

(This is an Addendum to the Disclosure Document dated March 28, 2019 and not a complete Disclosure Document / Prospectus)

CENTRUM FINANCIAL SERVICES LIMITED

A Public Limited Company Incorporated on 27th January 1993 under the Companies Act, 1956, as amended and registered as a Non-Banking Financial Company within the meaning of the Reserve Bank of India Act, 1934 (2 of 1934)

Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D.N. Road, Fort, Mumbai-400001

Corporate Office: Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz East, Mumbai-400098

CIN: U65910MH1993PLC192085

Tel: +91 22 42159000, **Website:** www.centrum.co.in, **Email:** cs@centrum.co.in

ADDENDUM TO THE DISCLOSURE DOCUMENT DATED MARCH 28, 2019 FOR PRIVATE PLACEMENT OF 1000 PRINCIPAL PROTECTED SECURED REDEEMABLE NON-CUMULATIVE NON-CONVERTIBLE MARKET LINKED DEBENTURES OF THE FACE VALUE RS. 1,00,000 EACH AT PAR ("DEBENTURES" or "NCDs") AGGREGATING UPTO RS. 10 CRORE ("ISSUE");

This Addendum shall be deemed to be an integral part of and should be read in conjunction with the Disclosure Document dated March 28, 2019 ("Disclosure Document"), issued to investors in relation to the Issue for private placement of the Debentures.

I. On page no. 72 of the Disclosure Document under the heading Annexure A – 'Term Sheet', following Para no. 15A shall be added below Para no. 15 (Issue size / Amount which the Company intends to raise) of the table as follows:

15A	Actual Allotment amount	INR 1,00,90,000 (Rupees One Crore Ninety Thousand Only), that is 100 Principal Protected Secured Redeemable Non-Cumulative Non-Convertible Market Linked Debentures of the Face Value of Rs. 1,00,000 each at an issue price of INR 1,00,900 (Rupees One lakh Nine Hundred)"
-----	-------------------------	---

Details of "Issue size" / Amount which the Company intends to raise", wherever appearing in the Supplemental Disclosure Document shall be replaced with the details as appearing in "Actual Allotment amount", above.

The Investors are requested to take note of the above.

For **CENTRUM FINANCIAL SERVICES LIMITED**



Ranjan Ghosh
Managing Director & CEO
DIN: 07592235

Date: April 01, 2019

(This Disclosure Document is not a Prospectus)

Offer Document Serial No. _____

Addressed to: _____

Dated: March 28, 2019

CENTRUM FINANCIAL SERVICES LIMITED

A Public Limited Company Incorporated on 27th January 1993 under the Companies Act, 1956, as amended and registered as a Non-Banking Financial Company within the meaning of the Reserve Bank of India Act, 1934 (2 of 1934)

Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D.N. Road, Fort, Mumbai-400001

Corporate Office: Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz East, Mumbai-400098

CIN: U65910MH1993PLC192085

Tel: +91 22 42159000, **Website:** www.centrum.co.in, **Email:** cs@centrum.co.in

DISCLOSURE DOCUMENT FOR PRIVATE PLACEMENT OF PRINCIPAL PROTECTED SECURED REDEEMABLE NON-CUMULATIVE NON-CONVERTIBLE MARKET LINKED DEBENTURES OF THE FACE VALUE RS. 1,00,000 EACH ("DEBENTURES" or "NCDs" or "MLDs") AGGREGATING UPTO RS. 10 CRORE ("ISSUE") IN FURTHER ISSUANCE OF MARKET LINKED DEBENTURES UNDER THE ISIN AS MENTIONED IN THE TERM SHEET (ATTACHED TO THIS DISCLOSURE DOCUMENT) AND THE COMPANY MAY FURTHER ISSUE UNDER THE ISIN MENTIONED IN THE DISCLOSURE DOCUMENT

SCHEDULE – I AND PAS-4 DISCLOSURES IN ACCORDANCE WITH REGULATION 21(1) OF SEBI (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 AS AMENDED FROM TIME TO TIME AND SECTION 42 AND RULE 14(1) OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 RESPECTIVELY AND IN COMPLIANCE WITH COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 AND ALSO IN COMPLIANCE WITH SEBI CIRCULAR CIR./IMD/DF/17/2011 DATED SEPTEMBER 28, 2011 TITLED 'GUIDELINES FOR ISSUE AND LISTING OF STRUCTURED PRODUCTS/MARKET LINKED DEBENTURES' AND IN COMPLIANCE WITH - MASTER DIRECTION - NON-BANKING FINANCIAL COMPANY - SYSTEMICALLY IMPORTANT NON-DEPOSIT TAKING COMPANY AND DEPOSIT TAKING COMPANY (RESERVE BANK) DIRECTIONS, 2016 DATED SEPTEMBER 01, 2016- ANNEXURE XIX, AS AMENDED FROM TIME TO TIME.

GENERAL RISK
Investors are advised to read the Disclosure Document carefully before taking an investment decision in this Issue. For taking an investment decision the investor must rely on his examination of the Issuer and the offer including the risks involved. The Issue of Debentures has not been recommended or approved by Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this document. Special attention of investors is invited to the statement of Risk Factors in this Disclosure Document.
ISSUER'S ABSOLUTE RESPONSIBILITY
The Issuer confirms that, as of the date hereof, this Disclosure Document contains all information that is material in the context of the Issue and sale of the Debentures; is accurate in all material respects and does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements herein, in the light of the circumstances under which they are made, not misleading.
CREDIT RATING
"CARE PP-MLD A- with Stable Outlook" rating has been assigned by CARE Ratings Limited for Rs. 100,00,00,000 (Rupees One Hundred Crores) long term principal protected equity linked debentures programme of our company. Instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk. The letters 'PP-MLD' suffixed to a rating symbol stand for 'Principal Protected Market Linked Debentures'. The present issue is part of the aforesaid programme of Rs. 100,00,00,000.

<p>The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating agency has a right to suspend or withdraw the rating at any time on the basis of factors such as new information.</p>	
LISTING	
<p>The Principally Protected Secured, Redeemable, Non-Convertible Market Linked Debentures will be listed on the Wholesale Debt Market (WDM) segment of the BSE Limited ("BSE").</p>	
<p><u>Registrar</u></p>  <p>NSDL Database Management Limited</p> <p>4th Floor, Trade World A Wing, Kamala Mills Compound Senapati Bapat Marg, Lower Parel, Mumbai – 400 013</p> <p>Tel: +91 22 49142700 Fax: +91 22 49142503 E-mail: nileshb@nsdl.co.in Website: www.nsdl.co.in</p>	<p><u>Trustee</u></p>  <p>Beacon Trusteeship Limited</p> <p>4C, Siddhivinayak Chambers Gandhi Nagar, Opp: MIG Club Bandra (E), Mumbai 400 051</p> <p>Tel: +91 22 +91 22 26558759 E-mail: contact@beacontrustee.co.in vaishali@beacontrustee.co.in Website: www.beacontrustee.co.in</p>
<p>Issue Opens on: As mentioned in the annexed Term Sheet (Annexure A)</p>	<p>Issue Closes on: As mentioned in the annexed Term Sheet (Annexure A)</p>

This Disclosure Document is not a Prospectus under the Companies Act, 2013 (the “**Companies Act**”). This Disclosure Document is prepared in conformity with (i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 06, 2008 as amended from time to time (together “**SEBI Debt Regulations**”); (ii) relevant provisions of the Companies Act and rules made thereunder; (iii) SEBI circular Cir./IMD/DF/17/2011 dated September 28, 2011 titled ‘Guidelines for Issue and Listing of Structured Products/Market Linked Debentures’; (iv) Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 dated September 01, 2016- Annexure XIX, as amended from time to time.

The Issue Close Date / Pay-in Date / Deemed Date of Allotment may be rescheduled at the sole discretion of the Issuer, to a date falling not later than 07 (seven) working days from the date/s mentioned herein. The actual Issue Close Date / Pay-in Date / Deemed Date of Allotment shall be communicated to each investor in the Allotment Advice.

The Disclosure Document is dated March 28, 2019

DISCLAIMER

GENERAL DISCLAIMER:

This Memorandum of Private Placement ("**Disclosure Document/ Information Memorandum**") is not a prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures to be issued by Centrum Financial Services Limited (the "**Issuer**"). Neither this Disclosure Document nor any other information supplied in connection with the contemplated issue should be construed as legal, tax, accounting or investment advice.

The Issue is proposed to be listed on the BSE and is being made strictly on a private placement basis. Multiple copies hereof given to the same entity shall be deemed to be given to the same person and shall be treated as such. It does not constitute and shall not be deemed to constitute an offer or an invitation to subscribe to the Debentures to the public in general.

This Disclosure Document is for private placement of Debentures and has been prepared in conformity with the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 06, 2008, and Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 issued vide circular no. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012, and SEBI circular no. CIR/IMD/DF/18/2013 dated October 29, 2013 and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2014 issued vide circular no. LAD-NRO/GN/2013-14/43/207 dated January 31, 2014, SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2015 issued vide circular no. No. LAD-NRO/GN/2014-15/25/539 dated March 24, 2015, SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2016 issued vide circular no. SEBI/ LAD-NRO/GN/2016-17/004 dated May 25, 2016, SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2017 issued vide circular dated SEBI/LAD-NRO/GN/2017-18/009 dated June 13, 2017 and SEBI (Issue and Listing of Debt Securities) (Second Amendment) Regulations, 2017 issued vide circular SEBI/LAD-NRO/GN/2017-18/023 dated December 15, 2017, and section 42 of the Companies act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014. This Disclosure Document also complies with SEBI circular Cir./IMD/DF/17/2011 dated September 28, 2011 titled 'Guidelines for Issue and Listing of Structured Products/Market Linked Debentures'. As per the applicable provisions, copy of this Disclosure Document has not been filed or submitted to SEBI for its review and/or approval.

This Disclosure Document has been prepared to provide general information about the Issuer to potential investors to whom it is addressed and who are willing and eligible to subscribe to the Debentures. This Disclosure Document does not purport to contain all the information that any potential investor may require. Neither this Disclosure Document nor any other information supplied in connection with the Debentures is intended to provide the basis of any credit or other evaluation and any recipient of this Disclosure Document should not consider such receipt a recommendation to purchase any Debentures. Each investor contemplating purchasing any Debentures should make its own independent investigation of the financial condition and affairs of the Issuer, and its own appraisal of the creditworthiness of the Issuer. Each recipient of this Disclosure Document acknowledges that such person has not relied on the Issuer or any of its affiliates, shareholders, directors, employees, agents or advisors in connection with its investigation of the accuracy of such information or its investment decision and such person has relied solely on its own examination of the creditworthiness of the Issuer and the merits and risks involved in investing in the Debentures. Potential investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and should possess the appropriate resources to analyze such investment and the suitability of

such investment to such investor's particular circumstances.

No person has been authorized to give any information or to make any representation not contained or incorporated by reference in this Disclosure Document or in any material made available by the Issuer to any potential investor pursuant hereto and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer.

This Disclosure Document and the contents hereof are restricted for only the intended recipient(s) who have been addressed directly and specifically through a communication by the Issuer and only such recipients are eligible to apply for the Debentures. All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue. The contents of this Disclosure Document are intended to be used only by those investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced by the recipient.

No invitation is being made to any persons other than those to whom application forms along with this Disclosure Document being issued have been sent by or on behalf of the Issuer. Any application by a person to whom the Disclosure Document has not been sent by or on behalf of the Issuer shall be rejected without assigning any reason.

Each person receiving this Disclosure Document acknowledges that:

Such person has been afforded an opportunity to request and to review and has received all additional information considered by it to be necessary to verify the accuracy of or to supplement the information herein. Each such person (i) is a knowledgeable and sophisticated investor; (ii) have the expertise in assessing the credit, market and all the other risks involved in purchasing the Debentures; (iii) has done its own independent assessment and analysis of the Issue; (iv) understands that, by purchase or holding of the Debentures, it is assuming and is capable of bearing the risk of loss that may occur with respect to Debentures, including the possibility that it may lose all or a substantial portion of investment.

The Issuer does not undertake to update the Disclosure Document to reflect subsequent events after the date of the Disclosure Document.

Neither the delivery of this Disclosure Document nor any sale of Debentures made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof.

This Disclosure Document does not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. No action is being taken to permit an offering of the Debentures or the distribution of this Disclosure Document in any jurisdiction where such action is required. The distribution of this Disclosure Document and the offering and sale of the Debentures may be restricted by law in certain jurisdictions. Persons into whose possession this Disclosure Document comes are required to inform themselves about and to observe any such restrictions. The Disclosure Document is made available to investors in the Issue on the strict understanding that the contents hereof are strictly confidential.

It is the responsibility of investors to ensure that any transfer of the Debentures is in accordance with this Disclosure Document and the applicable laws, and ensure that the same does not constitute an offer to the public.

The information and data contained herein is submitted to each of the recipient of this Disclosure Document on a strictly private and confidential basis. By accepting a copy of this Disclosure Document, each recipient agrees that neither it nor any of its employees or advisors will use the information contained herein for any purpose other than evaluating the subscription to the Issue or will divulge to any other party any such information. This Disclosure Document must not be photocopied, reproduced, extracted or distributed in full or in part to any person other than the recipient without the prior written consent of the Issuer.

