXVII	02-07-2019	12	13.00	72 Months	02-07-2025	Book Debt	NA
LXXVIII	19-07-2019	11	7.50	366 Days	25-07-2023	Book Debt	NA
LXXVIII	19-07-2019	11.5	6.50	24 Months	20-07-2023	Book Debt	NA
LXXVIII	19-07-2019	11.5	10.00	366 Days	23-07-2023	Book Debt	NA
LXXVIII	19-07-2019	11.75	17.00	60 Months	19-07-2024	Book Debt	NA
LXXIX	29-07-2019	11	5.00	366 Days	04-08-2023	Book Debt	NA
LXXIX	29-07-2019	11.5	10.00	24 Months	30-07-2023	Book Debt	NA
LXXIX	29-07-2019	11.5	7.00	366 Days	02-08-2023	Book Debt	NA
LXXIX	29-07-2019	11.75	5.00	60 Months	29-07-2024	Book Debt	NA
LXXX	06-08-2019	11	7.00	366 Days	12-08-2023	Book Debt	NA
LXXX	06-08-2019	11.5	10.00	366 Days	10-08-2023	Book Debt	NA
LXXXI	30-08-2019	11.5	21.50	24 Months	31-08-2023	Book Debt	NA
LXXXI	30-08-2019	11.75	7.00	60 Months	30-08-2024	Book Debt	NA
LXXXI	30-08-2019	12	5.00	72 Months	30-08-2025	Book Debt	NA
LXXXII	05-09-2019	11.5	0.65	24 Months	06-09-2023	Book Debt	NA
LXXXII	05-09-2019	11.5	3.00	366 Days	09-09-2023	Book Debt	NA
LXXXIII	16-09-2019	11.5	0.50	24 Months	17-09-2023	Book Debt	NA
LXXXIII	16-09-2019	11.75	5.00	60 Months	16-09-2024	Book Debt	NA
LXXXIV	28-09-2019	12	5.00	72 Months	28-09-2025	Book Debt	NA
LXXXV	11-10-2019	11	5.00	24 Months	14-10-2023	Book Debt	NA
LXXXV	11-10-2019	11.75	1.00	60 Months	11-10-2024	Book Debt	NA
LXXXVI	24-10-2019	11	5.00	24 Months	27-10-2023	Book Debt	NA
LXXXVI	24-10-2019	11	25.00	366 Days	30-10-2023	Book Debt	NA
LXXXVII	21-11-2019	11	17.50	24 Months	24-11-2023	Book Debt	NA
LXXXVII	21-11-2019	11	22.00	366 Days	27-11-2023	Book Debt	NA
LXXXVII	21-11-2019	11.25	2.00	24 Months	22-11-2023	Book Debt	NA
LXXXVII	21-11-2019	16	1.00	366 Days	27-11-2023	Book Debt	NA
LXXXVIII	16-12-2019	11	3.00	11 Months	21-11-2023	Book Debt	NA

Debenture Series	Date of Allotment	Coupon (%)	Principal Outstanding Amount (₹ in lakhs)	Tenure	Redemption Date	Security	Credit Rating
LXXXVIII	16-12-2019	11	5.00	24 Months	19-12-2023	Book Debt	NA
LXXXVIII	16-12-2019	11	13.75	366 Days	22-12-2023	Book Debt	NA
LXXXVIII	16-12-2019	11.5	0.60	366 Days	18-12-2023	Book Debt	NA
LXXXIX	31-12-2019	11	6.00	11 Months	05-12-2023	Book Debt	NA
LXXXIX	31-12-2019	11	1.00	366 Days	06-01-2024	Book Debt	NA
LXXXIX	31-12-2019	11.75	10.00	60 Months	31-12-2024	Book Debt	NA
XC	15-01-2020	11	1.25	366 Days	21-01-2024	Book Debt	NA
XC	15-01-2020	11.5	0.70	366 Days	17-01-2024	Book Debt	NA
XC	15-01-2020	11.75	3.00	60 Months	15-01-2025	Book Debt	NA
XCI	23-01-2020	11	30.00	366 Days	23-01-2024	Book Debt	NA
XCII	28-02-2020	11	15.00	366 Days	05-03-2024	Book Debt	NA
XCII	28-02-2020	11.5	2.10	366 Days	01-03-2024	Book Debt	NA
XCII	28-02-2020	11.75	8.00	60 Months	28-02-2025	Book Debt	NA
XCII	28-02-2020	12	20.00	60 Months	28-02-2025	Book Debt	NA
XCIII	23-03-2020	11	9.15	366 Days	29-03-2024	Book Debt	NA
XCIII	23-03-2020	11.5	0.50	366 Days	24-03-2024	Book Debt	NA
XCIII	23-03-2020	11.75	5.00	60 Months	23-03-2025	Book Debt	NA
XCIII	23-03-2020	12	0.50	60 Months	23-03-2025	Book Debt	NA
XCIV	27-04-2020	11	11.00	36 Months	29-04-2024	Book Debt	NA
XCV	26-05-2020	11	2.00	24 Months	30-05-2024	Book Debt	NA
XCV	26-05-2020	11	31.00	366 Days	31-05-2023	Book Debt	NA
XCV	26-05-2020	11.25	5.00	24 Months	27-05-2024	Book Debt	NA
XCV	26-05-2020	11.25	5.00	24 Months	30-05-2024	Book Debt	NA
XCV	26-05-2020	11.5	3.00	60 Months	26-05-2023	Book Debt	NA
XCV	26-05-2020	11.75	3.00	60 Months	26-05-2025	Book Debt	NA
XCV	26-05-2020	12	25.00	60 Months	26-05-2025	Book Debt	NA
XCVI	10-06-2020	11	41.50	366 Days	15-06-2023	Book Debt	NA
XCVI	10-06-2020	11.5	0.75	60 Months	10-06-2023	Book Debt	NA
XCVI	10-06-2020	11.75	22.00	60 Months	10-06-2023	Book Debt	NA
XCVI	10-06-2020	11.75	12.00	60 Months	10-06-2025	Book Debt	NA
XCVI	10-06-2020	12	21.00	60 Months	10-06-2025	Book Debt	NA
XCVII	30-06-2020	10.5	0.25	366 Days	05-07-2023	Book Debt	NA
XCVII	30-06-2020	11.5	15.85	60 Months	30-06-2025	Book Debt	NA
XCVIII	17-07-2020	10.5	11.00	366 Days	22-07-2023	Book Debt	NA
XCVIII	17-07-2020	10.75	5.00	366 Days	22-07-2023	Book Debt	NA
XCVIII	17-07-2020	11	0.80	60 Months	17-07-2023	Book Debt	NA
XCVIII	17-07-2020	11.5	6.00	60 Months	17-07-2025	Book Debt	NA
XCIX	30-07-2020	10.75	3.00	366 Days	04-08-2023	Book Debt	NA
XCIX	30-07-2020	11	10.00	60 Months	30-07-2023	Book Debt	NA
XCIX	30-07-2020	11.5	7.00	60 Months	30-07-2025	Book Debt	NA
C	19-08-2020	10.5	12.75	366 Days	24-08-2023	Book Debt	NA
C	19-08-2020	11	0.60	60 Months	19-08-2023	Book Debt	NA
C	19-08-2020	11.5	6.25	60 Months	19-08-2025	Book Debt	NA
C	19-08-2020	13	20.00	366 Days	24-08-2023	Book Debt	NA
CI	27-08-2020	10.5	2.00	366 Days	01-09-2023	Book Debt	NA
CI	27-08-2020	11	7.00	60 Months	27-08-2023	Book Debt	NA
CI	27-08-2020	11.5	10.00	60 Months	27-08-2023	Book Debt	NA
CI	27-08-2020	11.5	10.00	60 Months	27-08-2025	Book Debt	NA
CI	27-08-2020	12.5	75.00	60 Months	27-08-2025	Book Debt	NA
CI	27-08-2020	13	50.00	366 Days	01-09-2023	Book Debt	NA
CII	09-09-2020	10.5	1.00	366 Days	14-09-2023	Book Debt	NA
CII	09-09-2020	11	2.00	60 Months	09-09-2023	Book Debt	NA
CII	09-09-2020	11.5	7.00	60 Months	09-09-2023	Book Debt	NA
CII	09-09-2020	11.5	10.44	60 Months	09-09-2025	Book Debt	NA

Debenture Series	Date of Allotment	Coupon (%)	Principal Outstanding Amount (₹ in lakhs)	Tenure	Redemption Date	Security	Credit Rating
CIII	29-09-2020	11	4.50	60 Months	29-09-2023	Book Debt	NA
CIV	13-10-2020	10.5	3.00	366 Days	18-10-2023	Book Debt	NA
CIV	13-10-2020	11	7.80	60 Months	13-10-2023	Book Debt	NA
CIV	13-10-2020	11.25	7.00	366 Days	18-10-2023	Book Debt	NA
CV	28-10-2020	10.5	10.00	24 Months	30-10-2023	Book Debt	NA
CV	28-10-2020	10.5	13.00	366 Days	02-11-2023	Book Debt	NA
CV	28-10-2020	10.75	18.00	366 Days	02-11-2023	Book Debt	NA
CV	28-10-2020	11	10.51	60 Months	28-10-2023	Book Debt	NA
CV	28-10-2020	11.5	10.00	60 Months	28-10-2025	Book Debt	NA
CVI	20-11-2020	10.5	7.00	366 Days	25-11-2023	Book Debt	NA
CVI	20-11-2020	10.75	5.25	24 Months	22-11-2023	Book Debt	NA
CVI	20-11-2020	11	25.00	60 Months	20-11-2023	Book Debt	NA
CVI	20-11-2020	11.25	4.00	60 Months	20-11-2023	Book Debt	NA
CVI	20-11-2020	11.5	30.00	60 Months	20-11-2025	Book Debt	NA
CVII	07-12-2020	10.5	18.00	366 Days	12-12-2023	Book Debt	NA
CVII	07-12-2020	10.75	15.00	366 Days	12-12-2023	Book Debt	NA
CVII	07-12-2020	11	10.00	60 Months	07-12-2023	Book Debt	NA
CVII	07-12-2020	11.5	10.00	60 Months	07-12-2025	Book Debt	NA
CVIII	21-12-2020	10.5	8.00	24 Months	25-12-2024	Book Debt	NA
CVIII	21-12-2020	10.5	9.00	366 Days	26-12-2023	Book Debt	NA
CVIII	21-12-2020	10.75	2.00	24 Months	23-12-2023	Book Debt	NA
CVIII	21-12-2020	11	30.50	60 Months	21-12-2023	Book Debt	NA
CVIII	21-12-2020	11.5	0.50	60 Months	21-12-2025	Book Debt	NA
CIX	12-01-2021	10.75	3.01	24 Months	14-01-2024	Book Debt	NA
CIX	12-01-2021	10.75	7.00	366 Days	17-01-2024	Book Debt	NA
CIX	12-01-2021	11	20.05	60 Months	12-01-2024	Book Debt	NA
CIX	12-01-2021	11.25	19.00	60 Months	12-01-2024	Book Debt	NA
CIX	12-01-2021	11.5	2.00	60 Months	12-01-2024	Book Debt	NA
CIX	12-01-2021	11.5	31.00	60 Months	12-01-2026	Book Debt	NA
CX	02-02-2021	10.5	6.00	366 Days	07-02-2024	Book Debt	NA
CX	02-02-2021	10.75	5.00	366 Days	07-02-2024	Book Debt	NA
CX	02-02-2021	11	38.90	60 Months	02-02-2024	Book Debt	NA
CX	02-02-2021	11.25	2.00	366 Days	07-02-2024	Book Debt	NA
CX	02-02-2021	11.5	2.00	60 Months	02-02-2026	Book Debt	NA
CXI	24-02-2021	10.75	2.00	366 Days	29-02-2024	Book Debt	NA
CXI	24-02-2021	11	19.00	60 Months	24-02-2024	Book Debt	NA
CXI	24-02-2021	11.5	10.00	60 Months	24-02-2024	Book Debt	NA
CXI	24-02-2021	11.5	1.00	60 Months	24-02-2026	Book Debt	NA
CXI	24-02-2021	12	20.00	60 Months	24-02-2024	Book Debt	NA
CXII	11-03-2021	10.5	30.00	366 Days	15-03-2024	Book Debt	NA
CXII	11-03-2021	11	5.00	60 Months	11-03-2024	Book Debt	NA
CXII	11-03-2021	11.5	2.00	60 Months	11-03-2026	Book Debt	NA
CXIII	26-03-2021	10.75	6.50	366 Days	30-03-2024	Book Debt	NA
CXIII	26-03-2021	11	9.50	60 Months	26-03-2024	Book Debt	NA
CXIII	26-03-2021	11.5	20.00	60 Months	26-03-2026	Book Debt	NA
CXIV	15-04-2021	10.5	29.00	366 Days	18-04-2023	Book Debt	NA
CXIV	15-04-2021	10.75	5.00	24 Months	17-04-2024	Book Debt	NA
CXIV	15-04-2021	10.75	21.50	366 Days	18-04-2023	Book Debt	NA
CXIV	15-04-2021	11	6.00	60 Months	15-04-2024	Book Debt	NA
CXIV	15-04-2021	11.5	37.00	60 Months	15-04-2024	Book Debt	NA
CXIV	15-04-2021	11.5	2.00	60 Months	15-04-2026	Book Debt	NA
CXIV	15-04-2021	13	55.00	366 Days	18-04-2023	Book Debt	NA
CXV	29-04-2021	10.5	20.00	366 Days	02-05-2023	Book Debt	NA
CXV	29-04-2021	10.75	33.50	366 Days	02-05-2023	Book Debt	NA

Debenture Series	Date of Allotment	Coupon (%)	Principal Outstanding Amount (₹ in lakhs)	Tenure	Redemption Date	Security	Credit Rating
CXV	29-04-2021	11	10.00	60 Months	29-04-2024	Book Debt	NA
CXV	29-04-2021	11.25	1.00	366 Days	02-05-2023	Book Debt	NA
CXV	29-04-2021	11.5	28.00	60 Months	29-04-2026	Book Debt	NA
CXVI	14-05-2021	10.5	5.00	366 Days	17-05-2023	Book Debt	NA
CXVI	14-05-2021	10.5	10.00	60 Months	14-05-2024	Book Debt	NA
CXVI	14-05-2021	10.65	20.00	366 Days	17-05-2023	Book Debt	NA
CXVI	14-05-2021	10.75	10.00	24 Months	16-05-2024	Book Debt	NA
CXVI	14-05-2021	10.75	10.00	366 Days	17-05-2023	Book Debt	NA
CXVI	14-05-2021	11.25	10.00	60 Months	14-05-2026	Book Debt	NA
CXVI	14-05-2021	11.5	25.00	60 Months	14-05-2026	Book Debt	NA
CXVI	14-05-2021	13	5.00	366 Days	17-05-2023	Book Debt	NA
CXVII	01-06-2021	9.5	10.00	366 Days	04-06-2023	Book Debt	NA
CXVII	01-06-2021	10.25	6.00	60 Months	01-06-2024	Book Debt	NA
CXVII	01-06-2021	11.5	15.00	60 Months	01-06-2024	Book Debt	NA
CXVII	01-06-2021	13	10.00	366 Days	04-06-2023	Book Debt	NA
CXVIII	22-06-2021	9	20.00	366 Days	25-06-2023	Book Debt	NA
CXVIII	22-06-2021	9.5	10.00	366 Days	25-06-2023	Book Debt	NA
CXVIII	22-06-2021	10.25	13.75	60 Months	22-06-2024	Book Debt	NA
CXVIII	22-06-2021	10.5	5.00	60 Months	22-06-2024	Book Debt	NA
INST_01	28-06-2021	14.78	1200.00	60 Months	28-06-2024	Book Debt	CRISIL BBB/Stable
CXX	07-07-2021	10.25	5.00	60 Months	07-07-2024	Book Debt	NA
CXX	07-07-2021	10.5	5.00	60 Months	07-07-2024	Book Debt	NA
CXX	07-07-2021	11	10.00	60 Months	07-07-2026	Book Debt	NA
CXX	07-07-2021	11.25	5.00	60 Months	07-07-2026	Book Debt	NA
CXXI	15-07-2021	9.5	6.50	366 Days	18-07-2023	Book Debt	NA
CXXI	15-07-2021	10.5	5.00	60 Months	15-07-2026	Book Debt	NA
CXXII	03-11-2021	10.5	132.00	60 Months	03-05-2023	Book Debt	NA
CXXIII	15-11-2021	10.5	84.00	60 Months	15-05-2023	Book Debt	NA
CXXIII	15-11-2021	10.5	0.50	60 Months	25-05-2023	Book Debt	NA
CXXIII	15-11-2021	10.75	9.50	60 Months	15-11-2024	Book Debt	NA
CXXIII	15-11-2021	11	5.00	60 Months	15-05-2026	Book Debt	NA
CXXIV	22-11-2021	10.5	125.45	60 Months	22-05-2023	Book Debt	NA
CXXIV	22-11-2021	10.82	5.00	60 Months	22-11-2024	Book Debt	NA
CXXV	02-12-2021	10.5	103.50	60 Months	02-06-2023	Book Debt	NA
CXXV	02-12-2021	10.72	20.00	60 Months	02-06-2023	Book Debt	NA
CXXV	02-12-2021	10.82	8.00	60 Months	02-12-2024	Book Debt	NA
CXXV	02-12-2021	11	27.50	60 Months	02-06-2026	Book Debt	NA
CXXV	02-12-2021	11.5	40.00	60 Months	02-06-2026	Book Debt	NA
CXXVI	09-12-2021	10.5	84.20	60 Months	09-06-2023	Book Debt	NA
CXXVI	09-12-2021	10.72	1.80	60 Months	09-06-2023	Book Debt	NA
CXXVI	09-12-2021	10.75	17.00	60 Months	09-12-2024	Book Debt	NA
CXXVII	16-12-2021	10.5	107.00	60 Months	16-06-2023	Book Debt	NA
CXXVIII	28-12-2021	10.5	113.00	60 Months	28-06-2023	Book Debt	NA
CXXVIII	28-12-2021	10.72	8.50	60 Months	28-06-2023	Book Debt	NA
CXXVIII	28-12-2021	10.75	10.00	60 Months	28-12-2024	Book Debt	NA
CXXVIII	28-12-2021	10.82	10.00	60 Months	28-12-2024	Book Debt	NA
CXXVIII	28-12-2021	11	20.00	60 Months	28-06-2026	Book Debt	NA
CXXVIII	28-12-2021	12	3.00	61 Months	28-01-2027	Book Debt	NA
CXXIX	04-01-2022	10.5	158.00	60 Months	04-07-2023	Book Debt	NA
CXXIX	04-01-2022	10.72	10.00	60 Months	04-07-2023	Book Debt	NA
CXXIX	04-01-2022	11	15.00	60 Months	04-07-2026	Book Debt	NA
CXXIX	04-01-2022	11.5	9.00	60 Months	04-08-2026	Book Debt	NA

Debenture Series	Date of Allotment	Coupon (%)	Principal Outstanding Amount (₹ in lakhs)	Tenure	Redemption Date	Security	Credit Rating
CXXX	11-01-2022	10.5	50.00	60 Months	11-07-2023	Book Debt	NA
CXXXI	29-01-2022	10.5	87.40	60 Months	29-07-2023	Book Debt	NA
CXXXI	29-01-2022	11	14.00	60 Months	29-07-2026	Book Debt	NA
CXXXI	29-01-2022	12	16.00	61 Months	28-02-2027	Book Debt	NA
CXXXII	10-02-2022	10.5	71.60	60 Months	10-08-2023	Book Debt	NA
CXXXIII	26-02-2022	10	32.00	60 Months	26-08-2023	Book Debt	NA
CXXXIV	19-03-2022	10	30.95	60 Months	19-09-2023	Book Debt	NA
CXXXIV	19-03-2022	10.5	20.00	60 Months	19-03-2024	Book Debt	NA
CXXXIV	19-03-2022	11	12.00	60 Months	19-10-2026	Book Debt	NA
CXXXV	31-03-2022	10	13.50	60 Months	30-09-2023	Book Debt	NA
CXXXVI	30-04-2022	10	26.25	60 Months	31-10-2023	Book Debt	NA
CXXXVI	30-04-2022	11	15.00	60 Months	30-04-2027	Book Debt	NA
CXXXVII	24-05-2022	10	5.00	60 Months	24-11-2023	Book Debt	NA
Cred1	15-06-2022	8.19	1500.00	366 Days	16-06-2023	Book Debt	NA
Cred2	22-06-2022	8.19	1500.00	366 Days	23-06-2023	Book Debt	NA
CXXXVIII	30-07-2022	9	4.00	60 Months	31-07-2023	Book Debt	NA
CXXXVIII	30-07-2022	10	6.00	60 Months	30-01-2024	Book Debt	NA
CXXXVIII	30-07-2022	10.55	5.00	60 Months	30-07-2024	Book Debt	NA
CXXXIX	18-08-2022	9	35.00	60 Months	19-08-2023	Book Debt	NA
CXXXIX	18-08-2022	10.55	56.00	60 Months	18-08-2024	Book Debt	NA
CXXXIX	18-08-2022	11	14.50	60 Months	18-08-2027	Book Debt	NA
Trance1	01-09-2022	8.51	2500.00	60 Months	01-01-2024	Book Debt	NA
Trance2	01-09-2022	8.74	2500.00	60 Months	01-03-2024	Book Debt	NA
CXL	27-09-2022	10.55	25.80	60 Months	27-09-2024	Book Debt	NA
CXLI	27-10-2022	9.25	18.20	60 Months	28-10-2023	Book Debt	NA
CXLI	27-10-2022	10	11.00	60 Months	27-04-2024	Book Debt	NA
CXLI	27-10-2022	10.55	31.00	60 Months	27-10-2024	Book Debt	NA
CXLI	27-10-2022	11	2.00	60 Months	27-10-2027	Book Debt	NA
CXLII	03-12-2022	10	40.00	60 Months	03-06-2024	Book Debt	NA
CXLII	03-12-2022	10.55	64.70	60 Months	03-12-2024	Book Debt	NA
CXLII	03-12-2022	11	15.00	60 Months	03-12-2027	Book Debt	NA
CXLIII	17-01-2023	9	1.00	60 Months	18-01-2024	Book Debt	NA
CXLIII	17-01-2023	10.55	12.00	60 Months	17-01-2025	Book Debt	NA
CXLIII	17-01-2023	11	5.00	60 Months	17-01-2028	Book Debt	NA
CXLIV	24-02-2023	9	1.00	60 Months	25-02-2024	Book Debt	NA
CXLIV	24-02-2023	10	31.00	60 Months	24-08-2024	Book Debt	NA
CXLIV	24-02-2023	10.55	42.00	60 Months	24-02-2025	Book Debt	NA
CXLV	31-03-2023	9	12.00	60 Months	31-03-2024	Book Debt	NA
CXLV	31-03-2023	10	10.00	60 Months	30-09-2024	Book Debt	NA
CXLV	31-03-2023	10.55	14.75	60 Months	31-03-2025	Book Debt	NA
CXLV	31-03-2023	11	20.00	60 Months	31-03-2028	Book Debt	NA
Total			**13,423.46**				

5. Public Issue of secured redeemable non-convertible debentures as on March 31, 2023

The Company has issued secured, redeemable, non-convertible debentures of face value of ₹ 1,000 each through public issue, of which ₹12,904.75 lakhs was cumulatively outstanding as on March 31, 2023, the details of which are set out below:

Date of Allotment	ISIN	Tenor/ Period of Maturity	Coupon (per annum)	Credit Rating	No. of NCD holders as on March 31, 2023	Amount outstanding as on March 31, 2023 (₹in lakhs)	Redemption / Maturity Date
25-10-2021	INE0BUS07049	18 Months – Monthly	10.50%	‘CRISIL BBB+/Stable’	924	2129.48	24-04-2023
	INE0BUS07056	18 Months – Cumulative	10.72%		611	1092.59	24-04-2023
	INE0BUS07064	36 Months – Monthly	10.75%		293	573.28	24-10-2024
	INE0BUS07072	36 Months – Annual	10.75%		67	90.57	24-10-2024
	INE0BUS07080	36 Months – Cumulative	10.82%		136	238.68	24-10-2024
	INE0BUS07098	54 Months – Monthly	11.00%		280	631.83	24-04-2026
28-06-2022	INE0BUS07502	366 Days – Monthly	9.00%	‘CRISIL BBB+/Stable’	310	433.20	28-06-2023
	INE0BUS07528	366 Days – Cumulative	9.00%		216	201.45	28-06-2023
	INE0BUS07510	18 Months – Monthly	9.50%		137	138.28	27-12-2023
	INE0BUS07536	18 Months – Cumulative	9.75%		91	148.31	27-12-2023
	INE0BUS07544	24 Months – Monthly	10.55%		1,134	3332.33	27-06-2024
	INE0BUS07551	24 Months – Cumulative	10.75%		487	1104.33	27-06-2024
	INE0BUS07569	61 Months – Monthly	11.00%		631	2101.24	27-07-2027
	INE0BUS07577	77 Months – Doubling	11.50%		272	689.18	27-11-2028
Total					**5,589**	**12,904.75**	

(b) Details of Unsecured Borrowings:

Our Company’s outstanding unsecured borrowings, on standalone basis amount to ₹ 21,875.70 lakhs as on March 31, 2023. The details of the individual borrowings are set out below:

1. Subordinated Debts

The outstanding amount of privately placed subordinated debt was ₹ 17,816.40 lakhs as on March 31, 2023, the details of which are set forth below:

(*₹ in lakhs*)

Sr. No.	Series of NCD	Date of Allotment	Coupon Rate	Principal Amount Outstanding as on March 31, 2023 (₹ in lakhs)	Tenor (Months)	Redemption Date	Total Issue size (Principal Amount) (₹ in lakhs)	Credit Rating
1.	-	16-04-2016 to 31-03-2017	11.75% to 12.50%	4.35	60	01-09-2021 to 30-03-2022	4.35	-

Sr. No.	Series of NCD	Date of Allotment	Coupon Rate	Principal Amount Outstanding as on March 31, 2023 (₹ in lakhs)	Tenor (Months)	Redemption Date	Total Issue size (Principal Amount) (₹ in lakhs)	Credit Rating
2.	-	03-04-2017 to 31-03-2018	11.50% to 12.50%	41.00	60	02-04-2022 to 30-03-2023	41.00	-
3.	-	03-04-2018 to 30-03-2019	11.50% to 12.50%	1,520.25	60	02-04-2023 to 29-03-2024	1,520.25	-
4.	-	02-04-2019 to 30-03-2020	11.50% to 16.00%	4,192.50	60	01-04-2024 to 29-03-2025	4,192.50	-
5.	-	02-04-2020 to 30-03-2021	12.00% to 16.00%	4,792.85	60	01-04-2025 to 29-03-2026	4,792.85	-
6.	-	01-04-2021 to 30-03-2022	11.00% to 14.87%	5,744.20	60	31-03-2026 to 30-07-2026	5,744.20	-
7.	-	01-04-2022 to 30-03-2022	11.00% to 14.87%	1,521.25	60	31-03-2027 to 30-07-2027	1,521.25	-
	Total						**17,816.40**	

2. Private Placement of unsecured non-convertible debentures, as on March 31, 2023

The Company has not issued unsecured, redeemable non-convertible debentures on a private placement basis, as on March 31, 2023.

(a) Non-convertible debentures & Sub-ordinated debts that are matured but not redeemed

(₹ in lakhs)

Parameters	Principal Amount outstanding as on March 31, 2023
Privately placed secured redeemable NCD matured but not redeemed – Secured	10.00
Sub-ordinated debt matured but not redeemed – Unsecured	45.35
Total matured but not redeemed	**55.35**

(b) Public Issue of non-convertible debentures as on March 31, 2023

The Company has issued unsecured, redeemable, non-convertible debentures through public issue, of which ₹ 4,059.30 lakhs was cumulatively outstanding as on March 31, 2023, the details of which are set out below:

Date of Allotment	ISIN	Tenor/ Period of Maturity	Coupon (per annum)	Credit Rating	No. of NCD holders as on March 31, 2023	Amount outstanding as on March 31, 2023 (₹in lakhs)	Redemption / Maturity Date
25-10-2021	INE0BUS08013	61 Months - Monthly	12.00%	'CRISIL BBB/Stable'	822	2701.18	24-11-2026
	INE0BUS08021	61 Months - Annual	12.00%		77	83.93	24-11-2026
	INE0BUS08039	71 Months - Doubling	12.43%		467	1274.19	24-09-2027
Total					**1,366**	**4,059.30**	

(c) Perpetual Debt Instrument as on March 31, 2023:

The Company has not issued any perpetual debt instruments on a private placement basis as on March 31, 2023.

(d) Details of Commercial Paper:

There are no outstanding commercial papers issued by our Company._

(e) Details of Corporate Guarantees

As on March 31, 2023 our Company has not issued any corporate guarantees on behalf of any subsidiary, JV entity, group company, etc.

(f) Details of rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible debentures / Preference Shares) as on March 31, 2023:

The Company has not made any other borrowing including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares.

Restrictive Covenants under our Financing Arrangements

Many of the financing agreements include various restrictive conditions and covenants restricting certain corporate actions, and the Company is required to take the prior approval of the lender before carrying out such activities. For instance, the Company, *inter alia*, is required to obtain the prior written consent in the following instances:

i. to declare and/or pay dividend to any of its Shareholders whether equity or preference, during any financial year unless the Company has paid to the lender the dues payable by the Company in that year;

ii. to undertake or permit any merger, amalgamation or compromise with its Shareholders, creditors or effect any scheme of amalgamation or reconstruction or disposal of whole of the undertaking

iii. to create or permit any charges or lien, sell or dispose of any encumbered assets;

iv. to alter its capital structure, or otherwise acquire any share capital;

v. to effect a change of ownership or control, or management of the Company;

vi. to enter into long term contractual obligations directly affecting the financial position of the Company;

vii. to borrow or obtain credit facilities from any bank or financial institution;

viii. to undertake any guarantee obligations on behalf of any other company; and

ix. sell, assign, mortgage or otherwise dispose of any of the fixed assets charged to the banks.

As on the date of this Draft Prospectus, there has been no default in payment of principal or interest on any existing term loan, debt security issued by the Issuer and other financial indebtedness including corporate guarantee issued by the Issuer, in the past three years, except:

NIL

As on the date of this Draft Prospectus, there has been no default and non-payment of statutory dues, except:

NIL

Details of any outstanding borrowings taken/ debt securities issued where taken/ issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option:

NIL

Details of any loans from Directors and relatives of Directors:

The Company has not taken any loan from Director and Relatives of Directors.

Details of any inter corporate loans:

The Company has not taken any Inter Corporate Loans.

SECTION VI - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS

Except as stated in this section, there are no outstanding: (i) criminal proceedings; (ii) actions by statutory/regulatory authorities; (iii) claims for any indirect and direct tax liability; and (iv) other litigations which are identified as material in terms of the Materiality Threshold (as defined hereinafter below), each involving our Company, our Group Companies, Directors, Subsidiary Company or Promoter.

Our NCD Sub Committee of the Board, in its meeting held on April 19, 2023*, has adopted a threshold for the identification of material litigations ("**Materiality Threshold**"). As per the Materiality Threshold, other than for the purposes of (i) to (iii) above, all outstanding litigation, wherein:*

(a) the quantified monetary amount of claim by or against the relevant person in any such pending litigation proceeding is or is in excess of 5% of our Company's consolidated profit after tax as per our last audited consolidated financial statements, i.e., for Fiscal 2022, 5% of our Company's consolidated profit after tax amounts to ₹ 10.53 lakhs; or

(b) the outcome of such litigation proceeding may have a material adverse effect on the business, operations, prospects or reputation of the Company, has been considered as 'material litigation', and accordingly has been disclosed in this Draft Prospectus.

Further, except as mentioned in this section, there are no proceedings involving our Group Companies, which may have a material adverse effect on the position of our Company.

It is clarified that for the purposes of the above, pre-litigation notices received by our Company, Directors, Promoter, Subsidiary Company or Group Companies shall, unless otherwise decided by our Board of Directors, not be considered as litigation until such time that our Company or Directors or Promoter or Group Companies, as the case may be, is impleaded as a defendant in litigation proceedings before any judicial forum.

Further, except as stated in this section, there are no: (i) litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoter during the last three years immediately preceding the year of the issue of this Draft Prospectus and any direction issued by such Ministry or Department or statutory authority; (ii) pending litigation involving our Company, our Promoter, our Directors, Group Companies, Subsidiary Company or any other person, whose outcome could have material adverse effect on the position of our Company; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues, etc; (v) inquiries, inspections or investigations initiated or conducted against our Company and/ or our Subsidiary under the Companies Act or any previous companies law in the three years immediately preceding the year of this Draft Prospectus; (vi) prosecutions filed (whether pending or completed), fines imposed or compounding of offences done in the three years immediately preceding the year of this Draft Prospectus; and (vii) material frauds committed against our Company in the last three years.

Further from time to time, we have been and shall continue to be involved in legal proceedings filed by and/or against us, arising in the ordinary course of our business. We believe that the number of proceedings in which we are/were involved is not unusual for a company of our size doing business in India.

Unless stated to the contrary, the information provided below is as of the date of this Draft Prospectus.

All terms defined in a particular litigation disclosure below are for that particular litigation only.

1. **Material litigations and regulatory actions involving our Company**

(a) As on the date of this Draft Prospectus, following are material litigations in our Company:

(i) Civil Litigation

By our Company

Except as disclosed below there are no civil cases filed by our Company:

1. The Company ("**Claimant**") has made an arbitration claim against Rohith Jacob Kurian ("**Respondent No.1**") and Others ("**Other Respondents**") (collectively "**Respondents**") for recovery of INR 12,91,505. The Respondents availed a loan of ₹ 10,00,000/- from the Claimant after executing an agreement on October 17, 2018. The Other Respondents stood as co-borrowers to the loan transaction. But contrary to the terms and conditions of the agreement, the Respondents committed default in repaying the loan amount. Hence, invoking the clause contained in the loan agreement the Claimant appointed the sole arbitrator. The sole arbitrator awarded the claim as an arbitral award on June 4, 2021. The matter remains pending subject to the appeal before the Hon'ble High Court of Kerala by the parties in the abovesaid matter.

2. The Company ("**Claimant**") has made an arbitration claim against Edwin Jeyakumar ("**Respondent no.1**") and Others ("**Other Respondents**") (collectively "**Respondents**") for recovery of INR 15,68,671. The Respondents availed a loan of ₹ 12,50,000/- from the Claimant after executing an agreement on June 7, 2018. The Other Respondents stood as co-borrowers to the loan transaction. But contrary to the terms and conditions of the agreement, the Respondents committed default in repaying the loan amount. Hence, invoking the clause contained in the loan agreement the Claimant appointed the sole arbitrator. The sole arbitrator was alleged to be appointed without the consent of the Respondents and the arbitral award has been claimed to be against the statutory provisions and decision of the Apex Courts. The impugned arbitral award was challenged by Edwin Jeyakumar & Ors before the Hon'ble Commercial Court, Ernakulam on the file of OP (Arb) No. 91 /22 and the matter is now pending before the Hon'ble Court.

3. The Company ("**Petitioner**") has filed for the initiation of arbitration proceedings before the Hon'ble High Court of Kerala against Thankaraj and others ("**Respondents**") for a claim of INR 17,73,712. The arbitration request is pending before the Hon'ble High Court of Kerala. The Respondents, availed of a loan of ₹ 12,00,000/- (Rupees Twelve Lakhs only) offering their immoveable property as security, after entering into an agreement dated May 19, 2019 at Kaimanam Branch Office of the Company. The loan was sanctioned from the Petitioner, as part of the scheme of the Petitioner to render financial assistance to Micro, Small and Medium Enterprises. As per the loan agreement and loan sanction letter, the respondents are bound to repay the loan amount of ₹ 12,00,000/-(Rupees Twelve Lakhs Only) either on demand or within a period of 84 months, through Equated Monthly Instalments (EMI), subject to the condition to recall the loan, if default is committed, prior to the expiry of the loan period. Consequent to the default committed by the Respondents, the Petitioner caused to send a notice dated December 8 2021 to the Respondents, recalling the loan and directing them to pay of the entire loan liability within ten days and in case of their failure, to refer the dispute before a sole Arbitrator. The Respondents failed to comply with the same, hence this arbitration request petition no. 45/2023 was filed.

Against our Company

1. The plaintiff Francis Bastiyan, ("**Plaintiff**") has filed a civil suit against the Company ("**Respondent**"), before the Hon'ble City Civil Court at Chennai on the files of OS. No. 3246/2022. The Plaintiff has availed Rs.30,29,000/- by pledging gold ornaments vide gold loan accounts and has defaulted the monthly interest. In order to evade the payments with ulterior motives, the plaintiff alleged that the respondent is charging exorbitant interest rate and suppressed the material facts before the Hon'ble Court and filed a case not to auction the said gold ornaments. The case is dismissed by the Hon'ble City Civil Court at Chennai.

2. The plaintiff Kalagadandu Thanuja ("**Plaintiff**") has filed a suit before the Hon'ble Junior Civil Judge, Gajuwaka on the files of OS. 458/22 against our Company and Guntaboina Sri Devi ("**Respondents**"). The plaintiff and Guntaboina Sri Devi are sisters and having issues related to partition of the schedule property. Hence the plaint is filed seeking partition and separate possession of the schedule property by removing the tenant. It has also been prayed before the Hon'ble Junior Civil Judge, Gajuwaka to direct the defendants to clear off the arrears of ₹ 10,20,000/-. Further directed to pay an amount of ₹ 60,000/- per month for unauthorized use and occupation of the schedule property including the cost of the suit and also prayed for any other relief as may deem fit by the Hon'ble Court.

Criminal Cases

Except as disclosed below there are no criminal cases filed by our Company:

1. Our Company filed a criminal complaint (**"Complaint"**) on September 1, 2021 in Karimnagar II Town Police Station, Karimnagar, Telangana against Moluguri Kiran, Ashok, Sharath Kumar, Sandeep Reddy and Sathish (**"Accused"**) under Sections 420 of the Indian Penal Code, 1860 (**"IPC"**). The Accused cheated the Company by pledging spurious gold ornaments due to which the Company suffered a financial loss of ₹ 5,09,500. Pursuant to

the Complaint, a case bearing crime no. 333/21 (**"Case"**) was registered vide first information report no. 333 (**"FIR"**) dated September 1, 2021, under Section 420 of IPC. The Case is under investigation and is currently pending before the Judicial Magistrate of First Class (PCR) Special Mobile at Karimnagar.

2. Our Company filed a criminal complaint (**"Petition"**) on April 23, 2021 in Pudukkottai Town Police Station, Pudukkottai, Tamil Nadu against Sumathi, Marimuthu and Pavithra Jayanthi (**"Accused"**) for commission of alleged crime under Sections 420, 408, 120B, 419 read with Section 34 of the Indian Penal Code, 1860 (**"IPC"**). The Accused including both employees and customers of the Company cheated the Company by pledging stolen gold ornaments due to which the Company suffered a financial loss of ₹ 90,24,129. Parallelly, a case has been filed by HDB Financial Services Limited claiming possession of the stolen gold ornaments pledged with our Company. Subsequently, a claim petition has been filed by our Company claiming interim custody of the gold ornaments pledged with our Company before the Judicial Magistrate Court, Pudukkottai. The case filed by HDB Financial Services Limited and the claim petition filed by our Company are currently pending before the Judicial Magistrate Court, Pudukkottai.

3. Our Company filed a criminal petition / complaint (**"Petition"**) on February 25, 2021 in Melapalayam Police Station, C2, Tamil Nadu against A Helanraja, Venkatesh. B, Marliya, Paramanantham, Ganesan. K, and (**"Accused"**) under Sections 420, 408, 120B, 419 read with Section 34 of the Indian Penal Code, 1860 (**"IPC"**). The Accused including both employees and customers of the Company cheated the Company by pledging spurious gold ornaments due to which the Company suffered a financial loss of ₹ 16,39,850. Pursuant to the Petition case bearing Crime No. 141/21 (**"Case"**) was registered vide First Information Report No. 141 (**"FIR"**) dated March 5, 2021, under Section 402, 408 of IPC against A Helanraja, Venkatesh. B, Marliya, Paramanantham, Ganesan. K. The Case is under investigation and is currently pending before the Principal District Court, Tirunelveli

4. Our Company filed a criminal petition / complaint (**"Petition"**) on March 24, 2021 in the Kuniamuthur Police Station, Tamil Nadu against Nithyanandham, Vigneswaran and Ramya (**"Accused"**) under Section 419, 420, 477A and Section 120B of the Indian Penal Code, 1860 (**"IPC"**). The Accused pledged spurious gold ornaments and stole the amount due to which the Company suffered a financial loss of ₹ 6,33,300. Pursuant to the Petition, case bearing Crime No. 224/21 (**"Case"**) was registered vide First Information Report No. 224 (**"FIR"**) dated March 24, 2021 under section 419 read with sections 420, 477A and 120B of IPC. The Case is under investigation and is currently pending before the Judicial Magistrate No. VII, Coimbatore.