The Issuer accepts no responsibility for statements made other than in this document or any other material expressly stated to be issued by or at the instance of the Issuer in connection with the Issue of this series of debentures and that anyone placing reliance on any other source of information would be doing so at their/its own risk.

DISCLAIMER OF THE SECURITIES AND EXCHANGE BOARD OF INDIA

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

DISCLAIMER OF THE STOCK EXCHANGE

As required, a copy of this Disclosure Document shall be submitted to the BSE for hosting the same on its website. It is to be distinctly understood that such submission of the document with BSE or hosting the same on its website should not in any way be deemed or construed that the document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this document; nor does it warrant that this Issuer's securities will be listed or continue to be listed on the exchange; nor does it take responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

DISCLAIMER BY THE RESERVE BANK OF INDIA:

THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED AUGUST 14, 2009 BEARING REGISTRATION NO. B-1301946 ISSUED BY THE RESERVE BANK OF INDIA 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 IN RESPECT OF JURISDICTION

The private placement of Debenture is made in India to Companies, Corporate Bodies, Trusts registered under the Indian Trusts Act, 1882, Societies registered under the Societies Registration Act, 1860 or any other applicable laws, provided that such Trust/ Society is authorised under constitution/ rules/ bye laws to hold debenture in a Company, Indian Mutual Funds registered with SEBI, Indian Financial Institutions, Insurance Companies, Commercial Banks including Regional Rural Banks and Cooperative Banks, Provident, Pension, Gratuity, Superannuation Funds as defined under Indian laws. The Information Memorandum does not, however, constitute an offer to sell or an invitation to subscribe to securities offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Information Memorandum comes is required to inform him about and to observe any such restrictions. Any disputes arising out of this issue will be subject to the exclusive jurisdiction of the courts at Mumbai. All information considered adequate and relevant about the Issuer has been made available in this Information Memorandum for the use and perusal of the potential investors and no selective or additional information would be available for a section of investors in any manner whatsoever.

FORWARD LOOKING STATEMENTS

All statements in this Disclosure Document that are not statements of historical fact constitute “forward looking statements”. All statements regarding the Issuer’s expected financial condition and results of operations, business, plans and prospects are forward looking statements. These forward looking statements and any other projections contained in this Disclosure Document (whether made by the Issuer or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the Issuer’s actual results, performance and achievements to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or other projections. The forward looking statements, if any, contained in this Disclosure Document are based on the beliefs of the management of the Issuer, as well as the assumptions made by and information available to management as at the date of this Disclosure Document. There can be no assurance that the expectations will prove to be correct. The Issuer expressly disclaims any obligation or undertaking to release any updated information or revisions to any forward looking statements contained herein to reflect any changes in the expectations or assumptions with regard thereto or any change in the events, conditions or circumstances on which such statements are based. Given these uncertainties, recipients are cautioned not to place undue reliance on such forward looking statements. All subsequent written and oral forward looking statements attributable to the Issuer are expressly qualified in their entirety by reference to these cautionary statements.

TERMS AND CONDITIONS RELATING TO THE REFERENCE INDEX

“Disruption Event” means any Change in Law, Market Disruption Event or Trading Disruption or Reference Index Disruption;

“Change in Law” means that, on or after the Issue Date (a) due to the adoption of or any change in any applicable law or regulation (including, without limitation, any tax law), or (b) due to the promulgation of or any change in the interpretation by any court, tribunal or regulatory authority with competent jurisdiction of any applicable law or regulation (including any action taken by a taxing authority), the Company determines in its sole and absolute discretion that (i) it has become illegal for it or any of its affiliates or agents acting on its behalf to hold, acquire or dispose of any Component Asset, or (ii) the Company will incur a materially increased cost in performing its obligations in relation to the Debentures (including, without limitation, due to any increase in tax liability, decrease in tax benefit or other adverse effect on the tax position of the Company and/or any of its affiliates or agents acting on its behalf);

“Component Asset” means any security comprised within the Reference Index from time to time;

“Disrupted Day” means, any Scheduled Trading Day on which a relevant Exchange fails to open for trading during its regular trading session or on which a Market Disruption Event has occurred;

“Early Closure” means, the closure on an Exchange Business Day of the Exchange prior to its Scheduled Closing Time unless such earlier closing time is announced by such Exchange at least one hour prior to the earlier of (i) the actual closing time for the regular trading session on such Exchange on such Exchange Business Day and (ii) the submission deadline for orders to be entered into the Exchange system for execution at the Valuation Time on such Exchange Business Day;

“Exchange” means the BSE, any successor to such exchange or any substitute exchange or quotation system to which trading in such shares underlying such Reference Index has temporarily relocated (provided that the Valuation Agent has determined that there is comparable liquidity relative to such shares underlying such Reference Index on such temporary substitute exchange or quotation system as on the original Exchange);

“Exchange Business Day” means, any Scheduled Trading Day on which the Exchange is open for trading during its regular trading sessions, notwithstanding such Exchange closing prior to its Scheduled Closing Time;

“Exchange Disruption” means, any event (other than an Early Closure) that (i) disrupts or impairs the ability of market participants in general to obtain market values for, the Reference Index on the Exchange, or (ii) to effect transactions in, or obtain market values for, futures or options contracts relating to such Reference Index on any relevant Exchange;

“Market Disruption Event” means, the occurrence or existence of (i) a Trading Disruption, (ii) an Exchange Disruption, which in either case the Valuation Agent determines is material, at any time during the one hour period that ends at the relevant Valuation Time, or (iii) an Early Closure. For the purpose of determining whether a Market Disruption Event exists in relation to the Reference Index at any time, if a Market Disruption Event occurs in respect of a security included in the Reference Index at any time, then the relevant percentage contribution of that security to the level of the Reference Index shall be based on a comparison of (a) the portion of the level of the Reference Index attributable to that security and (b) the overall level of the Reference Index, in each case immediately before the occurrence of such Market Disruption Event. The Valuation Agent shall, as soon as reasonably practicable, notify the Registered Debenture Holder of the existence or occurrence of a Disrupted Day on any day that but for the occurrence or existence of a Disrupted Day would have been an Observation Date;

“Observation Date” shall mean each Date as specified in Annexure A below, provided that, if any such date is not a scheduled Reference Index futures expiry date, then the Reference Index futures expiry date as notified by the Exchange for that month will be considered as the Observation Date;

“Observation Time” means any time within normal business hours as may be determined by the Valuation Agent;

“Official Closing Level” means (subject to what is provided below in reference to Adjustments to the Reference Index), the official closing level of the Reference Index of a given day as determined by the Valuation Agent;

“Scheduled Closing Time” means, in respect of the Exchange and a Scheduled Trading Day, the scheduled weekday closing time of such Exchange on such Scheduled Trading Day, without regard to after hours or any other trading outside of the regular trading session hours;

“Scheduled Trading Day” means any weekday on which the Exchange is scheduled to be open for trading for their respective regular trading sessions (other than special trading sessions);

“Trading Disruption” means any suspension of or limitation imposed on trading by the relevant Exchange or otherwise and whether by reason of movements in price exceeding limits permitted by the Exchange or otherwise (i) on the Exchange relating to the relevant share that comprise 20.00% or more level of the Reference Index or (ii) in futures or options contracts relating to the Reference Index on any relevant Exchange;

“Valuation Time” means the Scheduled Closing Time on the Exchange. If the Exchange closes prior to its Scheduled Closing Time and the specified Valuation Time is after the actual closing time for its regular trading session, then the Valuation Time shall be such actual closing time.

Adjustments to the Reference Index

If the Reference Index:

- i. is not calculated and published by the Sponsor of the Reference Index but is calculated and published by a successor to the Sponsor acceptable to the Valuation Agent; or is replaced by a successor index using, in the determination of the Sponsor, the same or a substantially similar formula for and method of calculating the Reference Index, then in each case that index (the **“Successor Reference Index”**) will be deemed to be the Reference Index.

If:

(a) on or prior to any Observation Date or any other relevant date, the Sponsor announces that it will make a material change in the formula for or the method of calculating the Reference Index or in any other way materially modifies the Reference Index (other than a modification prescribed in that formula or method to maintain the Reference Index in the event of changes in constituent stock and capitalisation and other routine events) (a **“Reference Index Modification”**); or

(b) on an Observation Date, the Sponsor fails to calculate and announce the Reference Index (a **“Reference Index Disruption”**) and, together with a Reference Index Modification and a Reference Index Cancellation each a **“Reference Index Adjustment Event”**),

then the Valuation Agent shall, in its sole and absolute discretion, determine if such Reference Index Adjustment Event has a material effect on the Debentures and, if so, the Valuation Agent will calculate the Official Closing Level using, in lieu of a published level for the Reference Index, the level for the Reference Index as at the Valuation Time on the relevant Observation Date as determined by the Valuation Agent in accordance with the formula for and method of calculating the Reference Index last in effect prior to that change, failure or cancellation but using only those securities that comprised the Reference Index immediately prior to that Reference Index Adjustment Event.

If the level of the Reference Index in relation to an Observation Date used or to be used by the Valuation Agent to determine the Final Redemption Amount is subsequently corrected and such correction is published by the Sponsor no later than the second Business Day prior to the Final Maturity Date, then the level of the Reference Index for that Observation Date shall be the level of the Reference Index as so corrected.

If, on or prior to any Observation Date, the Sponsor permanently cancels the Reference Index and no Successor Reference Index exists (a **“Reference Index Cancellation”**), this shall constitute an Early Redemption Event for Extraordinary Reason as referred to in the Terms and Conditions above and accordingly consequent early redemption of the Debentures by the Company if so elected for by the Company.

- (a) If a Disruption Event occurs, the Company in its sole and absolute discretion may require the Valuation Agent to determine in its sole and absolute discretion the appropriate adjustment, if

any, to be made to any terms of the Debentures to account for the Disruption Event and determine the effective date of that adjustment;

- (b) Upon the occurrence of a Disruption Event, the Company shall give notice as soon as practicable to the Registered Debenture Holders stating the occurrence of the Disruption Event, giving details thereof and the action proposed to be taken in relation thereto, provided that any failure to give, or non-receipt of, such notice will not affect the validity of the Disruption Event.

RISK FACTORS:

General Risk factors related to the Reference Index of NIFTY 50:

- Although the principal value on the NCDs is protected on maturity, the investment return on the NCDs is linked to the performance of the underlying Nifty 50 Index.
- An investor in the NCD will not be entitled to receiving any interest payments and/or dividends and/or other distributions in the constituent stocks of the Nifty 50 index during the term of the NCD.
- Even though the investment return on the NCDs is linked to the Nifty 50 index the return on the NCDs may not reflect the return an investor may realize if the investor was to actually own each of the constituent stocks comprising the Nifty 50 index. Further, the debenture holders will have no ownership rights on the constituent stocks of the Nifty 50 index.

Internal Risk Factors

- 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.***

Consistent with the growth of our branch network and our product portfolio, we expect an increase in our loan assets. 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 NPAs. Moreover, there also can be no assurance that there will be no further deterioration in our provisioning coverage as a percentage of Gross NPAs or otherwise, or that the percentage of NPAs that we will be able to recover will be similar to our past experience of recoveries of NPAs. As of December 31, 2018, the gross value of NPAs on our books of accounts was 3.29% of our total loan book. While we believe that we have adequately provided for NPAs to cover known or expected losses which may arise in our asset portfolio, any increase in the level of final credit losses shall adversely affect our business and future financial performance.

- 2. We may be impacted by volatility in interest rates or adverse market scenario which could cause our Gross Spreads to decline and consequently affect our profitability.***

We are exposed to interest rate risks as a result of lending to customers at fixed/ floating interest rates and in amounts and for periods which may differ from our funding sources. While we seek to match our interest rate positions to minimise interest rate risk, we are unable to assure you that significant variation in interest rates or adverse market scenario will not have an effect on our results of operations. Moreover, volatility in interest rates is sensitive to factors which are beyond our control, including the monetary policies of the RBI, deregulation of the financial sector in India, domestic and international economic and political conditions, inflation and other such considerations. In a rising interest rate environment, if the yield on our interest-earning assets does not increase simultaneously with or to the same extent as our cost of funds, or, in a declining interest rate environment, if our cost of funds does not decline simultaneously or to the same extent as the yield on our interest -earning assets, our net interest income and net interest margin would be adversely impacted.

There can be no assurance that we will be able to adequately manage our interest rate risk in the future and any significant increase in interest rates would adversely affect our business and results of operations.

3. *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.*

Being an NBFC, the operations of the Company are subject to various regulations prescribed the RBI and other statutory authorities including regulations relating to foreign investment in India. Pursuant to the revised regulatory framework for NBFCs issued by RBI Master Direction NBFC-SI-ND Directions, 2016-RBI/DNBR/2016-17/45 Master Direction DNBR.PD.CC.No.086/03.10.001 dated September 01, 2016 (Updated as on May 31, 2018), the Company has been classified as a Systemically Important Non Deposit Accepting NBFC. Pursuant to the aforesaid circular, among other things, NBFCs will be required to consider a term loan inclusive of unpaid interest as non-performing asset if it is overdue for period of 3 months or more or on which interest amount remained overdue for period of 3 months or more and in respect of demand or call loan which remained overdue for period of 3 months or more from the date of demand or call or on which interest amount remained overdue for period of 3 months or more. Provisions for standard assets has 0.40 per cent by end of March 2018. The Company is required to maintain a CAR of 15% besides complying with other Prudential Norms, directions and the requirements under the revised regulatory framework. Compliance with many of the regulations applicable to the Company across jurisdictions including any restrictions on investments and other activities currently being carried out by the Company involve a number of risks, particularly in areas where applicable regulations may be subject to varying interpretations. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and the business of the Company could be adversely affected. Further, the RBI's may amend regulations/ guidelines applicable to NBFCs in future which may require us to restructure our activities, incur additional cost or could otherwise adversely affect our business and our financial performance.

While the RBI has not provided for any restriction on interest rates that can be charged by non -deposit taking NBFCs but 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.

4. *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.*

The RBI in its notification (No. RBI/2006-07/205/DBOD.No. FSD.BC.46 / 24.01.028 /2006-07) dated December 12, 2006 has amended the regulatory framework governing banks to address concerns arising from divergent regulatory requirements for banks and NBFCs. This notification reduces the exposure (both lending and investment, including off balance sheet exposures) of a bank to NBFCs like us. Accordingly, banks' exposure limits on any NBFC are reduced from the 25% of the banks' capital funds to 10% of its capital funds. Furthermore, RBI has suggested that banks may consider fixing internal limits for their aggregate exposure to all NBFCs combined. This notification limits a bank's exposure to NBFCs which consequently restricts our ability to borrow from banks and thereby increasing the cost of our borrowing.

This notification has adversely affected our business and any similar notifications released by the RBI in the future, which has a similar impact on our business could affect our growth, margins and business operations.

5. Our ability to lend against security of shares may be restricted on account of recent guidelines issued by RBI, which may have a negative impact on our business and results of operation.

As per RBI Master Direction NBFC-SI-ND Directions, 2016- RBI/DNBR/2016-17/45 Master Direction DNBR.PD.CC.No.086/03.10.001 dated September 01, 2016 (Updated as on May 31, 2018) has restricted 'Loan against Shares' business undertaken by NBFCs. Some of the requirements of such circular are: a. LTV ratio should not exceed 50%, and shall be maintained at all times. Any shortfall in the maintenance of the 50% LTV occurring on account of movement in the share price shall be made within 7 working days, b. In case where lending is done for investment in capital market, only Group 1 securities can be accepted as collateral for loans of value more than Rs.5 lakh subject to review by RBI, and c. to report on-line to stock exchanges, information on the shares pledged in favor of NBFC, by borrowers for availing loans. At this point, we cannot assure you that this notification and its applicability to us will not have a material and adverse effect on our future financial conditions and results of operations.

6. Our business requires substantial capital, and any disruption in funding sources would have a material adverse effect on our liquidity and financial condition.

Our liquidity and ongoing profitability are, in large part, dependent upon our timely access to, and the costs associated with, raising capital. Our funding requirements historically have been met from a combination of borrowings such as term loans and working capital limits from banks and issuance of commercial paper, non-convertible debentures on private placement basis and equity on right issue basis. Thus, our business depends and will continue to depend on our ability to access diversified low-cost funding sources.

The RBI Master Direction NBFC-SI-ND Directions, 2016- RBI/DNBR/2016-17/45 Master Direction DNBR.PD.CC.No.086/03.10.001 dated September 01, 2016 (Updated as on May 31, 2018) issued certain guidelines to NBFCs with respect to raising of money through private placement by them in the form of non - convertible debentures. These guidelines include restrictions on the minimum subscription amount for a single investor of Rs. 20,000, prohibition on providing loan against the security of its own debentures, etc. This has resulted in limiting the Company's ability to raise fresh debentures on private placement basis. Such changes in laws of the country applicable to our company can disrupt funding sources which would have a material adverse effect on our liquidity and financial condition.

7. The financing industry is becoming increasingly competitive and our growth will depend on our ability to compete effectively.

The sector in which we operate is highly competitive and we face significant competition from banks and other NBFCs. Many of our competitors are larger institutions, which may have much larger customer and funding sources, larger branch networks and more capital than we do. Some of our competitors may be more flexible and better-positioned to take advantage of market opportunities. In particular, private banks in India and many of our competitors outside of India may have operational advantages in implementing new technologies and rationalizing branches. These competitive pressures affect the industry in which we operate as a whole, and our future success will depend in large part on our ability to respond in an effective and timely manner to these competitive pressures.

Unlike commercial banks, we do not have access to funding from savings and current deposits of customers. Instead, we are reliant on higher cost syndicated loans and debentures for our funding requirements, which may reduce our margins compared to competitors. Our ability to compete effectively with commercial banks will depend, to some extent, on our ability to raise low -cost sources of funding in the future. If we are unable to compete effectively with other participants in the loan against security/property industry, our business, future financial performance and the trading price of the NCDs may be adversely affected.

8. Contingent Liability

The Company's contingent liabilities could adversely affect its financial condition. As on December 31, 2018, the Company had contingent liabilities of Rs.5.18 Crore on account of financial & other guarantees and other contingent liabilities.

9. *We rely to some extent on Centrum Wealth Management (CWML) team and Centrum Broking Limited (CBL), for our clientele, distribution network, connect and marketing to HNI and other investors connected to CWML and CBL that we enjoy in the industry and our brand name and any factor affecting the business and reputation, performance and strength of distribution capability of Centrum Wealth Management team and CBL team may have a concurrent adverse effect on our business and results of operations.*

We source our clients inter alia from Centrum Wealth Management team and also significantly benefit from the goodwill that Centrum Wealth Management team enjoys in the market. We believe that this goodwill ensures a steady inflow of business. In the event Centrum Wealth Management team is unable to maintain the quality of its services or its goodwill deteriorates for any reason whatsoever, our business and results of operations may be adversely affected. We operate in a competitive environment, and we believe that our brand recognition is a significant competitive advantage to us. Any failure to retain our Company name may deprive us of the associated brand equity that we have developed which may have a material adverse effect on our business and operations.

10. *If we are unable to manage our rapid growth effectively, our business and financial results could be adversely affected.*

A 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. 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. Failure to train our employees properly may result in an increase in employee attrition rates, require additional hiring, erode the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us. If we grow our loan book too rapidly or fail to make proper assessments of credit risks associated with new 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. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

11. *Our growth will depend on our continued ability to access funds at competitive rates which are dependent on a number of factors including our ability to maintain our credit ratings.*

As we are a “systemically important non-deposit accepting” NBFC and do not have access to deposits, our liquidity and ongoing profitability are primarily dependent upon our timely access to, and the costs associated with raising capital. Our business is significantly dependent on funding from the debt capital markets and commercial borrowings. The demand for such funds is competitive and our ability to obtain funds at competitive rates will depend on various factors including our ability to maintain positive credit ratings. Ratings reflect a rating agency’s opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. In relation to our long-term debt instruments, we currently have long term ratings of “CARE A- Stable” from Care Ratings Limited. Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and debt markets and, as a result, would negatively affect our net interest margin and our business. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any additional financing or refinancing arrangements in the future. Any such adverse development could adversely affect our business, financial condition and results of operations.

Our business depends and will continue to depend on our ability to access diversified funding sources. 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. While our borrowing costs have been competitive in the past due to our ability to raise debt products, credit rating and our asset portfolio, in the event we are unable to access funds at an effective cost that is comparable to or lower than our competitors, we may not be able to offer competitive interest rates for our loans. This may adversely impact our business and results of operations.

12. We face asset-liability mismatches which could affect our liquidity and consequently may adversely affect our operations and profitability.

We may face potential liquidity risks due to varying periods over which our assets and liabilities mature. As is typical for NBFCs, a portion of our funding requirements is met through short-term funding sources such as bank loans, working capital demand loans, cash credit, short term loans and commercial papers. Our inability to obtain additional credit facilities or renew our existing credit facilities, in a timely and cost-effective manner or at all, may lead to mismatches between our assets and liabilities, which in turn may adversely affect our operations and

financial performance.

13. We extend loans against shares, and loan against properties or a combination of both to our clients, and any default by a client coupled with a downturn in the stock markets could result in substantial losses for us.

We extend “loans against shares”, or margin funding loans, which are secured by liquid, marketable securities at appropriate or pre-determined margin levels. Recently as per RBI Master Direction NBFC-SI-ND Directions, 2016- RBI/DNBR/2016-17/45 Master Direction DNBR.PD.CC.No.086/03.10.001 dated September 01, 2016 (Updated as on May 31, 2018) has restricted ‘Loan against Shares’ business undertaken by NBFCs. Some of the requirements of such circular are: (a) LTV ratio should not exceed 50%, and only Group 1 securities can be accepted as collateral for loans of value more than Rs.5 lakh subject to review by RBI. In the event of a volatile stock market or adverse movements in stock prices, the collateral securing the loans may decrease significantly in value, resulting in LTV to fall below the prescribed limit of 50% and consequential losses which we may not be able to support. Customers may default on their obligations to us as a result of various factors including bankruptcy, lack of liquidity, lack of business and operational failure.

There is little financial information available about the creditworthiness of our customers. It is therefore difficult to carry out precise credit risk analysis on our clients. Although we use a technology-based risk management system and follow strict internal risk management guidelines on portfolio monitoring, which include limits on the amount of margin, the quality of collateral provided by the client and pre-determined margin call thresholds, no assurance can be given that if the financial markets witnessed a significant single-day or general downturn, our financial condition and results of operations would not be adversely affected.

14. We do not own the premises where our branch office(s) is/are located and in the event our rights over the properties is not renewed or is revoked or is renewed on terms less favourable to us, our business activities may be disrupted.

At present we do not own the premises for our branch office(s). In the event the owner of the premises revokes the consent granted to us or fails to renew the tenancy, we may suffer disruption in our operations for certain periods of time.

15. We require several licenses and approvals for our business and in the event we are unable to procure or renew them in time or at all, our business may be adversely affected.

We require several licenses, approvals and registration in order to undertake our business activities. These registrations include registrations with the RBI as a systemically important non-deposit taking NBFC. We are also required to maintain licenses under various state Shops and Establishment Acts for some of our offices. Failure by us to comply with the terms and conditions to which such permits or approvals are subject, and/or 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.

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

Pursuant to the revised regulatory framework for NBFCs issued by RBI, vide its RBI Master Direction NBFC-SI-ND Directions, 2016- RBI/DNBR/2016-17/45 Master Direction DNBR.PD.CC.No.086/03.10.001 dated September 01, 2016 (Updated as on May 31, 2018), all systemically important non-deposit taking NBFCs have to maintain a minimum capital ratio, consisting of Tier I and Tier II capital, which shall not be less than 15% of its aggregate risk weighted assets on balance sheet and risk adjusted value of off-balance sheet items and Tier I capital of 10% by March, 2018. On an unaudited basis, our capital adequacy ratio computed on the basis of applicable RBI requirements was 21.38 % as of December 31, 2018, with Tier I capital being 27.68% and Tier II Capital being 2.56% If we continue to grow our loan portfolio and asset base, we will be required to raise additional Tier I and Tier II 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.

17. We may have to comply with stricter regulations and guidelines issued by regulatory authorities in India.

We are regulated principally by and have reporting obligations to the RBI. We are also subject to the corporate, taxation and other laws in effect in India. Moreover, new regulations may be passed that restrict our ability to do business. For example, regulatory restrictions on securitisation may be extended to bilateral assignment transactions, resulting in loss of arbitrage options.

We cannot assure you that we will not be subject to any adverse regulatory action in the future. Further, these regulations are subject to frequent amendments and depend upon government policy. The costs of compliance may be high, which may affect our profitability. If we are unable to comply with any such regulatory requirements, our business and results of operations may be materially and adversely affected.

18. We are subject to certain restrictive covenants in our loan/ funding documents, which may restrict our operations and ability to grow and may adversely affect our business.

There are restrictive covenants in the agreements we have entered into with our lenders. These restrictive covenants require us to maintain certain financial ratios and seek the prior permission of these banks/financial institutions for various activities, including, amongst others, selling, leasing, transferring or otherwise disposing of any part of our business or revenues, effecting any scheme of amalgamation or reconstitution, implementing a new scheme of expansion, taking up an allied line of business or making any amendments to Memorandum and Articles of Association etc. Such restrictive covenants in our loan documents may restrict our operations or ability to expand and may adversely affect our business.

19. Our success depends in large part upon our management team and key personnel and our ability to attract, train and retain such persons. Our inability to attract and retain talented professionals, or the resignation or loss of key management personnel, may have an adverse impact on our business and future financial performance.

Our ability to sustain our rate of growth depends significantly upon our ability to manage key issues such as selecting and retaining key managerial personnel, developing managerial experience to address emerging challenges and ensuring a high standard of client service. In order to be successful, we must attract, train, motivate and retain highly skilled employees, especially branch managers and product executives. If we cannot hire additional qualified personnel or retain them, our ability to expand our business will be impaired and our revenue could decline. We will need to recruit new employees, who will have to be trained and integrated into our operations. We will also have to train existing employees to adhere properly to internal controls and risk management procedures. Failure to train and motivate our employees properly may result in an increase in employee attrition rates, require additional hiring, erode the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us. Hiring and retaining qualified and skilled managers are critical to our future, as our business model depends on our credit-appraisal and asset valuation mechanism, which are personnel-driven operations. Moreover, competition for experienced employees can be intense. While we have an incentive structure and an Employee Incentive Plan/ ESOP designed to encourage employee retention, our inability to attract and retain talented professionals, or the resignation or loss of key management personnel, may have an adverse impact on our business and future financial performance.