5. The Company filed a Police complaint ("**Petition**") dated November 18, 2020 in the Hosadurga Police Station, Chitradurga District, Karnataka against Shankra, Thimmaiah, Nagarajappa, Santhosha and Shilpa ("**Accused**") under Section 419,420, 477A, 120B read with section 34 of the Indian Penal Code, 1860 ("**IPC**"). The Accused customers pledged theft gold ornaments in Hosadurga Branch of the Company and availed gold loan. Later police seized the said gold ornaments in connection with another crime. Pursuant to the Petition, case bearing Crime No. 386/2020 ("**Case**") was registered vide First Information Report No. 386/2020 ("**FIR**") in the Hosadurga Police Station dated November 18, 2020 under Section 419, 420, 120B read with 34 of IPC. The Case is under investigation and is currently pending before the Judicial First Class Magistrate Court, Hosadurga.

6. The Company filed a criminal petition / complaint (**"Petition"**) on November 2, 2020, in the KR Nagar Police Station against Manu S. (**"Accused"**) under Section 420 of the Indian Penal Code, 1860 (**"IPC"**). The Accused cheated the Company by pledging stolen gold ornaments as security for gold loan due to which the Company suffered a financial loss of ₹ 3,94,224. Pursuant to the Petition, case bearing Crime No. 343/2020 (**"Case"**) was registered vide First Information Report No. 343/2020 (**"FIR"**) dated November 2, 2020 under Section 420 of IPC. The Case is under investigation and is currently pending before the CJM Court, KR Nagar, Mysore district.

7. The Company filed a criminal petition / complaint (**"Petition"**) on August 18, 2020 in the JJ Nagar Police Station, Mogappair, Chennai against Chandrasekaran M., Jibin George M, Ezhilarasan S., Saravanan. T. and Charles Prabhakaran (**"Accused"**) under Section 420, 408, 465, 468, 471, 477A, 120(b) 419 read with Section 34 of the Indian Penal Code, 1860 (**"IPC"**). The Accused cheated the Company and committed theft, fraud and financial misappropriation by manipulating customer accounts without the knowledge of the customers and the Company for an amount of ₹ 36,28,399. Pursuant to the Petition, case bearing Crime No. 610/2021 (**"Case"**) was registered vide First Information Report No. 610 (**"FIR"**) dated June 18, 2021, under Section 420, 408, 465, 468, 471, 477A, 120B, 419 read with Section 34 of IPC. Chandrasekaran M., Jibin George M, Ezhilarasan S., Saravanan. T. were arrayed as Accused in the FIR. The Case is under investigation and is currently pending before the Judicial Magistrate Ambattur.

8. The Company filed a criminal petition / complaint (**"Petition"**) on March 17, 2020 in the Electronic City Sub Division, Police Station, Bangalore City, against Nihal Antony Raj, Sunanda K.O and Shilpa B.V. (**"Accused"**) under Sections 34, 120B, 408, 465, 477A, 468, 420, 419 and 471 of the Indian Penal Code, 1860 (**"IPC"**). The Accused cheated the Company and committed theft, fraud and financial misappropriation by manipulating customer accounts without the knowledge of the customers and the Company due to which the Company suffered a financial loss of ₹ 64,09,000. Pursuant to the Petition, case bearing Crime No. 0061/2020 (**"Case"**) was registered vide First Information Report No. 61 (**"FIR"**) dated March 17, 2020. The Case is under investigation and is currently pending before the 4th Additional CMM Court, Bangalore City.

9. Company has filed a criminal petition/complaint ("**Petition**") on July 19, 2022 before the Sankarankoil Town Police Station against the accused Churchil Edwin ("**Accused**") under section 420,465, 468 and 471 of the Indian Penal Code, 1860 ("**IPC**"). The Accused made believe the Company and pledged spurious gold for the purpose of availing gold loan. Moreover, the Accused has forged the Aadhar card for the said act. The Accused with an intention to cause illegal loss to the Company and to have illegal gain to the Accused have committed the crime. The act of the Accused have caused to the tune of an amount of ₹ 2,81,300/-. Currently, the matter is pending with police to file charge sheet before the appropriate court.

10. That on June 11, 2022 the Gopalapatnam Police visited our Company and seized gold ornaments pledged by Kommoju Veera Varaha Seshu (**"Accused"**) as per FIR No.170/22 under section 380 of IPC. The complainant, Saladhi Gowri has filed a complaint against her minor son, child in conflict with the law Saladi Chaitra Govind ("**CICL**"). While questioning the CICL, he revealed before the Police that he has given the gold ornaments to Kommoju Veera Varaha Seshu, who in turn pledged the said gold ornament and availed gold loan to the tune of ₹ 1,83,175/-. The Accused with an intention to cause illegal loss to the Company and to have illegal gain to the Accused has committed the crime. The act of the Accused has caused to the tune of an amount of ₹ 1,83,175/-. Currently, the matter is pending with police to file charge sheet before the appropriate court.

11. That on January 13, 2023 the Luxettipet Police visited our Company and seized gold ornaments pledged by Katherapaka Anjaneya Prasad alias Anji Babu (**"Accused"**) as per FIR No.209/22 under sections 366, 376 and 406 of the Indian Penal Code, 1860 ("**IPC**") and section 4 of The Protection of Children from Sexual Offences Act, 2012 ("**POCSO Act**") and section 10 of The Prohibition of Child Marriage Act, 2006. The complainant, Birudula Satyanarayana, has filed a complaint against the Accused for the above crime. While questioning the Accused he revealed before the Police that he has pledged the said gold ornament and availed gold loan to the tune of ₹ 1,64,000. The Accused with an intention to cause illegal loss to the Company and to have illegal gain to the Accused has committed the crime. The act of the Accused has caused a loss to the Company to the tune of an amount of ₹ 1,64,000. Currently, the matter is pending with police to file charge sheet before the appropriate court.

12. That on February 6, 2023 the Jagatsinghpur Police visited our Company and seized gold ornaments pledged by Basanth Guru and Sanjay Das (collectively the **"Accused"**) (pledged through his wife Jamuna Das) as per FIR No.0052/23 under section 380 of Indian Penal Code,1860 ("**IPC**"). The complainant, Pravat Kumar Mohanty has filed a complaint against the Accused. While questioning both the Accused, they have revealed before the Police that they have pledged the said gold ornament and availed gold loan to the tune of ₹ 3,49,100/-. Both the Accused with an intention to cause illegal loss to the Company and to have illegal gain to them have committed the crime. The act of both the Accused have caused loss to the Company to the tune of an amount of ₹ 3,49,100/-. Currently, the matter is pending with police to file charge sheet before the appropriate court.

13. That the Company filed a complaint before District Crime Branch, Ramanathapuram against the Jeeva Jyothi and 4 others ("**Accused**") of the Company for the offence under Sections 403, 405,408 and 120B of the Indian Penal Code, 1860 ("**IPC**"). After conducting the initial enquiry by the District Crime Branch, Ramanathapuram a crime was registered on March,18, 2023. All the Accused are the employees of the Company have cheated the Company by misappropriating the amounts of the Company for their illegal gains. The act of all the Accused have caused to the tune of an amount of ₹ 52,48,873/-. Currently, the matter is pending with police to file charge sheet before the appropriate court.

14. That on March 4, 2023 the Prakash Nagar Police visited our Company and seized gold ornaments pledged by Kommana Suresh as per FIR No.400/22 under section 408 and 420 of IPC. The complainant, Sugathan Sheeja Kattilparambil has filed a complaint against Putchakayala Kiran, Chamankuri Veera Venkata Durga Devi, Koujula Sunil Kumar and Pithala Chinnna Babu (collectively the **"Accused"**). While questioning the above named Accused, they have revealed before the Police that they have given the gold ornaments to Kommana Suresh, who in turn pledged the said gold ornament and availed gold loan to the tune of ₹ 2,50,650/-. The Accused with an intention to

cause illegal loss to the Company and to have illegal gain to them have committed the crime. The act of all the Accused have caused loss to the Company to the tune of an amount of ₹ 2,50,650/-. Currently, the matter is pending with police to file charge sheet before the appropriate court.

15. The Company has filed a criminal petition/complaint on March 9, 2023, before the Fairlands Police Station against the Abdul Khadar (**"Accused"**) vide CSR No.134/2023. The Accused pledged spurious gold with the Company for the purpose of availing gold loan. The Accused with an intention to cause illegal loss to the Company and to have illegal gain to the Accused has committed the crime. The act of the Accused caused loss to the Company to the tune of an amount of ₹ 3,63,150/-. Currently, the matter is pending with police for investigation and filing of first information report.

16. *Cases filed by the Company under Section 138 of the Negotiable Instruments Act, 1881*

    The Company has filed various complaints and notices under Section 138 of the Negotiable Instruments Act, 1881 for recovering amounts due from various entities on account of dishonouring of cheques issued by such entities. As of the date of this Draft Prospectus, there are 75 such complaints pending before Judicial First Class Magistrate Court, Kalamassery. The total amount involved in such cases is approximately ₹ 41.39 lakhs.

(ii) Tax Proceedings involving our Company

Except as disclosed below there are no tax proceedings against our Company:

(₹ in lakhs)

Nature of case	Number of cases outstanding	Amount involved
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

2. **Material litigations involving our Subsidiary Company as on the date of this Draft Prospectus**

There are no pending litigations involving our Subsidiary Company as on the date of this Draft Prospectus.

3. **Material litigations involving our Directors as on the date of this** Draft **Prospectus**

Except as disclosed below there are no litigations involving our Directors:

Alan Jose, the complainant (**"Complainant"**) had filed a First Information Report (**"FIR"**) dated January 21, 2017, in Crime No. 133/2017 in the Kadavanthara Police Station, Ernakulam District against Mohanan Gopalakrishnan, director of Omega Motors Private Limited. (**"Accused"**) under Sections 406, 420, 465, 467, 468, 471 read with Section 34 and 120B of the Indian Penal Code, 180 (**"IPC"**). The Complainant alleged that the Accused along with several others who are employees and directors of Omega Motors Private Limited conspired together and acted in furtherance of common intention thereby causing a loss of ₹ 50,00,000 to the Complainant. The Accused has filed a petition bearing Crl. M.C. No. 8935 of 2018 before the Honourable High Court of Kerala at Ernakulam ("**Court**") seeking to quash the aforementioned FIR. The Accused has sought to quash the FIR on the basis that he was not a director of the Accused Company during the relevant period of commission of the crime, i.e., March and April 2016 and therefore the FIR deserves to be quashed against him. The High Court has given stay order until the disposal of the case and the case is in sub-judice.

4. **Material litigation or legal or regulatory actions involving our Promoter as of the date of this Draft Prospectus**

Except as disclosed below there are no litigations involving our Promoter:

Indel Corporation Private Limited ("**Plaintiff**") has filed a suit bearing O.S 101/2020, dated September 23, 2020, before the Hon'ble Sub Court, Kottayam against P.K Kuriakose ("**Respondent 1**"), and others. The Plaintiff has claimed for a relief of specific performance to execute the sale agreement dated July 20, 2020, entered between the parties for sale of property valued ₹ 2,02,00,000 by Respondent 1 to the Plaintiff. The suit is accepted by the Hon'ble Sub Court and Respondent 1 filed a written Statement on July 15, 2021. The matter is currently pending before the Hon'ble Sub Court for finality.

5. **Litigations involving group companies**

Except as disclosed below there are no litigations involving our Group Companies:

A. **Civil Cases by our Group Companies**

a. Omega Motors Private Limited

Nil

b. M-Star Satellite Communications Private Limited

Nil

c. Indel Automotives Private Limited

Nil

d. M Star Hotel Heritage Private Limited

Nil

e. M-Star Hotels Private Limited

Nil

B. **Civil Cases against our Group Companies**

a. Omega Motors Private Limited

1. The complainant M/s. Omega Motors Private Limited ("**Complainant**") filed a suit, O.S No. 279/2022, before the Munsiff Court, Ernakulam against St. George Forane Church, Edappally represented by its Vicar ("**Respondent**") praying for prohibitory injunction restraining the Respondent and its men from forcibly and illegally restraining the Complainant to enter the premises taken on lease from the Respondent. The learned judge after hearing passed the interim injunction order as prayed for. The case is currently pending.

2. The complainant Kolliyil Ashraf Hashmin, Director, NAS Fisheries Private Limited ("**Complainant**") filed a consumer complaint against Omega Motors Private Limited ("**Respond**ent") and others, before the District Consumer Disputes Redressal Commission, Ernakulam as CC No. 376/2021, under Section 35 of the Consumer Protection Act, 2019. The Complainant alleged that the Respondents were liable for defects in manufacturing of product and deficiency in providing services by causing inordinate delay. The complainant vide the present complaint prays for the Respondent to replace the defective car or compensate the purchase value of the car i.e., ₹ 60,49,900 with interest at 12% p.a. till realization and compensation for mental agony and hardships, the Complainant has also claimed ₹ 25,00,000 jointly and severally from the respondents. The case is currently pending before the District Consumer Disputes Redressal Commission, Ernakulam.

3. The complainant N.B. Anand, S/o S.N. Balasubramaniam, Tiruppur ("**Complainant**") filed a consumer complaint against M/s. Omega Motors Private Limited and others ("**Respondents**"), before the District Consumer Disputes Redressal Commission, Coimbatore as CC No. 268/2021, under Section 35 of the Consumer Protection Act, 2019. The Complainant alleged that the Respondents are responsible for deficiency in providing services by causing inordinate delay. The Complainant has prayed for compensation for mental agony, unfair trade practice and criminal breach of trust, the Complainant has claimed ₹ 15,50,000 jointly and severally from the respondents. The case is currently pending before the District Consumer Disputes Redressal Commission, Coimbatore.

4. The plaintiff St. George Forane Church, Edappally represented by its Vicar ("**Plaintiff**") filed a suit, O.S No. 155/2022, before the Sub Court, Ernakulam against M/s. Omega Motors Private Limited ("**Respondent**") praying for possession of the scheduled property taken on lease from the Plaintiff. The case is currently pending for finality.

5. The complainant Dr.Anoop Sivaraman, a doctor by profession and is hailing from Trivandrum ("**Complainant**") filed a consumer complaint against Customer Relations Manager, M/s. Omega Motors Private Limited and Volvo Cars India ("**Opposite Parties**"), before the Kerala State Consumer Disputes Redressal Commission, Trivandrum on the file of CC No. 21/2022. The Complainant alleged that the Opposite parties are liable for deficiency in service and manufacturing defects. The Complainant prayed before the Hon'ble Commission to direct the opposite parties to replace a new Volvo XC 40 instead of the disputed car. In the failure of the above direct the opposite parties to pay an amount equal to the present value of new Volvo XC40 of the same model and also to pay an amount of ₹10 lakhs as compensation for mental agony and pain suffered by the complainant. The case is currently pending before the Kerala State Consumer Disputes Redressal Commission, Trivandurm.

6. The complainant Shamier Marickar, ("**Complainant**") has filed a consumer complaint against M/s. Omega Motors Private Limited and others ("**Opposite Party**"), before the District Consumer Disputes Redressal Commission, Ernakulam on the file of CC No. 501/2019. The Complainant alleged that the opposite parties are liable for deficiency in service. The Complainant prayed before the Hon'ble Commission to rectify the defects in the gear box of Volvo S60 car and also repair other complaints in the said car for free of cost under warranty. The complainant prayed for 3 years extended warranty free of cost from the date of such repairs. The complainant further demanded 5 lakhs towards compensation with 12% interest. The case is currently pending before the District Consumer Disputes Redressal Commission, Ernakulam.

b. M-Star Satellite Communications Private Limited

An attachment petition has been filed by Cyber Systems ("**Plaintiff**") dated September 9, 2020 before the Hon'ble Sub Court at Ernakulam against M-Star Satellite Communications Private Limited ("Defendant"). The Plaintiff has prayed for an order to attach the Scheduled property as mentioned the plaint. The petitioner is engaged in the business of sourcing and supplying rights in Cinematographic films, there was a sale agreement dated January 18, 2020, for the sale of the overseas exhibition and distribution of a film "Varane Avashyamund" for ₹ 3,00,00,000. The Plaintiff has claimed that there has been delays and misrepresentation by the Defendant regarding the lead role in the movie. The Plaintiff has claimed damages amounting to ₹ 50,00,000 with interest up to 12% per annum. The plaintiff has further prayed for an attachment of the defendant's rights in the upcoming movie "Kurup" till the disposal of the suit. Now the matter is pending before the Hon'ble Court for finality.

c. Indel Automotives Private Limited

Nil

d. M Star Hotel Heritage Private Limited

Nil

e. M-Star Hotels Private Limited

Nil

C. Criminal Cases by our Group Companies

a. Omega Motors Private Limited

Nil

b. M-Star Satellite Communications Private Limited

Nil

c. Indel Automotives Private Limited

Nil

d. M Star Hotel Heritage Private Limited

Nil

e. M-Star Hotels Private Limited

Nil

D. Criminal Cases against our Group Companies

a. Omega Motors Private Limited

The complainant, Moitheen along with other complainants ("**Claimants/Petitioners**"), filed an application dated August 24, 2018, under Section 166 (a) of the Motor Vehicles Act, 1988 against Omega Motors Private Limited ("**Second Respondent**") and others, before the Motor Accidents Claims Tribunal, Tirur. The Claimants alleged that his minor son was hit by a car owned by the Second Respondent and succumbed to injuries. For the loss suffered, the Complainant has claimed ₹ 7,60,000 as compensation from respondents. The case was disposed by the Hon'ble Motor Accident Claims Tribunal by ordering the insurance company to pay the amounts to the claimants/petitioners.

b. M-Star Satellite Communications Private Limited

Nil

c. Indel Automotives Private Limited

Annachampalli Basheer and others ("**Complainant**") filed a petition before the Motor Accidents Claims Tribunal, Tirur. It was filed against the Chairman and Managing Director, Indel Automotives ("**First Respondent**"), Rashim Imthiyas ("**Second Respondent**") and others. The Complainant claimed that the Second Respondent, who is an employee of the First Respondent, during his course of employment, negligently collided with the deceased. The deceased, after the accident, succumbed to his injuries. The Claimants, who are the legal heirs of the deceased have claimed that both the respondents are jointly liable to pay them a compensation amounting to ₹ 28,80,000. The matter is pending for finality before the tribunal.

d. M Star Hotel Heritage Private Limited

Nil

e. M-Star Hotels Private Limited

Nil

E. Tax Litigation involving our Group Companies

a. Omega Motors Private Limited

Nil

b. M-Star Satellite Communications Private Limited

Nil

c. Indel Automotives Private Limited

Nil

d. M Star Hotel Heritage Private Limited

Nil

e. M-Star Hotels Private Limited

Nil

6. ***Litigation or legal action pending or taken by any ministry or government department or statutory authority against our Promoter during the last three years immediately preceding the year of the issue of this Draft Prospectus and any direction issued by any such ministry or department or statutory authority upon conclusion of such litigation or legal action.***

There are no litigation or legal action pending or taken by any ministry or government department or statutory authority against our Promoter during the last three years immediately preceding the year of the issue of this Draft Prospectus and any direction issued by any such ministry or department or statutory authority upon conclusion of such litigation or legal action.

7. ***Inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous companies' law in the last three years immediately preceding the year of issue of this Draft Prospectus against our Company and / or our Subsidiary Company (whether pending or not); fines imposed or compounding of offences done by our Company and/ or our Subsidiary in the last three years immediately preceding the year of this Draft Prospectus***

There are no inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous companies' law in the last three years immediately preceding the year of issue of this Draft Prospectus against our Company and/or Subsidiary (whether pending or not); fines imposed or compounding of offences done by our Company and/or Subsidiary in the last three years immediately preceding the year of this Draft Prospectus.

8. ***Details of acts of material frauds committed against our Company in the last three Fiscals, if any, and if so, the action that was taken by our Company***

Except as disclosed below, there are no material frauds committed against our Company in the last three Fiscals:

Sr. No.	Branch	Date of Detection/ Date of reporting to RBI	Amount (in ₹ lakhs)	Modus operandi and action taken	Recovery (in ₹ lakhs)	Amount written-off (in ₹ lakhs)	Provision (in ₹ lakhs)	Action taken by the company
1.	Thudiyalur Branch	05-12-2019 / 24-02-2020	7.97	Availing Gold loan on account of Pledging spurious gold	7.16	-	-	Approached the state police for registering complain but FIR is not registered by the police
2.	Hongasandra Branch	16-02-2020 / 15-09-2020	60.87	Employees manipulated customer account and thefted amount	60.87	-	-	Company filed Police complaint on 17-03-2020. Terminated all the fraudulent employees who involved in this fraud and recovered the money.
3.	Mogappair Branch	03-08-2020 / 28-12-2020	21.5	Employees manipulated customer account and thefted amount	21.5	-	-	Company filed Police complaint on 18-08-2020. All the fraudulent employees who involved in this

Sr. No.	Branch	Date of Detection/ Date of reporting to RBI	Amount (in ₹ lakhs)	Modus operandi and action taken	Recovery (in ₹ lakhs)	Amount written-off (in ₹ lakhs)	Provision (in ₹ lakhs)	Action taken by the company
								fraud was terminated from their service
4.	K R Nagara Branch	28-10-2020 / 15-02-2021	3.94	Customer pledged theft gold ornaments	-		-	Complaint filed
5.	Kuniyamuthur Branch	24-11-2020 / 15-02-2021	6.33	Employees pledged spurious gold in the name of Customer	1.17	5.16	-	Company filed Police complaint on 15-12-2020. Terminated all the fraudulent employees who involved in this fraud
6.	Melapalayam Branch	19-02-2021 / 31-03-2021	21.06	Customer pledged spurious gold ornaments with the connivance of Branch Manager	10.14	10.91	-	Company filed Police complaint on 25-02-2021. Terminated all the fraudulent employees who involved in this fraud
7.	Pudukottai Branch	22-04-2021 / 14-05-2021	90.29	Employees manipulated customer account and thefted amount	-	-	-	Company filed police complaint . All the fraudulent employees wo involved in this fraud was terminated from their service
8.	KarimNagar Branch	01-09-2021 / 11-10-2021	5.09	Customer pledged spurious gold ornaments	-	-	-	Company filed police complaint and FIR has been registered as FIR No.333/2021
9.	Aundipatti Branch	01-09-2021 / 11-10-2021	4.65	Employees replaced the customer Pledged gold ornaments with spurious ornaments for their financial gain	1.98	-	-	Company filed Police complaint on 11-10-2021. All the fraudulent employees who involved in this fraud was terminated from their service
10.	Bagalgunte Branch	20-11-2021 /	10.38	Customer pledged theft gold ornaments	10.38	-	-	Company filed police complaint on

Sr. No.	Branch	Date of Detection/ Date of reporting to RBI	Amount (in ₹ lakhs)	Modus operandi and action taken	Recovery (in ₹ lakhs)	Amount written-off (in ₹ lakhs)	Provision (in ₹ lakhs)	Action taken by the company
		07-12-2021						22-11-2021 against the accused customer petition No. 394/2021
11.	Gajuwaka Branch	09-06-2022 / 24-06-2022	1.83	Customer pledged theft gold for financial gain	1.28	-	-	FIR filed by the actual owner of Gold
12.	Kulathur Branch	24-02-2022 / 24-06-2022	8.34	Cheating and forgery by the customer, pledging low purity ornaments	-	-	-	Cheque case filed before JFCM Kalamassery
13.	Sankarankovil Branch	19-07-2022 / 03-08-2022	2.81	Customer pledged spurious gold for financial gain	-	-	-	FIR filed by the company
14.	Paramakudi	09-02-2023 / 31-03-2023	52.48	misappropriation of cash, cheating, criminal breach of trust, conspiracy etc. by employees	7.89	-	-	FIR filed against the accused staffs and terminated them from service
15.	Devi chowk	04-03-2023 / 31-03-2023	2.84	pledging stolen gold ornaments by the customer	-	-	-	FIR filed, matter is pending with police to file charge sheet before the appropriate court.
16.	Jagatsighpur	06-02-2023 / 31-03-2023	3.63	pledging stolen gold ornaments by the customer	-	-	-	FIR filed and now the matter is with police to file charge sheet before court
17.	Mancherial	13-01-2023 / 31-03-2023	1.85	pledging gold of a minor by the accused	-	-	-	FIR filed, matter is pending with police to file charge sheet before the appropriate court.
18.	Alagapuram	08-03-2023 / 31-03-2023	4.11	Customer pledged spurious gold ornaments	2.63	-	-	CSR filed and matter is pending with the police for investigation and filing FIR

9. ***Summary of reservations, qualifications, emphasis of matter or adverse remarks of auditors during the last three Fiscals immediately preceding the year of issue of this Draft*** *Prospectus and of their impact on the financial statements and financial position of our Company and the corrective steps taken and proposed to be taken by our Company for each of the said reservations or qualifications or emphasis of matter or adverse remarks*

   There are no reservations or qualifications or emphasis of matter or adverse remarks in the Company's and in the audited financial statements in the last three Fiscals preceding this Draft Prospectus.

10. ***Summary of other observations of the auditors during the last three Fiscals immediately preceding the year of issue of this Draft Prospectus and of their impact on the financial statements and financial position of our Company and the corrective steps taken and proposed to be taken by our Company for each of the said observation***:

    Other than as disclosed below, there are no other observations of the auditors during the last three Fiscals immediately preceding the year of issue of this Draft Prospectus and of their impact on the financial statements and financial position of our Company:

Financial Year	Basis of Financial Statements	Summary of Qualifications or reservations or emphasis of matter or adverse remarks or other observations by auditors in the audit report / CARO	Impact on the financial statements and financial position of the Company	Corrective steps taken and proposed to be taken by the Company
2021-22	Consolidated	NIL	NIL	NIL
	Standalone	(a) To the best of our knowledge and according to the information and explanation given to us, there have been instances of fraud on the Company amounting to Rs.94.65 lacs as included in Note 42 to the Standalone Financial Statements.	NIL	The Company recovered Rs 1.98 lakhs form employees, filed police complaints against the employees and terminated them from the employment
2020-21	Consolidated	NIL	NIL	NIL
	Standalone	(a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth-tax, custom duty, value added tax, excise duty, cess and other statutory dues as applicable to it except *few slight delays* *(b)* Based upon the audit procedures performed and information and explanation given by the management, there have been instances of fraud on the Company by its employees amounting to 48.89 lakhs. No fraud by the Company has been noticed or reported during the course of audit.	NIL	Company has put system in place for regularly monitoring the payment before due date. The Company recovered Rs 32.81 lakhs form employees, filed police complaints against the employees and terminated them from the employment.
	Consolidated	NIL	NIL	NIL

Financial Year	Basis of Financial Statements	Summary of Qualifications or reservations or emphasis of matter or adverse remarks or other observations by auditors in the audit report / CARO	Impact on the financial statements and financial position of the Company	Corrective steps taken and proposed to be taken by the Company
2019-20	Standalone	(a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth-tax, custom duty, value added tax, excise duty, cess and other statutory dues as applicable to it except *few slight delays*	NIL	Company has put system in place for regularly monitoring the payment before due date
		(b) Based upon the audit procedures performed and information and explanation given by the management, there have been instances of fraud on the Company by its employees amounting to Rs. 60.87 lakhs. No fraud by the Company has been noticed or reported during the course of audit.		The Company has recovered Rs 32.79 lakhs during the FY 2019-20 and balance amount was recovered during the FY 2020-21.

11. ***Details of disciplinary action taken by SEBI or Stock Exchanges against the Promoters/Group companies in the last five financial years, including outstanding action***

Nil

KEY REGULATIONS AND POLICIES

The regulations summarized below are not exhaustive and are only intended to provide general information to Investors and are neither designed nor intended to be a substitute for any professional legal advice. Taxation statutes such as the IT Act, GST laws (including CGST, SGST and IGST) and applicable local sales tax statutes, labour regulations such as the Employees State Insurance Act, 1948 and the Employees Provident Fund and Miscellaneous Provisions, Act, 1952, and other miscellaneous regulations such as the Trade Marks Act, 1999 and applicable Shops and Establishments statutes apply to us as they do to any other Indian company and therefore have not been detailed below.

The following description is a summary of certain sector specific laws and regulations in India, which are applicable to our Company. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of the Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

The major regulations governing our Company are detailed below:

We are a Systematically Important, Non-Deposit taking (which does not accept public deposits), NBFC. ("**NBFC-ND-SI**"). As such, our business activities are regulated by RBI Regulations applicable to non-public deposit accepting NBFCs.

Regulations governing NBFCs

Reserve Bank of India Act, 1934

As per the RBI Act, a financial institution has been defined as a company which includes a non-banking institution carrying on as its business or part of its business the financing activities, whether by way of making loans or advances or otherwise, of any activity, other than its own and it is engaged in the activities of loans and advances, acquisition of shares/stock/bonds/debentures/securities issued by the Government of India or other local authorities or other marketable securities of like nature, leasing, hire-purchase, insurance business, chit business but does not include any institution whose principal business is that of carrying out any agricultural or industrial activities or the sale/purchase/construction of immovable property.

As per prescribed law any company that carries on the business of a non-banking financial institution as its 'principal business' is to be treated as an NBFC. The term 'principal business' has not been defined in any statute; however, RBI has clarified through a press release (*Ref. No. 1998-99/1269*) issued in 1999, that in order to identify a particular company as an NBFC, it will consider both the assets and the income pattern as evidenced from the last audited balance sheet of the company to decide a company's principal business. The company will be treated as an NBFC if its financial assets are more than 50 per cent of its total assets (netted off by intangible assets) and income from financial assets should be more than 50 per cent of the gross income. Both these tests are required to be satisfied in order to determine the principal business of a company.

Every NBFC is required to submit to the RBI a certificate, from its statutory auditor within one month from the date of finalisation of the balance sheet and in any case, not later than December 30 of that year, stating that it is engaged in the business of non-banking financial institution requiring it to hold a certificate of registration.

NBFCs are primarily governed by the RBI Act, the Master Direction – Non-Banking Financial Company – Non-Systematically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 and Master Direction – Non-Banking Financial Company –Systematically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016, Peer to Peer Lending Platform (Reserve Bank) Directions, 2017 ("**Peer to Peer Regulations**"), Reserve Bank Commercial Paper Directions, 2017 ("**Commercial Papers Directions**") and the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016. In addition to these regulations, NBFCs are also governed by various circulars, notifications, guidelines and directions issued by the RBI from time to time.

Although by definition, NBFCs are permitted to operate in similar sphere of activities as banks, there are a few important and key differences. The most important distinctions are:

- An NBFC cannot accept deposits repayable on demand – in other words, NBFCs can only accept fixed term deposits. Thus, NBFCs are not permitted to issue negotiable instruments, such as cheques which are payable on demand; and

- NBFCs are not allowed to deal in foreign exchange, even if they specifically apply to the RBI for approval in this regard, unless they have received an Authorised Dealer Category II licence from the RBI.

Types of NBFCs

Section 45-IA of the RBI Act makes it mandatory for every NBFC to get itself registered with the Reserve Bank in order to be able to commence any of the aforementioned activities.

The major regulations governing our Company are detailed below:

The RBI on October 22, 2021 put in place a revised regulatory framework for NBFCs ("**SBR Framework**") which are effective from October 1, 2022 read with the detailed guidelines put in place by the RBI in its circular dated April 19, 2022. The SBR Framework for NBFCs contemplates the following layers of NBFCs:

i) NBFC- Base Layer ("**NBFC-BL**");
ii) NBFC- Middle Layer ("**NBFC-ML**");
iii) NBFC- Upper layer ("**NBFC-UL**"); and
iv) NBFC- Top Layer ("**NBFC-TL**")

The NBFC- BL comprise of (a) non-deposit taking NBFCs below the asset size of ₹1,00,000 lakh and (b) NBFCs undertaking the following activities- (i) NBFC-Peer to Peer Lending Platform (NBFC-P2P), (ii) NBFC-Account Aggregator (NBFC-AA), (iii) Non-Operative Financial Holding Company (NOFHC) and (iv) NBFCs not availing public funds and not having any customer interface.

The NBFC- ML consist of (a) all deposit taking NBFCs ("**NBFC-Ds**"), irrespective of asset size, (b) non-deposit taking NBFCs with asset size of ₹1,00,000 lakh and above and (c) NBFCs undertaking the following activities (i) Standalone Primary Dealers (SPDs), (ii) Infrastructure Debt Fund - Non-Banking Financial Companies (IDF-NBFCs), (iii) Core Investment Companies (CICs), (iv) Housing Finance Companies (HFCs) and (v) Infrastructure Finance Companies (NBFC-IFCs).

The NBFC-UL comprise of those NBFCs which are specifically identified by RBI as warranting enhanced regulatory requirement based on a set of parameters and scoring methodology as provided in appendix to SBR Framework. The top ten eligible NBFCs in terms of their asset size shall always reside in the upper layer, irrespective of any other factor. Further, the RBI, pursuant to its circular dated June 6, 2022, put in place provisioning norms in respect of 'standard' assets for NBFCs for the upper layer at certain specified rates.

The NBFC-TL will ideally remain empty. This layer can get populated if RBI is of the opinion that there is a substantial increase in the potential systemic risk from specific NBFC-UL. Such NBFCs shall move to the NBFC-TL.

Pursuant to the SBR Framework the criteria of asset size of non-deposit NBFCs for classification as non-systemically important has been increased from ₹50,000 lakh to ₹1,00,000 lakh ("**NBFC-ND**"). Therefore, non-deposit NBFCs with asset size of over ₹1,00,000 lakh will be considered as systemically important by the RBI ("**NBFC-ND-SI**"). The SBR Framework provides that from October 01, 2022 references to NBFC-ND shall mean NBFC-BL and all references to NBFC-D and NBFC-ND-SI shall mean NBFC-ML or NBFC-UL, as the case may be. However, the SBR Framework clarifies that NBFC-ND-SIs having asset size of ₹50,000 lakh and above but below ₹1,00,000 lakh (except those necessarily featuring in NBFC-Middle Layer) will be known as NBFC-BL.

Categorisation of NBFCs carrying out specific activity

As the regulatory structure envisages scale based as well as activity-based regulation under the SBR Framework, the following prescriptions shall apply in respect of the NBFCs:

i) NBFC-P2P, NBFC-AA, NOFHC and NBFCs without public funds and customer interface will always remain in the base layer of the regulatory structure.

ii) NBFC-D, CIC, IFC and HFC will be included in middle layer or the upper layer (and not in the base layer), as the case may be. SPD and IDF-NBFC will always remain in the middle layer.

iii) The remaining NBFCs, viz., Investment and Credit Companies (NBFC-ICC), Micro Finance Institution (NBFC-MFI), NBFC-Factors and Mortgage Guarantee Companies (NBFC-MGC) could lie in any of the layers of the regulatory structure depending on the parameters of the scale based regulatory framework.

iv) Government owned NBFCs shall be placed in the base layer or middle layer, as the case may be.

RBI Master Directions define 'NBFC ICC' to mean a company which is a financial institution carrying on as its principal business of asset finance, the providing of finance whether by making loans or advances or otherwise for any activity other than its own and the acquisition of securities.

As on date of filing of this Draft Prospectus the Company falls under the category of NBFC BL, as its assets size is less than ₹ 1,00,000 lakh, as per the last audited balance sheet. SBR Framework provide that NBFCs in the middle layer (NBFC-ML) shall continue to follow regulations as currently applicable for NBFC-ND-, as the case may be, except for the regulatory changes under SBR Framework applicable on NBFC-BL.

Regulatory Requirements of an NBFC under the RBI Act

Net Owned Fund

Section 45-IA of the RBI Act provides that to carry on the business of a NBFC, an entity would have to register as an NBFC with the RBI and would be required to have a minimum net owned fund of ₹200 lakh. For this purpose, the RBI Act has defined "owned fund" to mean:

Owned Fund - The aggregate of the paid-up equity capital and free reserves as disclosed in the latest balance sheet of the company, after deducting (i) accumulated balance of losses, (ii) deferred revenue expenditure, (iii) deferred tax asset (net); and (iv) other intangible assets; and further reduced by the amounts representing,

(i) investment by such companies in shares of (i) its subsidiaries, (ii) companies in the same group, (iii) other NBFCs; and

(ii) the book value of debentures, bonds, outstanding loans and advances (including hire purchase and lease finance) made to, and deposits with (i) subsidiaries of such companies; and (ii) companies in the same group, to the extent such amount exceeds 10 per cent of (a) above.

Reserve Fund

In addition to the above, Section 45-IC of the RBI Act requires NBFCs to create a reserve fund and transfer therein a sum of not less than 20% of its net profits earned annually before declaration of dividend. Such a fund is to be created by every NBFC irrespective of whether it is a ND NBFC or not. Such sum cannot be appropriated by the NBFC except for the purpose as may be specified by the RBI from time to time and every such appropriation is required to be reported to the RBI within 21 days from the date of such appropriation.

Maintenance of liquid assets

Under the Master Directions, all Non-deposit taking NBFCs with asset size of ₹10,000 lakh and above (as per their last audited balance sheet), systemically important core investment companies and all deposit taking NBFCs (except Type I) NBFC-ND, Non-Operating Financial Holding Company and Standalone Primary Dealer) are required to comply with the RBI Guidelines on Liquidity Risk Management Framework ("**LRM Framework**"). The LRM Framework provide that the applicable NBFCs should ensure sound and robust liquidity risk management system, the board of directors of the NBFC shall frame a liquidity risk management framework which ensures that it maintains sufficient liquidity, including a cushion of unencumbered, high quality liquid assets to withstand a range of stress events, including those involving the loss or impairment of both unsecured and secured funding sources. The liquidity risk management policy should spell out the entity-level liquidity risk tolerance; funding strategies; prudential limits; system for measuring, assessing and reporting/ reviewing liquidity; framework for stress testing; liquidity planning under alternative scenarios/formal contingent funding plan; nature and frequency of management reporting; periodical review of assumptions used in liquidity projection; etc. The LRM Framework inter alia, deal with: (i) liquidity risk management policy, strategies and practices; (ii) management information system; (iii) internal controls; (iv) maturity profiling; (v) liquidity risk measurement – stock approach; (vi) currency risk; (vii) managing interest rate risk; and (viii) liquidity risk monitoring tools.

The NBFC shall appoint risk management committee ("**RMC**") consisting of chief executive officer ("**CEO**")/ managing director ("**MD**") and heads of various risk verticals, who shall be responsible for evaluating the overall risks faced by the NBFC including liquidity risk. Further, applicable NBFCs have to constitute asset liability management committee ("**ALCO**") consisting of the NBFC's top management shall be responsible for ensuring adherence to the risk tolerance/limits set by the board of directors as well as implementing the liquidity risk management strategy of the NBFC.

The CEO/ MD or the Executive Director (ED) should head the Committee. The role of the ALCO with respect to liquidity risk should include, *inter alia*, decision on desired maturity profile and mix of incremental assets and liabilities, sale of assets as a source of funding, the structure, responsibilities and controls for managing liquidity risk, and overseeing the liquidity positions of all branches. In addition to RMC and ALCO, applicable NBFCs shall constitute asset liability management support group ("**ALM Support Group**"). ALM Support Group consist of the operating staff responsible for analysing, monitoring and reporting the liquidity risk profile to the ALCO. The maturity profile should be used for measuring the future cash flows of NBFCs in different time buckets. Within each time bucket, there could be mismatches depending on cash inflows and outflows. While the mismatches up to one year would be relevant since these provide early warning signals of impending liquidity problems, the main focus shall be on the short-term mismatches, viz., 1-30/ 31 days. The net cumulative negative mismatches in the statement of structural liquidity in the maturity buckets 1-7 days, 8-14 days, and 15-30 days shall not exceed 10 percent, 10 percent and 20 per cent of the cumulative cash outflows in the respective time buckets. NBFCs, however, are expected to monitor their cumulative mismatches (running total) across all other time buckets upto 1 year by establishing internal prudential limits with the approval of the board of directors. NBFCs shall also adopt the above cumulative mismatch limits for their structural liquidity statement for consolidated operations. Other than liquidity risk the applicable NBFC has to currency risk and interest rate risk under the terms of LRM Framework.

In addition to the guidelines laid down under LRM Framework, all non-deposit taking systemically important NBFCs with asset size of ₹ 5,00,000 lakh and above (except Core Investment Companies, Type I NBFC-NDs, Non-Operating Financial Holding Companies and Standalone Primary Dealers) and all deposit taking NBFCs irrespective of the asset size shall adhere to the liquidity coverage ratio guidelines ("**LCR Framework**"). LRM Framework provides that applicable NBFCs shall maintain an adequate level of unencumbered high quality liquid assets (HQLA) that can be converted into cash to meet its liquidity needs for a 30 calendar-day time horizon under a significantly severe liquidity stress scenario. The liquidity coverage ratio shall be maintained on an ongoing basis to help monitor and control liquidity risk as per the prescribed timelines in progressive manner, as provided below:

	December 1,				
	2020	2021	2022	2023	2024
For NBFCs with asset size of ₹10,00,000 lakh and above	50%	60%	70%	85%	100%
For NBFCs with asset size of ₹5,00,000 lakh and below ₹10,00,000 lakh	30%	50%	60%	85%	100%

Information with respect to change of address, directors, auditors, etc. to be submitted

An NBFC-ND-SI (NBFC-BL) is required to inform the RBI, not later than one month from the occurrence of any change in:

i) the complete postal address, telephone number/s and fax number/s of the registered/corporate office;
ii) the names and residential addresses of the directors of the company;
iii) the names and the official designations of its principal officers;
iv) the names and office address of the auditors of the company; and
v) the specimen signatures of the officers authorised to sign on behalf of the company

to the Regional Office of the Department of Supervision of RBI under whose jurisdiction NBFC is registered.