20. We may not be able to successfully sustain our growth plans.

In recent years, our growth has been fairly substantial. Our growth plan includes growing our secured lending, expanding our customer base and presence. There can be no assurance that we will be able to sustain our growth plan successfully or that we will be able to expand further or diversify our product portfolio. If we grow our loan book too rapidly or fail to make proper assessments of credit risks associated with new 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.

We also face a number of operational risks in executing our growth strategy. Our branch network has expanded as part of our growth strategy. Our rapid growth exposes us to a wide range of increased risks, including business and operational risks, such as the possibility of growth of NPAs, fraud risks and regulatory and legal risks.

Our ability to sustain our rate of growth also significantly depends upon our ability to recruit trained and efficient personnel and retain key managerial personnel, maintain effective risk management policies, continuing to offer products which are relevant to our target base of clients, developing managerial experience to address emerging challenges and ensuring a high standard of client service. As we grow we will need to recruit new employees, who will have to be trained and integrated into our operations. We will also have to train existing employees to adhere properly to internal controls and risk management procedures. Failure to integrate our employees properly may result in an increase in employee attrition rates, erode the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us.

21. Our insurance coverage may not adequately protect us against losses.

We maintain certain insurance coverage that we believe is adequate for our operations/ purposes. Our insurance policies, however, may not provide adequate coverage in certain circumstances and are subject to certain deductible s, exclusions and limits on coverage. We cannot, however, assure you that the terms of our insurance policies will be adequate to cover any damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim.

A successful assertion of one or more large claims against us that exceeds our available insurance coverage or changes in our insurance policies, including premium increases or the imposition of a larger deductible or co - insurance requirement, could adversely affect our business, financial condition and results of operations.

22. Any change in control of our Promoter or our Company may correspondingly adversely affect our operations and profitability.

As on December 31, 2018, the Promoter holds 100% equity capital of the Company. Any change in control of the Promoter / Promoter Group may have an adverse effect on the operations of the Company including influencing the policies of the Company.

23. Our ability to assess, monitor and manage risks inherent in our business differs from the standards of some of our counterparts.

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 behaviour. 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, up-to-date or properly evaluated. Management of operational, legal or regulatory risk requires among other

things, policies and procedures properly to 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 emerging banking and housing finance industry standards and practices on a cost-effective and timely manner. The development and implementation of such technology entails significant technical and business risks. There can be no assurance that we will be able to successfully implement new technologies or adapt its transaction processing systems to customer requirements or emerging market standards.

24. Our Company is exposed to many operational risks which could materially impact our business and results of operations.

Our Company is exposed to many types of operational risks. Operational risk can result from a variety of factors, including failure to obtain proper internal authorizations, improperly documented transactions, failure of operational and information security procedures, computer systems, software or equipment, fraud, inadequate training and employee errors. We attempt to mitigate operational risk by maintaining a comprehensive system of internal controls, establishing systems and procedures to monitor transactions, maintaining key back-up procedures, undertaking regular contingency planning and providing employees with continuous training. Any failure to mitigate such risks could adversely affect our business and results of operations.

25. High levels of customer defaults could adversely affect our business, financial condition and results of operations.

We are subject to customer default risks including default or delay in repayment of principal or interest on our loans. Customers may default on their obligations to us as a result of various factors including bankruptcy, lack of liquidity, lack of business and operational failure. If borrowers fail to repay loans in a timely manner or at all, our financial condition and results of operations will be adversely impacted.

26. Significant fraud, system failure or calamities could adversely impact our business.

We seek to protect our computer systems and network infrastructure from physical break-ins as well as fraud and system failures. Computer break-ins and power and communication disruptions could affect the security of information stored in and transmitted through our computer systems and network infrastructure. We employ security systems, including firewalls and password encryption, designed to minimize the risk of security breaches. Although we intend to continue to implement security technology and establish operational procedures to prevent fraud, break-ins, damage and failures, there can be no assurance that these security measures will be adequate. A significant failure of security measures or operational procedures could have a material adverse effect on our business and our future financial performance. Although we take adequate measures to safeguard against system-related and other frauds, there can be no assurance that it would be able to prevent frauds.

We are exposed to many types of operational risks, including the risk of fraud or other misconduct by employees and unauthorized transactions by employees. Although we have been careful in recruiting all our employees, we have in the past been held liable for the fraudulent acts committed by our employees adversely impacting our business. Our reputation could be adversely affected by significant frauds committed by employees, customers or outsiders.

27. We depend on the accuracy and completeness of information about customers and counterparties which may adversely affect our reputation and business.

In deciding whether to extend credit or enter into other transactions with customers and counterparties, we may rely on information furnished to us by or on behalf of customers and counterparties, including financial statements and other financial information. We may also rely on certain representations as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors. For example, in deciding whether to extend credit, we may assume that a customer's audited financial statements conform to generally accepted accounting principles and present fairly, in all material respects, the financial condition, results of operations and cash flows of the customer. Our financial condition and results of operations could be negatively affected by relying on financial statements that do not comply with generally accepted accounting principles or other information that is materially misleading.

Moreover, we have implemented KYC norms and other measures, to prevent money laundering. In the event of ineffectiveness of these norms and systems, our reputation, business and results of operations may be adversely affected.

28. Inaccurate appraisal of credit may adversely impact our business.

We may be affected by failure of employees to comply with internal procedures and inaccurate appraisal of credit or financial worth of our clients. Inaccurate appraisal of credit may allow a loan sanction which 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.

29. We have entered into some related party transactions and may continue to enter into related party transactions, which may involve conflict of interest.

Our Company enters into transactions with the related parties in the ordinary course of business pursuant to the applicable provisions of the Companies Act, 2013. Such transactions may give rise to current or potential conflicts of interest with respect to dealings between us and such related parties.

30. Our Group Companies may be subject to certain legal proceedings and we cannot assure you that we will be successful in all of these actions. In the event we are unsuccessful in litigating any or all of the disputes, our business and results of operations may be adversely affected.

Our group companies may be subject to a number of legal proceedings. We may incur a substantial 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

External Risk Factors:

31. Our results of operations have been, and may continue to be, adversely affected by Indian and international financial market and economic conditions.

Our business is highly dependent on Indian and international markets and economic conditions. Such conditions in India include fluctuations in interest rates; changes in consumer spending; the level of consumer confidence; housing prices; corporate or other scandals that reduce confidence in the financial markets, among others. International markets and economic conditions include the liquidity of global financial markets, the level and volatility of debt and equity prices and interest rates, investor sentiment, inflation, the availability and cost of capital and credit, and the degree to which international economies are expanding or experiencing recessionary pressures. The independent and/or collective fluctuation of these

conditions can directly and indirectly affect demand for our lending finance and other financial products, or increase the cost to provide such products.

Global financial markets were and continue to be extremely volatile and were materially and adversely affected by a significant lack of liquidity, decreased confidence in the financial sector, disruptions in the credit markets, reduced business activity, rising unemployment, declining home prices and erosion of consumer confidence. These factors have contributed to and may continue to adversely affect our business, financial condition and results of operations.

32. 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. There has been a trend towards consolidation with weaker banks and NBFCs 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.

33. 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 neighboring 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.

34. 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. The erratic progress of the monsoon in 2012 affected sowing operations for certain crops. 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.

35. Any downgrading of India's debt rating by an international rating agency could have a negative impact on our business.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect

on our business and financial performance, our ability to raise financing for onward lending and the price of our NCDs.

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

There is no assurance that the liberalization policies of the government will continue in the future. Protests against privatization could slow down the pace of liberalization 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 liberalization 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 liberalization 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 liberalization policies including relaxing restrictions on the private sector over the past several years. The present Government has also announced policies and taken initiatives that support continued economic liberalization.

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.

37. Companies operating in India are subject to a variety of central and state government taxes and surcharges.

Tax and other levies imposed/to be imposed by the central and state governments in India that affect our tax liability include: (i) central and state taxes and other levies; (ii) income tax; (iii) value added tax; (iv) turnover tax; (v) service tax; (vi) stamp duty; (vii) GST and (viii) 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. For example, a Direct tax code is proposed to be introduced in the Indian Parliament.

The statutory corporate income tax in India, which includes a surcharge on the tax and an education cess on the tax and the surcharge could change. The central or state government may in the future increase the corporate income tax it imposes. 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. Additional tax exposure could adversely affect our business and results of operations.

38. Financial instability in other countries could disrupt our business.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the economy as a whole, in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause volatility in Indian financial markets and indirectly, in the Indian economy in general. Any worldwide financial instability could

also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India.

In the event that the current difficult conditions in the global credit markets continue or if the recovery is slower than expected or if there any significant financial disruption, this could have an adverse effect on our cost of funding, loan portfolio, business, prospects, results of operations and financial condition.

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

In accordance with Indian law and practice, permissions 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 to be submitted and carrying out of necessary procedures with the Exchanges. There could be a failure or delay in listing the NCDs on the Stock Exchange for reasons unforeseen. If permission to deal in and for an official quotation of the NCDs is not granted by the Stock Exchanges, our Company will forthwith repay, without interest, all monies received from the Applicants in accordance with prevailing law in this context, and pursuant to the Prospectus.

40. Foreign Investors, including FPIs subscribing to the NCDs are subject to risks in connection with (i) exchange control regulations, and, (ii) fluctuations in foreign exchange rates. Kindly note, foreign investors are not allowed to invest in these debentures.

The NCDs will be denominated in Indian rupees and the payment of interest and Redemption Amount shall be made in Indian rupees. Various statutory and regulatory requirements and restrictions apply in connection with the NCDs held by NRIs, QFIs and FPIs (Exchange Control Regulations). The amounts payable to NRIs, QFIs and FPIs holding the NCDs, on redemption of the NCDs and/or the interest paid/payable in connection with such NCDs would accordingly be subject to prevailing Exchange Control Regulations. Any change in the Exchange Control Regulations may adversely affect the ability of such NRIs, QFIs and FPIs to convert such amounts into other currencies, in a timely manner or at all.

Further, fluctuations in the exchange rates between the Indian rupee and other currencies could adversely affect the amounts realized by NRIs, QFIs and FPIs on redemption or payment of interest on the NCDs by us.

41. The offering of NCDs to FPIs is subject to restrictions imposed by jurisdictions where such investors are resident in and of laws to which they are otherwise subject to. Kindly note, foreign investors are not allowed to invest in these debentures.

FPIs, QFIs and NRIs who intend to participate in the Issue must comply with the laws, rules and regulations of the jurisdiction they are resident in and laws, rules and regulations to which they are otherwise subject to in connection with the purchase and sale of NCDs. No offer or sale of NCDs, pursuant to this Prospectus or otherwise, is being made in the United States or any other jurisdiction where it is unlawful to do so.

The NCDs have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the United States and may be a criminal offence in other jurisdictions. The NCDs have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws in 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 of the U.S. Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act

and applicable state securities laws in the United States. No offers or sales of the NCDs are being made in the United States. Further, any person making or intending to make an offer of the NCDs within the European Economic Area (“EEA”) should only do so in circumstances in which no obligation arises for the Issuer to produce a Prospectus in such jurisdiction for such offer. Such persons shall refer to the specific Disclaimer as displayed in Company’s website in this regard.

Product related risk factors:

(a) The composition of the securities underlying the Reference Index to which a Debenture may be linked may change over time.

The composition of the constituents of the Reference Index to which the Debentures are linked may change over time. The Reference Index sponsor may, in its sole discretion, add, delete or substitute the securities underlying the index or make other methodological changes required by certain corporate events relating to the securities underlying the Reference Index that could change the value of the index. There may be additions to the securities in Reference Index to which the Registered Debenture Holders may not want exposure, or deletions of securities to which they would want exposure. The Registered Debenture Holders should not place undue reliance on the creditworthiness, business plans or prospects or other factors relating to any particular issuer of constituents of Reference Index as of the date hereof.

(b) Disclaimer in relation to Valuation.

The Issuer has appointed a Valuation Agent. Any valuations as may be provided by the Valuation Agent, on the website of the Issuer and the Valuation Agent or otherwise, do not represent the actual price of the Debentures that may be received upon sale or redemption of Debentures. They merely represent the Valuation Agent’s computation of the valuation which may in turn be based on several assumptions.

The valuation will reflect the independent views of the Valuation Agent. It is expressly stated that the valuation will not be the view of the Issuer or its affiliates. The Issuer will not review the valuation and will not be responsible for the accuracy of the valuations. The valuations that will be provided by the Valuation Agent and made available on the website of the Issuer and the Valuation Agent, at a frequency of not less than once a calendar week, and the said valuation will not represent the actual price that may be received upon sale or redemption of the Debentures. It will merely represent the Valuation Agent’s computation of the valuation which may in turn be based on several assumptions. The valuations that will be provided by the Valuation Agent may include the use of proprietary models (that are different from the proprietary models used by the Issuer and/or the Valuation agent) and consequently, valuations provided by other parties (including the Issuer and/or the Valuation agent) may be significantly different.

Structure Risks

PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ THESE KEY RISKS ASSOCIATED WITH THE DEBENTURES. THESE RISKS ARE NOT, AND ARE NOT INTENDED TO BE, A COMPLETE LIST OF ALL RISKS AND CONSIDERATIONS RELEVANT TO THE DEBENTURES OR YOUR DECISION TO PURCHASE THE DEBENTURES.

The Debentures being structured debentures are sophisticated instruments which involve a significant degree of risk and are intended for sale only to those Investors capable of understanding the risks involved in such instruments. Please note that both the return on the Debentures and the return of the principal amount in full are at risk if the Debentures are not held till, or for any reason have to be sold or redeemed, before the final Redemption Date. The Debentures are a principal protected product only upon maturity.

The Debentures are structured and are complex and an investment in such a structured product may involve a higher risk of loss of a part of the initial investment as compared to investment in other securities unless held till final Redemption Date. The Registered Debenture Holder shall receive at least the face value of the Debenture only if the Investor holds and is able to hold the Debentures till the final Redemption Date. Prior to investing in the Debentures, a prospective Investor should ensure that such prospective Investor understands the nature of all the risks associated with the investment in order to determine whether the investment is suitable for such prospective Investor in light of such prospective Investor's experience, objectives, financial position and other relevant circumstances. Prospective Investors should independently consult with their legal, regulatory, tax, financial and/or accounting advisors to the extent the prospective Investor considers necessary in order to make their own investment decisions.

An investment in Debentures where the payment of premium (if any), and/or coupon and/or other consideration (if any) payable or deliverable thereon is determined by reference to one or more equity or debt securities, indices, baskets, formulas or other assets or basis of reference will entail significant risks not associated with a conventional fixed rate or floating rate debt security. Such risks include, without limitation, changes in the level or value of the relevant underlying equity or debt securities or basket or index or indices of equity or debt securities or other underlying asset or basis of reference and the holder of the Debentures may receive a lower (or no) amount of premium, coupon or other consideration than the holder expected. The Company has no control over a number of matters that are important in determining the existence, magnitude and longevity of such risks and their results, including, but not limited to, economic, financial and political events. In addition, if an index or formula used to determine any amounts payable or deliverable in respect of the Debentures contains a multiplier or leverage factor, the effect of any change in such index or formula will be magnified. In recent times, the values of certain indices, baskets and formulas have been volatile and volatility in those and other indices, baskets and formulas may occur in the future.

Model Risk

Investment in the Debentures is subject to model risk. The Debentures are created on the basis of complex mathematical models involving multiple derivative exposures which may or may not be hedged and the actual behaviour of the securities selected for hedging may significantly differ from the returns predicted by the mathematical models.

Prepayment or Early Redemption or Premature Exit

The Investor may lose money or may not be able to sell their debentures, if the Company decides to prepay or early redeem or decides to exit prematurely.

Credit Risk

While, the repayment of sums due at maturity is provided by the Issuer, Investors should be aware that receipt of any coupon payment and principal amount at maturity on the Debentures is subject to the credit risk of the Issuer. Investors assume the risk that the Company will not be able to satisfy their obligations under the Debentures and Investor may or may not recover all or part of the Principal Amount in case of default by the Issuer. Any stated credit rating of the Company reflects the independent opinion of the referenced rating agency as to the creditworthiness of the rated entity but is not a guarantee of credit quality of the Company. Any downgrading of the credit ratings of the Company or its parent or affiliates, by any rating agency could result in a reduction in the value of the Debentures. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Company, the payment of sums due on the Debentures may be substantially reduced or delayed.

The Debenture holders should consult their own tax, legal, accounting experts to determine the impact of any change in valuation, returns etc of these debentures in case of any prepayment or early redemption or premature exit by the Company.

Risks relating to Debentures due to linkages to the reference asset

An investment in any series of Debentures that has payments of principal, coupon or both, indexed to the value of any equity share, index or any other rate, asset or index, or a basket including one or more of the foregoing and /or to the number of observation of such value falling within or outside a pre-stipulated range (each of the foregoing, a **“Reference Value”**) will entail significant risks not associated with a conventional fixed rate or floating rate debt security. Such risks include, without limitation, changes in the applicable Reference Value and how such changes will impact the amount of any principal or coupon payments linked to the applicable Reference Value. The Company has no control over a number of matters that are important in determining the existence, magnitude and longevity of such risks and their results, including economic, financial and political events. Past performance of any Reference Value to which any principal or coupon payments may be linked is not necessarily indicative of future performance. Investors should be aware that a Reference Value may go down as well as up and/or be volatile and the resulting impact such changes will have on the amount of any principal or coupon payments will depend on the applicable index formula. The Registered Debenture Holder shall receive at least the face value of the Debenture only if the Investor holds and is able to hold the Debentures and the Debentures are not sold or redeemed or bought back till the Final Maturity Date.

If so specified, the early redemption amount, if any, may in certain circumstances be determined by the Valuation Agent based upon the market value of the Debentures less any costs associated with unwinding any hedge positions relating to the particular series of Debentures. In the event the terms and conditions do not provide for a minimum redemption amount even in the event of an early redemption, then on such occurrence a holder may receive less than 100.00% of the principal amount. In case of principal/capital protected market linked debentures, the principal amount is subject to the credit risk of the Issuer whereby the Registered Debenture Holder may or may not recover all or part of the funds in case of default by the Issuer. However, if the Debentures are held till the final maturity date, subject to credit risk of the Issuer, the Registered Debenture Holder of the Debenture will receive at least the principal amount.

The Debentures are likely to be less liquid than conventional fixed or floating rate debt instruments. No representation will be made as to the existence of a market for a series of Debentures. While the Company intends under ordinary market conditions to indicate and/or procure indication of prices for any such Debentures there can be no assurance as to the prices that would be indicated or that the Company will offer and/or cause to purchase any Debentures. The price given, if any, will be affected by many factors including, but not limited to, the remaining term and outstanding principal amount of the particular series of Debentures, the level of the Reference Value, fluctuations in interest rates and/or in exchange rates, volatility in the Reference Value used to calculate the amount of any coupon or principal payments, and credit spreads. Consequently, prospective Investors must be prepared to hold any series of Debentures for an indefinite period of time or until the redemption or maturity of the Debentures. Trading levels of any Debentures will be influenced by, among other things, the relative level and performance of the applicable Reference Value and the factors described above.

Early Redemption for Extraordinary Reason, Illegality and Force Majeure, if for reasons beyond the control of the Issuer, the performance of the Issuer's obligations under the Debentures is prevented by reason of force majeure including but not limited to an act of state or situations beyond the reasonable control of the

Issuer, occurring after such obligation is entered into, or has become illegal or impossible in whole or in part or in the exercising of its rights, the Issuer may at its discretion and without obligation to do so, redeem and/or arrange for the purchase of all but not some of the Debentures, by giving notice of not less than 5 (five) Business Days to the Registered Debenture Holders which notice shall be irrevocable and shall specify the date upon which the Debentures shall be redeemed (such date on which the Debentures become immediately due and payable, the “Early Redemption Date”).

Provided however if the Issuer believes or is advised that it is necessary to only redeem and/or arrange for the purchase of Debentures held by only certain class of Registered Debenture Holders to overcome or mitigate any such force majeure, then the Issuer may without obligation to do so, redeem and/or arrange for the purchase of only such number of Debentures actually held by such class of Registered Debenture Holders at the relevant time. If the Debentures are bought by the Issuer, the Issuer will, if and to the extent permitted by applicable law, pay to each Registered Debenture Holder in respect of each Debenture held by such holder an amount equal to the Early Redemption Amount of a Debenture notwithstanding the illegality or impracticability, as determined by the Calculation Agent in its sole and absolute discretion.

Early Redemption Amount means fair market value as determined by the Calculation Agent minus associated costs.

No Claim against reference asset

Registered Debenture Holders do not have any interest in or rights to the underlying assets, indices or securities to which Debentures relate.

DEFINITION/ ABBREVIATIONS

Term	Description
“Issuer”, “the Company” and “our Company”	Centrum Financial Services Limited, a company incorporated under the Companies Act, 1956 and registered as a Non-Banking Financial Company with the Reserve Bank of India under Section 45-IA of the Reserve Bank of India Act, 1934.
Act / Companies Act	The Companies Act, 1956 or the Companies Act, 2013 (such sections which have been notified by the Government) as amended from time to time, whichever is applicable.
AOA / Articles / Articles of Association	Articles of Association of our Company
Arranger	Centrum Broking Limited
Board / Board of Directors	The Board of Directors of our Company and includes any Committee thereof
BSE	BSE Limited
DIN	Director Identification Number
Equity Shares	Equity shares of face value of Rs.10 each of our Company
Centrum Group	Centrum Capital Limited and its subsidiaries and associates
MIS	Management Information System of our Company
Memorandum / MOA / Memorandum of Association	Memorandum of Association of our Company
NBFC	Non-Banking Financial Company as defined under Section 45-IA of the RBI Act, 1934

Term	Description
NBFC-ND-SI	Non-Deposit Accepting / Holding Systemically Important NBFC
NPA	Non-Performing Asset
Promoter	Centrum Capital Limited
Rs./ INR / Rupees	Indian Rupees
Reference Index Sponsor / Index Sponsor / Sponsor	India Index Services & Products Limited (IISL)
Statutory Auditors / Auditors	Walker Chandiok & Co. LLP
“We”, “us” and “our”	Our Company and/or its Subsidiaries, unless the context otherwise requires

I. Issuer Information

Issuer Name	Centrum Financial Services Limited
Registered office & Corporate office	<p>Rgd. Office: 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai – 400001</p> <p>Corp. Office: Centrum House, C.S.T. Road, Vidyanagari Marg Kalina, Santacruz East, Mumbai – 400098</p> <p>Tel.: +91 22-42159000</p> <p>Email: cs@centrum.co.in</p> <p>Website: www.centrum.co.in</p>
Date of incorporation	January 27, 1993
Company Secretary	The Company is in the process of appointing the Company Secretary in place of the earlier one.
Compliance Officer for the Issue	<p>Ms. Bhumika Jani</p> <p>Centrum House, C.S.T. Road, Vidyanagari Marg Kalina, Santacruz East, Mumbai – 400098 Email: Bharat.adnani@centrum.co.in</p> <p>Tel.: +91 22 42159000</p> <p>Email: nbfccompliance@centrum.co.in</p>
Chief Financial Officer	<p>Mr. Bharat Adnani</p> <p>Address: Centrum House, C.S.T. Road, Vidyanagari Marg Kalina, Santacruz East, Mumbai – 400098</p> <p>Email: Bharat.adnani@centrum.co.in</p>

	Tel.: +91 22 42159000
Trustee of the Issue	<p>Name: Beacon Trusteeship Limited</p> <p>Address: 4C, Siddhivinayak Chambers, Gandhi Nagar, Opp: MIG Club, Bandra (E), Mumbai 400 051</p> <p>Telephone: +91 22 26558759</p> <p>Email: vaishali@beacontrustee.co.in</p> <p>Website: www.beacontrustee.co.in</p>
Registrar of the Issue	<p>Name: NDML Database Management Limited</p> <p>Address: 4th Floor, Trade World A Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013</p> <p>Tel: +91 22 49142700</p> <p>Fax: +91 22 49142503</p> <p>E-mail: nileshb@nsdl.co.in</p> <p>Website: www.nsdl.co.in</p>
Credit Rating Agency of the Issue	<p>Name: CARE Rating Limited</p> <p>Address: 4th Floor, Godrej Coliseum, Somaiya Hospital Road, off: Eastern Express Highway, Sion (E), Mumbai - 400022.</p>
Auditors of the Issuer	<p>Name: Walker Chandiok & Co. LLP</p> <p>Address: 16th Floor, Tower II, Indiabulls Finance Centre, SB Marg, Elphinstone (w), Mumbai 400013</p>

II. Directors of the Company

Details of Board of Directors

The following table sets out the details regarding the Board of Directors as on the date of this Disclosure Document.