Master Direction - Non-Banking Financial Company-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 ("**Master Directions**")

The RBI in its Master Directions revised the threshold for defining systemic significance for NBFCs-ND in the light of the overall increase in the growth of the NBFC sector. NBFCs-ND-SI will henceforth be those NBFCs-ND which have asset size of below ₹500 Crores as per the last audited balance sheet.

As on March 31, 2023, our Company has asset size of ₹ 64,768.16 lakhs (excluding off-balance sheet assets). Accordingly, our Company is a systemically important ND-NBFC under the Master Directions.

Loan-to-value guidelines

The RBI vide the Master Directions, directed all NBFCs to maintain a loan to value ratio not exceeding 75% for loans granted against the collateral of gold jewellery. NBFCs primarily engaged in lending against gold jewellery (such loans comprising 50% or more of their financial assets) shall maintain a minimum Tier l capital of 12%. The RBI Master Directions has issued guidelines with regard to the following:

(i) Appropriate infrastructure for storage of gold ornaments: A minimum level of physical infrastructure and facilities is available in each of the branches engaged in financing against gold jewellery including a safe deposit vault and appropriate security measures for operating the vault to ensure safety of the gold and borrower convenience. Existing NBFCs should review the arrangements in place at their branches and ensure that necessary infrastructure is put in place at the earliest. No new branches should be opened without suitable storage arrangements, including safe deposit vault, having been made thereat. No business of grant of loans against the security of gold can be transacted at places where there are no proper facilities for storage/security.

(ii) NBFCs shall not grant any advance against bullion / primary gold and gold coins. NBFCs shall not grant any advance for purchase of gold in any form including primary gold, gold bullion, gold jewellery, gold coins, units of Exchange Traded Funds (ETF) and units of gold mutual fund.

(iii) Prior approval of RBI for opening branches in excess of 1,000: It is henceforth mandatory for NBFC to obtain prior approval of the Reserve Bank to open branches exceeding 1,000. However, NBFCs which already have more than 1,000 branches may approach the Bank for prior approval for any further branch expansion. Besides, no new branches will be allowed to be opened without the facilities for storage of gold jewellery and minimum security facilities for the pledged gold jewellery.

(iv) Standardization of value of gold in arriving at the loan to value ratio: For arriving at the value of gold jewellery accepted as collateral, it will have to be valued at the average of the closing price of 22 carat gold for the preceding 30 days as quoted by BBA or the historical spot gold price data publicly disseminated by a commodity exchange regulated by the Forward Markets Commission.

(v) Verification of the Ownership of Gold: NBFCs should have an explicit Board approved policy in their overall loan policy to verify ownership of the gold jewellery, and adequate steps be taken to ensure that the KYC guidelines stipulated by the Reserve Bank are followed and due diligence of the customer undertaken. Where the gold jewellery pledged by a borrower at any one time or cumulatively on loan outstanding is more than 20 grams, NBFCs must keep record of the verification of the ownership of the jewellery. The method of establishing ownership should be laid down as a Board approved policy. Auction Process and Procedures: The following additional stipulations are made with respect to auctioning of pledged gold jewellery:

  (a) The auction should be conducted in the same town or taluka in which the branch that has extended the loan is located.
  (b) While auctioning the gold the NBFC should declare a reserve price for the pledged ornaments. The reserve price for the pledged ornaments should not be less than 85% of the previous 30 day average closing price of 22 carat gold as declared by The Bombay Bullion Association Limited and value of the jewellery of lower purity in terms of carats should be proportionately reduced.
  (c) It will be mandatory on the part of the NBFCs to provide full details of the value fetched in the auction and the outstanding dues adjusted and any amount over and above the loan outstanding should be payable to the borrower.
  (d) NBFCs must disclose in their annual reports the details of the auctions conducted during the financial year including the number of loan accounts, outstanding amounts, value fetched and whether any of its sister concerns participated in the auction.
  (e) In case the first auction fails, NBFCs can pool gold jewellery from different branches in a district and auction it at any location within the district, subject to adherence with all other requirements regarding auction (prior notice, reserve price, arms-length relationship, disclosures, etc.) are met.

Rating of NBFCs

Pursuant to the RBI Master Directions, all NBFCs with an asset size of below ₹500 crore are required to, as per RBI instructions to, furnish information about downgrading or upgrading of the assigned rating of any financial product issued by them within 15 days of a change in rating.

Prudential Norms

The Master Directions amongst other requirements prescribe guidelines on NBFC-ND regarding income recognition, asset classification, provisioning requirements, constitution of audit committee, capital adequacy requirements, concentration of credit/ investment and norms relating to infrastructure loans. Further the concentration of credit/ investment norms shall not apply to a systemically important non-banking financial company not accessing public funds in India, either directly or indirectly, and not issuing guarantees.

Provisioning Requirements

An NBFC-ND-SI (NBFC-BL), after taking into account the time lag between an account becoming non-performing, its recognition, the realisation of the security and erosion overtime in the value of the security charged, shall make provisions against sub-standard assets, doubtful assets and loss assets in the manner provided for in the Master Directions.

In the interests of counter cyclicality and so as to ensure that NBFCs create a financial buffer to protect them from the effect of economic downturns, RBI *vide* their circular no. DNBS.PD.CC. No.207/ 03.02.002 /2010-11 dated January 17, 2011, introduced provisioning for Standard Assets by all NBFCs. NBFCs are required to make a general provision at 0.25 per cent of the outstanding standard assets. RBI vide their circular no. DNBR (PD) CC No. 037/03.01.001/2014-15 dated June 11, 2015 raised the provision for standard assets to 0.40 per cent to be met by March 2018. The provisions on standard assets are not reckoned for arriving at Net NPAs. The provisions towards Standard Assets are not needed to be netted from gross advances but shown separately as 'Contingent Provisions against Standard Assets' in the balance sheet. NBFCs are allowed to include the '*General Provisions on Standard Assets*' in Tier II Capital which together with other 'general provisions/ loss reserves' will be admitted as Tier II Capital only up to a maximum of 1.25 per cent of the total risk-weighted assets.

Leverage Ratio Norms

An NBFC-ND-SI (NBFC-BL) shall maintain a leverage ratio of not more than 7 after March 31, 2015. Further, NBFCs which are primarily engaged in lending against gold jewellery (such loans comprising of 50 percent or more of their financial assets) shall maintain a minimum tier I capital of 12 per cent.

Asset Classification

The Masters Directions require that every NBFC shall, after taking into account the degree of well-defined credit weaknesses and extent of dependence on collateral security for realisation, classify its lease/hire purchase assets, loans and advances and any other forms of credit into the following classes:

- Standard assets;
- Sub-standard Assets;
- Doubtful Assets; and
- Loss assets

Further, such class of assets would not be entitled to be upgraded merely as a result of rescheduling, unless it satisfies the conditions required for such upgradation. At present every NBFC is required to make a provision for standard assets at 0.40 per cent.

Other stipulations

All NBFCs are required to frame a policy for demand and call loan that includes provisions on the cut-off date for recalling the loans, the rate of interest, periodicity of such interest and periodical reviews of such performance.

Lending against security of gold

The RBI pursuant to the ND-Non-SI-Directions , as amended from time to time has prescribed that all NBFCs shall maintain a loan to value ratio not exceeding 75% for loans granted against the collateral of gold jewellery. The Value of gold jewellery, for the purpose of determining maximum permissible limit shall be the intrinsic value of the gold content therein and no other cost elements shall be added thereto.

Implementation of Green Initiative of the Government

All NBFCs are required take proactive steps for increasing the use of electronic payment systems, elimination of post-dated cheques and gradual phase-out of cheques in their day to day business transactions which would result in more cost-effective transactions and faster and accurate settlements.

Reserve Bank of India (Know Your Customer (KYC)) Master Directions, 2016 dated February 25, 2016, as amended ("RBI KYC Directions")

The RBI KYC Directions are applicable to every entity regulated by the RBI, specifically, scheduled commercial banks, regional rural banks, local area banks, primary (urban) co-operative banks, state and central co-operative banks, all India financial institutions, NBFCs, miscellaneous non-banking companies and residuary non-banking companies, amongst others. In terms of the RBI KYC Directions, every entity regulated thereunder is required to formulate a KYC policy which is duly approved by the board of directors of such entity or a duly constituted committee thereof. The KYC policy formulated in terms of the RBI KYC Directions is required to include four key elements, being customer acceptance policy, risk management, customer identification procedures and monitoring of transactions. It is advised that all NBFC'S adopt the same with suitable modifications depending upon the activity undertaken by them and ensure that a proper policy framework of anti-money laundering measures is put in place. The RBI KYC Directions provide for a simplified procedure for opening accounts by NBFCs. It also provides for an enhanced and simplified due diligence procedure. It has prescribed detailed instructions in relation to, inter alia, the due diligence of customers, record management, and reporting requirements to Financial Intelligence Unit – India.

The RBI KYC Directions have also issued instructions on sharing of information while ensuring secrecy and confidentiality of information held by Banks and NBFCs. The regulated entities must also adhere to the reporting requirements under Foreign Account Tax Compliance Act and Common Reporting Standards. The RBI KYC Directions also require the regulated entities to ensure compliance with the requirements/obligations under international agreements. The regulated entities must also pay adequate attention to any money-laundering and financing of terrorism threats that may arise from new or developing technologies and ensure that appropriate KYC procedures issued from time to time are duly applied before introducing new products/services/technologies. The RBI KYC Directions were updated on April 20, 2018 to enhance the disclosure requirements under the Prevention of Money-Laundering Act, 2002 and in accordance with the Prevention of Money-Laundering Rules vide Gazette Notification GSR 538 (E) dated June 1, 2017 and the final judgment of the Supreme Court in the case of Justice K.S. Puttaswamy (Retd.) & Another v. Union of India (Writ Petition (Civil) 494/2012). The Directions were updated to accommodate authentication as per the AADHAR (Targeted Delivery of Financial and Other Subsidies, Benefits and Services) Act, 2016 and use of an Indian resident's Aadhar number as a document for the purposes of fulfilling KYC requirement. The RBI KYC Directions were further updated on January 9, 2020 with a view to leveraging the digital channels for customer identification process by regulated entities, whereby the RBI has decided to permit video based customer identification process as a consent based alternate method of establishing the customer's identity, for customer onboarding.

Accounting Standards & Accounting policies

Subject to the changes in Indian Accounting Standards ("**IAS**") and regulatory environment applicable to a NBFC we may change our accounting policies in the future and it might not always be possible to determine the effect on the statement of profit and loss of these changes in each of the accounting years preceding the change. In such cases profit/loss for the preceding years might not be strictly comparable with the profit/loss for the period for which such accounting policy changes are being made. The Ministry of Corporate Affairs ("**MCA**"), in its press release dated January 18, 2016, issued a roadmap for implementation of Ind AS converged with IFRS for non-banking financial companies, scheduled commercial banks, insurers, and insurance companies, which was subsequently confirmed by the RBI through its circular dated February 11, 2016. The notification further explains that NBFCs whose equity and/or debt securities are listed or in the process of listing on any stock exchange in India or outside India and having a net worth of less than ₹50,000 lakh, shall comply with Ind AS for accounting periods beginning from April 1, 2021 onwards with comparatives for the periods ending on March 31, 2021 or thereafter. Accordingly, Ind AS is applicable to our Company with effect from April 1, 2021.

Reporting by Statutory Auditor

The statutory auditor of the ND-Non-SI-Directions is required to submit to the Board of Directors of the company along with the statutory audit report, a special report certifying that the Directors have passed the requisite resolution mentioned above, not accepted any public deposits during the year and has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it. In the event of non-compliance, the statutory auditors are required to directly report the same to the RBI.

Master Direction – Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016

In addition to the report made by the auditor under Section 143 of the Companies Act, 2013 on the accounts of an NBFC-ND-SI (NBFC-BL), the auditor shall make a separate report to the Board of Directors of the company on *inter alia* examination of validity of certificate of registration obtained from the RBI, whether the NBFC is entitled to continue to hold such certificate of registration in terms of its Principal Business Criteria (financial asset / income pattern) as on 31st March of the applicable year, whether the NBFC is meeting the required net owned fund requirement, whether the board of directors has passed a resolution for non-acceptance of public deposits, whether the company has accepted any public deposits during the applicable year, whether the company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it, whether the capital adequacy ratio as disclosed in the return submitted to the Bank in form NBS- 7, has been correctly arrived at and whether such ratio is in compliance with the minimum CRAR prescribed by the Bank, whether the company has furnished to the Bank the annual statement of capital funds, risk assets/exposures and risk asset ratio (NBS-7) within the stipulated period, and whether the non-banking financial company has been correctly classified as NBFC Micro Finance Institutions (MFI).

Master Circular dated July 1, 2015 on returns to be submitted by NBFCs

The circular lists down detailed instructions in relation to submission of returns, including their periodicity, reporting time, due date, purpose and the requirement of filing such returns by various categories of NBFCs, including an NBFC-ND-SI (NBFC-BL). RBI, vide notification dated November 26, 2015 titled "Online Returns to be submitted by NBFCs-Revised" changed the periodicity of NDSI returns from monthly to quarterly.

Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016

All NBFCs are required to put in place a reporting system for filing various returns with the RBI. An NBFC-ND-SI (NBFC-BL) is required to file on a quarterly basis a return on important financial parameters, including components of assets and liabilities, profit and loss account, exposure to sensitive sectors etc., NBS-7 on prudential norms on a quarterly basis, multiple returns on asset-liability management to address concerns regarding *inter alia* asset liability mismatches and interest rate risk, quarterly report on branch information, and Central Repository of Information on Large Credits ("**CRILC**") on a quarterly basis as well as all Special Mention Accounts-2 ("**SMA-2**") status on a weekly basis to facilitate early recognition of financial distress, prompt steps for resolution and fair recovery for lenders.

Financing of NBFCs by bank

The RBI has issued guidelines vide a circular dated bearing number DBOD No. FSD. BC.46/24.01.028/2006-07 dated December 12, 2006 relating to the financial regulation of systemically important NBFC-NDs and the relationship of banks with such institutions. In particular, these guidelines prohibit banks from lending to NBFCs for the financing of certain activities, such as (i) bill discounting or rediscounting, except where such discounting arises from the sale of commercial vehicles and two wheelers or three wheelers, subject to certain conditions; (ii) unsecured loans or corporate deposits by NBFCs to any company; (iii) investments by NBFCs both of current and long term nature, in any company; (iv) further lending to individuals for the purpose of subscribing to an initial public offer.

In addition to the above the RBI has issued guidelines vide a circular dated bearing number DBR.BP.BC.No.5/21.04.172/2015-16 dated July 1, 2015 relating to bank financing of NBFCs predominantly engaged in lending against Gold has directed banks to (i) reduce their regulatory exposure ceiling on a single NBFC, having gold loans to the extent of 50% or more of its total financial assets 10% of banks' capital funds. However, the exposure ceiling may go up by 5%, i.e., up to 15% of banks' capital funds if the additional exposure is on account of funds on-lent by NBFCs to the infrastructure sector and (ii) to have an internal sub-limit on their aggregate exposures to all such NBFCs, having gold loans to the extent of 50% or more of their total financial assets, taken together. The sub-limits should be within the internal limit fixed by the banks for their aggregate exposure to all NBFCs put together.

Master Direction on Information Technology Framework for the NBFC Sector, 2017

All systematically important NBFCs must implement the security enhancement requirements under the Master Direction with respect to enhancing security of its Information Technology/Information Security Framework ("**IT**") business continuity planning, disaster recovery and management. NBFCs must constitute an IT Strategy Committee and IT Steering Committee and formulate an IT and Information Security Policy in furtherance of the same. Further, a Cyber Crisis Management Plan must be formulated to address cyber intrusions and attacks. It has to be implemented by applicable NBFCs by June 2018.

Directions on Managing Risks and Code of Conduct in Outsourcing of Financial Services by NBFCs, 2017

With a view to put in place necessary safeguards applicable to outsourcing of activities by NBFCs, the RBI has issued directions on managing risks and code of conduct in outsourcing of financial services by NBFCs ("**Risk Management Directions**"). The Risk Management Directions specify that core management functions like internal auditing, compliance functions, decision making functions such as compliance with KYC norms shall not be outsourced by NBFCs. Further, the Risk Management Directions specify that outsourcing of functions shall not limit its obligations to its customers.

Norms for excessive interest rates

In addition, the RBI has introduced *vide* a circular bearing reference number RBI/ 2006-07/ 414 dated May 24, 2007 whereby RBI has requested all NBFCs to put in place appropriate internal principles and procedures in determining interest rates and processing and other charges. In addition to the aforesaid instruction, the RBI has issued a Master Circular on Fair Practices Code dated July 1, 2015 for regulating the rates of interest charged by the NBFCs. These circulars stipulate that the board of each NBFC is required to adopt an interest rate model taking into account the various relevant factors including cost of funds, margin and risk premium. The rate of interest and the approach for gradation of risk and the rationale for charging different rates of interest for different categories of borrowers are required to be disclosed to the borrowers in the application form and expressly communicated in the sanction letter. Further, this is also required to be made available on the NBFCs website or published in newspapers and is required to be updated in the event of any change therein. Further, the rate of interest would have to be an annualised rate so that the borrower is aware of the exact rates that would be charged to the account.

Supervisory Framework

In order to ensure adherence to the regulatory framework by systemically important ND-NBFCs, the RBI has directed such NBFCs to put in place a system for submission of an annual statement of capital funds, and risk asset ratio etc. as at the end of March every year, in a prescribed format. This return is to be submitted electronically within a period of three months from the close of every financial year. Further, a NBFC is required to submit a certificate from its statutory auditor that it is engaged in the business of non-banking financial institution with requirement to hold a certificate of registration under the RBI Act. This certificate is required to be submitted within one month of the date of finalisation of the balance sheet and in any other case not later than December 30 of that particular year. Further, in addition to the auditor's report under Section 143 of the Companies Act, 2013 the auditors are also required to make a separate report to the Board of Directors on certain matters, including correctness of the capital adequacy ratio as disclosed in the return NBS-7 to be filed with the RBI and its compliance with the minimum CRAR, as may be prescribed by the RBI.

The Reserve Bank – Integrated Ombudsman Scheme, 2021 (the "Ombudsman Scheme") dated November 12, 2021

The RBI through its 'Statement on Developmental and Regulatory Policies' dated February 5, 2021, proposed the integration of the Ombudsman Scheme for Non-Banking Financial Companies, 2018 with the Banking Ombudsman Scheme, 2006 and the Ombudsman Scheme for Digital Transactions, 2019 under the 'One Nation One Ombudsman' approach for grievance redressal and has done the same through the Ombudsman Scheme effective from November 12, 2021. This is intended to make the process of redressal of grievances easier by enabling the customers of the banks, NBFCs and non-bank issuers of prepaid payment instruments to register their complaints under the integrated scheme, with one centralized reference point.

The Ombudsman Scheme was introduced by the RBI with the object of enabling resolution of complaints in respect of certain services rendered by certain categories of NBFCs, to facilitate the satisfaction or settlement of such complaints, and matters connected therewith. Further, the RBI through its notification on Appointment of Internal Ombudsman by Non-Banking Financial Companies dated November 15, 2021 has established the office of Internal Ombudsman for NBFCs along with its roles and responsibilities.

The Ombudsman Scheme, inter alia, establishes the office of the ombudsman, specifies the procedure for the redressal of grievances and the mechanism for appeals against the awards passed by the ombudsman.

Appointment of Internal Ombudsman by Non-Banking Financial Companies dated November 15, 2021

The RBI notification requires the appointment of internal ombudsman by NBFCs fulfilling the following criteria as on the date of the circular: (a) Deposit-taking NBFCs (NBFCs-D) with 10 or more branches. (b) Non-Deposit taking NBFCs (NBFCs-ND) with asset size of ₹ 50 billion and above and having public customer interface. NBFCs are required to internally escalate all complaints that are partly or wholly rejected by the NBFC's internal grievance redress mechanism to the internal ombudsman for a final decision within a period of three weeks from the date of receipt of the complaint. Thereafter, the internal ombudsman and the NBFC are required to ensure that the final decision is communicated to the complainant within 30 days from the date of receipt of the complaint by the NBFC. In case any complaint is fully or partly rejected even after examination by the internal ombudsman, the NBFC is necessitated to advise to the complainant as part of the reply of the customer's option to approach the RBI Ombudsman for redress (if the complaint falls under the RBI Ombudsman mechanism) along with complete details.

Asset Liability Management

The RBI has prescribed the Guidelines for Asset Liability Management ("**ALM**") System in relation to NBFCs ("**ALM Guidelines**") that are applicable to all NBFCs through a Master Circular on Miscellaneous Instructions to All Non-Banking Financial Companies dated July 1, 2015. As per this Master Circular, the NBFCs (engaged in and classified as equipment leasing, hire purchase finance, loan, investment and residuary non-banking companies) meeting certain criteria, including, an asset base of ₹ 10,000 lakhs, irrespective of whether they are accepting / holding public deposits or not, or holding public deposits of ₹ 2,000 lakhs or more (irrespective of the asset size) as per their audited balance sheet as of March 31, 2001, are required to put in place an ALM system. The ALM Guidelines mainly address liquidity and interest rate risks. In case of structural liquidity, the negative gap (i.e. where outflows exceed inflows) in the 1 to 30/31 days' time-bucket should not exceed the prudential limit of 15 per cent of cash outflows of each time-bucket and the cumulative gap of up to one year should not exceed 15 per cent of the cumulative cash outflows of up to one year. In case these limits are exceeded, the measures proposed for bringing the gaps within the limit should be shown by a footnote in the relevant statement.

Foreign Investment Regulations

Foreign investment in Indian securities is regulated through the Consolidated Foreign Direct Investment ("**FDI**") Policy and Foreign Exchange Management Act, 1999 ("**FEMA**"). The government bodies responsible for granting foreign investment approvals are the concerned ministries/ departments of the Government of India and the RBI. The Union Cabinet has approved phasing out the Foreign Investment Promotion Board, as provided in the press release dated May 24, 2017. Accordingly, pursuant to the office memorandum dated June 5, 2017, issued by the Department of Economic Affairs, Ministry of Finance, approval of foreign investment under the FDI policy has been entrusted to concerned ministries/departments. Subsequently, the Department of Industrial Policy & Promotion ("**DIPP**") issued the Standard Operating Procedure (SOP) for Processing FDI Proposals on June 29, 2017 (the "**SOP**"). The SOP provides a list of the competent authorities for granting approval for foreign investment for sectors/activities requiring Government approval. For sectors or activities that are currently under automatic route but which required Government approval earlier as per the extant policy during the relevant period, the concerned administrative ministry/department shall act as the competent authority (the "**Competent Authority**") for the grant of post facto approval of foreign investment. In circumstances where there is a doubt as to which department shall act as the Competent Authority, the DIPP shall identify the Competent Authority. The DIPP has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendment to FEMA. In case of any conflict FEMA prevails.

The Foreign Exchange Management (Debt Instruments) Regulations, 2019 notified by RBI on October 17, 2019, regulate investment in India by a person resident outside India in listed NCDs.

The Consolidated FDI Policy consolidates the policy framework in place as on August 27, 2017. Further, on January 4, 2018 the RBI released the Master Direction on Foreign Investment in India. Under the approval route, prior approval from the relevant ministry and competent authorities, as per the procedure established under the Standard Operating Procedure for Processing FDI Proposals ("**SOP**") dated June 29, 2017 or RBI is required. FDI for the items/activities that cannot be brought in under the automatic route may be brought in through the approval route. Approvals are accorded on the recommendation of the FIPB, which is chaired by the Secretary, DIPP, with the Union Finance Secretary, Commerce Secretary and other key Secretaries of the Government of India as its members.

As per the sector specific guidelines of the Government of India, 100 per cent FDI/ Non-Resident Indian ("**NRI**") investments are allowed under the automatic route in certain NBFC activities subject to compliance with guidelines of the RBI in this regard.

Guidelines for Licencing and other Approvals for Authorised Money Changers (AMCs)

Full Fledged Money Changers (FFMCs) are authorised by the Reserve Bank to deal in foreign exchange for specified purposes, to widen the access of foreign exchange facilities to residents and tourists while ensuring efficient customer service through competition. FFMCs are authorised to purchase foreign exchange from residents and non-residents visiting India and to sell foreign exchange for certain approved purposes. AD Category –I Banks/ADs Category – II/FFMCs may appoint franchisees to undertake purchase of foreign currency*. No person shall carry on or advertise that he carries on money changing business unless he is in possession of a valid money changer's licence issued by the Reserve Bank.

** Note: -Franchisees of AD Category –I Banks/ADs Category – II/FFMCs functioning within 10 kilometres from the borders of Pakistan and Bangladesh may also sell the currency of the bordering country, with the prior approval of the Regional offices concerned of the Reserve Bank. Other franchises of AD Category –I Banks/ADs Category – II/FFMCs cannot sell foreign currency.*

Guidelines for appointment of Agents/ Franchisees by Authorised Dealer Category – FFMCs.

Under the Scheme, the Reserve Bank permits FFMCs to enter into franchisee/agency agreements at their option for the purpose of carrying on Restricted Money Changing business i.e. conversion of foreign currency notes, coins or travellers' cheques into Indian Rupees.

A franchisee can be any entity which has a place of business and a minimum Net Owned Funds of ₹10 lakhs. Franchisees can undertake only restricted money changing business.

FFMCs as the franchisers are free to decide on the tenor of the arrangement as also the commission or fee through mutual agreement with the franchisee. The Agency/Franchisee agreement to be entered into should include the salient features as mentioned under the master circular. The master circular also prescribes the procedure for application, due diligence of franchisees, selection of centres, training, reporting, audit and inspection of franchisees and Anti Money Laundering (AML)/Know Your Customer (KYC)/Combating the Financing of Terrorism (CFT) Guidelines.

Note: No licence for appointment of franchisees will be issued to any FFMC, against whom any major DoE/DRI/CBI/Police case is pending. In case where any FFMC has received one-time approval for appointing franchisees and subsequent to the date of approval, any DoE/DRI/CBI/Police case is filed, the FFMC should not appoint any further franchisees and bring the matter to the notice of the Reserve Bank immediately. A decision will be taken by the Reserve Bank regarding allowing the FFMC to appoint franchisees.

Operational Instructions

Foreign exchange in any form can be brought into India freely without limit provided it is declared on the Currency Declaration Form (CDF) on arrival to the Custom Authorities. When foreign exchange brought in the form of currency notes or travellers' cheques does not exceed US $10,000 or its equivalent and/or the value of foreign currency notes does not exceed US $5,000 or its equivalent, declaration thereof on CDF is not insisted upon.

Taking out foreign exchange in any form, other than foreign exchange obtained from an authorised dealer or a money changer is prohibited unless it is covered by a general or special permission of the Reserve Bank. Non-residents, however, have general permission to take out an amount not exceeding the amount originally brought in by them, subject to compliance with the provisions of sub-para above.

Authorised Money Changers (AMCs)/franchisees may freely purchase foreign currency notes, coins and traveller's cheques from residents as well as non-residents. Where the foreign currency was brought in by declaring on form CDF, the tenderer should be asked to produce the same. The AMC should invariably insist on production of declaration in CDF.

AMCs may sell Indian Rupees to foreign tourists/visitors against International Credit Cards/International Debit Cards and take prompt steps to obtain reimbursement through normal banking channels.

AMCs may issue certificate of encashment when asked for in cases of purchases of foreign currency notes, coins and travellers cheques from residents as well as non-residents. These certificates bearing authorised signatures should be issued on the letter head of the money changer and proper record should be maintained.

In cases where encashment certificate is not issued, attention of the customers should be drawn to the fact that unspent local currency held by non-residents will be allowed to be converted into foreign currency only against production of a valid encashment certificate.

AMCs may purchase from other AMCs and ADs any foreign currency notes, coins and encashed travellers' cheques tendered in the normal course of business. Rupee equivalent of the amount of foreign exchange purchased should be paid only by way of crossed account payee cheque/demand draft/bankers' cheque/Pay order.

AMCs may sell foreign exchange up to the prescribed ceiling (currently US $ 10,000) specified in Schedule III to the Foreign Exchange Management (Current Account Transaction) Rules, 2000 during a financial year to persons resident in India for undertaking one or more private visits to any country abroad (except Nepal and Bhutan). Exchange for such private visits will be available on a self-declaration basis to the traveller regarding the amount of foreign exchange availed during a financial year. Foreign nationals permanently resident in India are also eligible to avail of this quota for private visits provided the applicant is not availing of facilities for remittance of his salary, savings, etc., abroad in terms of extant regulations.

AMCs may sell foreign exchange to persons' resident in India for undertaking business travel or for attending a conference or specialised training or for maintenance expenses of a patient going abroad for medical treatment or check-up abroad or for accompanying as attendant to a patient going abroad for medical treatment/check-up up to the limits as specified in Schedule III to FEMA (Current Account Transactions) Rules, 2000.

AMCs may convert into foreign currency, unspent Indian currency held by non-residents at the time of their departure from India, provided a valid Encashment Certificate is produced.

AMCs may convert at their discretion, unspent Indian currency up to ₹10,000 in the possession of non-residents if, for bona fide reasons, the person is unable to produce an Encashment Certificate after ensuring that the departure is scheduled to take place within the following seven days. FFMCs may provide facility for reconversion of Indian Rupees to the extent of ₹50,000 to foreign tourists (not NRIs) against ATM Receipts based on the following documents- Valid passport and visa, ticket confirmed for departure within 7 days, Original ATM slip.

AMCs may issue a cash memo, if asked for, on official letterhead to travellers to whom foreign currency is sold by them. The cash memo may be required for production to emigration authorities while leaving the country.

AMCs may put through transactions relating to foreign currency notes and travellers' cheques at rates of exchange determined by market conditions and in alignment with the ongoing market rates.

AMCs should display at a prominent place in or near the public counter, a chart indicating the rates for purchase/sale of foreign currency notes and travellers' cheques for all the major currencies and the card rates for any day, should be updated, latest by 10:30 a.m.

AMCs should keep balances in foreign currencies at reasonable levels and avoid build-up of idle balances with a view to speculating on currency movements.

Franchisees should surrender foreign currency notes, coins and travellers' cheques purchased only to their franchisers within seven working days.

The transactions between authorised dealers and FFMCs should be settled by way of account payee crossed cheques/demand drafts. Under no circumstances should settlement be made in cash.

AMCs may obtain their normal business requirements of foreign currency notes from other AMCs/authorised dealers in foreign exchange in India, against payment in rupees made by way of account payee crossed cheque/demand draft.

Where AMCs are unable to replenish their stock in this manner, they may make an application to the Forex Markets Division, Foreign Exchange Department, Central Office, RBI, Mumbai through an AD Category-I for permission to import foreign currency into India. The import should take place through the designated AD Category-I through whom the application is made.

AMCs may export surplus foreign currency notes/encashed travellers' cheques to an overseas bank through designated Authorised Dealer Category - I in foreign exchange for realisation of their value through the latter. FFMCs may also export surplus foreign currency to private money changers abroad subject to the condition that either the realisable value is credited in advance to the AD Category – I bank’s nostro account or a guarantee is issued by an international bank of repute covering the full value of the foreign currency notes/coins to be exported.

In the event of foreign currency notes purchased being found fake/forged subsequently, AMCs may write- off up to US $ 2000 per financial year after approval of their Top Management after exhausting all available options for recovery of the amount. Any write-off in excess of the above amount, would require the approval of the Regional Office concerned of the Foreign Exchange Department of the Reserve Bank.

Further, provisions regarding the following are also mentioned-

- Registers and Books of Accounts of Money-changing Business
- Submission of Statements to the Reserve Bank
- Inspection of Transactions of AMCs
- Concurrent Audit
- Temporary Money Changing Facilities

Opening of Foreign Currency Accounts by AMCs

AMCs, with the approval of the respective Regional Offices of the Foreign Exchange Department, may be allowed to open

Foreign Currency Accounts in India, subject to the following conditions: -

ii. Only one account may be permitted at a particular centre.

iii. Only the value of foreign currency notes/encashed TCs exported through the specific bank and realised can be credited to the account.

iv. Balances in the accounts shall be utilised only for settlement of liabilities on account of:

(a) TCs sold by the AMCs,
(b) Foreign currency notes acquired by the AMCs from AD Category-I banks, and
(c) No idle balance shall be maintained in the said account.

All AMCs are required to submit their annual audited balance sheet to the respective Regional office of the Reserve Bank for the purpose of verification of their Net Owned Funds along-with a certificate from the statutory auditors regarding the NOF as on the date of the balance sheet. As AMCs are expected to maintain the minimum NOF on an ongoing basis, if there is any erosion in their NOF below the minimum level, they are required to bring it to the notice of the Reserve Bank immediately along with a detailed time bound plan for restoring the Net Owned Funds to the minimum required level.

FFMCs, which are not Regional Rural Banks (RRBs), Local Area Banks (LABs), Urban Co-operative Banks (UCBs) and Non-Banking Financial Companies (NBFCs) having a minimum net worth of ₹500 lakhs, may participate in the designated currency futures and currency options on exchanges recognised by the Securities and Exchange Board of India (SEBI) as clients only for the purpose of hedging their underlying foreign exchange exposures. FFMCs and ADs Category–II which are RRBs, LABs, UCBs and NBFCs, may be guided by the instructions issued by the respective regulatory Departments of the Reserve Bank in this regard.

The Recovery of Debts due to Banks and Financial Institutions Act, 1993

The Recovery of Debts due to Banks and Financial Institutions Act, 1993 (the "**DRT Act**") provides for establishment of the Debts Recovery Tribunals (the "**DRTs**") for expeditious adjudication and recovery of debts due to banks and public financial institutions or to a consortium of banks and public financial institutions. Under the DRT Act, the procedures for recovery of debt have been simplified and time frames have been fixed for speedy disposal of cases. The DRT Act lays down the rules for establishment of DRTs, procedure for making application to the DRTs, powers of the DRTs and modes of recovery of debts determined by DRTs. These include attachment and sale of movable and immovable property of the defendant, arrest of the defendant and his detention in prison and appointment of receiver for management of the movable or immovable properties of the defendant.

The DRT Act also provides that a bank or public financial institution having a claim to recover its debt, may join an ongoing proceeding filed by some other bank or public financial institution, against its debtor, at any stage of the proceedings before the final order is passed, by making an application to the DRT.

Anti-Money Laundering

The RBI has issued a Master Circular dated July 1, 2015 to ensure that a proper policy framework for the Prevention of Money Laundering Act, 2002 ("**PMLA**") is put into place. The PMLA seeks to prevent money laundering and provides for confiscation of property derived from or involved in money laundering and for other matters connected therewith or incidental thereto. It extends to all banking companies, financial institutions, including NBFCs and intermediaries. Pursuant to the provisions of PMLA and the RBI guidelines, all NBFCs are advised to appoint a principal officer for internal reporting of suspicious transactions and cash transactions and to maintain a system of proper record (i) for all cash transactions of value of more than ₹ 10 lakhs; (ii) all series of cash transactions integrally connected to each other which have been valued below ₹ 10 lakhs where such series of transactions have taken place within one month and the aggregate value of such transaction exceeds ₹ 10 lakhs. Further, all NBFCs are required to take appropriate steps to evolve a system for proper maintenance and preservation of account information in a manner that allows data to be retrieved easily and quickly whenever required or when requested by the competent authorities. Further, NBFCs are also required to maintain for at least ten years from the date of transaction between the NBFCs and the client, all necessary records of transactions, both domestic or international, which will permit reconstruction of individual transactions (including the amounts and types of currency involved if any) so as to provide, if necessary, evidence for prosecution of persons involved in criminal activity.

Additionally, NBFCs should ensure that records pertaining to the identification of their customers and their address are obtained while opening the account and during the course of business relationship, and that the same are properly preserved for at least ten years after the business relationship is ended. The identification records and transaction data is to be made available to the competent authorities upon request.

RBI Notification dated December 3, 2015 titled "Anti-Money Laundering (AML)/ Combating of Financing of Terrorism (CFT) – Standards" states that all regulated entities (including NBFCs) are to comply with the updated FATF Public Statement and document 'Improving Global AML/CFT Compliance: on-going process' as on October 23, 2015.

The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("*SARFAESI Act")*

The SARFAESI Act regulates the securitization and reconstruction of financial assets of banks and financial institutions. The RBI has issued guidelines to banks and financial institutions on the process to be followed for sales of financial assets to asset reconstruction companies. These guidelines provide that a bank or a financial institution or an NBFC may sell financial assets to an asset reconstruction company provided the asset is a Non - Performing Asset ("**NPA**"). Securitisation Companies and Reconstruction Companies ("**SCs/RCs**") are required to obtain, for the purpose of enforcement of security interest, the consent of secured creditors holding not less than 60 per cent of the amount outstanding to a borrower as against 75 per cent. While taking recourse to the sale of secured assets in terms of Section 13(4) of the SARFAESI Act, a SC/RC may itself acquire the secured assets, either for its own use or for resale, only if the sale is conducted through a public auction.

As per the SARFAESI Amendment Act of 2004, the constitutional validity of which was upheld in a recent Supreme Court ruling, non-performing assets have been defined as an asset or account of a borrower, which has been classified by a bank or financial institution as sub-standard, doubtful or loss asset in accordance with directions or guidelines issued by the RBI. In case the bank or financial institution is regulated by a statutory body/authority, NPAs must be classified by such bank in accordance with guidelines issued by such regulatory authority. The RBI has issued guidelines on classification of assets as NPAs. Further, these assets are to be sold on a "without recourse" basis only.

The SARFAESI Act provides for the acquisition of financial assets by Securitization Company or Reconstruction Company from any bank or financial institution on such terms and conditions as may be agreed upon between them. A securitization company or reconstruction company having regard to the guidelines framed by the RBI may, for the purposes of asset reconstruction, provide for measures such as the proper management of the business of the borrower by change in or takeover of the management of the business of the borrower, the sale or lease of a part or whole of the business of the borrower and certain other measures such as rescheduling of payment of debts payable by the borrower; enforcement of security.

Additionally, under the provisions of the SARFAESI Act, any securitisation company or reconstruction company may act as an agent for any bank or financial institution for the purpose of recovering its dues from the borrower on payment of such fee or charges as may be mutually agreed between the parties.

Various provisions of the SARFAESI Act have been amended by the Enforcement of Security Interest and Recovery of Debt Laws and Miscellaneous Provisions (Amendment) Act, 2016 as also the Insolvency and Bankruptcy Code, 2016 (which amended S.13 of SARFAESI). As per this amendment, the Adjudicating Authority under the Insolvency and Bankruptcy Code, 2016 shall by order declare moratorium for prohibiting *inter alia* any action to foreclose, recover or enforce any security interest created by the corporate debtor in respect of its property including any action under the SARFAESI Act.

Further, in accordance with Ministry of Finance notification no. S.O. 856(E) dated February 24, 2020, the eligibility limit for to enforcement of security interest with respect to secured debt recovery by NBFCs (having assets worth Rs. 100 Crores and above) has been reduced from ₹ 100 lakhs to ₹ 50 lakhs.

Insolvency and Bankruptcy Code, 2016

The Insolvency and Bankruptcy Code, 2016 (Bankruptcy Code) was notified on August 5, 2016. The Bankruptcy Code offers a uniform and comprehensive insolvency legislation encompassing all companies, partnerships and individuals (other than financial firms). It allows creditors to assess the viability of a debtor as a business decision and agree upon a plan for its revival or a speedy liquidation. The Bankruptcy Code creates a new institutional framework, consisting of a regulator, insolvency professionals, information utilities and adjudicatory mechanisms, which will facilitate a formal and time-bound insolvency resolution and liquidation process.

RBI vide its circular dated June 7, 2019, laid down the Prudential Framework for Resolution of Stressed Assets whereby prescribing the regulatory approach for resolution of stressed assets *interalia* by: (i) early recognition and reporting of default by banks, financial institutions and NBFCs in respect of large borrowers; (ii) Affording complete discretion to lenders with regard to design and implementation of resolution plans, in supersession of earlier resolution schemes (S4A, SDR, 5/25 etc.), subject to the specified timeline and independent credit evaluation; (iii) Laying down a system of disincentives in the form of additional provisioning for delay in implementation of resolution plan or initiation of insolvency proceedings; (iv) Withdrawal of asset classification dispensations on restructuring. Future upgrades to be contingent on a meaningful demonstration of satisfactory performance for a reasonable period; and (v) Requiring the mandatory signing of an inter-creditor agreement (ICA) by all lenders, which will provide for a majority decision making criteria. MCA vide notification dated November 15, 2019, issued the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudicating Authority) Rules, 2019 ("**FSP Rules**") *interalia* governing the corporate insolvency resolution process and liquidation process of Financial Service Providers (FSPs) under the Bankruptcy Code. The issuance of the FSP Rules has made viable and unified resolution process accessible for the FSPs and their creditors with some procedural differences.

Companies Act, 2013

The Companies Act, 2013 ("**Companies Act**") has been notified by the Government of India on August 30, 2013 (the "**Notification**"). Under the Notification, Section 1 of the Companies Act has come into effect and the remaining provisions of the Companies Act have and shall come into force on such dates as the Central Government has notified and shall notify. Section 1 of the Companies Act deals with the commencement and application of the Companies Act and among others sets out the types of companies to which the Companies Act applies. Further the Ministry of Corporate Affairs has by their notifications dated September 12, 2013 and March 26, 2014 notified certain sections of the Companies Act, which have come into force from September 12, 2013 and April 1, 2014.

The Companies Act provides for, among other things, changes to the regulatory framework governing the issue of capital by companies, corporate governance, audit procedures, corporate social responsibility, requirements for independent directors, director's liability, class action suits, and the inclusion of women directors on the boards of companies. The Companies Act is complemented by a set of rules that set out the procedure for compliance with the substantive provisions of the Companies Act. As mentioned above, certain provisions of the Companies Act, 2013 have already come into force and the rest shall follow in due course.

Under the Companies Act every company having net worth of ₹50,000 lakh or more, or turnover of ₹1,00,000 lakh or more or a net profit of ₹ 500 lakh or more during the immediately preceding financial year shall formulate a corporate social responsibility policy. Further, the board of every such company shall ensure that the company spends, in every financial year, at least two per cent of the average net profits of the company made during the three immediately preceding financial years in pursuance of its corporate social responsibility policy.

Shops and Establishments legislations in various states

The provisions of various Shops and Establishments legislations, as applicable, regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of *inter-alia* registration, opening and closing hours, daily and weekly working hours, holidays, leave, health, termination of services and safety measures and wages for overtime work.

Labour Laws

India has stringent labour related legislations. The Company is required to comply with certain labour laws, which include the Employees' Provident Funds and Miscellaneous Provisions Act 1952, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, Workmen Compensation Act, 1923, the Payment of Gratuity Act, 1972 and the Payment of Wages Act, 1936, amongst others.

Intellectual Property

Intellectual Property in India enjoys protection under both common law and statute. Under statute, India provides for patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957 and trademark protection under the Trademarks Act, 1999. The above enactments provide for protection of intellectual property by imposing civil and criminal liability for infringement.

Regulatory measures on account of the COVID-19 pandemic

The Government of India on October 23, 2020 has announced the 'Scheme for grant of ex-gratia payment of difference between compound interest and simple interest for six months to borrowers in specified loan accounts (1.3.2020 to 31.8.2020)' (the '**Scheme**'), which mandates ex-gratia payment to certain categories of borrowers by way of crediting the difference between simple interest and compound interest for the period between March 1, 2020 to August 31, 2020 by the respective lending institutions.

The RBI has issued circulars, the Statement of Developmental and Regulatory Policies dated May 22, 2020 and Monetary Policy Statement, 2020-2021: Resolution of Monetary Policy Committee dated May 22, 2020 announcing certain additional regulatory measures with an aim to revive growth and mitigate the impact of COVID-19 on business and financial institutions in India, including:

(a) permitting banks to grant a moratorium of six months on all term loan instalments and working capital facilities sanctioned in the form of cash credit/overdraft ("**CC/OD**"), falling due between March 1, 2020 and August 31, 2020, subject to the fulfilment of certain conditions;

(b) permitting the recalculation of 'drawing power' of working capital facilities sanctioned in the form of cash/ credit overdraft facilities by reducing the margins till the extended period, being August 31, 2020, and permitting lending institutions to restore the margins to the original levels by March 31, 2021;

(c) permitting the increase in the bank's exposures to a group of connected counterparties from 25% to 30% of the eligible capital base of the bank, up to June 30, 2021;

(d) deferring the recovery of the interest applied in respect of all working capital facilities sanctioned in the form of cash/credit overdraft facilities during the period from March 1, 2020 to August 31, 2020;

(e) permitting lending institutions to convert the accumulated interest on working capital facilities up to the deferment period(up to August 31, 2020) into a funded interest term loan which shall be repayable not later than the end of the current financial year (being, March 31, 2021);

(f) permitting the lending institutions to exclude the moratorium period wherever granted in respect of term loans as stated in(a) above, from the number of days past-due for the purpose of asset classification under the income recognition and asset classification norms, in respect of accounts classified as standard as on February 29, 2020, even if overdue;

(g) permitting the lending institutions to exclude deferment period on recovery of the interest applied, wherever granted as stated in (d) above, for the determination of out of order status, in respect of working capital facilities sanctioned in the form of CC/OD where the account is classified as standard, including special mention accounts, as on February 29, 2020; and

(h) requiring lending institutions to make general provisions of not less than 10% of the total outstanding of accounts in default but standard as on February 29, 2020 and asset classification benefit is availed, to be phased over two quarters as provided:(i) not less than 5% for the quarter ended March 31, 2020; and (ii) not less than 5% for the quarter ended June 30, 2020, subject to certain adjustments.

Resolution Framework – 2.0: Resolution of Covid-19 related stress of Individuals and Small Businesses dated May 5, 2021 and June 4, 2021

The RBI has issued Resolution Framework – 2.0 dated May 5, 2021 announcing measures to alleviate the potential stress to individual borrowers and small businesses due to the resurgence of COVID-19 pandemic in India, including:

(a) permitting lending institutions to offer a limited window to individual borrowers and small businesses, including those in wholesale and retail trade, who have availed personal loans and to whom the aggregate exposure is not of more than 25 crores as on March 31, 2021 to implement resolution plans for their credit exposure;

(b) permitting lending institutions to form policies regarding the implementation of viable resolution plan for borrowers having stress on account of COVID – 19 and to ensure implementation before September 30, 2021 when the borrower and the lending institution agree towards a resolution plan;

(c) the resolution plan as stated in (b) should be implemented within 90 days from the date of invocation of resolution process and includes rescheduling of payments, conversion of any interest accrued or to be accrued into another credit facility etc, with a moratorium period of not more than two years on implementation of the resolution plan;

(d) permitting lending institutions to sanction additional finance even before implementation of the plan to meet the interim liquidity requirements of the borrower, to be classified as 'Standard' till implementation of the plan otherwise as per the actual performance of the borrower in case the resolution plan is not implemented within the set timeline;

(e) permitting lending institutions to keep from the date of implementation, higher of the provisions as per IRAC norms immediately before implementation or 10% the renegotiated debt exposure of the lending institution post implementation;

(f) half of provisions mentioned in (e) can be written back upon the borrower paying at least 20 per cent of the residual debt without slipping into NPA and the remaining half can be written back upon the borrower paying another 10 % of the residual debt without slipping into NPA;

(g) permitting the moratorium for resolution plans implemented in terms of Resolution Framework – 1.0 to be extended to not more than two years;

(h) permitting the lending institutions to review the working capital sanctioned limits and / or drawing power based on a reassessment of the working capital cycle, reduction of margins, etc. without the same being treated as restructuring for resolution plans implemented in terms of Resolution Framework – 1.0 before September 30, 2021 and to restore the working capital limit as per Resolution Framework – 1.0 before March 31, 2022.

The RBI further through a circular dated June 4, 2021 revised the aggregate exposure limit, including non-fund based facilities, as stated in (a), from ₹ 2500 lakhs to ₹ 5000 lakhs.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Issuer's Absolute Responsibility

"The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus 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 the Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect."

Authority for the Issue

At the meeting of the Board of Directors of our Company held on April 18, 2023, the Directors approved the issue of NCDs to the public up to an amount not exceeding ₹ 30,000 lakhs for the financial year 2023-2024. This Issue for an amount not exceeding ₹10,000 lakhs has been approved by the NCD Sub Committee of the Board of Directors of our Company in its meeting dated April 19, 2023.

Prohibition by SEBI

Our Company, persons in control of our Company, Directors of our Company and/or our Promoter have not been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities and no such order or direction is in force. Further, no member of our promoter group has been prohibited or debarred by SEBI from accessing the securities market or dealing in securities due to fraud.

Categorisation as a Wilful Defaulter

Our Company, our Directors and/or our Promoter have not been categorised as a Wilful Defaulter nor are they in default of payment of interest or repayment of principal amount in respect of debt securities issued to the public, for a period of more than six months.

Declaration as a Fugitive Economic Offender

None of our Directors have been declared as a Fugitive Economic Offender.

Other confirmations

None of our Company or our Directors or our Promoters, or person(s) in control of our Company was a promoter, director or person in control of any company which was delisted within a period of ten years preceding the date of this Draft Prospectus, in accordance with Chapter V of the SEBI Delisting Regulations.

The NCDs shall be considered as secured only if the charged asset is registered with Sub-registrar and Registrar of Companies or CERSAI or Depository etc., as applicable, or is independently verifiable by the debenture trustee.

The Consents/ permissions and no objection certificates required for creation of further pari passu charge in favour of the Debenture Trustee on the assets from the Existing Secured Creditors have been obtained.

Disclaimer statement from our Company, our Directors and the Lead Manager

Our Company, our Directors and the Lead Manager accepts no responsibility for statements made other than in this Draft Prospectus or in the advertisements or any other material issued by or at our Company's instance in connection with the Issue of the NCDs and anyone placing reliance on any other source of information including our Company's website, or any website of any affiliate of our Company would be doing so at their own risk. The Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement.

None among our Company or the Lead Manager or any Member of the Syndicate is liable for any failure in uploading the Application due to faults in any software/ hardware system or otherwise; the blocking of Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Investors who make an Application in the Issue will be required to confirm and will be deemed to have represented to our Company, the Lead Manager and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the NCDs and will not issue, sell, pledge, or transfer the NCDs to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the NCDs. Our Company, the Lead Manager and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the NCDs being offered in the Issue.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE DRAFT PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED 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 THE DRAFT PROSPECTUS. THE LEAD MANAGER, VIVRO FINANCIAL SERVICES PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT PROSPECTUS, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER VIVRO FINANCIAL SERVICES PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [●], WHICH READS AS FOLLOWS:

[●]

Disclaimer Clause of BSE

[●]

Disclaimer Clause of RBI

THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED SEPTEMBER 27, 2021 UNDER SECTION 45 IA OF THE RESERVE BANK OF INDIA ACT, 1934. HOWEVER, RBI DOES NOT ACCEPT ANY RESPONSIBILITY OR GUARANTEE ABOUT THE PRESENT POSITION AS TO THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS OR REPRESENTATIONS MADE OR OPINIONS EXPRESSED BY THE COMPANY AND FOR REPAYMENT OF DEPOSITS/DISCHARGE OF LIABILITY BY THE COMPANY.

DISCLAIMER CLAUSE OF GRANT THORNTON BHARAT LLP

Following is the disclaimer clause of Grant Thornton in relation to the Industry Report:

GRANT THORNTON BHARAT LLP (GTBLLP) HAS TAKEN DUE CARE AND CAUTION IN PREPARING THIS REPORT BASED ON THE INFORMATION OBTAINED BY GTBLLP FROM SOURCES WHICH IT CONSIDERS RELIABLE (DATA). HOWEVER, GTBLLP DOES NOT GUARANTEE THE ACCURACY, ADEQUACY OR COMPLETENESS OF THE DATA / REPORT AND IS NOT RESPONSIBLE FOR ANY ERRORS OR OMISSIONS OR FOR THE RESULTS OBTAINED FROM THE USE OF DATA / REPORT. THIS REPORT IS NOT A RECOMMENDATION TO INVEST / DISINVEST IN ANY COMPANY / ENTITY COVERED IN THE REPORT AND NO PART OF THIS REPORT SHOULD BE CONSTRUED AS AN INVESTMENT ADVICE. GTBLLP ESPECIALLY STATES THAT IT HAS NO FINANCIAL LIABILITY WHATSOEVER TO THE SUBSCRIBERS/ USERS/ TRANSMITTERS/ DISTRIBUTORS OF THIS REPORT. NO PART OF THIS REPORT MAY BE PUBLISHED / REPRODUCED IN ANY FORM WITHOUT GTBLLP'S PRIOR WRITTEN APPROVAL.

DISCLAIMER CLAUSE OF CRISIL RATINGS LIMITED

A RATING BY CRISIL RATINGS REFLECTS ITS CURRENT OPINION ON THE LIKELIHOOD OF TIMELY PAYMENT OF THE OBLIGATIONS UNDER THE RATED INSTRUMENT AND DOES NOT CONSTITUTE AN AUDIT OF THE RATED ENTITY BY CRISIL RATINGS. OUR RATINGS ARE BASED ON INFORMATION PROVIDED BY THE ISSUER OR OBTAINED BY CRISIL RATINGS FROM SOURCES IT CONSIDERS RELIABLE. CRISIL RATINGS DOES NOT GUARANTEE THE COMPLETENESS OR ACCURACY OF THE INFORMATION ON WHICH THE RATING IS BASED. A RATING BY CRISIL RATINGS IS NOT A RECOMMENDATION TO BUY/SELL OR HOLD THE RATED INSTRUMENT; IT DOES NOT COMMENT ON THE MARKET PRICE OR SUITABILITY FOR A PARTICULAR INVESTOR. CRISIL RATINGS HAS A PRACTICE OF KEEPING ALL ITS RATINGS UNDER SURVEILLANCE AND RATINGS ARE REVISED AS AND WHEN CIRCUMSTANCES SO WARRANT. CRISIL RATINGS IS NOT RESPONSIBLE FOR ANY ERRORS AS ESPECIALLY STATES THAT IT HAS NO FINANCIAL LIABILITY WHATSOEVER O THE SUBSCRIBERS/USERS/TRANSMITTERS/DISTRIBUTERS OF ITS RATINGS. CRISIL RATINGS' CRITERIA ARE AVAILABLE WITHOUT CHARGE TO THE PUBLIC ON THE WEBSITE, WWW.CRISILRATINGS.COM.CRISIL RATINGS OR ITS ASSOCIATES MAY HAVE OTHER COMMERCIAL TRANSACTIONS WITH THE COMPANY/ENTITY. FOR THE LATEST RATING INFORMATION ON ANY INSTRUMENT OF ANY COMPANY RATED BY CRISIL RATINGS, PLEASE VISIT WWW.CRISILRATINGS.COM OR CONTACT CUSTOMER SERVICE HELPDESK AT CRISILRATINGDESK@CRISIL.COM OR AT 1800-267-1301.

Track record of past public issues handled by the Lead Manager

The track record of past issues handled by the Lead Manager, as required by SEBI circular number CIR/MIRSD/1/2012 dated January 10, 2012, are available at the following website:

Name of Lead Manager	Website
Vivro Financial Services Private Limited	http://www.vivro.net/offerdocuments

Listing

An application will be made to BSE for permission to deal in and for an official quotation of our NCDs.

If permissions to deal in and for an official quotation of our NCDs are not granted by the Stock Exchange, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of this Draft Prospectus.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange mentioned above are taken within 6 Working Days from the date of closure of the issue.

Consents

Consents in writing of Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, legal advisor to the Issue, Lead Manager, the Registrar to the Issue, Credit Rating Agency, the Debenture Trustee, Grant Thornton Bharat LLP and the lenders to our Company to act in their respective capacities, have been obtained and will be filed along with a copy of the Prospectus with the RoC as required under Section 26 of the Companies Act, 2013. Further such consents have not been withdrawn up to the time of delivery of the Prospectus with the Stock Exchange.

Expert Opinion

Except as stated below, our Company has not obtained any expert opinions:

(a) Our Company has received written consent from the Statutory Auditor, namely Bhatter & Company, Chartered Accountants, to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in its capacity as a statutory auditor, in respect of the (a) Reformatted Standalone Financial Statements; and (b) Reformatted Consolidated Financial Statements, included in this Draft Prospectus (c) limited review report on Interim Unaudited Standalone Ind AS Financial Results of our Company for the quarter and nine month period ended on December 31, 2022, included in this Draft Prospectus. The consent of the Statutory Auditors has not been withdrawn as on the date of this Draft Prospectus.

(b) Our Company has received written consent from Crisil to include the credit rating and rationale letter dated May 03,2023, in respect of the credit rating issued for the NCDs to be issued pursuant to this Issue which furnishes the rationale and press release for its rating.

Common form of Transfer

We undertake that there shall be a common form of transfer for the NCDs held in dematerialised form and they shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL/CDSL and the relevant Depositary Participants of the transferor or transferee and any other applicable laws and rules notified in respect thereof.

Filing of the Draft Prospectus

This Draft Prospectus is filed with the Designated Stock Exchange in terms of Regulation 27 of the SEBI NCS Regulations for dissemination on its website(s) prior to the opening of the Issue.

Filing of the Prospectus

The Prospectus shall be filed with the RoC in accordance with Section 26 of the Companies Act, 2013.

Terms and Conditions of Debenture Trustee Agreement

Fees charged by Debenture Trustee

The Debenture Trustee has agreed for one time acceptance fee amounting to ₹ 150,000 with annual fee of ₹ 225,000 per annum for the services as agreed in the engagement letter dated December 08, 2022.

Terms of carrying out due diligence

As per the SEBI Debenture Trustee Operational Circular, as amended and/ or supplemented from time to time, the Debenture Trustee is required to exercise independent due diligence to ensure that the assets of the Issuer company are sufficient to discharge the interest and principal amount with respect to the debt securities of the Issuer at all times. Accordingly, the Debenture Trustee shall exercise due diligence as per the following process, for which our company has consented to.

a. The Debenture Trustee, either through itself or its agents /advisors/ consultants, shall carry out requisite diligence to verify the status of encumbrance and valuation of the assets and whether all permissions or consents (if any) as may be required to create the security as stipulated in the offer document /disclosure document / information memorandum / private placement memorandum, has been obtained. For the purpose of carrying out the due diligence as required in terms of the Relevant Laws, the Debenture Trustee, either through itself or its agents /advisors/consultants, shall have the power to examine the books of account of the Company and to have the Company's assets inspected by its officers and/or external auditors/valuers/consultants/lawyers/technical experts/management consultants appointed by the Debenture Trustee.

b. The Company shall provide all assistance to the Debenture Trustee to enable verification from the Registrar of Companies, Sub-registrar of Assurances (as applicable), CERSAI, depositories, information utility or any other authority, as may be relevant, where the assets and/or encumbrances in relation to the assets of the Company or any third party security provider are registered / disclosed.

c. Further, in the event that existing charge holders have provided conditional consent / permissions to the Company to create further charge on the assets, the Debenture Trustee shall also have the power to verify such conditions by reviewing the relevant transaction documents or any other documents executed between existing charge holders and the Company. The Debenture Trustee shall also have the power to intimate the existing charge holders about proposal of creation of further encumbrance and seeking their comments/ objections, if any.

d. Without prejudice to the aforesaid, the Company shall ensure that it provides and procures all information, representations, confirmations and disclosures as may be required in the sole discretion of the Debenture Trustee to carry out the requisite diligence in connection with the issuance and allotment of the Debentures, in accordance with the Relevant Laws.

The Debenture Trustee shall have the power to either independently appoint or direct the Company to (after consultation with the Debenture Trustee) appoint intermediaries, valuers, chartered accountant firms, practicing company secretaries, consultants, lawyers and other entities in order to assist in the diligence by the Debenture Trustee. All costs, charges, fees and expenses that are associated with and incurred in relation to the diligence as well as preparation of the reports/certificates/documentation, including all out of pocket expenses towards legal or inspection costs, travelling and other costs, shall be solely borne by the Company. Process of Due Diligence to be carried out by the Debenture Trustee Due Diligence will be carried out as per SEBI NCS Regulations and circulars issued by SEBI from time to time. This would broadly include the following:

- A Chartered Accountant ("**CA**") appointed by Debenture Trustee will conduct independent due diligence as per scope provided, regarding security offered by the Issuer.
- CA will ascertain, verify, and ensure that the assets offered as security by the Issuer is free from any encumbrances or necessary permission / consent / NOC has been obtained from all existing charge holders.
- CA will conduct independent due diligence on the basis of data / information provided by the Issuer.
- CA will, periodically undertake due diligence as envisaged in SEBI circulars depending on the nature of security.
- On basis of the CA's report / finding Due Diligence certificate will be issued by Debenture Trustee and will be filed with relevant Stock Exchanges.
- Due Diligence conducted is premised on data / information made available to the Debenture Trustee appointed agency and there is no onus of responsibility on Debenture Trustee or its appointed agency for any acts of omission / commission on the part of the Issuer.

While the NCD is secured as per terms of the Offer Document and charge is held in favour of the Debenture Trustee, the extent of recovery would depend upon realization of asset value and the Debenture Trustee in no way guarantees / assures full recovery / partial of either principal or interest.

Other Confirmations

The Debenture Trustee confirms that they have undertaken the necessary due diligence in accordance with Applicable Law, including the SEBI (Debenture Trustees) Regulations, 1993, read with the SEBI Debenture Trustee Operational Circular.

VISTRA ITCL (INDIA) LIMITED HAVE FURNISHED TO STOCK EXCHANGES A DUE DILIGENCE CERTIFICATE DATED MAY 16, 2023, AS PER THE FORMAT SPECIFIED IN ANNEXURE A TO THE DT CIRCULAR WHICH READS AS FOLLOWS:

1. *"We have examined documents pertaining to the said issue and other such relevant documents, reports and certifications as provided to us.*

2. *On the basis of such examination and of the discussions with the Issuer, its directors and other officers, other agencies and on independent verification of the various relevant documents, reports and certifications provided to us, WE CONFIRM that:*

   a. *The Issuer has made adequate provisions for and/or has taken steps to provide for adequate security for the debt securities to be issued.*

   b. *The Issuer has obtained the permissions / consents necessary for creating security on the said property(ies).*

   c. *The Issuer has made all the relevant disclosures about the security and its continued obligations towards the holders of debt securities to the best of our knowledge basis the information provided to us.*

   d. *Issuer has adequately disclosed all consents/ permissions required for creation of further charge on assets in offer document and all disclosures made in the offer document with respect to creation of security are in confirmation with the clauses of debenture trustee agreement.*

   e. *Issuer has disclosed all covenants proposed to be included in debenture trust deed (including any side letter, accelerated payment clause etc.), offer document and has given an undertaking that debenture trust deed shall be executed before filing of listing application.*

   f. *Issuer has given an undertaking that charge shall be created in favour of debenture trustee as per terms of issue before filing of listing application.*

g. *All disclosures made in the draft offer document with respect to the debt securities are true, fair and adequate to enable the investors to make a well -informed decision as to the investment in the proposed issue.*

We have satisfied ourselves about the ability of the Issuer to service the debt securities as on date, basis the information shared with us."

Our Company undertakes that it shall submit the due diligence certificate from Debenture Trustee to the Stock Exchange as per format specified in Annexure A of the DT Circular.

Debenture Redemption Reserve ("DRR")

Pursuant to Regulation 16 of the SEBI NCS Regulations and Section 71(4) of the Companies Act, 2013 states that where debentures are issued by any company, the company shall create a debenture redemption reserve out of the profits of the company available for payment of dividend. Rule 18(7) of the Companies (Share Capital and Debentures) Rules, 2014, as amended by Companies (Share Capital and Debentures) Amendment Rules, 2019, listed NBFC/to be listed NBFCs is not required to create a DRR in case of public issue of debentures. The rules further mandate that the company which is coming with a Public Issue shall deposit or invest, as the case may be, before the 30th day of April of each year a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March of the next year in any one or more prescribed methods.

Accordingly, our Company is not required to create a DRR for the NCDs proposed to be issued through this Issue. Further, our Company shall deposit or invest, as the case may be, before the 30th day of April of each year a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March of the next year in any one or more following methods: (a) in deposits with any scheduled bank, free from charge or lien; (b) in unencumbered securities of the Central Government or of any State Government; (c) in unencumbered securities mentioned in clauses (a) to (d) and (ee) of Section 20 of the Indian Trusts Act, 1882; (d) in unencumbered bonds issued by any other company which is notified under clause (f) of Section 20 of the Indian Trusts Act, 1882. The abovementioned amount deposited or invested, must not be utilized for any purpose other than for the repayment of debentures maturing during the year provided that the amount remaining deposited or invested must not at any time fall below 15% of the amount of debentures maturing during year ending on the 31st day of March of that year, in terms of the applicable laws.

Issue related expenses

For details of Issue related expenses, see "*Objects of the Issue*" on page 48.

Reservation

No portion of this Issue has been reserved.

Details regarding the Company and other listed companies which are associate companies as described under the Companies Act, 2013, which made any capital issue during the last three years.

There are no other listed companies under the same management / associate companies as described under the Companies Act, 2013, which have made any public capital issuances during the previous three years from the date of this Draft Prospectus.

Public issue of Equity Shares

Our Company has not made any public issue of Equity Shares or rights issuances in the last three years.

Previous Public Issues of Non-Convertible Debenture

Other than Public Issue 1 and Public Issue 2, our Company has previously not made any public issues of non-convertible debentures. Other than as specifically disclosed in this Draft Prospectus, our Company has not issued any securities for consideration other than cash.

Dividend

Our Company has no formal dividend policy. The declaration and payment of dividends on our Equity Shares will be recommended by the Board of Directors and approved by our Shareholders, at their discretion, and will depend on a number of factors, including but not limited to our profits, capital requirements and overall financial condition. Our Company has not declared any dividend during the last three Fiscals.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts of jurisdiction in Mumbai, India.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹10 lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 10 lakhs or 1.00% of the turnover of the Company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹ 50 lakhs or with both.

Details regarding lending out of issue proceeds of Previous Issues

A. Lending Policy

Please refer to the paragraph titled "*Gold Loan Business*" under the section "*Our Business*" at page 84**.**

B. Loans given by the Company

The Company has not provided any loans/advances to associates, entities/persons relating to Board, senior management or Promoter out of the proceeds of previous private placements of debentures.

C. Type of loans

Classification of loans/advances given

The detailed breakup of the types of loans given by the Company as on March 31, 2023 is as follows:

(₹ in lakhs)

No.	Type of Loans	Amount
1.	Secured	52,791.78
2.	Unsecured	11,976.38
Total assets under management (AUM)		**64,768.16**

D. Denomination of loans outstanding by LTV as on March 31, 2023*

Sr. No.	LTV	Percentage of AUM
1.	Up to 40%	0.30%
2.	40%-50%	0.65%

3.	50%-60%	13.00%
4.	60%-70%	3.21%
5.	70%-80%	82.84%
6.	80%-90%	-
7.	More than 90%	-
	Total	**100.00%**

**LTV at the time of origination*

E. Sectoral Exposure as on March 31, 2023

No.	Segment wise break up of AUM	Percentage of AUM
1.	**Retail**	
(a)	Mortgages (home loans and loans against property)	4.76%
(b)	Gold Loans	87.75%
(c)	Vehicle Finance	-
(d)	MFI	-
(e)	MSME	0.47%
(f)	Capital market funding (loans against shares, margin funding)	-
(g)	Others	7.02%
2.	**Wholesale**	
(a)	Infrastructure	-
(b)	Real Estate (including builder loans)	-
(c)	Promoter funding	-
(d)	Any other sector (as applicable)	-
(e)	Others	-
	Total	**100.00%**

*F. Denomination of the loans outstanding by ticket size as on March 31, 2023**

Sr. No.	Ticket size**	Percentage of AUM
1	Up to 2 lakhs	78.11%
2	2 lakhs to 5 lakhs	11.58%
3	5 lakhs to 10 lakhs	3.16%
4	10 lakhs to 25 lakhs	2.20%
5	25 lakhs to 50 lakhs	2.59%
6	50 lakhs to 1 crore	0.87%
7	1 crore to 5 crores	1.50%
8	5 crores to 25 crores	-
9	25 crores to 100 crores	-
10	Above 100 cores	-
Total		**100.00%**

** Ticket size at the time of origination*
***The details provided are as per borrower and not as per loan account.*

G. Geographical classification of the borrowers as on March 31, 2023

Top 5 borrowers state wise

No.	Top 5 states	Percentage of AUM
1.	Tamil Nadu	35.67%
2.	Karnataka	21.90%
3.	Odisha	13.31%
4.	Telangana	10.27%
5.	Kerala	10.07%
6.	Other	8.78%

No.	Top 5 states	Percentage of AUM
		100.00%

H. Details of loans overdue and classified as non-performing in accordance with the RBI's guidelines as on March 31, 2023

(₹ in lakhs)

Movement of gross NPA	Amount
Opening gross NPA	846.47
- Additions during the year	1,885.26
- Reductions during the year	801.00
Closing balance of gross NPA	1,930.74
Movement of net NPA	**Amount**
Opening net NPA	738.44
- Additions during the year	1,669.19
- Reductions during the year	717.76
Closing balance of net NPA	1,689.87
Movement of provisions for NPA	**Amount**
Opening balance	108.03
- Provisions made during the year	216.07
- Write-off / write-back of excess provisions	83.23
Closing balance	240.87

I. Segment-wise gross NPA as on March 31, 2023

No.	Segment wise break up of gross NPA	Gross NPA (%)*
1.	**Retail**	
a)	Mortgages (home loans and loans against property)	0.03%
b)	Gold Loans	0.59%
c)	Vehicle Finance	-
d)	MFI	-
e)	MSME	0.01%
f)	Capital market funding (loans against shares, margin funding)	-
g)	Others	3.30%
2.	**Wholesale**	
a)	Infrastructure	-
b)	Real Estate (including builder loans)	-
c)	Promoter funding	-
d)	Any other sector (as applicable)	-
e)	Others	-
Gross NPA		**3.93%**

** Gross NPA means percentage of NPAs to total advances in that sector*

J. Residual Maturity Profile of Assets and Liabilities as on March 31, 2023

(₹ in lakhs)

	Up to 30/ 31 days	More than 1 month to 2 months	More than 2 months to 3 months	More than 3 months to 6 months	More than 6 months to 1 year	More than 1 year to 3 years	More than 3 years to 5 years	More than 5 years	Total
Deposit	-	-	-	-	-	-	-	-	-
Advances	5,170.68	3,214.79	5,405.76	5,930.15	30,291.26	9,566.96	5,158.08	30.48	64,768.16
Investments	-	-	-	-	-	-	-	-	-

Borrowings	4,200.08	1,297.38	5,076.57	3,562.77	15,105.81	37,601.90	10,201.41	70.05	77,115.97
Foreign Currency Assets	-	-	-	-	-	-	-	-	-
Foreign Current Liabilities	-	-	-	-	-	-	-	-	-

K. (a) Details of top 20 borrowers with respect to concentration of advances as on March 31, 2023

(₹ in lakhs)

Particulars	Amount
Total advances to twenty largest borrowers	4,737.94
Percentage of Advances to twenty largest borrowers to Total Advances to the Company	7.32%

(b) Details of top 20 borrowers with respect to concentration of exposure as on March 31, 2023

(₹ in lakhs)

Particulars	Amount	
	Secured	Unsecured
Total exposure to twenty largest borrowers	2,385.79	2,352.15
Percentage of exposure to twenty largest borrowers to Total exposure to the Company	3.69%	3.63%

L. Classification of loans/advances given to Group Companies as on March 31, 2023:

Sr. No.	Name of Borrower	Amount of Advance/ exposure to such borrower (₹ in lakhs) (A)	Percentage of Exposure (A/ Total AUM)
1.	Nil	Nil	Nil

M. Utilisation of Issue Proceeds of the previous issue by our Company and Group Companies

Company:

Public Issue I

Sl. No.	Particulars	Amount utilised (₹ in lakhs)
	Date of Opening	**23-09-2021**
	Date of Closing	**18-10-2021**
	Issue Proceeds	9,400.89
	Utilisation of Issue Proceeds	
1.	Onward Lending	8837.13
2.	Interest/Repayment of Loans	-
3.	Issue Related Expense	563.76
4.	General Corporate Purpose	-
	Total	9,400.89

Public Issue II

Sl. No.	Particulars	Amount utilised (₹ in lakhs)
	Date of Opening	**27-05-2022**
	Date of Closing	**22-06-2022**
	Issue Proceeds	8,148.32
	Utilisation of Issue Proceeds	
1.	Onward Lending	7,824.87
2.	Interest/Repayment of Loans	-
3.	Issue Related Expense	323.45
4.	General Corporate Purpose	-
	Total	8,148.32

Group Companies:

Nil

Revaluation of assets

Our Company has not revalued its assets in the last three financial years.

Mechanism for redressal of investor grievances

Agreement dated May 4, 2023 between the Registrar to the Issue and our Company provides for settling of investor grievances in a timely manner and for retention of records with the Registrar to the Issue for a period of eight years.

All grievances relating to the Issue may be addressed to the Registrar to the Issue and Compliance Officer giving full details such as name, address of the Applicant, number of NCDs applied for, amount paid on Application and the details of Member of Syndicate or Trading Member of the Stock Exchange where the Application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to either (a) the relevant Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant, or (b) the concerned Member of the Syndicate and the relevant Designated Branch of the SCSB in the event of an Application submitted by an ASBA Applicant at any of the Syndicate ASBA Application Locations, giving full details such as name, address of Applicant, Application Form number, option applied for, number of NCDs applied for, amount blocked on Application.

Additionally, the Stock Exchange shall be responsible for addressing investor grievances arising from applications submitted online through the app based/ web interface platform of the Stock Exchange or through its Trading Members. Further, in accordance with the Debt UPI Circular, the Designated Intermediaries shall be responsible for addressing any investor grievances arising from the Applications uploaded by them in respect of quantity, price or any other data entry or other errors made by them.

We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be three (3) Working Days from the date of receipt of the complaint.

In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Registrar to the Issue

Link Intime India Private Limited
C-101, 1st Floor, 247 Park, L.B.S. Marg
Vikhroli West, Mumbai 400 083
Maharashtra, India
Telephone: +91 810 811 4949
Facsimile: + 91 22 4918 6060
Email: indelmoney.ncd3@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration Number: INR000004058

Compliance Officer of our Company

Hanna P Nazir has been appointed as the Compliance Officer of our Company for this Issue. The contact details of Compliance Officer of our Company are as follows:

Hanna P Nazir
Indel House, Changampuzha Nagar
South Kalamassery
Ernakulam 682033
Kerala, India
E-mail: cs@indelmoney.com

Telephone: +91 484 2933988

Details of Auditor to the Issuer:

Name of Auditor	Address	Auditor Since
M/s. Bhatter & Company, Chartered Accountants	307, Tulsiani Chambers, Nariman Point Mumbai, Maharashtra-400021	**01/04/2022**

Change in Auditors of our Company during the last three years:

Name of the Auditor	Address	Date of Appointment	Date of cessation, if applicable	Date of Resignation, if applicable
FRG & Company, Chartered Accountants	7th Floor, B Wing, Supreme Business Park, Behind Lake Castle Building, Hirnandani Gardens, Powai, Mumbai – 400 076.	01/04/2018	31/03/2022	NA
M/s. Bhatter & Company, Chartered Accountants	307, Tulsiani Chambers, Nariman Point Mumbai, Maharashtra-400021	01/04/2022	-	-

Latest ALM statement

The following table describes the ALM of our Company as on March 31, 2022:

	Up to 30/ 31 days	More than 1 month to 2 months	More than 2 months to 3 months	More than 3 months to 6 months	More than 6 months to 1 year	More than 1 year to 3 years	More than 3 years to 5 years	More than 5 years	Total
Advances	5,312.07	2,812.73	2,928.67	6,130.64	30,538.29	4,075.68	432.64	275.68	52,506.39
Investments	-	-	-	-	-	-	-	-	-
Borrowings	5,294.57	2,299.25	2,634.03	2,563.73	7,590.72	17,242.96	13,265.64	6,658.92	57,549.81
Foreign Currency Assets	-	-	-	-	-	-	-	-	-
Foreign Current Liabilities	-	-	-	-	-	-	-	-	-

SECTION VII – ISSUE RELATED INFORMATION

ISSUE STRUCTURE

Public Issue of NCDs aggregating up to ₹5,000 lakhs, with an option to retain over-subscription up to ₹5,000 lakhs, aggregating up to ₹10,000 lakhs, on the terms and in the manner set forth herein.

At the meeting of the Board of Directors of our Company held on April 18, 2022, the Board of Directors approved the issue of secured, redeemable, non-convertible debentures to the public up to an amount not exceeding ₹30,000 lakhs for the financial year 2023-2024. This Issue for an amount not exceeding ₹10,000 lakhs has been approved by the NCD Sub-Committee of the Board of our Company in its meeting dated April 19, 2023.

Principal Terms and Conditions of the Issue

TERMS AND CONDITIONS IN CONNECTION WITH THE NCDs

Issuer	**Indel Money Limited**
Lead Manager	Vivro Financial Services Private Limited
Debenture Trustee	Vistra ITCL (India) Limited
Registrar to the Issue	Link Intime India Private Limited
Type and nature of Instrument	Secured, redeemable, non-convertible debentures
Face Value of NCDs (₹/ NCD)	₹1,000
Issue Price (₹/ NCD)	₹1,000
Minimum Application	10 NCDs i.e., ₹ 10,000 (across all Options of NCDs)
In Multiples of	One NCD after the minimum Application
Seniority	Senior (the claims of the Debenture Holders holding NCDs shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements). The principal amount of the NCDs to be issued in terms of this Draft Prospectus together with all interest due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of first ranking pari passu charge with Existing Secured Creditors, on current assets, including book debts, receivables, loans and advances and cash & bank balances (excluding reserves created in accordance with law and exclusive charge created in favour of secured charge holders in terms of their respective loan agreements/documents), both present and future of the Company.
Mode of Issue	Public Issue
Mode of Allotment	In dematerialised form
Mode of Trading	NCDs will be traded in dematerialised form
Minimum Subscription	Minimum subscription is 75% of the Base Issue, i.e., ₹3,750 lakhs
Issue Size	Public issue of secured, redeemable, non-convertible debentures of our Company of face value of ₹1,000 each aggregating up to ₹5,000 lakhs, with an option to retain over-subscription up to ₹5,000 lakhs, aggregating up to ₹10,000 lakhs, on the terms and in the manner set forth herein.
Base Issue	₹ 5,000 lakhs.
Stock Exchange proposed for listing of the NCDs	BSE Limited
Listing and timeline for Listing	The NCDs shall be listed within 6 Working Days of Issue Closure.
Depositories	NSDL and CDSL.
Description regarding security (where applicable) including type of security (movable/ immovable/ tangible etc.) type of charge (pledge/ hypothecation/ mortgage	The principal amount of the NCDs to be issued in terms of this Draft Prospectus together with all interest due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of first ranking pari passu charge with Existing Secured Creditors, on current assets, including book debts, receivables, loans and advances and cash & bank balances (excluding reserves created in accordance with law and exclusive charge created in favour of secured charge

etc.), date of creation of security/likely date of creation of security, minimum security cover, revaluation, replacement of security, interest of the debenture holder over and above the coupon rate as specified in the Debenture Trust Deeds and disclosed in this Draft Prospectus	holders in terms of their respective loan agreements/documents), both present and future of the Company. The security for the NCDs will be created before the Issue proceeds are transferred into the designated public issue account in connection with the issue and before filing listing application for the NCDs. The tentative date of creation of the security for the NCDs shall be finalised upon execution of the Debenture Trust Deed. Replacement of security – Our Company shall within such period as may be permitted by the Debenture Trustee, furnish to the Debenture Trustee as additional security, if the Debenture Trustee is of the opinion that during the subsistence of these presents, the security for the NCDs has become inadequate on account of the margin requirement as provided in the financial covenants and conditions and the Debenture Trustee has, accordingly, called upon our Company to furnish such additional security. In such case, our Company shall, at its own costs and expenses, furnish to the Debenture Trustee such additional security, in form and manner satisfactory to the Debenture Trustee, as security for the NCDs and upon creation of such additional security, the same shall vest in the Debenture Trustee subject to all the trusts, provisions and covenants contained in these presents. For further details, please refer to the Debenture Trust Deed. Minimum security cover: Please refer to *"- Security Cover"* below. Interest of the debenture holder over and above the coupon rate as specified in the Debenture Trust Deeds and disclosed in this Draft Prospectus: N.A.
Security Cover	Our Company shall maintain a minimum 100% security cover or higher on the outstanding balance of the NCDs plus accrued interest thereon.
Who can apply*	**Category I** • Resident public financial institutions as defined in Section 2(72) of the Companies Act 2013, statutory corporations including state industrial development corporations, scheduled commercial banks, co-operative banks and regional rural banks, and multilateral and bilateral development financial institutions which are authorised to invest in the NCDs; • Provident funds of minimum corpus of ₹2,500 lakhs, pension funds of minimum corpus of ₹2,500 lakhs, superannuation funds and gratuity fund, which are authorised to invest in the NCDs; • Alternative investment funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012; • Resident venture capital funds registered with SEBI; • Insurance Companies registered with the IRDAI; • National Investment Fund (set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India and published in the Gazette of India); • Insurance funds set up and managed by the Indian army, navy or the air force of the Union of India or by the Department of Posts, India; • Mutual Funds registered with SEBI; and • Systemically Important NBFCs. **Category II** • Companies falling within the meaning of Section 2(20) of the Companies Act 2013; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs; • Educational institutions and associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment; which are authorised to invest in the NCDs; • Trust including public/private charitable/religious trusts which are authorised to invest

	in the NCDs; • Association of persons; • Scientific and/or industrial research organisations, which are authorised to invest in the NCDs; • Partnership firms in the name of the partners; • Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009); and • Resident Indian individuals and Hindu undivided families through the Karta aggregating to a value exceeding ₹5 lakhs. **Category III*** • Resident Indian individuals; and • Hindu undivided families through the Karta. ** applications aggregating to a value not more than ₹5 lakhs*
Credit Rating	(see table below)
Issue Size	Public issue of secured, redeemable, non-convertible of our Company of face value of ₹1,000 each aggregating up to ₹5,000 lakhs, with an option to retain over-subscription up to ₹5,000 lakhs, aggregating up to ₹10,000 lakhs, on the terms and in the manner set forth herein
Pay-in date	Application Date. The entire Application Amount is payable on Application
Application money	The entire Application Amount is payable on submitting the Application
Mode of payment	Please see "*Issue Procedure*" on page 184
Record Date	The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 7 Working Days prior to the date on which interest is due and payable, and/or the date of redemption. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be. In case Record Date falls on a day when Stock Exchange is having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date
All covenants of the Issue (including side letters, accelerated payment clause, etc.)	Please refer chapter titled "*Terms of the Issue*" on page 171
Issue Schedule	The Issue shall be open from [•], [•], 2023, to [•], [•], 2023 with an option to close earlier as may be determined by a duly authorised committee of the Board and informed by way of newspaper publication on or prior to the earlier closer date/date of closure up to maximum 30 days from the date of this Draft Prospectus.
Objects of the Issue	Please refer to the chapter titled "*Objects of the Issue*" on page 48
Put/Call Option	None
Details of the utilisation of the proceeds of the Issue	Please refer to the chapter titled "*Objects of the Issue*" on page 48
Coupon rate and redemption premium	Please refer to the chapter titled "*Terms of Issue*" on page 171
Working Days convention	If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day, however the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. In case the redemption date (also being the last interest payment date) does not fall on a Working Day, the payment

Credit Rating:

Rating agency	Instrument	Rating symbol	Date of credit rating letter	Amount rated (in ₹ lakhs)	Rating Definition
Crisil Ratings Limited	NCDs	BBB-+/Stable	May 03, 2023	10,000	CRISIL triple B plus rating with Stable outlook

	will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment.
Issue Opening Date	[•], [•], 2023
Issue Closing Date	[•], [•], 2023
Default interest date	In the event of any default in fulfilment of obligations by our Company under the Debenture Trust Deed, the Default Interest Date payable to the Applicant shall be as prescribed under the Debenture Trust Deed
Deemed Date of Allotment	The date on which the Board or a duly authorised committee approves the Allotment of NCDs. All benefits relating to the NCDs including interest on the NCDs shall be available to the investors from the Deemed Date of Allotment. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment.
Day count basis	Actual
Redemption Amount	The principal amount of the NCDs along with interest accrued on them, if any, as on the Redemption Date
Redemption premium/ discount	Not applicable
Transaction documents	This Draft Prospectus and the Prospectus read with any notices, corrigenda, addenda thereto, the Debenture Trusteeship Agreement, the Debenture Trust Deed and other security documents, if applicable, and various other documents/agreements/undertakings, entered or to be entered by the Company with Lead Manager and/or other intermediaries for the purpose of this Issue including but not limited to the Public Issue Account and Sponsor Bank Agreement, the Agreement with the Registrar and the Agreement with the Lead Manager. Refer to section titled "*Material Contracts and Documents for Inspection*" on page 223
Affirmative and Negative covenants precedent and subsequent to the Issue	The covenants precedent and subsequent to the Issue will be finalised upon execution of the Debenture Trust Deed which shall be executed within timeline as specified under Regulation 18 of SEBI NCS Regulations. Further, in the event our Company fails to execute the Debenture Trust Deed within a period specified under Regulation 18 of SEBI NCS Regulations, our Company shall pay interest of at least 2% p.a. to each NCD Holder, over and above the agreed coupon rate, till the execution of the Debenture Trust Deed
Events of default (including manner of voting/ conditions of joining inter-creditor agreement)	Please refer to the chapter titled "*Terms of Issue – Events of Default*" on page 174.
Creation of recovery expense fund	The creation of recovery expense fund will be finalised upon the execution of the Debenture Trust Deed, as applicable in accordance with the applicable provisions of SEBI NCS Regulations, SEBI Debenture Trustee Operational Circular and other applicable laws.
Conditions for breach of covenants (as specified in the Debenture Trust Deed)	The conditions for breach of covenants will be finalised upon execution of the Debenture Trust Deed which shall be executed within the period specified under Regulation 18 of SEBI NCS Regulations.
Cross Default	Please refer to the chapter titled "*Terms of Issue – Events of Default*" on page 174
Roles and responsibilities of the Debenture Trustee	Please refer to the chapter titled "*Terms of Issue – Debenture Trustees for the NCD Holders*" on page 173.
Risk Factors pertaining to the Issue	Please refer to the chapter titled "*Risk Factors*" on page 16
Settlement Mode	Please refer to the chapter titled "*Terms of Issue - Payment on Redemption*" on page 181.
Governing law and jurisdiction	The Issue shall be governed in accordance with the laws of the Republic of India and shall be subject to the exclusive jurisdiction of the courts of Mumbai

Note:

(a) The Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time), during the period indicated in the Prospectus, except that the Issue may close on such earlier date or extended date (subject to a minimum period of 3 working days and a maximum period of 10 working days from the date of opening of the issue and subject to not exceeding thirty 30 days from filing the Prospectus with ROC) including any extensions), as may be decided by the Board of Directors of our Company ("Board") or the NCD Sub-Committee, subject to relevant approvals, in accordance with the SEBI NCS Regulations. In the event of such an early closure of or extension subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper and a regional daily newspaper in Maharashtra where the registered office is located, with wide circulation on or before such earlier date or extended date of closure. Applications Forms for the Issue will be accepted

only from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange

(b) In terms of Regulation 7 of the SEBI NCS Regulations, our Company will undertake this Issue of NCDs in dematerialized form. However, in terms of Section 8(1) of the Depositories Act, the Company, at the request of the Applicants who wish to hold the NCDs post allotment in physical form, will fulfil such request through the process of rematerialisation, if the NCDs were originally issued in dematerialized form.