Name, Designation, Nationality, DIN and Address	Age (years)	Address	Date of Appointment	Other Directorships
<p>Name: Ranjan Ghosh</p> <p>Designation: MD &</p>	55	<p>Address: C-1701/2 Plot 63/7-4, Ashok Tower, Dr. S.S.Rao Road, Opp Mahatma Gandhi Hospital, Parel Mumbai-</p>	Appointed as Director on 17/08/2016	1. Centrum Microcredit Private Limited

Private & Confidential – For Private Circulation Only

Name, Designation, Nationality, DIN and Address	Age (years)	Address	Date of Appointment	Other Directorships
CEO DIN: 07592235 Nationality: Indian Occupation: Services		400012		
Name: Shailendra Apte Designation: Director DIN: 00017814 Nationality: Indian Occupation: Service	48	Address: 10, Dhavalgiri CHS, Plot 31, Sec 2, Vashi Navi Mumbai-400703	Appointed as Director on 29/09/2015	1. Centrum Microcredit Private Limited 2. Centrum Insurance Brokers Limited 3. Acorn Fund Consultants Private Limited 4. Pyxis Finvest Limited 5. Geometric Mercantile Company Private Limited 6. Softchip Technologies Limited 7. Centrum Defence Systems Limited 8. Centrum Infrastructure Advisory Limited 9. Agrata Mercantile Private Limited 10. Shree Srinivas Realtors Private Limited 11. Bliss City Home Private Limited 12. Shaan Agro And Realty India Private Limited 13. Centrum Infrastructure And Realty Limited
Name: Harish Engineer Designation: Independent Director	70	Address: B-11 Sea Face Park, 50 Bhulabhai Desai Road, Mumbai-400026	Appointed as Director on 19/08/2017	1. Piramal Capital & Housing Finance Limited 2. Aditya Birla Sun Life Pension Management Limited

Private & Confidential – For Private Circulation Only

Name, Designation, Nationality, DIN and Address	Age (years)	Address	Date of Appointment	Other Directorships
DIN: 01843009 Nationality: Indian Occupation: Service				3. Essel Finance Amc Limited 4. Aditya Birla Pe Advisors Private Limited 5. Hdfc Property Ventures Limited 6. Piramal Finance Limited 7. The Federal Bank Ltd 8. Navin Fluorine International Limited
Name: GS Sundararajan Designation: Independent Director DIN: 00361030 Nationality: Indian Occupation: Service	58	Address: Flat 1002, The Summit, No.6, 1st Avenue, Shastri Nagar, Chennai- 600020	Appointed as Director on 12/10/2017	1. Paytm Payments Bank Limited 2. Hinduja Housing Finance Limited 3. Shriram Seva Sankalp Foundation 4. Fullerton Enterprises Private Limited 5. Shriram Equipment Finance Company Limited 6. Utkarsh Micro Finance Limited
Name: Rishad Byramjee Designation: Director DIN: 00164123 Nationality: Indian Occupation: Service	37	Address: Shahnazeen, 6 th floor, Babulnath Road, Near Babulnath Temple, Babulnath, Mumbai-400007	Appointed as Director on 24/12/2002	1. Machado And Sons Agents And Stevedores Private Limited 2. Essel-Centrum Holdings Limited 3. Casby Logistics And Solutions Private Limited 4. Centrum Microcredit Private Limited 5. Casby Logistics Private Limited 6. Jakari Developers Private Limited 7. Nightingale Estates

Private & Confidential – For Private Circulation Only

Name, Designation, Nationality, DIN and Address	Age (years)	Address	Date of Appointment	Other Directorships
				Private Limited 8. Aquarius Estates Private Limited 9. Kavita Stockbrokers Private Limited 10. Casby Global Air Private Limited 11. Sea Freight Pvt Ltd 12. Sika Properties Private Limited 13. Centrum Capital Limited 14. Kaikobad Byramjee And Sons (Agency) Private Limited 15. M Dinshaw And Company Private Limited 16. Dinshaw And Sons Private Limited 17. Lion Estates Private Limited
Name: Dipali Sheth Designation: Independent Director DIN: 07556685 Nationality: Indian Occupation: Service	53	Address: Lodha Bellissimo, A Wing, Apt 2002, N.M. Joshi Marg, Apollo Mills Compound, Mahalaxmi, Mumbai-400011	Appointed as Director on 16/05/2018	None
Name: Rajasekhara Reddy Designation: Additional Director DIN: 02339668	68	Address: 12 & 13, 5th Main, Siddivinayaka Layout, Kodigehalli, Virupakshapura, Bangalore ,Karnataka 560097	Appointed as Director on 04/09/2018	1. Vikram Hospital (Bengaluru) Private Limited 2. Shaasta Cement Corporation India Private Limited 3. India Factoring And

Name, Designation, Nationality, DIN and Address	Age (years)	Address	Date of Appointment	Other Directorships
Nationality: Indian Occupation: Service				Finance Solutions Private Limited 4. Gvpr Engineers Limited 5. Centrum Capital Limited 6. Milltec Machinery Limited 7. Centrum Financial Services Limited 8. II&Fs Infra Asset Management Limited 9. Hetero Labs Limited 10. Centrum Housing Finance Limited 11. Andhra Pradesh Urban Infrastructure Asset Management Limited 12. Aswa Corporate Consulting Private Limited

Note: None of the above directors appear in the RBI defaulter list and/or ECGC default list.

Brief profile/particulars of Directors & Key Managerial Personnel of the Company

1. Mr. Rishad Byramjee:

Mr. Byramjee has been actively involved with Casby Logistics Pvt. Ltd. He has also been actively associated with other companies of the Casby group such as Ferrari Express India Pvt. Ltd., Cassinath Truckers Pvt. Ltd., K.B. & Son (Agency) Pvt. Ltd. He also spearheads all new logistics ventures for the organization.

2. Mr. Shailendra Apte:

Mr. Apte is a post graduate in management studies and has around 22 years of experience in financial services sector. He started his career as part of the Corporate Finance Team in a leading financial services company. He had set up South India operations of the Company and has handled all products in the debt division of the Company. At Centrum, he has been a key member of the lease syndication team specializing in lease pricing.

3. Mr. Ranjan Ghosh:

Mr. Ranjan Ghosh has close to 25 years of rich experience in the Banking & Financial Service Industry. He brings a wide array of professional and industry contacts, a deep understanding of Risk

Management and Financial Markets and international best practices in Governance, Human Resources, etc.

He has held several Senior Management roles in Standard Chartered in India and Singapore. He was also associated with HSBC and CRISIL.

Ranjan has done his Masters of Business Administration from The University of Northern Iowa - USA and Bachelor of Electrical Engineering from Jadavpur University, Kolkata.

4. Mr. Harish Engineer

Mr. Harish Engineer holds a Bachelor of Science degree in Physics and Chemistry from the University of Mumbai and a Diploma in Business Management from Hajarimal Somani College, Bombay.

Mr. Harish Engineer served as the Head of Wholesale Banking at HDFC Bank Ltd. and served as its Head of Financial Institution Group since November 1999 and Head of Corporate Banking since July 1994 and appointed Executive Director from October 12, 2007 to September 30, 2013.

Prior to joining HDFC Bank Mr. Engineer had worked with the Bank of America for 26 years in various areas including operations and corporate credit management.

Mr. Engineer holds the position of an Independent Non-Executive Director in Navin Fluorine International Ltd. since October 23, 2013 and in The Federal Bank Limited since October 19, 2013. He has been Director of Infrastructure Leasing & Financial Services Limited since March 2014.

5. Mr. G S Sundararajan

G S Sundararajan is presently serving on Boards of several reputed companies in the Banking and Financial Service Industry. He is also actively involved in the field of Social Entrepreneurship in an advisory capacity.

G S Sundararajan was till recently the Group Director, Shriram Group. He joined Shriram Group as the Managing Director of Shriram Capital Ltd, the Holding Company of Shriram Group's financial services and Insurance businesses across India and overseas.

In his capacity as Group Director, Mr. Sundararajan was a director on the Board of these subsidiaries to provide oversight in critical areas of strategic growth opportunities for each of these companies. Specifically, Mr. Sundararajan was responsible for the Retail and MSME business housed in Shriram City Union Finance and the life and non-life insurance businesses housed in the two Insurance ventures in collaboration with Sanlam, South Africa.

Earlier to this, he was the Managing Director and Head of Citibank's SME and Asset Based Finance business in India. He had an exceptional stint at Citibank where he built the SME and ABF business of the bank across the country.

Mr. Sundararajan holds a Bachelor of Engineering degree from Coimbatore and a Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Ahmedabad.

6. Ms. Dipali Sheth

Ms. Dipali Sheth was the Country Head of HR in RBS and was overseeing HR function across all businesses and Geographies in India.

She is a seasoned HR professional with previous experience in Standard Chartered Bank where she joined in Learning and Development, moved onto Head Resourcing and Talent, Head HR Wholesale Bank and included experience in the Standard Chartered acquisition of Grindlays. She then left after twelve years of rich and diverse roles as Head HR South Asia to join ABN Amro/RBS.

Prior to working in Standard Chartered Bank, she has worked in Procter and Gamble India Ltd, where she was the first woman leader to be hired in sales in Procter & Gamble India.

7. Mr. RS Reddy

He has over 35 years of experience in the Banking sector with 28 years in front-line assignments, a challenge by design & preferred by personal choice. He has worked on several committees of RBI and Indian Banks Association. He is presently on the boards of several companies as also advises many companies on finance and management.

8. Mr. Bharat Adnani

Mr. Bharat Adnani is a Chartered Accountant with a vast experience in the fields of accounts and finance. He is the Chief Financial Officer of the Company

Details of change in directors since last three years:-

Name of Director, Designation and DIN	Date of Appointment / Resignation	Director of the Company since (in case of resignation)	Remarks
Mr. Ranjan Ghosh Designation: Managing Director & CEO DIN: 07592235	Appointment: 17 th August, 2016	NA	-
Mr. Parag Shah Designation: Director DIN: 00727233	Resignation: 29 th September 2016	December 18, 2015	-
Mrs. Swati Sahukar Designation: Director DIN: 06801137	Resignation: 29 th September 2016	December 18, 2015	-
Mr. Rajesh Nanavaty Designation: Director DIN: 00005076	Resignation: 12 th October 2017	5 th October 2016	-
Mr. Subhash Kutte	Resignation: 14 th	5 th October 2016	-

Private & Confidential – For Private Circulation Only

Name of Director, Designation and DIN	Date of Appointment / Resignation	Director of the Company since (in case of resignation)	Remarks
Designation: Director DIN: 00233322	December 2017		
Mr. Rajnish Bahl Designation: Director DIN: 01699047	Resignation: 5 th October 2016	December 13, 2010	-
Mr. Harish Engineer Designation: Director DIN: 01843009	Appointment: 19 th August 2017	NA	-
Mr. G S Sundararajan Designation: Director DIN: 00361030	Appointment: 12 th October 2017	NA	-
Ms. Dipali Sheth Designation: Director DIN: 07556685	Appointment: 16 th May 2018	NA	-
Mr. R S Reddy Designation: Additional Director DIN: 02339668	Appointment: 4 th September 2018	NA	-
Mr. Shailendra Apte Designation: Director DIN: 00017814	Appointment as WTD: 21st December 2015	NA	Change in Designation to Non-Executive Director w.e.f . 16th May 2018
Mr. P. R. Kalyanaraman Designation: Director DIN: 01993027	Resignation: 16th December 2016	07th December 2011	

The auditors of the Company:-

Name	Address	Auditor since
Walker Chandiok & Co. LLP	16th Floor, Tower II, Indiabulls Finance Centre, SB Marg, Elphinstone (w), Mumbai 400013	April 1, 2017

A. Details of change in auditor since last three years:

Name of Auditor	Date of Appointment	Date of Change	Reason
F.K. Mody & Co.	December 30, 2014	2015-16	Audit Rotation
N.M. Bansal & Co.	September 29, 2016	2016-17	Moving to Big 5
Walker Chandiok & Co. LLP	August 29, 2017	2017-18	NA

- B. Walker Chandiok & Co. LLP, have been re-appointed as the Statutory Auditors of the Company with effect from April 1, 2017 from the AGM held on August 29, 2017 till March 31, 2022, subject to ratification by the shareholders of the Company.

III. Brief Summary of the Business/ Activities of the Issuer and its Line of Business:**a. Overview of Business:**

Centrum Financial Services Limited (CFSL), with its team of rapidly growing professionals, each with diverse and in-depth banking experience, provides a strong credit evaluation and compliance mechanism through a complete digitized process. We actively collaborate with Centrum Group's well-established investment banking, real estate, debt capital markets and wealth management businesses for cross-selling, sourcing and down-selling of credit products.

A. Commercial Finance

With the focus area being SMEs, mid-market companies, small companies and smaller affiliates of larger companies, CFSL's Commercial Finance and structured credit consist of the full range of products.

For the purpose of working capital or moderate-sized expansions, we provide loans of up to Rs. 250 million, primarily on the basis of business credentials and cash flow prospects. CFSL has also built up a book of business loans and smaller-value loans, primarily collateralized by property and other securities, and targeted at Tier 1 & 2 cities initially.

Additionally, we will help fledgling NBFCs with loans in socially responsible and undeserved areas such as microfinance, affordable housing and specialized lending for the purpose of on-lending to their end-clientele.

B. Financial Intermediaries

In the 'Financial Intermediaries' segment, the main objective is to support financial institutions (NBFCs) that are serving the unbanked/less banked segments of the population.

CFSL is working with Microfinance Institutions; NBFCs lending to MSMEs (Micro, Small and Medium Enterprises), Agri Value chain, Education, Rural connectivity etc, to enhance their ability to extend credit to the masses after doing appropriate due-diligence on the entity's operating methodology, financials, promoter and management background, governance practices, IT system etc.

CFSL engages with these institutions to offer products and services ranging from funding as term loan, structured credit, and also towards arranging debt, equity, insurance and related products through Centrum Group companies.

C. Supply Chain Financing Solutions

(i) Dealers Finance

This Invoice Discounting financing facility is available for channel partners of Corporates. It enables the conversion of their receivables into cash which in turn improves liquidity resulting into a healthy and continuous cash flow for the businesses. Industrywide benefits of the Dealers financing solution are:

- Facilitates increased sales through higher purchasing power for channel partners
- Instant conversion of receivables into cash
- Assures availability of working capital finance to channel partners at a competitive cost
- Simple Documentation, Fast Turn Around Times and simple procedures
- Faster payments leading to cash discounts from the company

(ii) Receivables Discounting Finance

This Receivables Discounting facility helps Corporates encash their Receivables before time, to help the Business grow rapidly and avoid Cash Flow issues. There are tested benefits of the Receivables financing solution including:

- Instant conversion of a high percentage of your receivables into cash
- Simple Documentation, Faster Turnaround times and easy process
- Provides you Funding to grow your business at a competitive cost.
- CFSL collects the receivables and routes balance payments back to you.

D. Real Estate Solutions

CFSL's Real Estate business vertical provides construction finance, take-out financing, promoter financing and acquisition financing for real estate projects being developed across India. Within the sector, the focus is on mid-income to affordable housing projects being developed in Tier 1 and 2 cities like Mumbai, Delhi NCR, Bangalore, Hyderabad, Pune, Chennai, Kolkata and Ahmedabad.

The capital is provided through combination of Term Loans, Working Capital Loans or Non-Convertible Debentures. The Company typically prefers to invest in cash-flow generating ongoing projects, which are RERA registered and have all approvals in place.

Salient Features:

- Credit facilities of a meaningful quantum, assessed as per CFSL parameters
- Purpose – Construction Finance, take-over of existing credit facilities as well as general corporate purposes
- Tenure up to 5 years, including interest moratorium
- Security in the form of exclusive charge on the project land and structure thereon (both present and future).
- Hypothecation of present and future receivables
- Escrow mechanism and cash-flow control.

Details of default, if any, including therein the amount involved, duration of default and present status in repayment of:

a) Statutory Dues – NIL

b) Debentures and interest thereon – NIL

c) Deposits and interest thereon – NIL

d) Loan from any bank or financial institution and interest thereon – NIL

A summary of our key operational and financial parameters for the last three completed financial years, are as follows:

Issuer Company's Key Operational and Financial Parameters on a Standalone basis*

(Rs. In INR)

For Financial Entities	Upto latest [Q3 ended December 2018]	FY18	FY 17	FY16
		(Audited)	(Audited)	(Audited)
Net worth	2,833,892,920	1,949,171,893	1,105,646,102	1,083,229,935
Total Debt	8,560,970,388	4,732,601,969	2,849,090,185	967,413,304
of which –				
- Non Current Maturities of Long Term Borrowing	3,460,010,065	1,604,553,554	1,581,100,000	455,358,926
- Short Term Borrowings	2,073,079,148	994,313,451	610,455,252	512,054,378
- Current Maturities of long Term Borrowings	3,027,881,175	2,133,734,964	657,534,933	-
Net Fixed Assets	171,814,572	39,853,802	5,414,602	521,365
Non-Current Assets	-	-	339,954,533	
Cash and Cash Equivalents	1,144,516,293	356,129,703	130,230,318	150,824,731
Current Investments	1,926,455	151,799,995	178,247,400	
Current Assets	214,152,642	177,482,349	207,016,755	152,799,667
Current Liabilities	5,824,716,930	2,368,198,934	889,795,682	173,371,249
Assets Under Management			4,29,31,79,412	2,24,74,23,195
Off Balance Sheet Assets		-	-	-
Interest Income	529,733,631	287,122,965	358,017,537	168,714,951

Private & Confidential – For Private Circulation Only

For Financial Entities	Upto latest [Q3 ended December 2018]	FY18	FY 17	FY16
		(Audited)	(Audited)	(Audited)
Interest Expense	448,700,420	306,765,441	244,748,057	87,837,812
Provisioning & Write-offs	78,411,320	51,808,641	22,945,821	
Profit before tax	-158,748,406	-120094497	84,926,030	65,905,077
Provision for tax	-34,279,212	-10904276	30,131,912	18,933,763
Profit after tax (PAT)	-124,469,194	-109190221	54,794,118	46,971,314
Gross NPA (%)	3.29%	7.345	-	-
Net NPA (%)	2.97%	6.67		
Tier I Capital Adequacy Ratio (%)	19.86%	27.7%	0	0
Tier II Capital Adequacy Ratio (%)	1.53%	2.6%	0	0
Gross Debt: Equity Ratio of the Company:-	3	2.47	3	1
After the issue of proposed debt securities	3.09	2.51	-	-
Total Debt after new issue (Rs. In Millions)	8,761	4,813	-	
Dividend Declared (standalone basis)	0	-	-	-
Interest coverage ratio	0.65	0.61	1.35	1

- * There are no consolidated financial statements prepared for the Financial Year 2016-17 during which the Company had a subsidiary and step down subsidiary as there was no requirement to prepare consolidated results. Further, in the Financial Year 2017-18 both the subsidiaries and step down subsidiary companies got amalgamated with the Company with effect from April 1, 2017, hence no consolidated financial statements are required.

A SUMMARY OF THE FINANCIAL POSITION AND CASH FLOW STATEMENT OF THE COMPANY:

Statement of Reformatted Unconsolidated Assets and Liabilities

(Rs in INR)

Particulars	As at March 31 st , 2018	As at March 31 st , 2017	As at March 31 st , 2016
I EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	56,86,19,420	36,88,34,200	36,88,34,200
(b) Reserve and Surplus	1,14,06,56,994	73,68,11,902	71,43,95,735
	1,70,92,76,414	1,10,56,46,102	1,08,32,29,935
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	2,07,81,10,522	1,58,11,00,000	45,53,58,926
(b) Deferred tax liabilities (Net)	-	1,22,086	-
(c) Other Long-term liabilities	29,38,18,135	9,58,14,669	50,90,124
(d) Long-term provisions	60,56,082	84,99,192	52,90,233
	2,37,79,84,739	1,68,55,35,947	46,57,39,283
(4) Current liabilities			
(a) Short-term borrowings	26,09,36,384	61,04,55,252	51,20,54,378
(b) Trade payables	2,22,19,225	37,05,919	1,30,20,700
(c) Other current liabilities			
-Borrowings	1,14,83,91,722	88,65,50,725	16,61,08,545
-Others	1,93,27,008	32,44,957	72,62,704
(d) Short-term provisions	3,68,76,933	4,00,39,522	7,650
	1,48,77,51,272	1,54,39,96,375	69,84,53,977
TOTAL – EQUITY AND LIABILITIES	5,57,50,12,425	4,33,51,78,424	2,24,74,23,195
II ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	75,19,481	49,29,314	-
(ii) Intangible assets	1,49,97,643	4,85,288	5,21,365
(iii) Capital work-in-progress			
(iv) Intangible assets under development	1,47,15,000	-	-
	3,72,32,124	54,14,602	5,21,365
(b) Non-current investments	59,75,61,424	27,91,33,604	17,82,47,410
(c) Deferred tax assets(Net)	1,28,26,560	-	49,85,174

Private & Confidential – For Private Circulation Only

(d) Long-term loans & advances			
-Loans	1,23,42,09,264	2,67,24,590	-
-Others	7,75,93,020	3,11,97,032	1,45,41,321
(e) Other non-current assets	31,29,14,356	33,99,54,533	-
	2,23,51,04,624	67,70,09,759	19,77,73,905
(2) Current assets			
(a) Current investments	13,56,03,051	17,82,47,400	
(b) Inventories	-	-	
(c) Trade receivables	-	-	
(d) Cash and Bank balances	72,69,61,101	13,02,30,318	15,08,24,731
(e) Short-term loans & advances			
-Loans	2,16,62,81,967	3,13,72,59,590	64,15,72,807
-Others	-	-	1,10,39,30,716
(f) Other current assets	27,38,29,558	20,70,16,755	15,27,99,671
	3,30,26,75,677	3,65,27,54,063	2,04,91,27,925
TOTAL ASSETS	5,57,50,12,425	4,33,51,78,424	2,24,74,23,195

Statement of Reformatted Unconsolidated Profit & Losses

(Rs in INR)

Particulars	2017-2018	2016-2017	2015-2016
Revenue			
Revenue from operations	51,13,40,014	36,32,07,637	17,01,67,146
Other Income	19,32,60,871	2,28,27,473	27,16,897
Total Revenue	70,46,00,885	38,60,35,110	17,28,84,043
Expenses			
Employee benefit expenses	9,57,53,004	1,76,47,072	10,22,078
Finance cost	45,64,82,120	24,55,45,496	8,78,37,812
Depreciation & amortization expenses	84,54,293	3,84,846	88,888
Other expenses	8,16,25,354	1,45,85,845	1,80,30,188
Total Expenses	3,40,94,607	2,29,45,821	
Profit/(Loss) before tax	67,64,09,378	30,11,09,080	10,69,78,966
Tax expenses :	2,81,91,507	8,49,26,030	6,59,05,077
Current tax expense for current year	2,52,65,070	2,50,24,652	2,40,00,000
Deferred tax	-1,29,48,646	51,07,260	-50,66,237
Fringe benefit tax	-	-	-
Current tax expense relating to prior years	1,20,00,000	-	
Total tax expense	2,43,16,424	3,01,31,912	1,89,33,763
Profit (loss) for the period	38,75,083	5,47,94,118	4,69,71,314

Statement of Reformatted Unconsolidated Cash Flows

(Rs in INR)

Particulars	2017-2018	2016-2017	2015-2016
Net profit before taxation, and extraordinary item	2,81,91,507	8,49,26,030	6,59,05,077
Adjustments for:			
Depreciation			
Provision for Old Debtors			
Provision for Standard Loans			
Profit on Sale of Investments			
Dividend Income			
Operating profit before working capital changes	-55,85,015	-10,54,39,224	-1,99,26,915
(Increase)/ Decrease in Current/Non-Current Assets			
Increase/ (Decrease) in Current/Non-Current Liabilities			

Private & Confidential – For Private Circulation Only

Cash generated from operations	12,63,33,262	-49,97,39,017	-69,59,26,296
Tax (Paid) / Refund			
Net cash from operating activities [A]	10,20,16,837	-52,98,70,929	-71,48,60,059
Purchase/(Sale) of fixed assets, including intangible assets, Capital work-in-progress and Capital advances			
Purchase/Sale of current and Non-Current investments			
Net cash from investing activities [B]	-24,66,42,940	-46,81,03,530	-1,99,13,121
Dividend Income			
Share issue expenses			
Proceeds of issue of share Capital/Premium			
Proceeds from long term borrowings#			
Proceeds from short term borrowings#			
Repayment of short term borrowings#			
Net cash used in financing activities [C]	74,13,56,884	1,11,08,25,253	88,38,07,504
Net increase in cash and cash equivalents [A+B+C]	59,67,30,782	11,28,50,794	14,90,34,324
Opening Cash and cash equivalents	13,02,30,318	1,73,79,524	17,90,207
Closing Cash and cash equivalents	72,69,61,100	13,02,30,318	15,08,24,731
Add; Earmarked Fixed Deposits			
Cash and Cash Equivalents as per Balance Sheet	72,69,61,101	13,02,30,318	15,08,24,731

Represents net amount due to transaction volume

Any change in accounting policies during the last three years and their effect on the profits and the reserves of the Issuer:

1. Ancillary borrowing cost

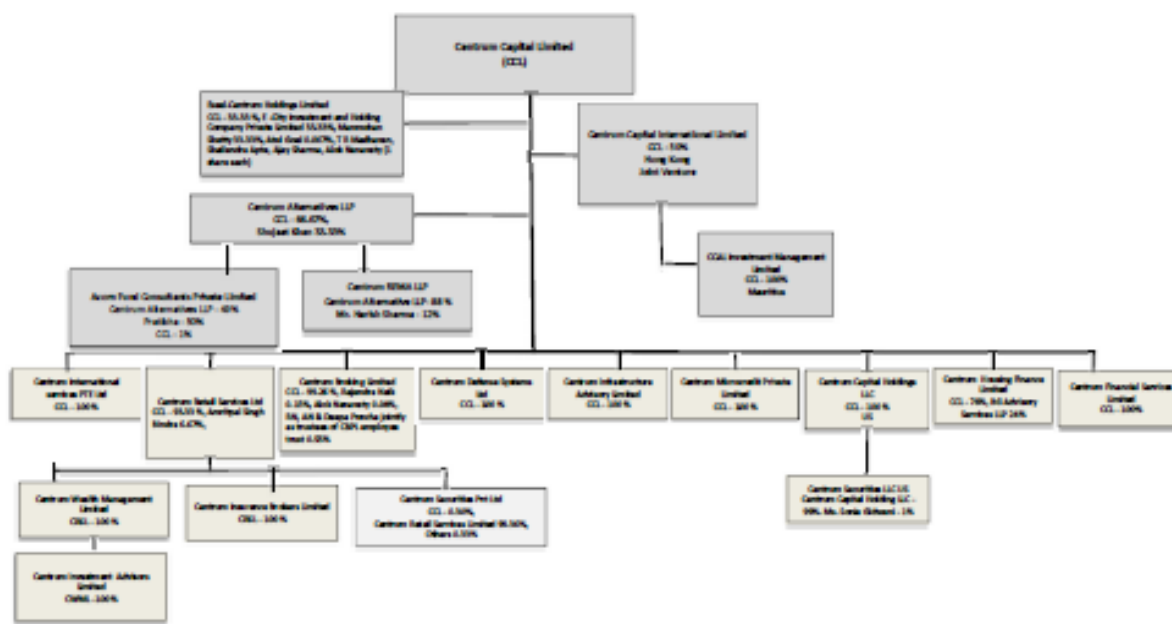
During the current year, the Company has changed its policy for accounting of ancillary borrowing costs from recording it in the year in which these were incurred to amortising such costs over the tenure of the underlying borrowings.