**Participation by any of the above-mentioned Investor classes in this Issue will be subject to applicable statutory and/or regulatory requirements. Applicants are advised to ensure that Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and/or regulatory provisions.*

In case of Application Form being submitted in joint names, the Applicants should ensure that the demat account is also held in the same joint names and the names are in the same sequence in which they appear in the Application Form.

Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/ consents/ approvals in connection with applying for, subscribing to, or seeking allotment of NCDs pursuant to the Issue.

For further details, please refer to "*Issue Procedure*" on page 184.

Terms of the NCDs

Options	I	II	III	IV	V	VI	VII
Nature	**Secured**						
Tenure	**400 days**	**400 days**	**24 months**	**24 months**	**61 months**	**61 months**	**72 months**
Frequency of Interest Payment	**Monthly**	**Cumulative**	**Monthly**	**Cumulative**	**Monthly**	**Cumulative**	**Cumulative**
Minimum Application	10 NCDs (₹ 10,000)						
In multiples, of	1 NCD after the minimum application						
Face value of NCDs (₹/NCD)	₹1,000						
Issue Price (₹/NCD)	₹1,000						
Mode of Interest Payment/ Redemption	Through Various options available						
Coupon rate % per annum	9.00%	-	10.50%	-	11.50%	-	-
Effective yield % per annum	9.38%	9.00%	11.02%	10.75%	12.13%	11.50%	12.25%
Redemption Amount of ₹1,000	₹1,000.00	₹1,098.75	₹1,000.00	₹1,226.56	₹1,000.00	₹1,738.67	₹2,000.41
Put and Call Option	Not Applicable						
Coupon Type	Fixed						
Deemed Date of Allotment	The date on which the Board or a duly authorised committee approves the Allotment of NCDs. All benefits relating to the NCDs including interest on the NCDs shall be available to the investors from the Deemed Date of Allotment. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment						

SPECIFIC TERMS FOR NCDs

1. Monthly Interest payment options

Interest would be paid monthly under Options I, III, V at the following rates of interest in connection with the relevant categories of Debenture holders, on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of NCDs:

Category of NCD Holder	Rate of Interest (p.a.) for the following terms		
	Option I	**Option III**	**Option V**
	400 days	**24 Months**	**61 Months**
All categories (%)	9.00%	10.50%	11.50%

For avoidance of doubt where interest is to be paid on a monthly basis, relevant interest will be calculated from the first day till the last date of every month on an actual/actual basis during the tenor of such NCDs and paid on the first day of every subsequent month. For the first interest payment for NCDs under the monthly options if the Deemed Date of Allotment is on or prior to the fifteenth of that month, interest for that month will be paid on first day of the subsequent month and if the Deemed Date of Allotment is post the fifteenth of that month, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month.

2. Cumulative interest payment options

Option II, IV, VI and VII of the NCDs shall be redeemed as below:

Category of NCD Holder	Rate of Interest (p.a.) for the following terms			
	Option II	**Option IV**	**Option VI**	**Option VII**
	400 days	**24 Months**	**61 Months**	**72 Months**
All categories (₹)	₹1,098.75	₹1,226.56	₹1,738.67	₹2,000.41

Day count convention

Please refer to Annexure I for details pertaining to the cash flows of the Company in accordance with the SEBI Operational Circular.

Please note that in case the NCDs are transferred and/or transmitted in accordance with the provisions of this Draft Prospectus read with the provisions of the Articles of Association of our Company, the transferee of such NCDs or the transferee of deceased holder of NCDs, as the case may be, shall be entitled to any interest which may have accrued on the NCDs subject to such Transferee holding the NCDs on the Record Date.

Terms of payment

The entire face value per NCDs applied for will be blocked in the relevant ASBA Account maintained with the SCSB or under UPI mechanism (only for Retail Individual Investors), as the case may be, in the bank account of the Applicants that is specified in the ASBA Form at the time of the submission of the Application Form. In the event of Allotment of a lesser number of NCDs than applied for, our Company shall unblock the additional amount blocked upon application in the ASBA Account, in accordance with the terms specified in "*Terms of Issue – Manner of Payment of Interest/ Redemption amounts*" on page 179.

Participation by any of the above-mentioned Investor classes in the Issue will be subject to applicable statutory and/or regulatory requirements. Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and/or regulatory provisions.

The NCDs have not been and will not be registered, listed or otherwise qualified in any jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. In particular, the NCDs have not been and will not be registered under the U.S. Securities Act, 1933, as amended (the "**Securities Act**") or the securities laws of any state of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The Issuer has not registered and does not intend to register under the U.S. Investment Company Act, 1940 in reliance on section 3(c)(7) thereof. This Draft Prospectus may not be forwarded or distributed to any other person and may not be reproduced in any manner whatsoever, and in particular, may not be forwarded to any U.S. Person or to any U.S. address.

Applications may be made in single or joint names (not exceeding three). Applications should be made by Karta in case the Applicant is an HUF. If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account held in joint names. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form. Please ensure that such Applications contain the PAN of the HUF and not of the Karta.

In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein.

Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory Permissions / consents/approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to the Issue.

For further details, see the section titled "*Issue Procedure*" on page 184.

TERMS OF THE ISSUE

Authority for the Issue

At the meeting of the Board of Directors of our Company held on April 18, 2023, the Directors approved the issue of NCDs to the public up to an amount not exceeding ₹ 30,000 lakhs for the financial year 2023-2024. Further, the present borrowing is within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013, duly approved by the shareholders' vide their resolution passed at their EGM held on April 29, 2022. This Issue for an amount not exceeding ₹10,000 lakhs has been approved by the NCD-Sub Committee of the Board of our Company in its meeting dated April 19, 2023.

Principal Terms & Conditions of this Issue

The NCDs being offered as part of the Issue are subject to the provisions of the SEBI NCS Regulations, the Companies Act, 2013, the Memorandum and Articles of Association of our Company, the terms of this Draft Prospectus, the Application Forms, the terms and conditions of the Debenture Trusteeship Agreement, the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI, the Government of India, BSE, RBI, and/or other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

Ranking of NCDs

The NCDs being offered through this Issue would constitute direct and secured obligations of the Company and shall rank *pari passu inter se*, and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of first ranking *pari passu* charge on current assets, including book debts, receivables, loans and advances and cash & bank balances (excluding reserves created in accordance with law and exclusive charge created in favour of secured charge holders in terms of their respective loan agreements/documents), both present and future of the Company. The claims of the NCD Holders shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements.

Security

The Issue comprises of public issue of secured, redeemable, non-convertible debentures of face value of ₹1,000 each.

The principal amount of the NCDs to be issued in terms of this Draft Prospectus together with all interest due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of first ranking pari passu charge with Existing Secured Creditors, on current assets, including book debts, receivables, receivables, loans and advances and cash & bank balances (excluding reserves created in accordance with law and exclusive charge created in favour of secured charge holders in terms of their respective loan agreements/documents), both present and future of the Company.

Our Company will create the security for the NCDs in favour of the Debenture Trustee for the Debenture Holders holding the NCDs on the assets to ensure 100.00% security cover or higher of the amount outstanding including interest in respect of the NCDs at any time. Our Company is also in the process of complying with SEBI Debenture Trustee Operational Circular.

Our Company has entered into the Debenture Trusteeship Agreement and in furtherance thereof intends to enter into a deed of agreement with the Debenture Trustee, ("**Debenture Trust Deed**"), the terms of which shall govern the appointment of the Debenture Trustee and the issue of the NCDs.

Under the terms of the Debenture Trust Deed, our Company will covenant with the Debenture Trustee that it will pay the Debenture Holders holding the NCDs the principal amount on the NCDs on the relevant redemption date and also that it will pay the interest due on the NCDs at the rate specified in the Prospectus and in the Debenture Trust Deed.

The Debenture Trust Deed will also provide that our Company may withdraw any portion of the security subject to prior written consent of the Debenture Trustee and/or may replace with another asset of the same or a higher value.

Our Company confirms that the Issue Proceeds shall be kept in the Public Issue Account until the documents for creation of security i.e., the Debenture Trust Deed, is executed.

Further, in the event our Company fails to execute the Debenture Trust Deed within a period of one month from the Issue Closing Date, our Company shall pay interest of at least 2% p.a. to each NCD Holder, over and above the agreed coupon rate, till the execution of the Debenture Trust Deed.

Debenture Redemption Reserve

Pursuant to Regulation 16 of the SEBI NCS Regulations and Section 71(4) of the Companies Act, 2013 states that where debentures are issued by any company, the company shall create a debenture redemption reserve out of the profits of the company available for payment of dividend. Rule 18(7) of the Companies (Share Capital and Debentures) Rules, 2014, as amended by Companies (Share Capital and Debentures) Amendment Rules, 2019, listed NBFC/to be listed NBFC is not required to create a DRR in case of public issue of debentures. The rules further mandate that the company which is coming with a Public Issue shall deposit or invest, as the case may be, before the 30th day of April of each year a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March of the next year in any one or more prescribed methods.

Accordingly, our Company is not required to create a DRR for the NCDs proposed to be issued through this Issue. Further, our Company shall deposit or invest, as the case may be, before the 30th day of April of each year a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March of the next year in any one or more following methods: (a) in deposits with any scheduled bank, free from charge or lien; (b) in unencumbered securities of the Central Government or of any State Government; (c) in unencumbered securities mentioned in clauses (a) to (d) and (ee) of Section 20 of the Indian Trusts Act, 1882; (d) in unencumbered bonds issued by any other company which is notified under clause (f) of Section 20 of the Indian Trusts Act, 1882. The abovementioned amount deposited or invested, must not be utilized for any purpose other than for the repayment of debentures maturing during the year provided that the amount remaining deposited or invested must not at any time fall below 15% of the amount of debentures maturing during year ending on the 31st day of March of that year, in terms of the applicable laws.

Recovery Expense Fund

Pursuant to the SEBI Debenture Trustee Operational Circular, the creation of the recovery expense fund shall be in accordance with the aforementioned circular, as may be amended from time to time.

Face Value

The face value of each NCD to be issued under this Issue shall be ₹1,000.

Debenture Holder not a Shareholder

The Debenture Holders will not be entitled to any of the rights and privileges available to the equity and/or preference shareholders of our Company, except to the extent of the right to receive the annual reports of our Company and such other rights as may be prescribed under the Companies Act, 2013 and the rules prescribed thereunder and the SEBI Listing Regulations.

Rights of NCD Holders

A. Some of the significant rights available to the NCD Holders are as follows:

1. The NCDs shall not, except as provided under the Companies Act, 2013, our Memorandum of Association and Articles of Association and/or the Debenture Trust Deed, confer upon the NCD Holders thereof any rights or privileges available to our members including the right to receive notices or annual reports of, or to attend and/or vote, at our general meeting. However, if any resolution affecting the rights attached to the NCDs is to be placed before the members, the said resolution will first be placed before the concerned registered NCD Holders for their consideration. The opinion of the Debenture Trustee as to whether such resolution is affecting the right attached to the NCDs is final and binding on NCD Holders. In terms of Section 136 of the Companies Act, 2013, the NCD Holders shall be entitled to a copy of the balance sheet and copy of trust deed on a specific request made to us.

2. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, including requirements of the RBI, the rights, privileges and conditions attached to the NCDs may be varied, modified and/or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution passed at a meeting of the concerned NCD Holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions

governing the NCDs, if the same are not acceptable to us.

3. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, the registered NCD Holder or in case of joint-holders, the one whose name stands first in the register of debenture holders shall be entitled to vote in respect of such NCDs, either in person or by proxy, at any meeting of the concerned NCD Holders and every such holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the NCD Holders shall be in proportion to the outstanding nominal value of NCDs held by them.

4. The NCDs are subject to the provisions of the SEBI NCS Regulations, the applicable provisions of Companies Act, 2013, the Memorandum and Articles of Association of our Company, the terms of the Prospectus, the Abridged Prospectus, the Application Form, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the NCDs.

5. For the NCDs issued in dematerialized form, the Depositories shall also maintain updated records of holders of the NCDs in dematerialized Form. For NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the NCDs will be paid to the person for the time being appearing in the register of beneficial owners of the Depository. In terms of Section 88(3) of the Companies Act, 2013, the register and index of beneficial of NCDs maintained by a Depository for any NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a Register of NCD Holders for this purpose. The same shall be maintained at the registered office of our Company under Section 94 of the Companies Act, 2013 unless the same has been moved to another location after obtaining the consent of the NCD Holders.

6. Subject to compliance with appliable statutory requirements, the NCDs can be rolled over only with the consent of the holders of at least 75% of the outstanding amount of the NCDs after providing at least 15 days' prior notice for such roll over and in accordance with the SEBI NCS Regulations. Our Company shall redeem the NCDs of all the NCD Holders, who have not given their positive consent to the roll-over.

The aforementioned rights of the NCD Holders are merely indicative. The final rights of the NCD Holders will be as per the terms of the Prospectus, the Debenture Trust Deed.

Debenture Trustees for the NCD Holders

We have appointed Vistra ITCL (India) Limited to act as the Debenture Trustees for the NCD Holders in terms of Regulation 8 of the SEBI NCS Regulations and Section 71(5) of the Companies Act, 2013 and the rules prescribed thereunder. We and the Debenture Trustee will execute a Debenture Trust Deed, inter alia, specifying the powers, authorities and obligations of the Debenture Trustee and us with respect to the NCDs. The NCD Holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorised officials to do all such acts, deeds, matters and things in respect of or relating to the NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the NCD Holder(s). Any payment made by us to the Debenture Trustee on behalf of the NCD Holder(s) shall discharge us pro tanto to the Debenture Holder(s).

The Debenture Trustee will protect the interest of the NCD Holders in the event of default by us in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost. It is it the duty of the debenture trustee to monitor the security cover is maintained, however, the recovery of 100% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.

Our Company shall not create any further encumbrances on the Security except with the prior approval of the Debenture Trustee. In the event of such request by our Company, the Debenture Trustee shall provide its approval for creation of further charges provided that our Company provides a certificate from a chartered accountant stating that after creation of such further charges, the required Security cover is maintained.

At any time before the Security constituted hereunder becomes enforceable, the Debenture Trustee, may, at the request of our Company and without any consent of the NCD Holders, do or concur our Company in doing all or any of the things which our Company might have done in respect of the Security as if no security had been created and particularly, but not by way of limitation, the following assent to any modification of any contracts or arrangements which may be subsisting in relation to the Security.

Events of Default

Subject to the terms of the Debenture Trust Deed and the Debenture Trustee, at its discretion may, or if so requested in writing by the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution, passed at a meeting of the Debenture Holders, (subject to being indemnified and/or secured by the Debenture Holders to its satisfaction), give notice to our Company specifying that the NCDs and/or any particular options of NCDs, in whole but not in part are and have become due and repayable on such date as may be specified in such notice inter alia if any of the events listed below occurs. The description below is indicative and a complete list of events of default including cross defaults, if any, and its consequences will be specified in the Debenture Trust Deed:

(i) default is committed in payment of the principal amount of the NCDs on the due date(s); and

(ii) default is committed in payment of any interest on the NCDs on the due date(s).

Market Lot and Trading Lot

Since trading of the NCDs is in dematerialised form, the tradable lot is one NCD.

Allotment in the Issue will be in Demat form in multiples of one NCD. For details of allotment, see "*Issue Procedure*" on page 184.

Nomination facility to Debenture Holder

In accordance with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 ("**Rule 19**") and Section 72 of the Companies Act, 2013, the sole Debenture Holder, or first Debenture Holder, along with other joint Debenture Holders' (being individual(s)), may nominate, in the **Form No. SH.13,** any one person in whom, in the event of the death of Applicant the NCDs Allotted, if any, will vest. Where the nomination is made in respect of the NCDs held by more than one person jointly, all joint holders shall together nominate in **Form No. SH.13** any person as nominee. A nominee entitled to the NCDs by reason of the death of the original holder(s), will, in accordance with Rule 19 and Section 56 of the Companies Act, 2013, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the NCDs. Where the nominee is a minor, the holder(s) may make a nomination to appoint, in **Form No. SH.14**, any person to become entitled to NCDs in the event of the holder's death during minority. A nomination will stand rescinded on a sale/transfer/alienation of NCDs by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office, Corporate Office or with the Registrar to the Issue.

Debenture Holder(s) are advised to provide the specimen signature of the nominee to us to expedite the transmission of the NCD(s) to the nominee in the event of demise of the Debenture Holder(s). The signature can be provided in the Application Form or subsequently at the time of making fresh nominations. This facility of providing the specimen signature of the nominee is purely optional.

In accordance with Rule 19, any person who becomes a nominee by virtue of the Rule 19, will on the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the NCDs; or

- to make such transfer of the NCDs, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the NCDs, and if the notice is not complied with, within a period of 90 days, the Board may thereafter withhold payment of all interests or redemption amounts or other monies payable in respect of the NCDs, until the requirements of the notice have been complied with.

For all NCDs held in the dematerialized form, nominations registered with the respective Depository Participant of the Applicant would prevail. If the investors require changing their nomination, they are requested to inform their respective Depository Participant in connection with NCDs held in the dematerialized form.

A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the Debenture Holder who has made the nomination, by giving a notice of such cancellation or variation in the prescribed manner as per applicable laws. The cancellation or variation shall take effect from the date on which the notice of such variation or cancellation is received.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts of jurisdiction in Mumbai.

Application in the Issue

Applicants shall apply in this Issue in dematerialised form only, through a valid Application Form filled in by the Applicant along with attachment, as applicable. Further, Applications in this Issue shall be made through the ASBA facility only (including Applications made by UPI Investors under the UPI Mechanism).

In terms of Regulation 7 of the SEBI NCS Regulations, our Company will make public issue of the NCDs in the dematerialised form only.

However, in terms of Section 8(1) of the Depositories Act, our Company, at the request of the Investors who wish to hold the NCDs in physical form will rematerialise the NCDs. However, any trading of the NCDs shall be compulsorily in dematerialised form only.

Form of Allotment and Denomination of NCDs

As per the SEBI NCS Regulations, the trading of the NCDs on the Stock Exchange shall be in dematerialized form only in multiples of one (1) NCD ("**Market Lot**"). Allotment in this Issue to all Allottees, will be in electronic form i.e., in dematerialised form and in multiples of one NCD.

For details of allotment please see "*Issue Procedure*" on page 184.

Transfer/Transmission of NCD(s)

The NCDs shall be transferred or transmitted freely in accordance with the applicable provisions of the Companies Act, 2013. The NCDs held in dematerialised form shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL/CDSL and the relevant DPs of the transfer or transferee and any other applicable laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. The seller should give delivery instructions containing details of the buyer's DP account to his Depository Participant.

In the absence of the same, interest will be paid/redemption will be made to the person, whose name appears in the register of debenture holders maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Company or Registrar.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 read with SEBI Press release (no. 49/ 2018) dated December 3, 2018, NCDs held in physical form, pursuant to any rematerialisation, as above, cannot be transferred except by way of transmission or transposition, from April 1, 2019. However, any trading of the NCDs issued pursuant to this Issue shall be compulsorily in dematerialised form only.

Title

In case of:

- the NCDs held in the dematerialised form, the person for the time being appearing in the record of beneficial owners maintained by the Depository; and

- the NCDs held in physical form, pursuant to any rematerialisation, the person for the time being appearing in the Register of Debenture Holders as Debenture Holder,

shall be treated for all purposes by our Company, the Debenture Trustee, the Depositories and all other persons dealing with such person as the holder thereof and its absolute owner for all purposes regardless of any notice of ownership, trust or any interest in it or any writing on, theft or loss of the Consolidated NCD Certificate issued in respect of the NCDs and no person will be liable for so treating the Debenture Holder.

No transfer of title of NCD will be valid unless and until entered on the Register of Debenture Holders or the register and index of Debenture Holders maintained by the Depository prior to the Record Date. In the absence of transfer being registered, interest and/or Maturity Amount, as the case may be, will be paid to the person, whose name appears first in the Register of Debenture Holders maintained by the Depositories and/or our Company and/or the Registrar, as the case may be. In such cases, claims, if any, by the purchasers of the NCDs will need to be settled with the seller of the NCDs and not with our Company or the Registrar. The provisions relating to transfer and transmission and other related matters in respect of our Company's shares contained in the Articles of Association of our Company and the Companies Act/ the relevant provisions of the Companies Act applicable as on the date of this Draft Prospectus shall apply, mutatis mutandis (to the extent applicable) to the NCD(s) as well.

Succession

Where NCDs are held in joint names and one of the joint holders dies, the survivor(s) will be recognized as the Debenture Holder(s). It will be sufficient for our Company to delete the name of the deceased Debenture Holder after obtaining satisfactory evidence of his death. Provided, a third person may call on our Company to register his name as successor of the deceased Debenture Holder after obtaining evidence such as probate of a will for the purpose of proving his title to the debentures. In the event of demise of the sole or first holder of the Debentures, the Company will recognise the executors or administrator of the deceased Debenture Holders, or the holder of the succession certificate or other legal representative as having title to the Debentures only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. The directors of the Company in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation. In case of death of Debenture Holders who are holding NCDs in dematerialised form, third person is not required to approach the Company to register his name as successor of the deceased Debenture Holder. He shall approach the respective Depository Participant of the Debenture Holder for this purpose and submit necessary documents as required by the Depository Participant.

Where a non-resident Indian becomes entitled to the NCDs by way of succession, the following steps have to be complied with:

1. Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the NCDs were acquired by the non-resident Indian as part of the legacy left by the deceased Debenture Holder.

2. Proof that the non-resident Indian is an Indian national or is of Indian origin.

3. Such holding by a non-resident Indian will be on a non-repatriation basis.

Joint-holders

Where two or more persons are holders of any NCD(s), they shall be deemed to hold the same as joint holders with benefits of survivorship subject to other provisions contained in the Articles.

Procedure for Re-materialization of NCDs

Debenture Holders who wish to hold the NCDs in physical form may do so by submitting a request to their DP at any time after Allotment in accordance with the applicable procedure stipulated by the DP, in accordance with the Depositories Act and/or rules as notified by the Depositories from time to time. **Holders of NCDs who propose to rematerialise their NCDs, would have to mandatorily submit details of their bank mandate along with a copy of any document evidencing that the bank account is in the name of the holder of such NCDs and their Permanent Account Number to the Company and the DP. No proposal for rematerialisation of NCDs would be considered if the aforementioned documents and details are not submitted along with the request for such rematerialisation.**

Restriction on transfer of NCDs

There are no restrictions on transfers and transmission of NCDs Allotted pursuant to this Issue. Pursuant to the SEBI Listing Regulations, NCDs held in physical form, pursuant to any rematerialisation, as above, cannot be transferred except by way of transmission or transposition, with effect from April 1, 2019.

Period of Subscription

The subscription list shall remain open for a period as indicated below, with an option for early closure or extension by such period, as may be decided by the Board or a duly authorised committee of Directors of our Company, subject to necessary approvals. In the event of such early closure of the Issue, our Company shall ensure that notice of such early closure is given one day prior to such early date of closure through advertisement/s in a leading national daily newspaper.

Issue Programme

ISSUE OPENING DATE	[•], 2023
ISSUE CLOSING DATE	[•], 2023#

 # The Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time), during the period indicated in the Prospectus, except that the Issue may close on such earlier date or extended date (subject to a minimum period of 3 working days and a maximum period of 10 working days from the date of opening of the issue and subject to not exceeding thirty 30 days from filing the Prospectus with ROC) including any extensions), as may be decided by the Board of Directors of our Company ("Board") or the NCD Sub-Committee, subject to relevant approvals, in accordance with the SEBI NCS Regulations. In the event of such an early closure of or extension subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper and a regional daily newspaper in Maharashtra where the registered office is located, with wide circulation on or before such earlier date or extended date of closure. Applications Forms for the Issue will be accepted only from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange.

*Application (including Application under the UPI Mechanism) and any further changes to the Applications shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time, "**IST**") during the Issue Period as mentioned above by the Designated Intermediaries at the bidding centre and by the SCSBs directly at the Designated Branches of SCSBs, except that on the Issue Closing Date when the Applications and any further changes in details in Applications, if any, shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and shall be uploaded until 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchange. Additionally, an Investor may also submit the Application Form through the app or web interface of the Stock Exchange. It is clarified that the Applications not uploaded in the Stock Exchange platform would be rejected.*

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Time. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time.

Such Applications that cannot be uploaded will not be considered for Allocation under the Issue. Applications will be accepted only on Business Days, i.e., Monday to Friday (excluding any public holiday). Neither our Company, nor the Lead Manager, nor any Member of the Syndicate, Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations or Designated Branches of SCSBs are liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise. Please note that, within each category of Investors, the Basis of Allotment under the Issue will be on date priority basis except on the day of oversubscription, if any, where the Allotment will be proportionate.

Basis of payment of Interest

NCDs once Allotted under any particular category of NCDs shall continue to bear the applicable tenor, coupon/yield and Redemption Amount as at the time of original Allotment irrespective of the category of Debenture Holder on any Record Date, and such Tenor, Coupon/Yield and Redemption Amount as at the time of original Allotment will not be impacted by trading of any series of NCDs between the categories of persons or entities in the secondary market.

Payment of Interest/Maturity Amount will be made to those Debenture Holders whose names appear in the Register of Debenture Holders (or to first holder in case of joint-holders) as on Record Date.

We may enter into an arrangement with one or more banks in one or more cities for direct credit of interest to the account of the Investors. In such cases, interest, on the Interest Payment Date, would be directly credited to the account of those Investors who have given their bank mandate.

We may offer the facility of NACH, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to help Debenture Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. Please see, *"Terms of the Issue - Manner of Payment of Interest / Redemption Amounts"* on page 179.

Taxation

Any tax exemption certificate/document must be lodged at the office of the Registrar at least 7 working (seven) days prior to the Record Date or as specifically required, failing which tax applicable on interest will be deducted at source on accrual thereof in our Company's books and/or on payment thereof, in accordance with the provisions of the IT Act and/or any other statutory modification, enactment or notification as the case may be. A tax deduction certificate will be issued for the amount of tax so deducted.

As per clause (ix) of Section 193 of the I.T. Act, no tax is required to be withheld on any interest payable on any security issued by a company, where such security is in dematerialised form and is listed on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder. Accordingly, no tax will be deducted at source from the interest on listed NCDs held in the dematerialised form.

If the date of interest payment falls on a Saturday, Sunday or a public holiday in Mumbai or any other payment centre notified in terms of the Negotiable Instruments Act, 1881, then interest would be paid on the next working day. Payment of interest would be subject to the deduction as prescribed in the I.T. Act or any statutory modification or re-enactment thereof for the time being in force.

Subject to the terms and conditions in connection with computation of applicable interest on the Record Date, please note that in case the NCDs are transferred and/or transmitted in accordance with the provisions of this Draft Prospectus read with the provisions of the Articles of Association of our Company, the transferee of such NCDs or the deceased holder of NCDs, as the case may be, shall be entitled to any interest which may have accrued on the NCDs.

Day Count Convention

Interest shall be computed on actual/actual basis i.e., on the principal outstanding on the NCDs as per the SEBI Operational Circular.

Effect of holidays on payments

If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day (the "**Effective Date**"), however the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment.

Illustration for guidance in respect of the day count convention and effect of holidays on payments

The illustration for guidance in respect of the day count convention and effect of holidays on payments, as required by SEBI Operational Circular is disclosed at "*Annexure III*" on page 235.

Maturity and Redemption

The NCDs issued pursuant to this Draft Prospectus have a fixed maturity date. The NCDs will be redeemed at the expiry of 400 days from the Deemed Date of Allotment for options I and II, 24 months from the Deemed Date of Allotment for options III and IV, 61 months from the Deemed Date of Allotment for Options V and VI and 72 months from the Deemed Date of Allotment for Option VII.

Application Size

Each Application should be for a minimum of 10 NCDs and multiples of one NCD thereof. The minimum Application size for each Application would be ₹10,000 (for all kinds of Options I, II, III, IV, V, VI and VII) NCDs either taken individually or collectively) and in multiples of ₹1,000 thereafter.

Applicants can apply for any or all options of NCDs offered hereunder provided the Applicant has applied for minimum Application size using the same Application Form.

Applicants are advised to ensure that Application made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions.

Terms of Payment

The entire issue price of ₹1,000 per NCD is blocked in the ASBA Account on Application itself. In case of Allotment of lesser number of NCDs than the number of NCDs applied for, our Company shall instruct the SCSBs to unblock the excess amount blocked on Application in accordance with the terms of this Draft Prospectus.

Manner of Payment of Interest / Redemption Amounts

The manner of payment of interest / redemption in connection with the NCDs is set out below:

For NCDs held in dematerialised form:

The bank details will be obtained from the Depositories for payment of interest / redemption amount as the case may be. Holders of the NCDs, are advised to keep their bank account details as appearing on the records of the Depository Participant updated at all points of time. Please note that failure to do so could result in delays in credit of interest/redemption amounts at the Applicant's sole risk, and the Lead Manager, our Company or the Registrar shall have no responsibility and undertake no liability for the same.

For NCDs held in physical form on account of re-materialization:

In case of NCDs held in physical form, on account of rematerialisation, the bank details will be obtained from the documents submitted to the Company along with the rematerialisation request. For further details, please see "*Terms of the Issue - Procedure for Re-materialization of NCDs*" on page 176.

The mode of payment of interest/redemption amount shall be undertaken in the following order of preference:

1. **Direct Credit/ NACH/ RTGS:** Investors having their bank account details updated with the Depository shall be eligible to receive payment of interest / redemption amount, through:

    (i) Direct Credit. interest / redemption amount would be credited directly to the bank accounts of the Investors, if held with the same bank as the Company.

    (ii) NACH: National Automated Clearing House which is a consolidated system of ECS. Payment of interest / redemption amount would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of interest / redemption amount through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the interest / redemption amount through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get interest / redemption amount through NEFT or Direct Credit or RTGS.

    (iii) RTGS: Applicants having a bank account with a participating bank and whose interest / redemption amount exceeds ₹2 lakhs, or such amount as may be fixed by RBI from time to time, have the option to receive the interest / redemption amount through RTGS. Such eligible Applicants who indicate their preference to receive interest / redemption amount through RTGS are required to provide the IFSC code in the Application Form or intimate our Company and the Registrar to the Issue at least 7 (seven) days before the Record Date. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant. In the event the same is not provided, interest / redemption amount shall be made through NECS subject to availability of complete bank account details for the same as stated above.

    (iv) NEFT: Payment of interest / redemption amount shall be undertaken through NEFT wherever the Applicants' bank has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to a Magnetic Ink Character Recognition, if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of the interest / redemption amounts, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the de-mat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of interest / redemption amount will be made to the Applicants through this method.

2. **Registered Post/Speed Post:** For all other Debenture Holders, including those who have not updated their bank particulars with the MICR code, the interest payment / redemption amount shall be paid by way of interest/ redemption warrants dispatched through speed post/ registered post only to Applicants that have provided details of a registered address in India.

Printing of Bank Particulars on Interest/ Redemption Warrants

As a matter of precaution against possible fraudulent encashment of interest/ redemption warrants due to loss or misplacement, the particulars of the Applicant's bank account are mandatorily required to be given for printing on the orders/ warrants. In relation to NCDs held dematerialised form, these particulars would be taken directly from the depositories. In case of NCDs held in physical form on account of rematerialisation, the Investors are advised to submit their bank account details with our Company / Registrar at least seven working (7) days prior to the Record Date failing which the orders / warrants will be dispatched to the postal address of the holder of the NCD as available in the records of our Company. Bank account particulars will be printed on the warrants which can then be deposited only in the account specified.

Loan against NCDs

Pursuant to RBI Circular dated June 27, 2013, our Company, being an NBFC, is not permitted to extend any loans against the security of its NCDs.

Buy Back of NCDs

Our Company may, at its sole discretion, from time to time, consider, subject to applicable statutory and/or regulatory requirements, buyback of NCDs, upon such terms and conditions as may be decided by our Company.

Our Company may from time to time invite the Debenture Holders to offer the NCDs held by them through one or more buy-back schemes and/or letters of offer upon such terms and conditions as our Company may from time to time determine, subject to applicable statutory and/or regulatory requirements.

Such NCDs which are bought back may be extinguished, re-issued and/or resold in the open market with a view of strengthening the liquidity of the NCDs in the market, subject to applicable statutory and/or regulatory requirements.

Procedure for Redemption by Debenture Holders

The procedure for redemption is set out below:

NCDs held in physical form on account of re-materialization:

No action would ordinarily be required on the part of the Debenture Holder at the time of redemption and the redemption proceeds would be paid to those Debenture Holders whose names stand in the register of Debenture Holders maintained by us on the Record Date fixed for the purpose of redemption. However, our Company may require that the NCD certificate(s), duly discharged by the sole holder/all the joint-holders (signed on the reverse of the NCD certificate(s)) be surrendered for redemption on maturity and should be sent by the Debenture Holder(s) by Registered Post with acknowledgment due or by hand delivery to our office or to such persons at such addresses as may be notified by us from time to time. Debenture Holder(s) may be requested to surrender the NCD certificate(s) in the manner as stated above, not more than three months and not less than one month prior to the redemption date so as to facilitate timely payment.

We may at our discretion redeem the NCDs without the requirement of surrendering of the NCD certificates by the holder(s) thereof. In case we decide to do so, the holders of NCDs need not submit the NCD certificates to us and the redemption proceeds would be paid to those Debenture Holders whose names stand in the register of Debenture Holders maintained by us on the Record Date fixed for the purpose of redemption of NCDs. In such case, the NCD certificates would be deemed to have been cancelled. Also see "*Terms of the Issue - Payment on Redemption*" on page 181.

NCDs held in electronic form:

No action is required on the part of Debenture Holder(s) at the time of redemption of NCDs.

Payment on Redemption

The manner of payment of redemption is set out below:

NCDs held in physical form on account of re-materialisation

The payment on redemption of the NCDs will be made by way of cheque/pay order/ electronic modes. However, if our Company so requires, the aforementioned payment would only be made on the surrender of NCD certificate(s), duly discharged by the sole holder / all the joint-holders (signed on the reverse of the NCD certificate(s)). Dispatch of cheques/pay order, etc. in respect of such payment will be made on the redemption date or (if so requested by our Company in this regard) within a period of 30 days from the date of receipt of the duly discharged NCD certificate.

In case we decide to do so, the redemption proceeds in the manner stated above would be paid on the redemption date to those Debenture Holders whose names stand in the Register of Debenture Holders maintained by us/Registrar to the Issue on the Record Date fixed for the purpose of redemption. Hence the transferees, if any, should ensure lodgement of the transfer documents with us at least 7 working (seven) days prior to the Record Date. In case the transfer documents are not lodged with us at least 7 working (seven) days prior to the Record Date and we dispatch the redemption proceeds to the transferor, claims in respect of the redemption proceeds should be settled amongst the parties *inter se* and no claim or action shall lie against us or the Registrar.

Our liability to holder(s) towards their rights including for payment or otherwise shall stand extinguished from the date of redemption in all events and when we dispatch the redemption amounts to the Debenture Holder(s).

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the NCD(s).

NCDs held in electronic form

On the redemption date, redemption proceeds would be paid by cheque /pay order / electronic mode to those Debenture Holders whose names appear on the list of beneficial owners given by the Depositories to us. These names would be as per the Depositories' records on the Record Date fixed for the purpose of redemption. These NCDs will be simultaneously extinguished to the extent of the amount redeemed through appropriate debit corporate action upon redemption of the corresponding value of the NCDs. It may be noted that in the entire process mentioned above, no action is required on the part of Debenture Holders.

Our liability to Debenture Holder(s) towards his/their rights including for payment or otherwise shall stand extinguished from the date of redemption in all events and when we dispatch the redemption amounts to the Debenture Holder(s).

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the NCD(s).

Right to reissue NCD(s)

Subject to the provisions of the Companies Act, 2013, where we have fully redeemed or repurchased any NCD(s), we shall have and shall be deemed always to have had the right to keep such NCDs in effect without extinguishment thereof, for the purpose of resale or reissue and in exercising such right, we shall have and be deemed always to have had the power to resell or reissue such NCDs either by reselling or reissuing the same NCDs or by issuing other NCDs in their place. The aforementioned right includes the right to reissue original NCDs.

Sharing of information

We may, at our option, use on our own, as well as exchange, share or part with any financial or other information about the Debenture Holders available with us, and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither we or our affiliates nor their agents shall be liable for use of the aforesaid information.

Notices

All notices to the Debenture Holder(s) required to be given by us or the Debenture Trustee shall be published in one English language newspaper having wide circulation and one regional language daily newspaper in Maharashtra and/or will be sent by post/ courier or through email or other electronic media to the registered holders of the NCD(s) from time to time.

Issue of duplicate NCD Certificate(s)

If any NCD certificate(s), issued pursuant to rematerialisation, if any, is/are mutilated or defaced or the cages for recording transfers of NCDs are fully utilised, the same may be replaced by us against the surrender of such certificate(s). Provided, where the NCD certificate(s) are mutilated or defaced, the same will be replaced as aforesaid only if the certificate numbers and the distinctive numbers are legible.

If any NCD certificate is destroyed, stolen or lost then upon production of proof thereof to our satisfaction and upon furnishing such indemnity/security and/or documents as we may deem adequate, duplicate NCD certificate(s) shall be issued. Upon issuance of a duplicate NCD certificate, the original NCD certificate shall stand cancelled.

Future Borrowings

We will be entitled to borrow/raise loans or avail of financial assistance in whatever form as also to issue debentures/ NCDs/other securities in any manner having such ranking in priority, *pari passu* or otherwise, subject to applicable consents, approvals or permissions that may be required under any statutory/regulatory/contractual requirement, and change the capital structure including the issue of shares of any class, on such terms and conditions as we may think appropriate, provided stipulated security cover is maintained on the NCDs and after obtaining the consent of, or providing intimation to, the NCD Holders or the Debenture Trustee regarding the creation of a charge over such security.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹10 lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹10 lakhs or 1.00% of the turnover of the Company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹50 lakhs or with both.

Pre-closure

Our Company, in consultation with the Lead Manager reserves the right to close this Issue at any time prior to the Issue Closing Date, subject to receipt of minimum subscription (75% of the Base Issue, i.e., ₹3,750.00 lakhs). Our Company shall allot NCDs with respect to the Application Forms received at the time of such pre-closure in accordance with the Basis of Allotment as described herein and subject to applicable statutory and/or regulatory requirements. In the event of such early closure of this Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of closure or the Issue Closing Date for this Issue, as applicable, through advertisement(s) in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of the Issue have been given.

Minimum Subscription

If our Company does not receive the minimum subscription of 75% of Base Issue Size i.e. ₹3,750 lakhs, prior to the Issue Closing Date, the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within six Working Days from the Issue Closing Date provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Accounts(s) of the Applicants within six Working Days from the Issue Closing Date, failing which the Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company will issue a statutory advertisement on or before the Issue Opening Date. This advertisement will contain the information as prescribed in Schedule V of SEBI NCS Regulations in compliance with the Regulation 30 of SEBI NCS Regulations. Material updates, if any, between the date of filing of the Prospectus with RoC and the date of release of the statutory advertisement, will be included in the statutory advertisement.

Listing

The NCDs offered through this Draft Prospectus are proposed to be listed on the BSE. Our Company has obtained an 'in-principle' approval for the Issue from *vide* their letter dated [•], 2023. For the purposes of the Issue, BSE shall be the Designated Stock Exchange.

Our Company will use best efforts to ensure that all steps for the completion of the necessary formalities for listing at the Stock Exchange is taken within six Working Days of the Issue Closing Date. For the avoidance of doubt, it is hereby clarified that in the event of non-subscription to any one or more of the option, such option(s) of NCDs shall not be listed. If permissions to deal in and for an official quotation of our NCDs are not granted by the Stock Exchange, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Prospectus.

Guarantee/Letter of Comfort

This Issue is not backed by a guarantee or letter of comfort or any other document and/or letter with similar intent.

Arrangers

No arrangers have been appointed for this Issue.

Monitoring & Reporting of Utilisation of Issue Proceeds

There is no requirement for appointment of a monitoring agency in terms of the SEBI NCS Regulations. Our Board shall monitor the utilisation of the proceeds of the Issue. Our Company will disclose in the Company's financial statements for the relevant financial year commencing from Financial Year 2023-24, the utilisation of the proceeds of the Issue under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of the Issue

Lien

Not Applicable

Lien on Pledge of NCDs

Subject to applicable laws, our Company, at its discretion, may note a lien on pledge of NCDs if such pledge of NCDs is accepted by any bank or institution for any loan provided to the Debenture Holder against pledge of such NCDs as part of the funding.

ISSUE PROCEDURE

This chapter applies to all Applicants. Pursuant to the SEBI Operational Circular issued by SEBI, all Applicants are required to apply for in the Issue through the ASBA process and an amount equivalent to the full Application Amount as mentioned in the Application Form will be blocked by the Designated Branches of the SCSBs. Further, UPI Mechanism as a payment mechanism is applicable for the Issue, wherein a UPI Investor, may submit the Application Form with a SCSB or a Designated Intermediary or through the app/web based interface platform of the Stock Exchange and use their bank account linked UPI ID for the purpose of blocking of funds, if the Application being made is for a value of ₹5 lakhs or less. The UPI Mechanism is applicable for public issue of debt securities which open for subscription on or after January 1, 2021. Accordingly, payment through the UPI Mechanism shall be available for the Issue. SEBI, vide the SEBI Operational Circular has an additional mode for application in public issues of debt securities through an online (app/web) interface to be provided by the stock exchanges. In this regard, SEBI has also stipulated that the stock exchanges formulate and disclose the operational procedure for applying through the app/ web based interface developed by them for making applications in public issues through the stock exchange's website. Since, BSE is the Designated Stock Exchange for the Issue, BSE's online platform BSE Direct, shall be available to UPI Investors to make an application under the UPI Mechanism, in accordance with the operational procedures notified by BSE vide notifications dated December 28, 2020.

Applicants should note that they may submit their Application Forms (including in cases where Applications are being made under the UPI mechanism) at (i) the Designated Branches of the SCSBs or (ii) at the Collection Centres, i.e., to the respective Members of the Consortium at the Specified Locations, the Trading Members at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations or (iii) through BSE Direct, the app and/or web based interface/platform of the Stock Exchange, as applicable. For further information, please see "Issue Procedure- Submission of Completed Application Forms" on page 199.

Applicants are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable law or as specified in this Draft Prospectus.

Please note that this section has been prepared based on the requirements notified the SEBI Operational Circular and the notifications issued by BSE, in relation to the UPI Mechanism, dated December 28, 2020.

Further, our Company, the Lead Manager and the Members of the Syndicate do not accept any responsibility for any adverse occurrence consequent to the implementation of the UPI Mechanism for application in the Issue.

THE DESIGNATED INTERMEDIARIES (OTHER THAN TRADING MEMBERS), SCSBS AND OUR COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF THE TRADING MEMBERS IN CONNECTION WITH THE RESPONSIBILITIES OF SUCH TRADING MEMBERS INCLUDING BUT NOT LIMITED TO COLLECTION AND UPLOAD OF APPLICATION FORMS IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGE. FURTHER, THE STOCK EXCHANGE SHALL BE RESPONSIBLE FOR ADDRESSING INVESTOR GRIEVANCES ARISING FROM APPLICATION THROUGH TRADING MEMBERS REGISTERED WITH THE STOCK EXCHANGE.

For purposes of this Issue, the term "Working Day" shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in Mumbai. Furthermore, for the purpose of post issue period, i.e., period beginning from the Issue Closure to listing of the NCDs on the Stock Exchange, Working Day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays in Mumbai, as per the SEBI NCS Regulations.

The information below is given for the benefit of the Investors. Our Company and the Members of Syndicate are not liable for any amendment or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus.

PROCEDURE FOR APPLICATION

Availability of the Abridged Prospectus and Application Forms

The Abridged Prospectus containing the salient features of the Prospectus together with Application Form may be obtained from:

a. Our Company's Registered Office and Corporate Office;

b. Offices of the Lead Manager/Syndicate Member;

c. the CRTA at the Designated RTA Locations;

d. the CDPs at the Designated CDP Locations;

e. Trading Members at the Broker Centres; and

f. Designated Branches of the SCSBs.

Electronic copies of this Draft Prospectus and the Prospectus along with the downloadable version of the Application Form will be available on the websites of the Lead Manager, the Stock Exchange, SEBI and the SCSBs.

Electronic Application Forms may be available for download on the website of the Stock Exchange and on the websites of the SCSBs that permit submission of Application Forms electronically. A unique application number ("**UAN**") will be generated for every Application Form downloaded from the website of the Stock Exchange. Our Company may also provide Application Forms for being downloaded and filled at such website as it may deem fit. In addition, brokers having online demat account portals may also provide a facility of submitting the Application Forms virtually online to their account holders.

Trading Members of the Stock Exchange can download Application Forms from the website of the Stock Exchange. Further, Application Forms will be provided to Trading Members of the Stock Exchange at their request.

UPI Investors making an Application up to ₹ 5 lakhs, using the UPI Mechanism, must provide the UPI ID in the relevant space provided in the Application Form. Application Forms that do not contain the UPI ID are liable to be rejected. UPI Investors applying using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Who can apply?

The following categories of persons are eligible to apply in this Issue:

Category I

- Resident public financial institutions as defined in Section 2(72) of the Companies act 2013, statutory corporations including state industrial development corporations, scheduled commercial banks, co-operative banks and regional rural banks, and multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;

- Provident funds of minimum corpus of ₹ 2,500 lakhs, pension funds of minimum corpus of ₹ 2,500 lakhs, superannuation funds and gratuity funds, which are authorised to invest in the NCDs;

- Alternative investment funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;

- Resident venture capital funds registered with SEBI;

- Insurance companies registered with the IRDAI;

- National Investment Fund (set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India and published in the Gazette of India);

- Insurance funds set up and managed by the Indian army, navy or the air force of the Union of India or by the Department of Posts, India;

- Mutual funds registered with SEBI; and

- Systemically Important NBFCs.

Category II

- Companies falling within the meaning of Section 2(20) of the Companies Act 2013; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs;

- Educational institutions and associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment; which are authorised to invest in the NCDs;
- Trust including public/private charitable/religious trusts which are authorised to invest in the NCDs;
- Association of persons;
- Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;
- Partnership firms in the name of the partners;
- Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009); and
- Resident Indian individuals and Hindu undivided families through the Karta applying for an amount aggregating to a value exceeding ₹ 5 lakhs.

Category III*#

- Resident Indian individuals; and
- Hindu undivided families through the Karta.

** applications aggregating to a value not more than ₹5 lakhs.*
 # applications upto a value of ₹5 lakhs can be made under the UPI Mechanism.

For Applicants applying for NCDs, the Registrar shall verify the above on the basis of the records provided by the Depositories based on the DP ID, Client ID and where applicable the UPI ID provided by the Applicants in the Application Form and uploaded onto the electronic system of the Stock Exchange by the Members of the Syndicate or the Trading Members, as the case may be.

Participation of any of the aforementioned categories of persons or entities is subject to the applicable statutory and/or regulatory requirements in connection with the subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that Application made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to this Issue.

The Lead Manager and its respective associates and affiliates are permitted to subscribe in the Issue.

Who are not eligible to apply for NCDs?

The following categories of persons, and entities, shall not be eligible to participate in this Issue and any Application from such persons and entities are liable to be rejected:

a. Minors without a guardian name* (A guardian may apply on behalf of a minor. However, Application by minors must be made through Application Forms that contain the names of both the minor Applicant and the guardian);

b. Foreign nationals, NRI *inter-alia* including any NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA;

c. Persons resident outside India and other foreign entities;

d. Foreign Portfolio Investors;

e. Foreign Venture Capital Investors;

f. Qualified Foreign Investors;

g. Overseas Corporate Bodies; and

h. Persons ineligible to contract under applicable statutory/regulatory requirements.

**Applicant shall ensure that guardian is competent to contract under Indian Contract Act, 1872*

Based on the information provided by the Depositories, our Company shall have the right to accept Application Forms belonging to an account for the benefit of a minor (under guardianship). In case of such Application, the Registrar to the Issue shall verify the above on the basis of the records provided by the Depositories based on the DP ID and Client ID provided by the Applicants in the Application Form and uploaded onto the electronic system of the Stock Exchange.

The concept of Overseas Corporate Bodies (meaning any company, partnership firm, society and other corporate body or overseas trust irrevocably owned/held directly or indirectly to the extent of at least 60% by NRIs), which was in existence until 2003, was withdrawn by the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies) Regulations, 2003. Accordingly, OCBs are not permitted to invest in this Issue.

Please see "*Issue Procedure – Rejection of Applications*" on page 202 for information on rejection of Applications.

Method of Application

Eligible investor desirous of applying in the Issue can make Applications through the ASBA mechanism only.

Further, the Application may also be submitted through the app or web interface developed by Stock Exchange wherein the Application is automatically uploaded onto the Stock Exchange bidding platform and the amount is blocked using the UPI mechanism, as applicable.

All Applicants shall mandatorily apply in the Issue through the ASBA process only. Applicants intending to subscribe in the Issue shall submit a duly filled Application form to any of the Designated Intermediaries. Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form (except the Bid cum Application Form from a retail individual investor bidding using the UPI mechanism) to the respective SCSB with whom the relevant ASBA Accounts are maintained and shall not submit it to any non-SCSB bank or any Escrow Bank. The relevant Designated Intermediaries, upon receipt of physical Application Forms from Applicants, shall upload the details of these Application Forms to the online platform of the Stock Exchange and submit these Application Forms (except a Bid cum Application Form from retail individual investors using the UPI Mechanism) with the SCSB with whom the relevant ASBA Accounts are maintained.

Applicants should submit the Application Form only at the Bidding Centres, i.e., to the respective Syndicate Members at the Specified Locations, the SCSBs at the Designated Branches, the Registered Broker at the Broker Centres, the RTAs at the Designated RTA Locations or CDPs at the Designated CDP Locations. Kindly note that Application Forms submitted by Applicants at the Specified Locations will not be accepted if the SCSB with which the ASBA Account, as specified in the Application Form is maintained has not named at least one branch at that location for the Designated Intermediaries for deposit of the Application Forms. A list of such branches is available at http://www.sebi.gov.in.

Designated Intermediaries (other than SCSBs) shall not accept any ASBA Form from a retail individual investor who is not Bidding using the UPI Mechanism.

For retail individual investors using UPI Mechanism, the Stock Exchange shall share the bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to retail individual investors for blocking of funds.

An Applicant shall submit the Application Form, which shall be stamped at the relevant Designated Branch of the SCSB. Application Forms in physical mode, which shall be stamped, can also be submitted to be the Designated Intermediaries at the Specified Locations. The SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form.

The Sponsor Bank shall provide details of the UPI linked bank account of the Bidders to the Registrar to the Issue for purpose of reconciliation.

Retail individual investors using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

Retail individual investors using UPI Mechanism, submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only the UPI ID is mentioned in the field for Payment Details in the Bid cum Application Form. Application Forms submitted by retail individual investors using UPI Mechanism to Designated

Intermediary(other than SCSBs) with ASBA Account details, are liable to be rejected.

Further, such Bidders including retail individual investors using the UPI Mechanism, shall ensure that the Bids are submitted at the Bidding Centres only on Bid cum Application Forms bearing the stamp of the relevant Designated Intermediary (except in case of electronic Bid-cum-Application Forms) and Bid cum Application Forms (except electronic Bid-cum-Application Forms) not bearing such specified stamp may be liable for rejection. Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable, at the time of submitting the Bid. Designated Intermediaries (other than SCSBs) shall not accept any ASBA Form from a retail individual investor who is not Bidding using the UPI Mechanism.

Our Company, the Directors, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to ASBA Applications accepted by the Designated Intermediaries, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Applications uploaded by SCSBs, the Application Amount has been blocked in the relevant ASBA Account. Further, all grievances against Designated Intermediaries in relation to the Issue should be made by Applicants directly to the relevant Stock Exchange.

In terms of the Debt UPI Circular, an eligible investor desirous of applying in this Issue can make Applications through the following modes:

1. **Through Self-Certified Syndicate Bank (SCSB) or intermediaries** (viz. Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants)

   a. An investor may submit the bid-cum-application form, with ASBA as the sole mechanism for making payment, physically at the branch of a SCSB, i.e., investor's bank. For such applications, the existing process of uploading of bid on the Stock Exchange bidding platform and blocking of funds in investors account by the SCSB would continue.

   b. An investor may submit the completed bid-cum-application form to intermediaries mentioned above along with details of his/her bank account for blocking of funds. The intermediary shall upload the bid on the Stock Exchange bidding platform and forward the application form to a branch of a SCSB for blocking of funds.

   c. An investor may submit the bid-cum-application form with a SCSB or the intermediaries mentioned above and use his / her bank account linked UPI ID for the purpose of blocking of funds, if the application value is ₹5 lakhs or less. The intermediary shall upload the bid on the Stock Exchange bidding platform. The application amount would be blocked through the UPI mechanism in this case.

2. **Through Stock Exchanges**

   a. An investor may submit the bid-cum-application form through the App or web interface developed by Stock Exchanges (or any other permitted methods) wherein the bid is automatically uploaded onto the Stock Exchanges bidding platform and the amount is blocked using the UPI Mechanism.

   b. BSE extended their web-based platforms i.e. 'BSEDirect' to facilitate investors to apply in public issues of debt securities through the web based platform and mobile app with a facility to block funds through Unified Payments Interface (UPI) mechanism for application value upto ₹ 5 lakhs to place bid through 'BSEDirect' platform/ mobile app the eligible investor is required to register himself/ herself with BSE Direct.

   c. An investor may use the following links to access the web-based interface developed by the Stock Exchanges to bid using the UPI Mechanism: BSE: https://www.bsedirect.com.

   d. The BSE Direct mobile application can be downloaded from play store in android phones. Kindly search for 'BSEdirect' on Google Playstore for downloading mobile applications.

   e. For further details on the registration process and the submission of bids through the App or web interface, the Stock Exchanges have issued operational guidelines and circulars available at BSE: https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20201228-60, and https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20201228-61;

APPLICATIONS FOR ALLOTMENT OF NCDs

Details for Applications by certain categories of Applicants including documents to be submitted are summarized below.

Applications by Mutual Funds

Pursuant to the SEBI circular SEBI/HO/IMD/DF2/CIR/P/2019/104 dated October 1, 2019 ("**SEBI Circular 2019**"), mutual funds are required to ensure that the total exposure of debt schemes of mutual funds in a particular sector shall not exceed 20% of the net assets value of the scheme. Further, the additional exposure limit provided for financial services sector not exceeding 10% of net assets value of scheme shall be allowed only by way of increase in exposure to HFCs. However, the overall exposure in HFCs shall not exceed the sector exposure limit of 20% of the net assets of the scheme Further, the group level limits for debt schemes and the ceiling be fixed at 10% of net assets value extendable to 15% of net assets value after prior approval of the board of trustees.

A separate Application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such Applications shall not be treated as multiple Applications. Applications made by the AMCs or custodians of a mutual fund shall clearly indicate the name of the concerned scheme for which Application is being made. In case of Applications made by Mutual Fund registered with SEBI, a certified copy of their SEBI registration certificate must be submitted with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

Application by Systemically Important Non-Banking Financial Companies

Systemically Important Non- Banking Financial Company, a non-banking financial company registered with the Reserve Bank of India and having a net-worth of more than five hundred crore rupees as per the last audited financial statements can apply in this Issue based on their own investment limits and approvals. The Application Form must be accompanied by a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s). Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

Application by commercial banks, co-operative banks and regional rural banks

Commercial banks, co-operative banks and regional rural banks can apply in this Issue based on their own investment limits and approvals. The Application Form must be accompanied by certified true copies of their (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

Pursuant to SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making Applications on their own account using ASBA Facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making Application in public issues and clear demarcated funds should be available in such account for applications.

Application by Insurance Companies

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority of India ("**IRDAI**"), a certified copy of certificate of registration issued by IRDAI must be lodged along with Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason, therefore.

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time to time including the IRDA (Investment) Regulations, 2000.

Application by Indian Alternative Investment Funds

Applications made by Alternative Investment Funds eligible to invest in accordance with the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, as amended (the "**SEBI AIF Regulations**") for Allotment of the NCDs must be accompanied by certified true copies of SEBI registration certificate. The Alternative Investment Funds shall at all times comply with the requirements applicable to it under the SEBI AIF Regulations and the relevant notifications issued by SEBI. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason, therefor.

Applications by associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment

In case of Applications made by 'Associations of Persons' and/or bodies established pursuant to or registered under any central or state statutory enactment, must submit a (i) certified copy of the certificate of registration or proof of constitution, as applicable, (ii) power of attorney, if any, in favour of one or more persons thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to this Issue must ensure that (a) they are authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures, and (c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

Applications by Trusts

In case of Applications made by trusts, settled under the Indian Trusts Act, 1882, as amended, or any other statutory and/or regulatory provision governing the settlement of trusts in India, must submit a (i) certified copy of the registered instrument for creation of such trust, (ii) power of attorney, if any, in favour of one or more trustees thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to this Issue must ensure that (a) they are authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures, and (c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

Applications by Public Financial Institutions or Statutory Corporations, which are authorised to invest in the NCDs

The Application must be accompanied by certified true copies of: (i) any act/ rules under which they are incorporated; (ii) board resolution authorising investments; and (iii) specimen signature of authorised person. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

Applications by Provident Funds, Pension Funds, Superannuation Funds and Gratuity Fund, which are authorized to invest in the NCDs

The Application must be accompanied by certified true copies of incorporation/ registration under any act/rules under which they are incorporated. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

Applications by National Investment Fund

The Application must be accompanied by certified true copies of: (i) resolution authorising investment and containing operating instructions; and (ii) specimen signature of authorized person. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

Companies, bodies corporate and societies registered under the applicable laws in India

The Application must be accompanied by certified true copies of the registration under the act/ rules under which they are incorporated. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

Applications by Indian Scientific and/or industrial research organizations, which are authorized to invest in the NCDs

The Application must be accompanied by certified true copies of the registration under the act/ rules under which they are incorporated. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

Applications by Partnership firms formed under applicable Indian laws in the name of the partners and Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008

The Application must be accompanied by certified true copies of certified copy of certificate of the partnership deed or registration issued under the Limited Liability Partnership Act, 2008, as applicable. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

Applications under Power of Attorney

In case of Applications made pursuant to a power of attorney by Applicants who are Institutional Investors or Non-Institutional Investors, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, with a certified copy of the memorandum of association and articles of association and/or bye laws must be submitted with the Application Form. In case of Applications made pursuant to a power of attorney by Applicants, a certified copy of the power of attorney must be submitted with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor. Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney with the Application Forms subject to such terms and conditions that our Company and the Lead Manager may deem fit.

Brokers having online demat account portals may also provide a facility of submitting the Application Forms online to their account holders. Under this facility, a broker receives an online instruction through its portal from the Applicant for making an Application on his/ her behalf. Based on such instruction, and a power of attorney granted by the Applicant to authorise the broker, the broker makes an Application on behalf of the Applicant.

APPLICATIONS FOR ALLOTMENT OF NCDs

This section is for the information of the Applicants proposing to subscribe to the Issue. The Lead Manager and our Company are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Investors are advised to make their independent investigations and to ensure that the Application Form is correctly filled up.

Our Company, our Directors, affiliates, associates and their respective directors and officers, the Lead Manager and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications (including Applications under the UPI Mechanism) accepted by and/or uploaded by and/or accepted but not uploaded by Trading Members, registered brokers, CDPs, RTAs and SCSBs who are authorised to collect Application Forms from the Applicants in the Issue, or Applications accepted and uploaded without blocking funds in the ASBA Accounts by SCSBs or failure to block the Application Amount under the UPI Mechanism. It shall be presumed that for Applications uploaded by SCSBs (other than UPI Applications), the Application Amount payable on Application has been blocked in the relevant ASBA Account and for Applications by UPI Investors under the UPI Mechanism, uploaded by Designated Intermediaries, the Application Amount payable on Application has been blocked under the UPI Mechanism.

The list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive Application Forms from the Members of the Syndicate is available on the website of SEBI (https://www.sebi.gov.in) and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI (https://www.sebi.gov.in) as updated from time to time or any such other website as may be prescribed by SEBI from time to time. The list of registered brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the website of the Stock Exchange at www.bseindia.com and www.nseindia.com. The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the registered brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Submission of Applications

Applications can be submitted through either of the following modes:

(a) Physically or electronically to the Designated Branches of the SCSB(s) with whom an Applicant's ASBA Account is maintained. In case of Application in physical mode, the Applicant shall submit the Application Form at the relevant Designated Branch of the SCSB(s). The Designated Branch shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account and shall also verify that the signature on the Application Form matches with the Investor's bank records, as mentioned in the Application Form, prior to uploading such Application into the electronic system of the Stock Exchange. If sufficient funds are not available in the ASBA Account, the respective Designated Branch shall reject such Application and shall not upload such Application in the electronic system of the Stock Exchange. If sufficient funds are available in the ASBA Account, the Designated Branch shall block an amount equivalent to the Application Amount and upload details of the Application in the electronic system of the Stock Exchange. The Designated Branch of the SCSBs shall stamp the Application Form and issue an acknowledgement as proof of having accepted the Application.

In case of Application being made in the electronic mode, the Applicant shall submit the Application either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for application and blocking funds in the ASBA Account held with SCSB, and accordingly registering such Application.

(b) Physically through the Designated Intermediaries at the respective Collection Centres. Kindly note that above Applications submitted to any of the Designated Intermediaries will not be accepted if the SCSB where the ASBA Account is maintained, as specified in the Application Form, has not named at least one branch at that Collection Center where the Application Form is submitted (a list of such branches is available at https://www.sebi.gov.in).

(c) A UPI Investor making an Application in the Issue under the UPI Mechanism, where the Application Amount is upto ₹5 lakhs, can submit his Application Form physically to a SCSB or a Designated Intermediary. The Designated Intermediary shall upload the application details along with the UPI ID on the Stock Exchange's bidding platform using appropriate protocols. Kindly note that in this case, the Application Amount will be blocked through the UPI Mechanism.

(d) A UPI Investor may also submit the Application Form for the Issue through BSE Direct, wherein the Application will be automatically uploaded onto the Stock Exchange's bidding platform and an amount equivalent to the Application Amount shall be blocked using the UPI Mechanism.

Upon receipt of the Application Form by the Designated Intermediaries, an acknowledgement shall be issued by the relevant Designated Intermediary, giving the counter foil of the Application Form to the Applicant as proof of having accepted the Application. Thereafter, the details of the Application shall be uploaded in the electronic system of the Stock Exchange. Post which:

(i) ***for Applications other than under the UPI Mechanism*** - the Application Form shall be forwarded to the relevant branch of the SCSB, in the relevant Collection Center, named by such SCSB to accept such Applications from the Designated Intermediaries (a list of such branches is available at https://www.sebi.gov.in). Upon receipt of the Application Form, the relevant branch of the SCSB shall perform verification procedures including verification of the Applicant's signature with his bank records and check if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form. If sufficient funds are not available in the ASBA Account, the relevant Application Form is liable to be rejected. If sufficient funds are available in the ASBA Account, the relevant branch of the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form.

(ii) ***for Applications under the UPI Mechanism*** – once the Application details have been entered in the bidding platform through Designated Intermediaries or BSE Direct, the Stock Exchange shall undertake validation of the PAN and Demat account combination details of the Applicant with the Depository. The Depository shall validate the PAN and Demat account details and send response to the Stock Exchange which would be shared by the Stock Exchange with the relevant Designated Intermediary through its platform, for corrections, if any. Post uploading of the Application details on the Stock Exchange's platform, the Stock Exchange shall send an SMS to the Applicant regarding submission of the Application. Post undertaking validation with the Depository, the Stock Exchange shall, on a continuous basis, electronically share the bid details along with the Applicants UPI ID, with the Sponsor Bank appointed by our Company. The Sponsor Bank shall then initiate a UPI Mandate Request on the Applicant. The request raised by the Sponsor Bank, would be electronically received by the Applicant as an SMS or on the mobile app, associated with the UPI ID linked bank account. The Applicant shall then be required to authorise the UPI Mandate Request. Upon successful validation of block request by the Applicant, the information would be electronically received by the Applicants' bank, where the funds, equivalent to Application Amount, would get blocked in the Applicant's ASBA Account. The status of block request would also be shared with the Sponsor Bank, which in turn would be shared with the Stock Exchange. The block request status would also be displayed on the Stock Exchange platform for information of the Designated Intermediary.

The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/failure of this Issue or until withdrawal/ rejection of the Application Form, as the case may be.

Applicants must note that:

(a) Application Forms will be available with the Designated Branches of the SCSBs and with the Designated Intermediaries at the respective Collection Centres; and electronic Application Forms will be available on the websites of the SCSBs and the Stock Exchange at least one day prior to the Issue Opening Date. Physical Application Forms will also be provided to the Trading Members of the Stock Exchange at their request. The Application Forms would be serially numbered. Further, the SCSBs will ensure that this Draft Prospectus is made available on their websites. The physical Application Form submitted to the Designated Intermediaries shall bear the stamp of the relevant Designated Intermediary. In the event the Application Form does not bear any stamp, the same shall be liable to be rejected.

(b) The Designated Branches of the SCSBs shall accept Application Forms directly from Applicants only during the Issue Period. The SCSBs shall not accept any Application Forms directly from Applicants after the closing time of acceptance of Applications on the Issue Closing Date. However, the relevant branches of the SCSBs at Specified Locations can accept Application Forms from the Designated Intermediaries, after the closing time of acceptance of Applications on the Issue Closing Date, if the Applications have been uploaded. For further information on the Issue programme, please see "*General Information – Issue Programme*" on page 40. Physical Application Forms directly submitted to SCSBs should bear the stamp of SCSBs, if not, the same are liable to be rejected.

Please note that Applicants can make an Application for Allotment of NCDs in the dematerialised form only.

INSTRUCTIONS FOR FILLING-UP THE APPLICATION FORM

General Instructions

A. General instructions for completing the Application Form

- Applications must be made in prescribed Application Form only;

- All Applicants need to tick the Series of NCDs in the Application Form that they wish to apply for. Applications for all the Series of the NCDs may be made in a single Application Form only.

- Application Forms must be completed in **BLOCK LETTERS IN ENGLISH**, as per the instructions contained in this Draft Prospectus and the Application Form;

- If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account held in joint names;

- It shall be mandatory for subscribers to the Issue to furnish their PAN and any Application Form, without the PAN is liable to be rejected, irrespective of the amount of transaction.

- Applications should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details (in case of Applicants applying for Allotment of the Bonds in dematerialised form) and Applications should be made by Karta in case the Applicant is an HUF. The Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta. Please ensure that such Applications contain the PAN of the HUF and not of the Karta;

- Applicants must provide details of valid and active DP ID, Client ID and PAN, clearly and without error. On the basis of such Applicant's active DP ID, Client ID and PAN provided in the Application Form, and as entered into the electronic Application system of the Stock Exchange by SCSBs, the Designated Intermediaries, the Registrar will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the NCDs;

- Applications must be for a minimum of 10 NCDs and in multiples of one NCD thereafter. For the purpose of fulfilling the requirement of minimum application size of 10 NCDs, an Applicant may choose to apply for 10 NCDs of the same option or across different option;

- If the ASBA Account holder is different from the Applicant, the Application Form should be signed by the ASBA Account holder also, in accordance with the instructions provided in the Application Form;

- If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form;

- Thumb impressions and signatures other than in English/Hindi/Gujarati/Marathi or any other languages specified in the 8th Schedule of the Constitution needs to be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his/her seal;

- All Applicants are required to ensure that the Application Forms are submitted at the Designated Branches of SCSBs or the Collection Centres provided in the Application Forms, bearing the stamp of the relevant Designated Intermediary/Designated Branch of the SCSB;

- The Designated Intermediaries or the Designated Branches of the SCSBs, as the case may be, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicants the Acknowledgement Slip. This Acknowledgement Slip will serve as the duplicate of the Application Form for the records of the Applicant;

- Applicants must ensure that the requisite documents are attached to the Application Form prior to submission and receipt of acknowledgement from the relevant Designated Intermediaries or the Designated Branch of the SCSBs, as the case may be;

- All Applicants are required to check if they are eligible to apply as per the terms of this Draft Prospectus and applicable law, rules, regulations, guidelines and approvals;

- All Applicants are required to tick the relevant column of "Category of Investor" in the Application Form; and

- All Applicants should correctly mention the ASBA Account number (including bank account number/ bank name and branch) and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form to the Designated Branch and also ensure that the signature in the Application Form matches with the signature in Applicant's bank records, otherwise the Application is liable to be rejected;

- A system generated acknowledgement (TRS) will be given to the Applicant as a proof of the registration of each Application. It is the Applicant's responsibility to obtain the acknowledgement from the Designated Intermediaries and the Designated Branches of the SCSBs, as the case may be.

- In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic application platform of the Stock Exchanges as per the procedures and requirements prescribed by each relevant Stock Exchange, the Applicants should ensure that they have first withdrawn their original Application and submit a fresh Application;

The option, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Designated Intermediaries in the data entries as such data entries will be considered for Allotment.

Applicants should note that neither the Designated Intermediaries nor the SCSBs, as the case may be, will be liable for error in data entry due to incomplete or illegible Application Forms.

B. Applicant's Beneficiary Account Details

Applicants must mention their DP ID, Client ID and UPI ID (wherever applicable) in the Application Form and ensure that the name provided in the Application Form is exactly the same as the name in which the Beneficiary Account is held. In case the Application Form is submitted in the first Applicant's name, it should be ensured that the Beneficiary Account is held in the same joint names and in the same sequence in which they appear in the Application Form. In case the DP ID, Client ID, PAN and UPI ID (wherever applicable) mentioned in the Application Form and entered into the electronic system of the Stock Exchange do not match with the DP ID, Client ID, PAN and UPI ID (wherever applicable) available in the Depository database or in case PAN is not available in the Depository database, the Application Form is liable to be rejected. Further, Application Forms submitted by Applicants whose beneficiary accounts are inactive, will be rejected.

On the basis of the Demographic Details as appearing on the records of the DP, the Registrar to the Issue will take steps towards demat credit of NCDs. Hence, Applicants are advised to immediately update their Demographic Details as appearing on the records of the DP and ensure that they are true and correct, and carefully fill in their Beneficiary Account details in the Application Form. Failure to do so could result in delays in demat credit and neither our Company, Designated

Intermediaries, SCSBs, Registrar to the Issue nor the Stock Exchange will bear any responsibility or liability for the same.

In case of Applications made under power of attorney, our Company in its absolute discretion, reserves the right to permit the holder of power of attorney to request the Registrar that for the purpose of printing particulars on the Allotment Advice, the Demographic Details obtained from the Depository of the Applicant shall be used.

By signing the Application Form, the Applicant would have deemed to have authorized the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records. The Demographic Details given by Applicant in the Application Form would not be used for any other purpose by the Registrar to the Issue except in relation to this Issue. Allotment Advice would be mailed by speed post or registered post at the address of the Applicants as per the Demographic Details received from the Depositories. Applicants may note that delivery of Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. Further, please note that any such delay shall be at such Applicants' sole risk and neither our Company, Registrar to the Issue, Public Issue Account Bank, Sponsor Bank nor the Lead Manager shall be liable to compensate the Applicant for any losses caused to the Applicants due to any such delay or liable to pay any interest for such delay. In case of refunds through electronic modes as detailed in this Draft Prospectus, refunds may be delayed if bank particulars obtained from the Depository Participant are incorrect.

With effect from August 16, 2010, the beneficiary accounts of Applicants for whom PAN details have not been verified shall be suspended for credit and no credit of NCDs pursuant to this Issue will be made into the accounts of such Applicants. Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected. Furthermore, in case no corresponding record is available with the Depositories, which matches the parameters, namely, DP ID, Client ID, PAN and UPI ID (wherever applicable) then such Application are liable to be rejected.

C. Permanent Account Number

The Applicant should mention his or her Permanent Account Number allotted under the IT Act. For minor Applicants, applying through the guardian, it is mandatory to mention the PAN of the minor Applicant. However, Applications on behalf of the Central or State Government officials and the officials appointed by the courts in terms of a SEBI circular dated June 30, 2008 and Applicants residing in the state of Sikkim who in terms of a SEBI circular dated July 20, 2006 may be exempt from specifying their PAN for transacting in the securities market. In accordance with Circular No. MRD/DOP/Cir-05/2007 dated April 27, 2007 issued by SEBI, the PAN would be the sole identification number for the participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form, without the PAN is liable to be rejected, irrespective of the amount of transaction. It is to be specifically noted that the Applicants should not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

However, the exemption for the Central or State Government and the officials appointed by the courts and for investors residing in the State of Sikkim is subject to the Depository Participants' verifying the veracity of such claims by collecting sufficient documentary evidence in support of their claims. At the time of ascertaining the validity of these Applications, the Registrar to the Issue will check under the Depository records for the appropriate description under the PAN Field i.e., either Sikkim category or exempt category.

D. Joint Applications

Applications may be made in single or joint names (not exceeding three). In the case of joint Applications all interest / redemption amount payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.

E. Additional/Multiple Applications

An Applicant is allowed to make one or more Applications for the NCDs for the same or other option of NCDs, subject to a minimum Application size as specified in the Prospectus and in multiples of thereafter as specified in the Prospectus. Any Application for an amount below the aforesaid minimum Application size will be deemed as an invalid Application and shall be rejected. However, multiple Applications by the same individual Applicant aggregating to a value exceeding ₹5 lakhs shall be deemed such individual Applicant to be an HNI Applicant and all such Applications shall be grouped in the HNI Portion, for the purpose of determining the Basis of Allotment to such Applicant. However, any Application made by any person in his individual capacity and an Application made by such person in his capacity as a Karta of a Hindu Undivided family and/or as Applicant (second or third Applicant), shall not be deemed to be a multiple Application. For the purposes of allotment of NCDs under this Issue, Applications shall be grouped based on the PAN, i.e., Applications under the same PAN shall be grouped together and treated as one Application. Two or more Applications will be deemed to be multiple Applications if the sole or first Applicant is one and the same. For the sake of clarity, two or more applications shall be deemed to be a multiple Application for the aforesaid purpose if the PAN number of the sole or the first Applicant is one and the same.

Do's and Don'ts

Applicants are advised to take note of the following while filling and submitting the Application Form:

Do's

1. Check if you are eligible to apply as per the terms of the Prospectus and applicable law, rules, regulations, guidelines and approvals.

2. Read all the instructions carefully and complete the Application Form in the prescribed form.

3. Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek Allotment of NCDs pursuant to this Issue.

4. Ensure that the DP ID, the Client ID and the PAN mentioned in the Application Form, which shall be entered into the electronic system of the Stock Exchange are correct and match with the DP ID, Client ID and PAN available in the Depository database. Ensure that the DP ID, Client ID, PAN and UPI ID (wherever applicable) are correct and the depository account is active as Allotment of the Equity Shares will be in dematerialized form only. The requirement for providing Depository Participant details is mandatory for all Applicants.

5. Ensure that you have mentioned the correct ASBA Account number (for all Applicants other than UPI Investors applying using the UPI Mechanism) in the Application Form. Further, UPI Investors using the UPI Mechanism must also mention their UPI ID.

6. UPI Investors applying using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking, is certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries.

7. UPI Investors applying using the UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Investors shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected.

8. Ensure that the Application Form is signed by the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) in case the Applicant is not the ASBA account holder. Applicants (except UPI Investors making an Application using the UPI Mechanism) should ensure that they have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Application Form. UPI Investors applying using the UPI Mechanism should ensure that they have mentioned the correct UPI- linked bank account number and their correct UPI ID in the Application Form.

9. Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form to the respective Designated Branch of the SCSB, or to the Designated Intermediaries, as the case may be.

10. UPI Investors making an Application using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to Application Amount and subsequent debit of funds in case of Allotment, in a timely manner.

11. UPI Investors making an Application using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using their UPI PIN. Upon the authorization of the mandate using their UPI PIN, the UPI Investor may be deemed to have verified the attachment containing the application details of the UPI Investor making and Application

using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to issue a request to block the Application Amount mentioned in the ASBA Form in their ASBA Account.

12. UPI Investors making an Application using the UPI Mechanism should mention valid UPI ID of only the Applicants (in case of single account) and of the first Applicant (in case of joint account) in the ASBA Form.

13. UPI Investors making an Application using the UPI Mechanism, who have revised their Application subsequent to making the initial Application, should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount in their account and in case of Allotment in a timely manner.

14. Ensure that the Application Forms are submitted at the Designated Branches of SCSBs or the Collection Centres provided in the Application Forms, bearing the stamp of the relevant Designated Intermediary/Designated Branch of the SCSB.

15. Before submitting the Application Form with the Designated Intermediaries ensure that the SCSB, whose name has been filled in the Application Form, has named a branch in that relevant Collection Centre.

16. Ensure that you have been given an acknowledgement as proof of having accepted the Application Form.

17. Ensure that signatures other than in the languages specified in the Eighth Schedule to the Constitution of India is attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.

18. In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta. However, the PAN number of the HUF should be mentioned in the Application Form and not that of the Karta.

19. Ensure that the Applications are submitted to the Designated Intermediaries or Designated Branches of the SCSBs, as the case may be, before the closure of application hours on the Issue Closing Date. For further information on the Issue programme, please see "*General Information – Issue Programme*" on page 40.

20. **Permanent Account Number:** Except for Application (i) on behalf of the Central or State Government and officials appointed by the courts, and (ii) (subject to SEBI circular dated April 3, 2008) from the residents of the state of Sikkim, each of the Applicants should provide their PAN. Application Forms in which the PAN is not provided will be rejected. The exemption for the Central or State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

21. Ensure that if the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.

22. All Applicants should choose the relevant option in the column "Category of Investor" in the Application Form.

23. Choose and mark the option of NCDs in the Application Form that you wish to apply for.

In terms of SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for Applications.

Don'ts:

1. Do not apply for lower than the minimum Application size.

2. Do not pay the Application Amount in cash, by cheque, by money order or by postal order or by stock invest.

3. Do not send Application Forms by post. Instead submit the same to the Designated Intermediaries or Designated Branches of the SCSBs, as the case may be.

4. Do not submit the Application Form to any non-SCSB bank or our Company.

5. Do not apply through an Application Form that does not have the stamp of the relevant Designated Intermediary or the Designated Branch of the SCSB, as the case may be.

6. Do not fill up the Application Form such that the NCDs applied for exceeds the Issue Size and/or investment limit or maximum number of NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations.

7. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

8. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (wherever applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue.

9. Do not submit the Application Form without ensuring that funds equivalent to the entire Application Amount are available for blocking in the relevant ASBA Account or in the case of UPI Investors making and Application using the UPI Mechanism, in the UPI-linked bank account where funds for making the Application are available.

10. Do not submit Applications on plain paper or on incomplete or illegible Application Forms.

11. Do not apply if you are not competent to contract under the Indian Contract Act, 1872.

12. Do not submit an Application in case you are not eligible to acquire NCDs under applicable law or your relevant constitutional documents or otherwise.

13. Do not submit Applications to a Designated Intermediary at a location other than Collection Centres.

14. Do not submit an Application that does not comply with the securities law of your respective jurisdiction.

15. Do not apply if you are a person ineligible to apply for NCDs under this Issue including Applications by Persons Resident Outside India, NRI (inter-alia including NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA).

16. Do not make an Application of the NCD on multiple copies taken of a single form.

17. Payment of Application Amount in any mode other than through blocking of Application Amount in the ASBA Accounts shall not be accepted in the Issue.

18. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Investors using the UPI Mechanism.

19. Do not submit more than five Application Forms per ASBA Account.

Please also see "*Key Regulations and Policies - Operational Instructions*" on page 145.

Kindly note that Applications submitted to the Designated Intermediaries will not be accepted if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the Designated Intermediaries, to deposit such Application Forms (A list of such branches is available at https://www.sebi.gov.in).

Please see "*Issue Procedure - Rejection of Applications*" on page 202 for information on rejection of Applications.

TERMS OF PAYMENT

The Application Forms will be uploaded onto the electronic system of the Stock Exchange and deposited with the relevant branch of the SCSB at the Collection Centres, named by such SCSB to accept such Applications from the Designated

Intermediaries, as the case may be (a list of such branches is available at https://www.sebi.gov.in).

For Applications other than those under the UPI Mechanism, the relevant branch of the SCSB shall perform verification procedures and block an amount in the ASBA Account equal to the Application Amount specified in the Application. For Applications under the UPI Mechanism, i.e., upto ₹5 lakhs, the Stock Exchange shall undertake validation of the PAN and Demat account combination details of the Applicant with the Depository. The Depository shall validate the PAN and Demat account details and send response to the Stock Exchange which would be shared by the Stock Exchange with the relevant Designated Intermediary through its platform, for corrections, if any. The blocking of funds in such case (not exceeding ₹5 lakhs) shall happen under the UPI Mechanism.

The entire Application Amount for the NCDs is payable on Application only. The relevant SCSB shall block an amount equivalent to the entire Application Amount in the ASBA Account at the time of upload of the Application Form. In case of Allotment of lesser number of NCDs than the number applied, the Registrar to the Issue shall instruct the SCSBs or the Sponsor Bank (as the case maybe) to unblock the excess amount in the ASBA Account.

For Applications submitted directly to the SCSBs, the relevant SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application, before entering the Application into the electronic system of the Stock Exchange. SCSBs may provide the electronic mode of application either through an internet enabled application and banking facility or such other secured, electronically enabled mechanism for application and blocking of funds in the ASBA Account.

For Applications submitted under the UPI Mechanism, post the successful validation of the UPI Mandate Request by the Applicant, the information would be electronically received by the Applicants' bank, where the funds, equivalent to Application Amount, would get blocked in the Applicant's ASBA Account.

Applicants should ensure that they have funds equal to the Application Amount in the ASBA Account before submitting the Application. An Application where the corresponding ASBA Account does not have sufficient funds equal to the Application Amount at the time of blocking the ASBA Account is liable to be rejected.

A UPI Investor applying through the UPI Mechanism should ensure that, they check the relevant SMS generated for the UPI Mandate Request and all other steps required for successful blocking of funds in the UPI linked bank account, which includes accepting the UPI Mandate Request by 5:00 pm on the third Working Day from the day of bidding on the Stock Exchange (except on the last day of the Issue Period, where the UPI Mandate Request not having been accepted by 5:00 pm of the next Working Day), have been completed.

The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/ failure of this Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is approved, and upon receipt of intimation from the Registrar, the controlling branch of the SCSB shall, on the Designated Date, transfer such blocked amount from the ASBA Account to the Public Issue Account. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs or the Sponsor Bank (in case of Applications under the UPI Mechanism) on the basis of the instructions issued in this regard by the Registrar to the respective SCSB or the Sponsor Bank, within six Working Days of the Issue Closing Date. The Application Amount shall remain blocked in the ASBA Account until transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of this Issue or until rejection of the Application, as the case may be.

SUBMISSION OF COMPLETED APPLICATION FORMS

Mode of Submission of Application Forms	To whom the Application Form has to be submitted
ASBA Applications	(i) If using physical Application Form, (a) to the Designated Intermediaries at relevant Collection Centres, or (b) to the Designated Branches of the SCSBs where the ASBA Account is maintained; or (ii) If using electronic Application Form, to the SCSBs, electronically through internet banking facility, if available.
Applications under the UPI Mechanism	(i) Through the Designated Intermediary, physically or electronically, as applicable; or (ii) Through BSE Direct

No separate receipts will be issued for the Application Amount payable on submission of Application Form. However, the Designated Intermediaries will acknowledge the receipt of the Application Forms by stamping the date and returning to the Applicants an Acknowledgement Slips which will serve as a duplicate Application Form for the records of the Applicant.

Electronic Registration of Applications

a. The Designated Intermediaries and Designated Branches of the SCSBs, as the case may be, will register the Applications (including those under the UPI Mechanism) using the on-line facilities of the Stock Exchange. **The Members of Syndicate, our Company and the Registrar to the Issue or the Lead Manager is not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the SCSBs, (ii) the Applications uploaded by the SCSBs, (iii) the Applications accepted but not uploaded by the SCSBs, (iv) with respect to Applications accepted and uploaded by the SCSBs without blocking funds in the ASBA Accounts, (v) any Applications accepted and uploaded and/or not uploaded by the Trading Members of the Stock Exchange or (vi) any Application made under the UPI Mechanism, accepted or uploaded or failed to be uploaded by a Designated Intermediary or through the app/web based interface of the Stock Exchange and the corresponding failure for blocking of funds under the UPI Mechanism.**

   In case of apparent data entry error by the Designated Intermediaries or Designated Branches of the SCSBs, as the case may be, in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to the Designated Stock Exchange. However, the option, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Designated Intermediaries or Designated Branches of the SCSBs in the data entries as such data entries will be considered for Allotment/rejection of Application.

b. The Stock Exchange will offer an electronic facility for registering Applications for this Issue. This facility will be available on the terminals of Designated Intermediaries and the SCSBs during the Issue Period. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for Applications on a regular basis, and before the expiry of the allocated time on this Issue Closing Date. On the Issue Closing Date, the Designated Intermediaries and the Designated Branches of the SCSBs shall upload the Applications till such time as may be permitted by the Stock Exchange. This information will be available with the Designated Intermediaries and the Designated Branches of the SCSBs on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation. For further information on the Issue programme, please see "*General Information – Issue Programme*" on page 40.

c. With respect to Applications submitted directly to the SCSBs at the time of registering each Application, the Designated Branches of the SCSBs shall enter the requisite details of the Applicants in the on-line system including:

   - Application Form number
   - PAN (of the first Applicant, in case of more than one Applicant)
   - Investor category and sub-category
   - DP ID
   - Client ID
   - UPI ID (if applicable)
   - Option of NCDs applied for
   - Number of NCDs Applied for in each option of NCD
   - Price per NCD
   - Bank code for the SCSB where the ASBA Account is maintained
   - Bank account number

- Location
- Application amount

d. With respect to Applications submitted to the Designated Intermediaries, at the time of registering each Application, the requisite details of the Applicants shall be entered in the on-line system including:

- Application Form number
- PAN (of the first Applicant, in case of more than one Applicant)
- Investor category and sub-category
- DP ID
- Client ID
- UPI ID (if applicable)
- Option of NCDs applied for
- Number of NCDs Applied for in each option of NCD
- Price per NCD
- Bank code for the SCSB where the ASBA Account is maintained
- Bank account number
- Location
- Application amount

e. A system generated acknowledgement (TRS) will be given to the Applicant as a proof of the registration of each Application. It is the Applicant's responsibility to obtain the acknowledgement from the Designated Intermediaries and the Designated Branches of the SCSBs, as the case may be. The registration of the Application by the Designated Intermediaries and the Designated Branches of the SCSBs, as the case may be, does not guarantee that the NCDs shall be allocated/ Allotted by our Company. The acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.

f. Applications can be rejected on the technical grounds listed below or if all required information is not provided or the Application Form is incomplete in any respect.

g. The permission given by the Stock Exchange to use its network and software of the online system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Lead Manager are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchange

h. **Only Applications that are uploaded on the online system of the Stock Exchange shall be considered for allocation/ Allotment**. The Designated Intermediaries and the Designated Branches of the SCSBs shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Application data in the electronic systems of the Stock Exchange. In order that the data so captured is accurate the Designated Intermediaries and the Designated Branches of the SCSBs will be given up to one Working Day after the Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

REJECTION OF APPLICATIONS

Applications would be liable to be rejected on the technical grounds listed below or if all required information is not provided or the Application Form is incomplete in any respect. The Board of Directors and/or the NCD Sub Committee thereof, reserves its full, unqualified and absolute right to accept or reject any Application in whole or in part and in either case without assigning any reason thereof.

Application may be rejected on one or more technical grounds, including but not restricted to:

a. Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

b. Applications by persons prohibited from buying, selling or dealing in securities, directly or indirectly, by SEBI or any other regulatory authority;

c. Applications accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Applicants' ASBA Account maintained with an SCSB;

d. Applications not being signed by the sole/joint Applicant(s);

e. Investor Category in the Application Form not being ticked;

f. Application Amount blocked being higher or lower than the value of NCDs Applied for. However, our Company may Allot NCDs up to the number of NCDs Applied for, if the value of such NCDs Applied for exceeds the minimum Application size;

g. Applications where a registered address in India is not provided for the non-Individual Applicants;

h. In case of partnership firms (except LLPs), NCDs applied for in the name of the partnership and not the names of the individual partner(s);

i. Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant;

j. PAN not mentioned in the Application Form, except for Applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants. In case of minor Applicants applying through guardian when PAN of the Applicant is not mentioned;

k. DP ID, Client ID or UPI ID (wherever applicable) not mentioned in the Application Form;

l. GIR number furnished instead of PAN;

m. Applications by OCBs;

n. Applications for an amount below the minimum Application size;

o. Submission of more than five ASBA Forms per ASBA Account;

p. Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;

q. Applications under power of attorney or by limited companies, corporate, trust etc. submitted without relevant documents;

r. Applications accompanied by stockinvest/ cheque/ money order/ postal order/ cash;

s. Signature of sole Applicant missing, or in case of joint Applicants, the Application Forms not being signed by the first Applicant (as per the order appearing in the records of the Depository);

t. Applications by persons debarred from accessing capital markets, by SEBI or any other appropriate regulatory authority;

u. Application Forms not being signed by the ASBA Account holder, if the account holder is different from the Applicant;

v. Signature of the ASBA Account holder on the Application Form does not match with the signature available on the SCSB bank's records where the ASBA Account mentioned in the Application Form is maintained;

w. Application Forms submitted to the Designated Intermediaries or to the Designated Branches of the SCSBs does not bear the stamp of the SCSB and/or the Designated Intermediary, as the case may be;

x. ASBA Applications not having details of the ASBA Account or the UPI-linked Account to be blocked;

y. In case no corresponding record is available with the Depositories that matches the parameters namely, DP ID, Client ID, UPI ID and PAN;

z. Inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds;

aa. SCSB making an Application (a) through an ASBA account maintained with its own self or (b) through an ASBA Account maintained through a different SCSB not in its own name or (c) through an ASBA Account maintained through a different SCSB in its own name, where clear demarcated funds are not present or (d) through an ASBA Account maintained through a different SCSB in its own name which ASBA Account is not utilised solely for the purpose of applying in public issues;

bb. Applications for amounts greater than the maximum permissible amount prescribed by the regulations and applicable law;

cc. Authorization to the SCSB for blocking funds in the ASBA Account not provided;

dd. Applications by any person outside India;

ee. Applications not uploaded on the online platform of the Stock Exchange;

ff. Applications uploaded after the expiry of the allocated time on the Issue Closing Date, unless extended by the Stock Exchange, as applicable;

gg. Application Forms not delivered by the Applicant within the time prescribed as per the Application Form, the Prospectus and as per the instructions in the Application Form and the Prospectus;

hh. Applications by Applicants whose demat accounts have been 'suspended for credit' pursuant to the circular issued by SEBI on July 29, 2010 bearing number CIR/MRD/DP/22/2010;

ii. Applications providing an inoperative demat account number;

jj. Applications submitted to the Designated Intermediaries other than the Collection Centres or at a Branch of a SCSB which is not a Designated Branch;

kk. Applications submitted directly to the Public Issue Bank (except in case the ASBA Account is maintained with the said bank as a SCSB);

ll. Investor category not ticked;

mm. In case of cancellation of one or more orders (series) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application;

nn. A UPI Investor applying through the UPI Mechanism, not having accepted the UPI Mandate Request by 5:00 pm on the third Working Day from the day of bidding on the stock exchange except on the last day of the Issue Period, where the UPI Mandate Request not having been accepted by 5:00 pm of the next Working Day; and oo. A non-UPI Investor making an Application under the UPI Mechanism, i.e., an Application for an amount more than ₹5 lakhs.

For information on certain procedures to be carried out by the Registrar to the Issue for finalization of the Basis of Allotment, please see "*Information for Applicants*" below.

Information for Applicants

Upon the closure of the Issue, the Registrar to the Issue will reconcile the compiled data received from the Stock Exchange and all SCSBs and match the same with the Depository database for correctness of DP ID, Client ID, UPI ID (where applicable) and PAN. The Registrar to the Issue will undertake technical rejections based on the electronic details and the Depository database and prepare list of technical rejection cases. In case of any discrepancy between the electronic data and the Depository records, our Company, in consultation with the Designated Stock Exchange, the Lead Manager and the Registrar to the Issue, reserves the right to proceed as per the Depository records for such Applications or treat such Applications as rejected.

Based on the information provided by the Depositories, our Company shall have the right to accept Applications belonging to an account for the benefit of a minor (under guardianship).

In case of Applications for a higher number of NCDs than specified for that category of Applicant, only the maximum amount permissible for such category of Applicant will be considered for Allotment.

BASIS OF ALLOTMENT

Basis of Allotment for NCDs

The Registrar will aggregate the Applications, based on the applications received through an electronic book from the Stock Exchange and determine the valid Application for the purpose of drawing the basis of allocation.

Allocation Ratio

The Registrar will aggregate the Applications based on the Applications received through an electronic book from the Stock Exchange and determine the valid applications for the purpose of drawing the basis of allocation. Grouping of the application received will be then done in the following manner:

Grouping of Applications and Allocation Ratio: Applications received from various applicants shall be grouped together on the following basis:

a. *Applications received from Category I applicants:* Applications received from Category I, shall be grouped together, **("*Institutional Portion*")**;

b. *Applications received from Category II applicants:* Applications received from Category II, shall be grouped together, **("*Non-Institutional Portion*")**;

c. *Applications received from Category III applicants:* Applications received from Category III, shall be grouped together, **("*Retail Individual Portion*").**

For removal of doubt, "***Institutional Portion***", "***Non-Institutional Portion***" and "***Retail Individual Portion***" are individually referred to as "***Portion***" and collectively referred to as **"*Portions*".**

For the purposes of determining the number of NCDs available for allocation to each of the abovementioned Portions, our Company shall have the discretion of determining the number of NCDs to be Allotted over and above the Base Issue Size, in case our Company opts to retain any oversubscription in the Issue up to ₹5,000 lakhs. The aggregate value of NCDs decided to be allotted over and above the Base Issue Size, (in case our Company opts to retain any oversubscription in the Issue), and/or the aggregate value of NCDs up to the Base Issue Size shall be collectively termed as the **"*Overall Issue Size*".**

Basis of Allotment for NCDs

The Registrar will aggregate the Applications, based on the applications received through an electronic book from the Stock

Exchange and determine the valid Application for the purpose of drawing the basis of allocation.

Allocation Ratio

The Registrar will aggregate the Applications based on the Applications received through an electronic book from the Stock Exchange and determine the valid applications for the purpose of drawing the basis of allocation. Grouping of the application received will be then done in the following manner:

Grouping of Applications and Allocation Ratio: Applications received from various applicants shall be grouped together on the following basis:

a. Applications received from Category I applicants: Applications received from Category I, shall be grouped together, ("Institutional Portion");
b. Applications received from Category II applicants: Applications received from Category II, shall be grouped together, ("Non-Institutional Portion");
c. Applications received from Category III applicants: Applications received from Category III, shall be grouped together, ("Retail Individual Portion").

For removal of doubt, "Institutional Portion", "Non-Institutional Portion" and "Retail Individual Portion" are individually referred to as "Portion" and collectively referred to as "Portions".

For the purposes of determining the number of NCDs available for allocation to each of the abovementioned Portions, our Company shall have the discretion of determining the number of NCDs to be Allotted over and above the Base Issue Size, in case our Company opts to retain any oversubscription in the Issue up to ₹5,000 lakhs. The aggregate value of NCDs decided to be allotted over and above the Base Issue Size, (in case our Company opts to retain any oversubscription in the Issue), and/or the aggregate value of NCDs up to the Base Issue Size shall be collectively termed as the "**Overall Issue Size**".

Basis of Allotment for NCDs

Allotments in the first instance:

i. Applicants belonging to the Category I, in the first instance, will be allocated NCDs up to 10% of overall Issue Size (i.e. up to ₹1,000 lakhs) on first come first serve basis (determined on the basis of date of receipt of each Application duly acknowledged by the Lead Manager and their respective affiliates/SCSB (Designated Branch or online acknowledgement));

ii. Applicants belonging to the Category II, in the first instance, will be allocated NCDs up to 40% of Overall Issue Size (i.e. up to ₹ 4,000 lakhs) on first come first serve basis (determined on the basis of date of receipt of each Application duly acknowledged by the Members of the Syndicate/Trading Members/SCSB (Designated Branch or online acknowledgement));

iii. Applicants belonging to the Category III, in the first instance, will be allocated NCDs up to 50% of Overall Issue Size (i.e. up to ₹5,000 lakhs) on first come first serve basis (determined on the basis of date of receipt of each Application duly acknowledged by the Members of the Syndicate/Trading Members/SCSB (Designated Branch or online acknowledgement));
Allotments, in consultation with the Designated Stock Exchange, shall be made on date priority basis i.e., a first-come first serve basis, based on the date of upload of each Application in to the electronic book with Stock Exchange, in each Portion subject to the Allocation Ratio. However, on the date of oversubscription, the Allotments would be made to the Applicants on proportionate basis.

(a) Under Subscription:

Under subscription, if any, in any Portion, priority in Allotments will be given in the following order:
(i) Individual Portion
(ii) Non-Institutional Portion and Resident Indian individuals and Hindu undivided families through the Karta applying who apply for NCDs aggregating to a value exceeding ₹5 lakhs;
(iii) Institutional Portion
(iv) on a first come first serve basis.

Within each Portion, priority in Allotments will be given on a first-come-first-serve basis, based on the date of upload of each Application into the electronic system of the Stock Exchange.

For each Portion, all Applications uploaded into the electronic book with the Stock Exchange would be treated at par with each other. Allotment would be on proportionate basis, where Applications uploaded into the Platform of the Stock Exchange on a particular date exceeds NCDs to be allotted for each Portion, respectively.

Minimum allotment of 10 NCD and in multiples of 1 (one) NCD thereafter would be made in case of each valid Application.

(b) Allotments in case of oversubscription:

In case of an oversubscription, Allotments to the maximum extent, as possible, will be made on a first-come first serve basis and thereafter on proportionate basis, i.e. full Allotment of NCDs to the valid Applicants on a first come first serve basis for forms uploaded up to 5 pm of the date falling 1 (one) day prior to the date of oversubscription and proportionate allotment of NCDs to the valid Applicants on the date of oversubscription (based on the date of upload of the Application on the Stock Exchange Platform, in each Portion). In case of over subscription on date of opening of the Issue, the Allotment shall be made on a proportionate basis. Applications received for the NCDs after the date of oversubscription will not be considered for Allotment. In view of the same, the Investors are advised to refer to the Stock Exchanges website at www.bseindia.com and www.nseindia.com for details in respect of subscription.

(c) Proportionate Allotments: For each Portion, on the date of oversubscription:

(i) Allotments to the Applicants shall be made in proportion to their respective Application size, rounded off to the nearest integer;

(ii) If the process of rounding off to the nearest integer results in the actual allocation of NCDs being higher than the Issue Size, not all Applicants will be allotted the number of NCDs arrived at after such rounding off. Rather, each Applicant whose Allotment size, prior to rounding off, had the highest decimal point would be given preference; and

(iii) In the event, there are more than one Applicant whose entitlement remain equal after the manner of distribution referred to above, our Company will ensure that the Basis of Allotment is finalised by draw of lots in a fair and equitable manner.

(d) Applicant applying for more than one Options of NCDs:

If an Applicant has applied for more than one Options of NCDs, and in case such Applicant is entitled to allocation of only a part of the aggregate number of NCDs applied for due to such Applications received on the date of oversubscription, the option-wise allocation of NCDs to such Applicants shall be in proportion to the number of NCDs with respect to each option, applied for by such Applicant, subject to rounding off to the nearest integer, as appropriate in consultation with Lead Manager and Designated Stock Exchange.

In cases of odd proportion for Allotment made, our Company in consultation with the Lead Manager will Allot the residual NCD (s) in the following order:

(i) first with monthly interest payment in decreasing order of tenor i.e., Options V, III and I;
(ii) Followed by payment on cumulative options in decreasing order of tenor i.e., Options VII, VI, IV and II.

Hence using the above procedure, the order of Allotment for the residual NCD(s) will be: V, III, I, VII, IV, VI and II.

All decisions pertaining to the Basis of Allotment of NCDs pursuant to the Issue shall be taken by our Company in consultation with the Lead Manager, and the Designated Stock Exchange and in compliance with the aforementioned provisions of this Draft Prospectus.

Our Company would Allot Option I NCDs to all valid applications, wherein the Applicants have not indicated their choice of the relevant options of the NCDs.

Valid applications where the Application Amount received does not tally with or is less than the amount equivalent to value of number of NCDs applied for, may be considered for Allotment, to the extent of the Application Amount paid rounded down to the nearest ₹1,000 in accordance with the pecking order mentioned above.

Retention of oversubscription

Our Company shall have an option to retain over-subscription up to the base issue size.

Unblocking of Funds for withdrawn, rejected or unsuccessful or partially successful Applications

The Registrar shall, pursuant to preparation of Basis of Allotment, instruct the relevant SCSB or the Sponsor Bank (for Applications under the UPI Mechanism), as applicable, to unblock the funds in the relevant ASBA Account/UPI linked bank account, for withdrawn, rejected or unsuccessful or partially successful Applications within six Working Days of the Issue Closing Date.

ISSUANCE OF ALLOTMENT ADVICE

Our Company shall ensure dispatch of Allotment Advice and/ or give instructions for credit of NCDs to the beneficiary account with Depository Participants upon approval of Basis of Allotment. The Allotment Advice for successful Applicants will be mailed by speed post/registered post to their addresses as per the Demographic Details received from the Depositories.

Our Company shall use best efforts to ensure that all steps for completion of the necessary formalities for commencement of trading at the Stock Exchange where the NCDs are proposed to be listed are taken within six Working Days from the Issue Closing Date.

Application Amount shall be unblocked within six Working Days from the Issue Closing Date or such lesser time as may be specified by SEBI or else the Application Amount shall be unblocked in the ASBA Accounts or the UPI linked bank accounts (for Applications under the UPI Mechanism) of the Applicants forthwith, failing which interest shall be due to be paid to the Applicants in accordance with applicable law.

Our Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

OTHER INFORMATION

Withdrawal of Applications during the Issue Period

Applicants can withdraw their Applications until the Issue Closing Date. In case an Applicant wishes to withdraw the Application during the Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite.

In case of Applications (other than under the UPI Mechanism) were submitted to the Designated Intermediaries, upon receipt of the request for withdrawal from the Applicant, the relevant Designated Intermediary, as the case may be, shall do the requisite, including deletion of details of the withdrawn Application Form from the electronic system of the Stock Exchange and intimating the Designated Branch of the SCSB unblock of the funds blocked in the ASBA Account at the time of making the Application. In case of Applications (other than under the UPI Mechanism) submitted directly to the Designated Branch of the SCSB, upon receipt of the request for withdraw from the Applicant, the relevant Designated Branch shall do the requisite, including deletion of details of the withdrawn Application Form from the electronic system of the Stock Exchange and unblocking of the funds in the ASBA Account, directly.

Withdrawal of Applications after the Issue Period

In case an Applicant wishes to withdraw the Application after the Issue Closing Date or early closure date, the same can be done by submitting a withdrawal request to the Registrar to the Issue prior to the finalisation of the Basis of Allotment.

Revision of Applications

Cancellation of one or more orders (series) within an Application is permitted during the Issue Period as long as the total order quantity does not fall under the minimum quantity required for a single Application. Please note that in case of cancellation of one or more orders (series) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application will be liable for rejection by the Registrar.

Applicants may revise/ modify their Application details during the Issue Period, as allowed/permitted by the Stock Exchange, by submitting a written request to the Designated Intermediary and the Designated Branch of the SCSBs, as the case may be. For Applications made under the UPI Mechanism, an Applicant shall not be allowed to add or modify the details of the Application except for modification of either DP ID/Client ID, or PAN ID but not both. However, the Applicant may withdraw the Application and reapply.

However, for the purpose of Allotment, the date of original upload of the Application will be considered in case of such revision/ modification. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic Application platform of the Stock Exchange as per the procedures and requirements prescribed by the Stock Exchange, Applicants should ensure that they first withdraw their original Application and submit a fresh Application. In such a case the date of the new Application will be considered for date priority for Allotment purposes.

Revision of Applications is not permitted after the expiry of the time for acceptance of Application Forms on the Issue Closing Date. However, in order that the data so captured is accurate, the Designated Intermediaries and/ or the Designated Branches of the SCSBs will be given up to one Working Day after the Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period, after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL. Please also see, "*Key regulations and Policies- Operational Instructions*" on page 145.

Depository Arrangements

We have made depository arrangements with NSDL and CDSL. Please note that Tripartite Agreements have been executed between our Company, the Registrar and both the depositories.

As per the provisions of the Depositories Act, 1996, the NCDs issued by us can be held in a dematerialised form. In this context:

i. Tripartite agreement dated September 9, 2021 among our Company, the Registrar and CDSL and tripartite agreement dated September 8, 2021 among our Company, the Registrar and NSDL, respectively for offering depository option to the investors.

ii. An Applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the Application.

iii. The Applicant must necessarily provide the DP ID and Client ID details in the Application Form.

iv. NCDs Allotted to an Applicant in the electronic form will be credited directly to the Applicant's respective beneficiary account(s) with the DP.

v. Non-transferable Allotment Advice will be directly sent to the Applicant by the Registrar to this Issue.

vi. It may be noted that NCDs in electronic form can be traded only on the Stock Exchange having electronic connectivity with NSDL or CDSL. The Stock Exchange has connectivity with NSDL and CDSL.

vii. Interest or other benefits with respect to the NCDs held in dematerialised form would be paid to those Debenture Holders whose names appear on the list of beneficial owners given by the Depositories to us as on Record Date. In case of those NCDs for which the beneficial owner is not identified by the Depository as on the Record Date/ book closure date, we would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and conveyed to us, whereupon the interest or benefits will be paid to the beneficiaries, as identified, within a period of 30 days.

Please note that the NCDs shall cease to trade from the Record Date (for payment of the principal amount and the applicable premium and interest for such NCDs) prior to redemption of the NCDs.

PLEASE NOTE THAT TRADING OF NCDs ON THE FLOOR OF THE STOCK EXCHANGE SHALL BE IN DEMATERIALISED FORM ONLY IN MULTIPLE OF ONE NCD.

Allottees will have the option to re-materialize the NCDs Allotted under the Issue as per the provisions of the Companies Act, 2013 and the Depositories Act.

Communications

All future communications in connection with Applications made in this Issue (except the Applications made through the Trading Members of the Stock Exchange) should be addressed to the Registrar to the Issue, quoting the full name of the sole or first Applicant, Application Form number, Applicant's DP ID and Client ID, Applicant's PAN, number of NCDs applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for UPI Investors who make the payment of Application Amount through the UPI Mechanism), date of the Application Form, name and address of the Designated Intermediary or Designated Branch of the SCSBs, as the case may be, where the Application was submitted.

Applicants may contact our Compliance Officer and Company Secretary or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of Allotment Advice or credit of NCDs in the respective beneficiary accounts, as the case may be.

Interest in case of delay

Our Company undertakes to pay interest, in connection with any delay in Allotment and demat credit, beyond the time limit as may be prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated under such applicable statutory and/or regulatory requirements.

Undertaking by the Issuer

Our Company undertakes that:

i. All monies received pursuant to this Issue shall be transferred to a separate bank account as referred to in sub-section (3) of section 40 of the Companies Act, 2013;

ii. Details of all monies utilised out of this Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies had been utilised;

iii. Details of all unutilised monies out of issue of NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our balance sheet indicating the form in which such unutilised monies have been invested;

iv. Details of all utilized and unutilised monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized, and the securities or other forms of financial assets in which such unutilized monies have been invested;

v. Undertaking by our Company for execution of the Debenture Trust Deeds. Further, as per Regulation 18 of SEBI NCS Regulations, in the event our Company fails to execute the Debenture Trust Deeds within a period of three months from the Issue Closing Date, our Company shall pay interest of at least 2% p.a. over and above the agreed coupon rate, to each NCD Holder, till the execution of the Debenture Trust Deed;

vi. We shall utilize the Issue proceeds only upon execution of the Debenture Trust Deed as stated in this Draft Prospectus and the Draft Prospectus, on receipt of the minimum subscription of 75% of the Base Issue i.e., ₹ 3,750lakhs and receipt of listing and trading approval from the Stock Exchange;

vii. The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property business, dealing in equity of listed companies or lending/investment in group companies; and

viii. Application money shall be unblocked within six Working Days from the closure of this Issue or such lesser time as may be specified by SEBI, or else the Application money shall be refunded to the Applicants in accordance with applicable law, failing which interest shall be due to be paid to the Applicants for the delayed period, if applicable in accordance with applicable law.

Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved.

This Draft Prospectus has not been recommended or approved by any regulatory authority in India, including any registrar of companies, stock exchange or SEBI nor does SEBI guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of investors is invited to the section '*Risk factors*' on page 16.

Our Company has no side letter with any NCD holder. Any covenants later added shall be disclosed on the stock exchanges' website where the NCDs are listed.

Other undertakings by our Company

Our Company undertakes that:

i. Complaints received in respect of this Issue (except for complaints in relation to Applications submitted to Trading Members) will be attended to by our Company expeditiously and satisfactorily;

ii. Necessary cooperation to the relevant credit rating agency(ies) will be extended in providing true and adequate information until the obligations in respect of the NCDs are outstanding;

iii. Our Company will take necessary steps for the purpose of getting the NCDs listed within the specified time, i.e., within six Working Days of this Issue Closing Date;

iv. Funds required for dispatch of Allotment Advice/NCD Certificates (only upon rematerialisation of NCDs at the specific request of the Allottee/ Holder of NCDs) will be made available by our Company to the Registrar to the Issue;

v. Our Company will forward details of utilisation of the proceeds of this Issue, duly certified by the Statutory Auditor, to the Debenture Trustee on a half-yearly basis;

vi. Our Company will provide a compliance certificate to the Debenture Trustee on an annual basis in respect of compliance with the terms and conditions of this Issue as contained in this Draft Prospectus;

vii. Our Company will disclose the complete name and address of the Debenture Trustee in its annual report; and

viii. Our Company shall make necessary disclosures/ reporting under any other legal or regulatory requirement as may be required by our Company from time to time.

SECTION VIII - SUMMARY OF MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. In case of any inconsistency between the Articles of Association of our Company and the Companies Act, 1956 and Companies Act, 2013, the provisions of the Companies Act, 1956 and the Companies Act, 2013, as applicable, shall prevail over the Articles of Association of our Company. The main provisions of the Articles of Association of our Company are detailed below:

SHARE CAPITAL AND VARIATION OF RIGHTS

1. The Authorised Share Capital of the Company shall be such sum as may be prescribed under Clause V of Memorandum of Association divided into such number of shares of prescribed face value as amended from time to time, which may be increased or reduced in accordance with the provisions of the Companies Act, 2013.

Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided –

(a) one certificate for all his shares without payment of any charges; or
(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking pari passu therewith.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

LIEN

9. (i) The company shall have a first and paramount lien-

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

TRANSMISSION OF SHARES

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a shareholder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have complied with.

FORFEITURE OF SHARES

27. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

28. The notice aforesaid shall

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect

30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of non payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution,

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36. Where shares are converted into stock,

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
(b) Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
(c) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits

of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(d) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law:

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

CAPITALISATION OF PROFITS

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii) either in or towards

A. paying up any amounts for the time being unpaid on any shares held by such members respectively;

B. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

C. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

D. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

E. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.

42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

ADJOURNMENT OF MEETING

47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

58. The first directors of the company as on the date of the Incorporation were:

    1. SHRI RAJKUMAR MALPANI

    2. SMT. SHAKUNTALA MALPANI

59. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

60. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

61. The Board may pay all expenses incurred in getting up and registering the company.

62. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

63. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

64. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

65. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

65A*. Subject to the provisions of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 (including any amendments or re-enactment thereof, for the time being in force), the Board is required to appoint a person nominated by the debenture trustee(s) as a director on the Board of Directors of the Company within such period from the date of receipt of nomination from the debenture trustee(s) as applicable from time to time.

PROCEEDINGS OF THE BOARD

66. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

67. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

68. (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

**Clause 65A added via Alteration of Articles passed through special resolution on EGM held on 20th April 2023*

69. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

70. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

71. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

72. (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

73. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

74. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

75. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

76. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

77. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

78. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

THE SEAL

79. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

81. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

82. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

83. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according

to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

84. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

85. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

87. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

88. No dividend shall bear interest against the company.

ACCOUNTS

89. i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

WINDING UP

90. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

We, the several persons, whose name and address are hereunder subscribed, are desirous of being formed into a company, in pursuance of these Articles of Association and we respectively agree to take the number of shares in the capital set opposite our respective names

Si. No.	Signature, name Addresses, descriptions & occupations of subscribers	Number of Equity shares taken by each subscriber	Signature, Names, Address description & occupation of witness
1.	Sd/- RAJKUMAR MALPANI S/o.Rameshwar Lal Mapani S-3/35,Bangur Nagar Goregaon Nagar Bombay 400 090 BUSINESS.	300 (Three Hundred only)	WITNESS TO ALL Sd/- KUSHAL SINGHLODHA CHARTERED ACCOUNTANTS S/o, Shri Tej Mal Lodha D/12, Shanthi Niketan Thane (East), Maharashtra
2.	Sd/- SHAKUNTHLA MALPANI W/o.R.K.Malpani S-3/35,Bangur Nagar Goregaon (West) Bombay 400 090 BUSINESS	100 (One Hundred only	
	Total	**400 (Four Hundred Only)**	

SECTION IX - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and documents (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Draft Prospectus) which are or may be deemed material have been entered or/are to be entered into by our Company. These contracts which are or may be deemed material shall be attached to the copy of the Prospectus to be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company from 10.00 am to 4.00 pm on Working Days from the date of the filing of the Prospectus with the RoC until the Issue Closing Date.

Material Contracts

1. Agreement dated May 16, 2023 between the Company and the Lead Manager;

2. Agreement dated May 4, 2023 between the Company and the Registrar to the Issue;

3. Agreement dated May 11, 2023 between the Company and Vistra ITCL (India) Limited, the Debenture Trustee;

4. Agreement dated [•], 2023 executed by the Company, the Registrar, the Public Issue Account Bank, the Sponsor Bank, the Refund Bank and the Lead Manager;

5. Syndicate Agreement dated [•], 2023 executed between the Company and the Syndicate Member;

6. Tripartite Agreement dated September 9, 2021 between CDSL, the Company and the Registrar to the Issue; and

7. Tripartite Agreement dated September 8, 2021 between NSDL, the Company and the Registrar to the Issue.

Material Documents

1. Certificate of Incorporation of Company dated September 11, 1986, issued by RoC;

2. Fresh Certificate of Incorporation of the Company dated January 9, 2013, issued by RoC pursuant to change of the name of our Company from 'Payal Holdings Private Limited' to 'Indel Money Private Limited'

3. Fresh Certificate of Incorporation of the Company dated August 26, 2021, issued by RoC pursuant to the conversion of our Company from private limited company to a public limited company;

4. Memorandum and Articles of Association of the Company, as amended to date;

5. Certificate of registration (dated February 13, 2002 bearing registration number B-13.01564 issued by RBI under Section 45IA of the Reserve Bank of India Act, 1934 and certificate of registration dated September 27, 2021 bearing registration number B-13.01564 issued by RBI under Section 45IA of the Reserve Bank of India Act, 1934 pursuant to the change in name from '*Indel Money Private Limited*' to '*Indel Money Limited*' consequent upon its conversion as a public limited company;

6. Credit rating letter dated May 3, 2023, from CRISIL Ratings Limited , granting credit ratings to the NCDs.

7. Copy of the Board Resolution dated April 18, 2023 approving the issue of NCDs to the public up to an amount not exceeding ₹ 30,000 lakhs for the financial year 2023-24;

8. Copy of the NCD-Sub Committee dated April 19, 2023 approving the issue of NCDs to the public up to an amount not exceeding ₹ 10,000 lakhs;

9. Copy of the resolution passed by the Shareholders of the Company at the Annual General Meeting held on April 29, 2022, approving the overall borrowing limit of Company;

10. Copy of the resolution of the NCD Sub-Committee dated May 16, 2023 approving this Draft Prospectus;

11. Copy of the resolution of the NCD Sub-Committee dated [•], 2023 approving the Prospectus;

12. Consents in writing of Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, legal advisor to the Issue, Lead Manager, the Registrar to the Issue, Credit Rating Agency, the Debenture Trustee, Grant Thornton Bharat LLP and the lenders to our Company, to act in their respective capacities, have been obtained and will be filed along with a copy of the Prospectus with the RoC as required under Section 26 of the Companies Act 2013;

13. The written consent from the Statutory Auditor, namely M/s. Bhatter & Company, Chartered Accountants, to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in its capacity as a statutory auditor, in respect of the: (a) Reformatted Standalone Financial Statement; and (b) Reformatted Consolidated Financial Statements (c) limited review report on Interim Unaudited Standalone Ind AS Financial Results of our Company for the nine months period ended on December 31, 2022, included in this Draft Prospectus. The consent of the Statutory Auditors has not been withdrawn as on the date of this Draft Prospectus;

14. The examination report of the Statutory Auditors dated May 16, 2023 in relation to the Reformatted Standalone Financial Statements included herein;

15. The examination report of the Statutory Auditors dated May 16, 2023 in relation to the Reformatted Consolidated Financial Statements included herein;

16. Annual Reports of the Company for Fiscal 2022, Fiscal 2021 and 2020;

17. Audited Standalone Financial Results of the Company as of period ended March 31, 2022

18. Limited Review Report dated January 31, 2023 on the Interim Unaudited Ind AS Financial Results, prepared by the Statutory Auditors

19. Due diligence certificate dated [•], 2023 filed with SEBI by the Lead Manager;

20. Due diligence certificate dated May 16, 2023 filed with BSE Limited by the Debenture Trustee; and

21. In-principle listing approval letter dated [•], 2023 issued by BSE, for the Issue.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Applicants subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, the Directors of the Company, hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the guidelines issued by the Government of India and/or the regulations/guidelines/circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under, regulations or guidelines or circulars issued, as the case may be. We confirm that the compliance with the Securities and Exchange Board of India Act, 1992 or rules made there under does not imply that payment of dividend or interest or repayment of debt securities, is guaranteed by the Central Government.

We further certify that all the disclosures and statements in this Draft Prospectus are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Draft Prospectus does not contain any misstatements. No information material to the subject matter of this form has been suppressed or concealed and whatever is stated in this Draft Prospectus is as per the original records maintained by the Promoter(s) subscribing to the Memorandum of Association and Articles of Association. Furthermore, all the monies received under the offer shall be used only for the purposes and objects indicated in this Draft Prospectus.

Signed by the Directors of our Company

Name: Mohanan Gopalakrishnan
Designation: Managing Director

Date: 16 May 2023

Place: Ernakulam

DECLARATION

We, the Directors of the Company, hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the guidelines issued by the Government of India and/or the regulations/guidelines/circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under, regulations or guidelines or circulars issued, as the case may be. We confirm that the compliance with the Securities and Exchange Board of India Act, 1992 or rules made there under does not imply that payment of dividend or interest or repayment of debt securities, is guaranteed by the Central Government.

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Signed by the Directors of our Company

Name: Umesh Mohanan
Designation: Whole time Director

Date: 16 May 2023

Place: Ernakulam

DECLARATION

We, the Directors of the Company, hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the guidelines issued by the Government of India and/or the regulations/guidelines/circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under, regulations or guidelines or circulars issued, as the case may be. We confirm that the compliance with the Securities and Exchange Board of India Act, 1992 or rules made there under does not imply that payment of dividend or interest or repayment of debt securities, is guaranteed by the Central Government.

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Signed by the Directors of our Company

Name: Anantharaman Trikkur Ramachandran
Designation: Non-Executive Director

Date: 16 May 2023

Place: Thrissur

DECLARATION

We, the Directors of the Company, hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the guidelines issued by the Government of India and/or the regulations/guidelines/circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under, regulations or guidelines or circulars issued, as the case may be. We confirm that the compliance with the Securities and Exchange Board of India Act, 1992 or rules made there under does not imply that payment of dividend or interest or repayment of debt securities, is guaranteed by the Central Government.

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Signed by the Directors of our Company

Name: Salil Venu
Designation: Non-Executive Director

Date: 16 May 2023

Place: Aluva

DECLARATION

We, the Directors of the Company, hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the guidelines issued by the Government of India and/or the regulations/guidelines/circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under, regulations or guidelines or circulars issued, as the case may be. We confirm that the compliance with the Securities and Exchange Board of India Act, 1992 or rules made there under does not imply that payment of dividend or interest or repayment of debt securities, is guaranteed by the Central Government.

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Signed by the Directors of our Company

Name: Kavitha Menon
Designation: Non-Executive Director

Date: 16 May 2023

Place: Ernakulam

DECLARATION

We, the Directors of the Company, hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the guidelines issued by the Government of India and/or the regulations/guidelines/circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under, regulations or guidelines or circulars issued, as the case may be. We confirm that the compliance with the Securities and Exchange Board of India Act, 1992 or rules made there under does not imply that payment of dividend or interest or repayment of debt securities, is guaranteed by the Central Government.

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Signed by the Directors of our Company

Name: Narasinganallore Srinivasan Venkatesh
Designation: Independent Director

Date: 16 May 2023

Place: Ernakulam

DECLARATION

We, the Directors of the Company, hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the guidelines issued by the Government of India and/or the regulations/guidelines/circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under, regulations or guidelines or circulars issued, as the case may be. We confirm that the compliance with the Securities and Exchange Board of India Act, 1992 or rules made there under does not imply that payment of dividend or interest or repayment of debt securities, is guaranteed by the Central Government.

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Signed by the Directors of our Company

Name: Chitethu Ramakrishna Sasikumar
Designation: Independent Director

Date: 16 May 2023

Place: Thrissur

DECLARATION

We, the Directors of the Company, hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the guidelines issued by the Government of India and/or the regulations/guidelines/circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under, regulations or guidelines or circulars issued, as the case may be. We confirm that the compliance with the Securities and Exchange Board of India Act, 1992 or rules made there under does not imply that payment of dividend or interest or repayment of debt securities, is guaranteed by the Central Government.

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Signed by the Directors of our Company

Name: Sethuraman Ganesh
Designation: Independent Director

Date: 16 May 2023

Place: Bengaluru

ANNEXURE I - CREDIT RATING LETTER, RATIONALE AND PRESS RELEASE

APPENDED OVERLEAF

CONFIDENTIAL

RL/IDLMPL/317655/NCD/0523/59049/149000576
May 03, 2023

Mr. Umesh Mohanan
Whole Time Director
Indel Money Limited
3rd Floor, Indel House
Changampuzha Nagar
South Kalamassery (PO)
Ernakulam - 682033
8589984010

Dear Mr. Umesh Mohanan,

Re: CRISIL Rating on the Rs.100 Crore Non Convertible Debentures of Indel Money Limited

We refer to your request for a rating for the captioned Debt instrument.

CRISIL Ratings has, after due consideration, assigned a CRISIL BBB+/Stable (pronounced as CRISIL triple B plus rating with Stable outlook) rating to the captioned Debt instrument. Securities with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such securities carry moderate credit risk.

Further, in view of your decision to accept the CRISIL Ratings, we request you to apprise us of the instrument details (in the enclosed format) as soon as it has been placed. In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating. Please visit www.crisilratings.com and search with the name of the rated entity to access the latest rating/s.

As per SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us at debtissue@crisil.com for any clarification you may need.

Should you require any clarification, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Ajit Velonie
Senior Director - CRISIL Ratings

Nivedita Shibu
Associate Director - CRISIL Ratings

__Disclaimer__: A rating by CRISIL Ratings reflects CRISIL Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by CRISIL Ratings. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. CRISIL Ratings' criteria are available without charge to the public on the web site, www.crisilratings.com. CRISIL Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please visit www.crisilratings.com or contact Customer Service Helpdesk at CRISILratingdesk@crisil.com or at 1800-267-1301

Details of the Rs.100 Crore Non-Convertible Debentures of Indel Money Limited

	1st tranche		*2nd tranche*		*3rd tranche*	
Instrument Series:						
Amount Placed:						
Maturity Period:						
Put or Call Options (if any):						
Coupon Rate:						
Interest Payment Dates:						
Principal Repayment Details:	Date	Amount	Date	Amount	Date	Amount
Investors:						
Trustees:						

In case there is an offer document for the captioned Debt issue, please send us a copy of it.

CRISIL Ratings Limited
A subsidiary of CRISIL Limited, an S&P Global Company
Corporate Identity Number: U67100MH2019PLC326247

Registered Office: CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai- 400 076. Phone: +91 22 3342 3000 | Fax: +91 22 3342 3001
www.crisilratings.com

Credit Bulletin

May 10, 2023 | Mumbai

Update on Indel Money Limited

Note: None of the Directors on CRISIL Ratings Limited's Board are members of rating committee and thus do not participate in discussion or assignment of any ratings. The Board of Directors also does not discuss any ratings at its meetings.

This Credit Bulletin is published solely to update the bank-wise facility details in line with RBI requirement. For other sections please refer to the previous Rating Rationale dated May 02, 2023.

Click Here to access the previous Rating Rationale

Annexure - Details of Bank Lenders & Facilities

Facility	Amount (Rs.Crore)	Name of Lender	Rating
Cash Credit	20	Dhanlaxmi Bank Limited	CRISIL BBB+/Stable
Cash Credit	7.5	The South Indian Bank Limited	CRISIL BBB+/Stable
Overdraft Facility	10	Indian Bank	CRISIL BBB+/Stable
Proposed Long Term Bank Loan Facility	1.13	Not Applicable	CRISIL BBB+/Stable
Term Loan	9.55	Indian Bank	CRISIL BBB+/Stable
Term Loan	30	IDFC FIRST Bank Limited	CRISIL BBB+/Stable
Working Capital Demand Loan	10	DCB Bank Limited	CRISIL BBB+/Stable
Working Capital Term Loan	70.48	State Bank of India	CRISIL BBB+/Stable
Working Capital Term Loan	33.34	State Bank of India	CRISIL BBB+/Stable
Working Capital Term Loan	22.5	State Bank of India	CRISIL BBB+/Stable
Working Capital Term Loan	14	Dhanlaxmi Bank Limited	CRISIL BBB+/Stable

Criteria Details

Links to related criteria
CRISILs Bank Loan Ratings - process, scale and default recognition
Rating Criteria for Finance Companies

Media Relations	Analytical Contacts	Customer Service Helpdesk
Aveek Datta Media Relations **CRISIL Limited** M: +91 99204 93912 B: +91 22 3342 3000 AVEEK.DATTA@crisil.com	Ajit Velonie Senior Director **CRISIL Ratings Limited** D:+91 22 4097 8209 ajit.velonie@crisil.com Prashant Pratap Mane	Timings: 10.00 am to 7.00 pm Toll free Number:1800 267 1301 For a copy of Rationales / Rating Reports: CRISILratingdesk@crisil.com For Analytical queries:

Prakruti Jani Media Relations **CRISIL Limited** M: +91 98678 68976 B: +91 22 3342 3000 PRAKRUTI.JANI@crisil.com **Rutuja Gaikwad** Media Relations **CRISIL Limited** B: +91 22 3342 3000 **Rutuja.Gaikwad@ext-crisil.com**	Associate Director **CRISIL Ratings Limited** B:+91 22 3342 3000 prashant.mane@crisil.com Shruti Hazari Manager **CRISIL Ratings Limited** B:+91 22 3342 3000 shruti.hazari@crisil.com	ratingsinvestordesk@crisil.com

Note for Media:
This rating rationale is transmitted to you for the sole purpose of dissemination through your newspaper/magazine/agency. The rating rationale may be used by you in full or in part without changing the meaning or context thereof but with due credit to CRISIL Ratings. However, CRISIL Ratings alone has the sole right of distribution (whether directly or indirectly) of its rationales for consideration or otherwise through any media including websites and portals.

About CRISIL Ratings Limited (A subsidiary of CRISIL Limited, an S&P Global Company)

CRISIL Ratings pioneered the concept of credit rating in India in 1987. With a tradition of independence, analytical rigour and innovation, we set the standards in the credit rating business. We rate the entire range of debt instruments, such as bank loans, certificates of deposit, commercial paper, non-convertible/convertible/partially convertible bonds and debentures, perpetual bonds, bank hybrid capital instruments, asset-backed and mortgage-backed securities, partial guarantees and other structured debt instruments. We have rated over 33,000 large and mid-scale corporates and financial institutions. We have also instituted several innovations in India in the rating business, including ratings for municipal bonds, partially guaranteed instruments and infrastructure investment trusts (InvITs).

CRISIL Ratings Limited ('CRISIL Ratings') is a wholly-owned subsidiary of CRISIL Limited ('CRISIL'). CRISIL Ratings Limited is registered in India as a credit rating agency with the Securities and Exchange Board of India ("SEBI").

For more information, visit www.crisilratings.com

About CRISIL Limited

CRISIL is a leading, agile and innovative global analytics company driven by its mission of making markets function better.

It is India's foremost provider of ratings, data, research, analytics and solutions with a strong track record of growth, culture of innovation, and global footprint.

It has delivered independent opinions, actionable insights, and efficient solutions to over 100,000 customers through businesses that operate from India, the US, the UK, Argentina, Poland, China, Hong Kong and Singapore.

It is majority owned by S&P Global Inc, a leading provider of transparent and independent ratings, benchmarks, analytics and data to the capital and commodity markets worldwide.

For more information, visit www.crisil.com

Connect with us: TWITTER | LINKEDIN | YOUTUBE | FACEBOOK

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the US).

Ratings from CRISIL Ratings are statements of opinion as of the date they are expressed and not statements of fact or recommendations to purchase, hold or sell any securities/instruments or to make any investment decisions. Any opinions expressed here are in good faith, are subject to change without notice, and are only current as of the stated date of their issue. CRISIL Ratings assumes no obligation to update its opinions following publication in any form or format although CRISIL Ratings may disseminate its opinions and analysis. The rating contained in the report is not a substitute for the skill, judgment and experience of the user, its management, employees, advisors and/or clients when making investment or other business decisions. The recipients of the report should rely on their own judgment and take their own professional advice before acting on the report in any way. CRISIL Ratings or its associates may have other commercial transactions with the entity to which the report pertains.

Neither CRISIL Ratings nor its affiliates, third-party providers, as well as their directors, officers, shareholders, employees or agents (collectively, 'CRISIL Ratings Parties') guarantee the accuracy, completeness or adequacy of the report, and no CRISIL Ratings Party shall have any liability for any errors, omissions or interruptions therein, regardless of the cause, or for the results obtained from the use of any part of the report. EACH CRISIL RATINGS PARTY DISCLAIMS ANY AND ALL EXPRESS OR IMPLIED WARRANTIES, INCLUDING BUT NOT LIMITED TO ANY WARRANTIES OF MERCHANTABILITY, SUITABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE. In no event shall any CRISIL Ratings Party be liable to any party for any direct, indirect, incidental, exemplary, compensatory, punitive, special or consequential damages, costs, expenses, legal fees or losses (including, without limitation, lost income or lost profits and opportunity costs) in connection with any use of any part of the report even if advised of the possibility of such damages.

CRISIL Ratings may receive compensation for its ratings and certain credit-related analyses, normally from issuers or underwriters of the instruments, facilities, securities or from obligors. Public ratings and analysis by CRISIL Ratings, as are required to be disclosed under the regulations of the Securities and Exchange Board of India (and other applicable regulations, if any), are made available on its website, www.crisilratings.com (free of charge). Reports with more detail and additional information may be available for subscription at a fee - more details about ratings by CRISIL Ratings are available here: www.crisilratings.com.

CRISIL Ratings and its affiliates do not act as a fiduciary. While CRISIL Ratings has obtained information from sources it believes to be reliable, CRISIL Ratings does not perform an audit and undertakes no duty of due diligence or independent verification of any information it receives and/or relies on in its reports. CRISIL Ratings has established policies and procedures to maintain the confidentiality of certain non-public information received in connection with each analytical process. CRISIL Ratings has in place a ratings code of conduct and policies for managing conflict of interest. For details please refer to: https://www.crisil.com/en/home/our-businesses/ratings/regulatory-disclosures/highlighted-policies.html.

Rating criteria by CRISIL Ratings are generally available without charge to the public on the CRISIL Ratings public website, www.crisilratings.com. For latest rating information on any instrument of any company rated by CRISIL Ratings, you may contact the CRISIL Ratings desk at crisilratingdesk@crisil.com, or at (0091) 1800 267 1301.

CRISIL Ratings uses the prefix 'PP-MLD' for the ratings of principal-protected market-linked debentures (PPMLD) with effect from November 1, 2011, to comply with the SEBI circular, "Guidelines for Issue and Listing of Structured Products/Market Linked Debentures". The revision in rating symbols for PPMLDs should not be construed as a change in the rating of the subject instrument. For details on CRISIL Ratings' use of 'PP-MLD' please refer to the notes to Rating scale for Debt Instruments and Structured Finance Instruments at the following link: https://www.crisil.com/en/home/our-businesses/ratings/credit-ratings-scale.html

Rating Rationale

May 02, 2023 | Mumbai

Indel Money Limited

Rating upgraded to 'CRISIL BBB+/Stable'; 'CRISIL BBB+/Stable' assigned to Non Convertible Debentures; Rated amount enhanced for Bank Debt

Rating Action

Total Bank Loan Facilities Rated	**Rs.228.5 Crore (Enhanced from Rs.177.5 Crore)**
Long Term Rating	**CRISIL BBB+/Stable (Upgraded from 'CRISIL BBB/Stable')**

Rs.100 Crore Non Convertible Debentures	**CRISIL BBB+/Stable (Assigned)**
Rs.150 Crore Non Convertible Debentures	**CRISIL BBB+/Stable (Upgraded from 'CRISIL BBB/Stable')**
Rs.20 Crore Non Convertible Debentures	**CRISIL BBB+/Stable (Upgraded from 'CRISIL BBB/Stable')**

Note: None of the Directors on CRISIL Ratings Limited's Board are members of rating committee and thus do not participate in discussion or assignment of any ratings. The Board of Directors also does not discuss any ratings at its meetings.
1 crore = 10 million
Refer to Annexure for Details of Instruments & Bank Facilities

Detailed Rationale

CRISIL Ratings has upgraded its rating on the non convertible debentures and bank facilities of Indel Money Ltd (Indel Money; erstwhile Indel Money Pvt Ltd) to **'CRISIL BBB+/Stable'** from 'CRISIL BBB/Stable'. CRISIL Ratings has also assigned its **'CRISIL BBB+/Stable'** rating to the Rs 100 crore non-convertible debentures (NCDs) of Indel Money.

CRISIL Ratings has also withdrawn its rating on the Rs 38.08 crore NCDs (see the 'Annexure - Details of Rating Withdrawn for details) on receipt of independent confirmation that these instruments are fully redeemed, in line with its withdrawal policy.

The rating action reflects the improvement in profitability, strong growth in assets under management (AUM) and strengthening of networth with regular capital infusion. The company grew by about 72%, with AUM improving to Rs 1,154 crore as of March 2023 from Rs 672 crore as of March 2022. AUM per branch steadily increased to Rs 4.6 crore per branch as on March 31, 2023, as compared to Rs 3.3 crore on March 31, 2022 and Rs 3.1 crore on March 31, 2021. This growth has been supported by regular infusions from the promoters. The promoters infused around Rs 41 crore in fiscal 2023 and plan to extend about Rs 100 crore in fiscal 2024.

The asset quality as reflected in 90+ dpd (days past due) stood at 1.56% as on March 31, 2023, as against 1.0% a year ago. Ability of the company to further monitor and improve its asset quality performance will remain a key monitorable.

Significant growth in the portfolio along with the stable asset quality maintained in the gold segment, led to substantial improvement in the earnings profile. Profit after tax (PAT) stood at Rs 22.9 crore and return on managed assets (RoMA) at 1.9% during fiscal 2023, as compared to Rs 2.1 crore and 0.3%, respectively, during fiscal 2022.

The ratings continue to reflect the extensive experience of the promoters and the top management along with adequate capitalisation supported by regular infusions and sound asset quality of Indel Money. These strengths are partially offset by average-but-improving earnings and geographical concentration in operations.

Analytical Approach

CRISIL Ratings has considered the standalone business and financial risk profiles of Indel Money

Key Rating Drivers & Detailed Description

Strengths:

Experienced promoters and management team

The extensive experience of the promoters and senior management team, with the addition of independent directors, should continue to support the business. Mr Mohanan Gopalakrishnan (chairman and managing director) is a banking professional with more than 38 years of experience in the Gulf Cooperation Council. He was also the head of trade finance operations of United Arab Bank for 11 years commencing from 2001. Mr Umesh Mohanan (executive director and CEO) managed a Middle Eastern conglomerate, spearheading its global operations for 12 years till 2016. Apart from the promoter directors, the board members of the company consist of prominent independent directors such as Mr N S Venkatesh (CEO of Association of Mutual Funds in India), Mr C R Sasikumar (former deputy managing director State Bank of India) and Mr S Ganesh (former principal chief general manager of the Reserve Bank of India [RBI]).

Adequate capitalisation supported by regular capital infusion

Capitalisation should remain adequate for the current and expected scale of operations. Networth increased to Rs 163.1 crore as on March 31, 2023, from Rs 104.9 crore a year ago, while adjusted gearing improved to 6.3 times from 6.9 times. This improvement was driven by healthy cash accrual as well as capital infusion of Rs 41 crore by the promoters in fiscal 2023. The promoters further plan to extend around Rs 100 crore during fiscal 2024. The capital position is also expected to benefit from steady accretion to reserve and a sustained improvement in profitability. Nevertheless, with increasing scale, gearing may remain high at around 6 times on steady-state basis over the medium term. Any increase in gearing beyond the committed threshold will be a key rating sensitivity factor.

Sound asset quality in the gold loan segment

The company monitors the portfolio monthly on a mark-to-market basis and focuses on interest collection and reduction of the risk portfolio. Asset quality for gold loans, as better measured by credit costs, has been sound with the ultimate credit costs remaining low at only 0.9% during fiscal 2023 as compared to 0.2% in fiscal 2022. Gross non-performing assets (GNPAs) were around 1.56% as on March 31, 2023, against 1.0% a year ago. Delinquencies increased during fiscal 2022 because of lower collections amid the second and third waves of the Covid-19 pandemic and delayed auctions. The 90+ dpd peaked at 7.8% as on November 30, 2021. Nevertheless, with higher auctions done during the second half of fiscal 2022 and the first quarter of fiscal 2023, asset quality improved to 1.56% as on March 31, 2023.

The ultimate credit costs are expected to remain low on account of low asset-side risk (security of gold, which is liquid and is in the lender's possession) in the gold finance business. Nevertheless, CRISIL Ratings will continue to monitor the asset quality closely. Ability to steadily increase collections to the pre-pandemic level as well as maintain their risk management practices consistently is a key monitorable.

Weaknesses:

Average-but-improving earnings profile

Indel Money started reporting profits only from fiscal 2017 and had modest return on assets (RoA) of 0.3-0.8% over the four fiscals through 2020. While the company scaled up operations substantially, earnings (in terms of both absolute profits and RoA) are lower than that of large gold loan financiers. Profitability was affected by high operating expenses as expansion in the gold finance segment in the past three years led to high establishment expenses (mainly for setting up branches).

Nevertheless, with improvement in scale, profitability also increased steadily. However, with the pandemic affecting the operations, delinquencies rose in fiscal 2022 as the company could not hold substantial auctions during this period. The auctions were deferred toward the latter quarters of fiscal 2022 and the first quarter of fiscal 2023. This led to sizeable interest accrual and subsequently net loss in auctions, especially during the first quarter of fiscal 2023, when the company reported net loss of Rs 2.5 crore. However, profitability has improved since then; the company reported PAT of Rs 22.9 crore and RoMA of 1.9% in fiscal 2023, as against Rs 2.1 crore and 0.3%, respectively, during fiscal 2022. Earlier, the company relied on non-banking financial companies (NBFCs) for raising funds. However, the company was able to on-board few banks namely State Bank of India, Dhanalaxmi Bank, CSB Bank and Indian Bank recently. The company has also been able to raise funds through NCDs during recent times. The average cost of borrowing on incremental basis stood at 10.25% during fiscal 2023. The company reduced operating expense to 7.2% during fiscal 2023 from 8.4% during fiscal 2022. With further improvement in scale (primarily in newer branches), the operating expense is expected to reduce further over medium term. As the portfolio scales up, the ability to raise resources at competitive costs will be key for further improvement in the earnings profile. Additionally, management of timely auctions, and therefore, credit costs will be a key determinant of profitability over the medium term.

Geographic concentration in operations

The company has 251 branches as on March 31, 2023, with operations concentrated in Tamil Nadu (37.4%), followed by Karnataka (24.2%), Andhra Pradesh and Telangana (16.9%), Odisha (14.1%), Kerala (5.4%) and Maharashtra (2%). The company will focus on increasing its scale, primarily in Maharashtra, Andhra Pradesh and Telangana even as it aims to diversify operations in Madhya Pradesh, Odisha and Gujarat in the coming quarters.

Liquidity: Adequate

The asset liability maturity profile states that the company had no negative cumulative mismatches up to one year (as on March 31, 2023). The company has a policy of maintaining a liquidity cover of 1 time for debt obligation arising over the upcoming month, in addition to the sanctions under pipeline. Overall free liquidity stood at Rs 195.3 crore as on March 31, 2023, in the form of cash and cash equivalents and Rs 7.2 crore of cash credit/working capital demand loans limits. Against this, the company had total debt repayment obligation of Rs 122.2 crore over the next two months. This represents a liquidity cover (assuming nil collections) of 1.67 times for two months. The promoters are planning to infuse around Rs 100 crore during fiscal 2024. They have been maintaining several investments through the holding company -- Indel Corporation Ltd. The promoters have articulated that some of these investments can be liquidated (if needed) or funds can be generated via dividends. Additionally, in their personal capacity, the promoters hold overseas investments that can be liquidated in case of any fund requirement by Indel Money. In terms of collections, Indel Money had average monthly collections of around Rs 150.8 crore (including prepayments) between April 2022 and March 2023. The company, therefore, also has the option to lower disbursements if required to manage repayments. As a policy, the promoters review liquidity and debt repayment position on weekly basis and accordingly decide on incremental disbursements.

Outlook: Stable

Indel Money will continue to benefit from the extensive experience of the management along with its adequate capitalisation and sound asset quality.

Rating Sensitivity Factors

Upward Factors

- Increase in scale of operations with reduction in regional concentration
- Significant increase in absolute earnings with RoMA improving to over 2.75% on steady-state basis
- Ability to enhance funding mix with higher proportion of bank funding along with reduction in cost of borrowing
- Reduction in steady-state gearing levels

Downward Factors

- Deterioration in profitability, with RoMA remaining below 1.5%
- Weakening of asset quality metrics or increase in credit costs

About the Company

Indel Money, a non-deposit-taking NBFC, was incorporated in 1986 as Payal Holdings Pvt Ltd. It was acquired by the current promoters in July 2012 and got its current name in January 2013. Indel Money primarily extends loans against gold jewellery. It also operates in the traders' loans, business loans, loans against property, vehicle loans, and money transfer segments.

Indel Corporation Ltd, the holding company, is promoted by Mr Mohanan Gopalakrishnan and Mr Umesh Mohanan. It operates in segments such as hospitality, and media and communication through various companies.

Key Financial Indicators

Particulars March 31	Unit	2023*	2022	2021	2020	2019
Total assets	Rs crore	1013.4	736.8	502.2	401.3	263.0
Total income	Rs crore	187.5	123.0	94.7	63.1	42.9
PAT	Rs crore	23.0	2.1	8.7	2.5	1.3
GNPAs**	%	1.56	1.03	0.20	0.25	7.80
Adjusted gearing@	Times	6.3	6.9	5.4	3.7	2.4
RoMA	%	1.9	0.3	1.7	0.7	0.5

Based on provisional numbers

***Based on 90+dpd, the company is allowed to follow 180+ dpd as NPA recognition in line with the RBI regulations for non-systemic important NBFCs but it follows 90+dpd norms*

@includes off book borrowing

Any other information: Not applicable

Note on complexity levels of the rated instrument:

CRISIL Ratings` complexity levels are assigned to various types of financial instruments and are included (where applicable) in the 'Annexure - Details of Instrument' in this Rating Rationale.

CRISIL Ratings will disclose complexity level for all securities - including those that are yet to be placed - based on available information. The complexity level for instruments may be updated, where required, in the rating rationale published subsequent to the issuance of the instrument when details on such features are available.

For more details on the CRISIL Ratings` complexity levels please visit www.crisilratings.com. Users may also call the Customer Service Helpdesk with queries on specific instruments.

Annexure - Details of Instrument(s)

ISIN	Name of instrument	Date of allotment	Coupon rate (%)	Maturity date	Issue size (Rs crore)	Complexity level	Rating assigned with outlook

NA	Non-convertible debentures*	NA	NA	NA	100	Simple	CRISIL BBB+/Stable
NA	Non-convertible debentures*	NA	NA	NA	55.98	Simple	CRISIL BBB+/Stable
INE0BUS07015	Non-convertible debentures	28-Jun-21	14.78%	15-Jun-24	20	Complex	CRISIL BBB+/Stable
INE0BUS07064	Non-convertible debentures	25-Oct-21	10.75%	24-Oct-24	5.73	Simple	CRISIL BBB+/Stable
INE0BUS07072	Non-convertible debentures	25-Oct-21	10.75%	24-Oct-24	0.91	Simple	CRISIL BBB+/Stable
INE0BUS07080	Non-convertible debentures	25-Oct-21	10.82%	24-Oct-24	2.39	Simple	CRISIL BBB+/Stable
INE0BUS07098	Non-convertible debentures	25-Oct-21	11.00%	24-Apr-26	6.32	Simple	CRISIL BBB+/Stable
INE0BUS08013	Non-convertible debentures	25-Oct-21	12.00%	24-Nov-26	27.01	Simple	CRISIL BBB+/Stable
INE0BUS08021	Non-convertible debentures	25-Oct-21	12.00%	24-Nov-26	0.84	Simple	CRISIL BBB+/Stable
INE0BUS08039	Non-convertible debentures	25-Oct-21	12.43%	24-Sep-27	12.74	Simple	CRISIL BBB+/Stable
NA	Cash credit	NA	10.50%	NA	20	NA	CRISIL BBB+/Stable
NA	Cash credit	NA	10.30%	NA	7.5	NA	CRISIL BBB+/Stable
NA	Term loan	NA	10.00%	15-Jan-25	15	NA	CRISIL BBB+/Stable
NA	Working capital term loan	NA	10.50%	27-Sep-26	20	NA	CRISIL BBB+/Stable
NA	Overdraft facility	NA	10.00%	NA	10	NA	CRISIL BBB+/Stable
NA	Working capital term loan	NA	9.45%	21-Jul-26	75	NA	CRISIL BBB+/Stable
NA	Term loan	NA	14.50%	01-Mar-28	30	NA	CRISIL BBB+/Stable
NA	Proposed long-term bank loan facility	NA	NA	NA	51	NA	CRISIL BBB+/Stable

Yet to be issued

Annexure – Details of Rating Withdrawn

ISIN	Name of instrument	Date of allotment	Coupon rate (%)	Maturity date	Issue size (Rs.Crore)	Complexity Level	Rating Assigned with Outlook
INE0BUS07023	Non-convertible debentures	25-Oct-21	9.25%	25-Oct-22	3.38	Simple	Withdrawn
INE0BUS07031	Non-convertible debentures	25-Oct-21	9.25%	25-Oct-22	2.48	Simple	Withdrawn
INE0BUS07049	Non-convertible debentures	25-Oct-21	10.50%	24-Apr-23	21.29	Simple	Withdrawn
INE0BUS07056	Non-convertible debentures	25-Oct-21	10.72%	24-Apr-23	10.93	Simple	Withdrawn

Annexure - Rating History for last 3 Years

	Current			2023 (History)		2022		2021		2020		Start of 2020
Instrument	Type	Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
Fund Based	LT	228.5	CRISIL		--	26-08-22	CRISIL	02-09-21	CRISIL	06-05-20	CRISIL	CRISIL

Facilities			BBB+/Stable				BBB/Stable		BBB/Stable		BBB-/Stable	BBB-/Stable
			--		--		--	27-08-21	CRISIL BBB/Stable		--	--
			--		--		--	18-06-21	CRISIL BBB/Stable		--	--
			--		--		--	16-04-21	CRISIL BBB/Stable		--	--
Non Convertible Debentures	LT	270.0	CRISIL BBB+/Stable		--	26-08-22	CRISIL BBB/Stable	02-09-21	CRISIL BBB/Stable		--	--
			--		--		--	27-08-21	CRISIL BBB/Stable		--	--
			--		--		--	18-06-21	CRISIL BBB/Stable		--	--

All amounts are in Rs.Cr.

Annexure - Details of Bank Lenders & Facilities

Facility	Amount (Rs.Crore)	Name of Lender	Rating
Cash Credit	20	Dhanlaxmi Bank Limited	CRISIL BBB+/Stable
Cash Credit	7.5	The South Indian Bank Limited	CRISIL BBB+/Stable
Overdraft Facility	10	Indian Bank	CRISIL BBB+/Stable
Proposed Long Term Bank Loan Facility	51	Not Applicable	CRISIL BBB+/Stable
Term Loan	15	Indian Bank	CRISIL BBB+/Stable
Term Loan	30	IDFC FIRST Bank Limited	CRISIL BBB+/Stable
Working Capital Term Loan	40	State Bank of India	CRISIL BBB+/Stable
Working Capital Term Loan	35	State Bank of India	CRISIL BBB+/Stable
Working Capital Term Loan	20	Dhanlaxmi Bank Limited	CRISIL BBB+/Stable

This Annexure has been updated on 02-May-2023 in line with the lender-wise facility details as on 18-Aug-2021 received from the rated entity.

Criteria Details

Links to related criteria
CRISILs Bank Loan Ratings - process, scale and default recognition
Rating Criteria for Finance Companies

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ANNEXURE II – CONSENT OF THE DEBENTURE TRUSTEE

APPENDED OVERLEAF

VISTRA

Ref.No.DT/2023-24/ERP-86
Date – May 11, 2023

Indel Money Limited
Indel House,
Changampuzha Nagar
South Kalamassery
Ernakulam 682033
Kerala, India

Dear Ma'am/Sir

Sub: Proposed Public Offering of Secured Redeemable Non-Convertible Debenture ("NCDs") ₹ 5,000 lakhs ("Base Issue"), with an option to retain over-subscription up to ₹ 5,000 lakhs, aggregating up to ₹ 10,000 lakhs ("Issue") of Indel Money Limited ("Company" or "Issuer").

We, the undersigned, hereby consent to be named as the Debenture Trustee to the Issue and to our name being inserted as the Debenture Trustee to the Issue in the Draft Prospectus to be filed with the BSE Limited ("**Stock Exchange**") and to be forwarded to Securities and Exchange Board of India ("**SEBI**") and the Prospectus to be filed with the Registrar of Companies, Mumbai at Maharashtra ("**RoC**"), Stock Exchange and to be forwarded to SEBI in respect of the Issue and also in all related advertisements and communications sent pursuant to the Issue. The following details with respect to us may be disclosed:

Name:	Vistra ITCL (India) Limited
Address:	The IL&FS Financial Centre, Plot C - 22, 6th Floor, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Tel:	022 - 2659 3333
Fax:	022 - 2653 3297
Email:	itclcompiianceofficer@vistra.com
Website:	www. Vistraitcl.com
Contact Person:	Mr. Jatin Chonani- Compliance Officer
SEBI Registration No:	IND000000578
Logo:	VISTRA

We confirm that we are registered with the SEBI and that such registration is valid as on the date of this letter. We enclose a copy of our registration certificate enclosed herein as **Annexure A** and declaration regarding our registration with SEBI as **Annexure B**.

We also confirm that we have not been prohibited by SEBI to act as an intermediary in capital market issues. We confirm that we have not been prohibited to act as a debenture trustee by the SEBI.

We hereby authorise you to deliver this letter of consent to the RoC, pursuant to the provisions of Section 26 of the Companies Act, 2013 and other applicable laws or any other regulatory/statutory authorities as required by law.

Vistra ITCL (India) Limited

We also agree to keep strictly confidential, until such time as the proposed transaction is publicly announced by the Company in the form of a press release, (i) the nature and scope of this transaction; and (ii) our knowledge of the proposed transaction of the Company.

We confirm that we will immediately inform the Company and the Lead Manager of any change to the above information until the date when the proposed Public Issue of NCDs commence trading on the Stock Exchange. In the absence of any such communication from us, the above information should be taken as updated information until the NCDs commence trading.

This letter may be relied upon by you, the Lead Manager and the legal advisor to the Issue in respect of the Issue.

Sincerely

For **Vistra ITCL (India) Limited**

Vistra ITCL (India) Limited

Name: **Mr. Sandesh Vaidya**
Designation: **AVP – DT Operations**

CC:

Vivro Financial Services Private Limited
607-608 Marathon Icon
Veer Santaji Lane
Opp. Peninsula Corporate Park
Off Ganpatrao Kadam Marg
Lower Parel, Mumbai - 400013

Khaitan & Co
One World Centre
10th & 13th Floor, Tower 1C,
Senapati Bapat Marg,
Mumbai 400 013
Maharashtra, India

भारतीय प्रतिभूति
और विनिमय बोर्ड
Securities and Exchange
Board of India

बाजार मध्यवर्ती विनियमन एवं पर्यवेक्षण विभाग- रजिस्ट्रीकरण प्रभाग
Market Intermediaries Regulation & Supervision Department
Division of Registration

SEBI/HO/MIRSD/DOR/AV/RP/OW/2021/34449/1
November 26, 2021

The Managing Director,
Vistra ITCL India Limited
Il&Fs Financial Centre, Plot No 22
G Block, Bandra Kurla Complex, Bandra East,
Mumbai- 400051, Maharashtra

Dear Sir,

Sub: Issue of Certificate of Registration

Please refer to payment of renewal fees for continuation of registration of **VISTRA ITCL INDIA LIMITED** as Debenture Trustee having registration no. **IND000000578**. In this regard, please find enclosed the certificate of registration in original.

Yours faithfully,

RPawar

Rahul Pawar
Assistant General Manager

Encl.: Registration Certificate in original

भारतीय प्रतिभूति
और विनिमय बोर्ड
Securities and Exchange Board of India

प्राप्ति-सूचना

ACKNOWLEDGEMENT

हम (नाम नीचे सारणी में दिए गए हैं) एतद्द्वारायहसूचितकरतेहैंकिहमेंभारतीयप्रतिभूति और विनिमय बोर्ड (सेबी), मुंबईकातारीख/ We the following hereby acknowledge the receipt of letter dated **November 26, 2021** कापत्रऔरउसकेसाथसंलग्नरजिस्ट्रीकरणप्रमाणपत्रप्राप्तहोगयाहै/ of Securities & Exchange Board of India, Mumbai, along with the Certificate of Registration.

सं No.	ट्रेडनाम **Trade Name**	रजिस्ट्रीकरणसं.**Registration No.**	प्राप्तकर्ताकेहस्ताक्षर **Ack. Signature**
1.	**VISTRA ITCL INDIA LIMITED**	**IND000000578**	

प्ररूप ख
FORM-B

डिबेंचर न्यासी

DEBENTURE TRUSTEE

भारतीय प्रतिभूति और विनिमय बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

(डिबेंचर न्यासी) विनियम, 1993
(DEBENTURE TRUSTEE) REGULATIONS, 1993

000279

(विनियम 8)
(Regulation 8)

रजिस्ट्रीकरण प्रमाणपत्र
CERTIFICATE OF REGISTRATION

1) बोर्ड, भारतीय प्रतिभूति और विनिमय बोर्ड अधिनियम, 1992 के अधीन डिबेंचर न्यासी के लिए बनाए गए नियमों और विनियमों के साथ पठित उस अधिनियम की धारा-12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए,

1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder for the debenture trustee the Board hereby grants a certificate of registration to

VISTRA ITCL INDIA LIMITED
IL&FS FINANCIAL CENTRE, PLOT NO. 22
G BLOCK, BANDRA KURLA COMPLEX, BANDRA EAST
MUMBAI- 400051, MAHARASHTRA

को नियमों में, शर्तों के अधीन रहते हुए और विनियमों के अनुसार डिबेंचर न्यासी के रूप में रजिस्ट्रीकरण का प्रमाणपत्र इसके द्वारा प्रदान करता है।

as a debenture trustee subject to the conditions in the rules and in accordance with the regulations.

2) डिबेंचर न्यासी के लिए रजिस्ट्रीकरण कूट है।

2) Registration Code for the debenture trustee is **IND000000578**

3) जब तक नवीकृत न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र से तक विधिमान्य है।

3) Unless renewed, the certificate of registration is valid from to

This Certificate of Registration shall be valid from 27/09/2016, unless suspended or cancelled by the Board

आदेश से
भारतीय प्रतिभूति और विनिमय बोर्ड
के लिए और उसकी ओर से
By order
For and on behalf of
Securities and Exchange Board of India

Aradhana Verma

ARADHANA VERMA

प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory

स्थान Place : **Mumbai**

तारीख Date : **October 27, 2021**

VISTRA

Annexure B

Date – May 11, 2023

Indel Money Limited
Indel House,
Changampuzha Nagar
South Kalamassery
Ernakulam 682033
Kerala, India

Dear Ma'am/Sir

Sub: Proposed Public Offering of Secured Redeemable Non-Convertible Debenture ("NCDs") ₹ 5,000 lakhs ("Base Issue"), with an option to retain over-subscription up to ₹ 5,000 lakhs, aggregating up to ₹ 10,000 lakhs ("Issue") of Indel Money Limited ("Company" or "Issuer").

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Debenture Trustee is true and correct:

1.	Registration Number	U66020MH1995PLC095507
2.	Date of registration/ Renewal of registration	IND00000057857
3.	Date of expiry of registration	Not Applicable
4.	If applied for renewal, date of application	Not Applicable
5.	Any communication from SEBI prohibiting the entity from acting as an intermediary	Not Applicable
6.	Any enquiry/ investigation being conducted by SEBI	Not Applicable
7.	Details of any penalty imposed by SEBI	Refer Annexure I

We hereby enclose a copy of our SEBI registration certificate.

We shall immediately intimate the Company of any changes, additions or deletions in respect of the matters covered in this certificate till the date when the securities of the Issuer, offered, issued and allotted pursuant to the Issue, are traded on the relevant Stock Exchange. In the absence of any such communication from us, the above information should be taken as updated information until the NCDs commence trading.

For Vistra ITCL (India) Limited

Vistra ITCL (India) Limited

Name: Sandesh Vaidya
Designation: AVP – DT Operation

Registered office:
The IL&FS Financial Centre
Plot No. C-22, G Block, 6th Floor
Bandra Kurla Complex, Bandra (East)
Mumbai 400051, India

Corporate office :
The Qube, 6th floor, 602
A wing Hasan pada road ,
Mittal industrial estate Marol ,
Andheri (East) Mumbai 400059

Tel : +91 22 2850 0028
Fax : +9122 2850 0029
Email: mumbai@vistra.com
www.vistraitcl.com

Vistra ITCL (India) Limited
Corporate Identity Number (CIN): U66020MH1995PLC095507

ANNEXURE III – DAY COUNT CONVENTION

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