Had the Company applied the accounting policy as in the previous year, the profit for the year would have been lower by Rs. 11,843,750.

2. Amalgamation

The Company has amalgamated with two entities namely Shree Srinivas Realtors Private Limited ('SSRPL') and Agrata Mercantile Private Limited ('AMPL') w.e.f. 01 April 2017. The amalgamation was in the nature of purchase accounting for which has been done following the net assets method as per Accounting Standard ("AS") 14 issued by the Institute of Chartered Accountants of India ("ICAI"). The assets and liabilities have been taken over at their fair values which has resulted in Goodwill on amalgamation amounting to Rs. 155,21,982 which has been amortised over a period of 11 years as considered reasonable by the management.

Our Corporate Structure



A brief history of the Issuer since its incorporation giving details of its activities including any reorganization, reconstruction or amalgamation, changes in its capital structure, (authorized, issued and subscribed) and borrowings, if any.

Corporate profile

The Company is promoted by Centrum Capital Limited. The Company was originally incorporated in the year 1993 and continued its business activities till 2004. Centrum Group decided to take it over in 2008 for venturing into fund based activities. It is now a 100% subsidiary of Centrum Capital Ltd, the flagship Company of Centrum Group. The Company is registered with the Reserve Bank of India ("RBI") under Section 45-IA of the Reserve Bank of India Act, 1934, by a Certificate of Registration No. N-13.01925 dated August 14, 2009 and is now Systematically Important Non-Banking (Non Deposit Accepting) Financial Company. Centrum Financial Services Limited (CFSL), with its team of rapidly growing professionals, each with diverse and in-depth banking experience, provides a strong credit evaluation and compliance mechanism through a complete digitized process. We actively collaborate with Centrum Group's well-established investment banking, real estate, debt capital markets and wealth management businesses for cross-selling, sourcing and down-selling of credit products.

Change in registered office of our Company

N/A

Main objects of our Company

The main objects of our Company as contained in our Memorandum of Association are:

To carry on the business of Finance Company including Lease Finance, hire purchase Finance, ,Factoring and all types of financing and to provide finance by making loans, advances, Deposits, giving Credits and guarantees otherwise to any persons, firms, Companies, Co-operative Societies, trusts, non-trading corporations and other organizations and to carry out finance operations of all kinds for managing, purchasing, selling, and hiring of all kinds of properties and to perform financial services such as financial consultants, Advisors , Portfolio Managers and fund appraisers.

CAPITAL STRUCTURE

Details of share capital

The share capital of our Company as at December 31, 2018 is set forth below:

Share Capital	In Rs.
Share Capital	
15,00,00,000 Equity Shares of Rs. 10 each	1,50,00,00,000
Total Authorised Share Capital	1,50,00,00,000
Issued, Subscribed and Paid-up share capital	
9,89,56,942 Equity Shares of Rs. 10 each	98,95,69,420
Total Issued, Subscribed and Paid-up share capital	98,95,69,420

Capital Structure	In Rs.
Paid up capital:	
(i) After the offer	98,95,69,420
(ii) After conversion of convertible instruments	98,95,69,420
(iii) Share premium account (before and after the offer)	1,863,995,419

Changes in the authorized capital of our Company as on December 31, 2018:

Date of Approval	Authorised Share Capital (in Rs.)	Particulars
23/09/2015	315000000	Authorized capital increased to Rs. 31,50,00,000/- divided into 3,14,99,900 (Three Crores Fourteen Lacs Ninety Nine Thousand Nine Hundred) Equity Shares of Rs.10/- (Rupees Ten only) each and 10,000 (Ten Thousand) 9% Cumulative Convertible preference shares of Rs. 0.10 (Ten Paise only) each
08/10/2015	380000000	Authorized capital increased divided into 37999900 equity shares of Rs. 10 each and 10000 9% cumulative convertible preference shares of Rs.0.10 paise
06/11/2017	380000000	Authorized capital reclassified into 380000000 equity shares of Rs. 10 each
06/11/2017	1000000000	Increase in authorized capital to Rs. 1,00,00,00,000/- (Rupees

Private & Confidential – For Private Circulation Only

Date of Approval	Authorised Share Capital (in Rs.)	Particulars
		One Hundred Crore Only) divided into 10,00,00,000 (Ten Crore Only) Equity Shares of Rs.10/- (Rupees Ten only) each
-	1021200000	Increase in authorized capital pursuant to amalgamation of Shree Srinivas Realtors Private Limited and Agrata Mercantile Private. Limited into the Company in F.Y. 2017-18
10/8/2018	1,50,00,00,000	Increase in Authorised Capital

Equity Share Capital History of our Company as on December 31, 2018:

Date of Allotment	No. of Equity Shares	Face Value (in Rs.)	Issue Price (in Rs.)	Consideration (Cash, other than cash etc.)	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Equity Share Capital (in Rs.)	Cumulative Equity Share Premium (in Rs.)
03.10.2015	14962500	10	28.51	426580875	Rights issue	14962500	19,712,5000	18.51
05.10.2015	11347222	10	28.51	323509299.2	Rights issue	26309722	310,597,220.	18.51
12.10.2015	5823698	10	28.51	166033629	Rights issue	32133420	368,834,200	18.51
29.03.2018	1,99,78,522	10	20.02	59,97,55,230	Rights issue	52111942	568,619,420	20.02
20.06.2018	5000000	10	20	15,00,00,000	Conversion of CCD	57111942	618619420	20
26.09.2018	7095000	10	28.06	21500000	Conversion of CCD	64206942	68,95,69,420	18.06
2.11.2018	3,00,00,000	10	30	90,00,00,000	Rights Issue	98956942	989569420	20.00

Notes:

Details of any acquisition, amalgamation, reorganization or reconstruction in the last 1 year.

Type of event	Date of Announcement	Date of completion	Details
Reorganisation	-	9/3/2018	The 100% shareholding of the Company was transferred by Centrum Retail Services Limited to Centrum Capital Limited on March

			09, 2018, such that Company is now a wholly owned subsidiary of Centrum Capital Limited.
--	--	--	--

1. The Company has executed a Business Transfer Agreement with L&T Finance Limited on September 4, 2018, to acquire latter's Supply Chain Finance Business, on an as is where is and a going concern basis subject to the terms and conditions contained therein. The transfer of Supply Chain Finance Business remains subject to conclusion of conditions precedents customary to the transaction of this nature and we expect it to be concluded by the end of December 2018.

2. The 100% shareholding of the Company was transferred by Centrum Retail Services Limited to Centrum Capital Limited on March 09, 2018, such that Company is now a wholly owned subsidiary of Centrum Capital Limited.

IV. Shareholding Pattern

Shareholding pattern of Equity Shares of our Company as on December 31, 2018:

Sr. No.	Name of the Shareholder	Total number of Equity Shares	Number of shares held in dematerialized form	Total shareholding as a % of total number of Equity Shares	Shares pledged or otherwise encumbered	% of Shares pledged with respect to shares owned.
1	M/s. Centrum Capital Limited	98956936	98956936	99.9999%	-	-
2	Mr. Alpesh Shah, Nominee of Centrum Capital Limited	1	-		-	-
3	Mr. Shailendra Apte, Nominee of Centrum Capital Limited	1	-		-	-
4	Mr. Ajay Sharma, Nominee of Centrum	1	-		-	-

Private & Confidential – For Private Circulation Only

Sr. No.	Name of the Shareholder	Total number of Equity Shares	Number of shares held in dematerialized form	Total shareholding as a % of total number of Equity Shares	Shares pledged or otherwise encumbered	% of Shares pledged with respect to shares owned.
	Capital Limited					
5	Mr. Sanjay Lulla, Nominee of Centrum Capital Limited	1	-		-	-
6	Mr. Ashok Poojari, Nominee of Centrum Capital Limited	1	-		-	-
7	Mr. Pravin Patil, Nominee of Centrum Capital Limited	1	-		-	-
	Total	98956942	98956936	100%	-	-

V. Top 10 holders of Equity Shares of our Company as on December 31, 2018:

Sr. No.	Name of the Shareholder	Total number of Equity Shares	Number of shares held in dematerialized form	Total shareholding as a % of total number of Equity Shares	Shares pledged or otherwise encumbered	% of Shares pledged with respect to shares owned.
1	M/s. Centrum Capital Limited	98956936	98956936	99.9999%	-	-
2	Mr. Alpesh Shah,	1	-		-	-

Sr. No.	Name of the Shareholder	Total number of Equity Shares	Number of shares held in dematerialized form	Total shareholding as a % of total number of Equity Shares	Shares pledged or otherwise encumbered	% of Shares pledged with respect to shares owned.
	Nominee of Centrum Capital Limited					
3	Mr. Shailendra Apte, Nominee of Centrum Capital Limited	1	-		-	-
4	Mr. Ajay Sharma, Nominee of Centrum Capital Limited	1	-		-	-
5	Mr. Sanjay Lulla, Nominee of Centrum Capital Limited	1	-		-	-
6	Mr. Ashok Poojari, Nominee of Centrum Capital Limited	1	-		-	-
7	Mr. Pravin Patil, Nominee of Centrum Capital Limited	1	-		-	-
	Total	98956942	98956936	100%	-	-

VI. Issue Size:

Under the purview of current document, the Company intends to raise by way of Debentures, an amount aggregating upto Rs. 10,00,00,000/- (Rupees ten crore only) being Principal Protected Secured Redeemable Non-Convertible Market Linked Debentures.

Details of utilization of the issue proceeds

The funds raised through this Issue, after meeting the expenditures of and related to the Issue, will be used, subject to applicable statutory and/or regulatory requirements for various financing activities including onward lending and for the business operations including the general corporate purposes and working capital requirements.

Project cost and means of financing, in case of funding of new projects: N/A

VII. Details of Borrowings:**A. Details of borrowings of the Company as on December 31, 2018:****(i) Details of Secured Loan Facilities as on December 31, 2018:**

Lenders Name	Type of facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date/Schedule	Security
Bajaj Finance Limited	Loans Against Shares	25,00,00,000	68510882		Shares
Kotak Mahindra Investment Limited	Loans Against Shares	8,00,00,000	30,465,634		Shares & CG upto 5cr
Tata Capital Financial Services Ltd	Loans Against Shares	15,00,00,000	52891289		Shares
Yes Bank	Term Loan	2,000,000,000	1,447,500,000		Receivables & CG
Ratnakar Bank Ltd (RBL)	Term Loan	200,000,000	200,000,000		Receivables & CG
Ratnakar Bank Ltd (RBL)	CC	50,000,000	49,915,072		Receivables & CG
Tata Capital Financial Services Ltd	Term Loan	250,000,000	75,000,000		Receivables & CG
Aditya Birla Finance Limited	Term Loan	250,000,000	250,000,000		Receivables & CG
AU Small Finance Bank	Term Loan	250,000,000	250,000,000		Receivables
Kotak Mahindra Prime Ltd	Vehicle Loan	652,000	180,926		Vehicle
HDFC Bank	Vehicle Loan	2,200,000	1,404,524		Vehicle
Clix Capital Srvices Pvt. Ltd.	Term Loan	750,000,000	750,000,000		Receivables
Clix Finance India Pvt. Ltd.	Term Loan	500,000,000	500,000,000		Receivables
L&T Financial Services Ltd.	Term Loan	2,000,000,000	2,000,000,000		Receivables

Private & Confidential – For Private Circulation Only

Market Linked Debentures	MLD	2,126,000,000	2,112,891,490		Receivables
--------------------------	-----	---------------	---------------	--	-------------

(ii) Details of Unsecured Loan Facilities as on December 31, 2018:

Lenders Name	Type of facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date/Schedule
AXIS Spaces Pvt Loan	ICD	170,000,000	110,096,175	
Meenakshi Exports	ICD	10,000,000	10,000,000	
Prime Focus Limited	ICD	66,000,000	1,299,049	
Centrum Retail Services Ltd	ICD	900,000,000	400,000,000	
Centrum Housing Finance Ltd.	ICD	100,000,000	100,000,000	
Centrum Capital - Debenture	Compulsory Convertible Debentures	500,000,000	150,914,300	

(iii) Details of Secured Non-Convertible Debentures as of December 31, 2018:

Debenture Series	Tenor / Period of Maturity (Days)	Coupon	Amount	Premium	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured / Unsecured
CFSL/MLD/1	1220	Market Linked	194,000,000		1-Feb-16	5-Jun-19	NA	Secured
CFSL/MLD/2	1224	Market Linked	45,000,000		11-Feb-16	19-Jun-19	NA	Secured
CFSL/MLD/3	1226	Market Linked	33,000,000		22-Feb-16	2-Jul-19	NA	Secured
CFSL/MLD/4	1227	Market Linked	24,000,000		17-Mar-16	27-Jul-19	NA	Secured
CFSL/MLD/6	1226	Market Linked	33,500,000		5-Apr-16	14-Aug-19	NA	Secured
CFSL/MLD/7	1225	Market Linked	79,000,000		3-May-16	10-Sep-19	NA	Secured
CFSL/MLD/8	1225	Market Linked	48,000,000		20-May-16	27-Sep-19	NA	Secured
CFSL/MLD/9 Type 1	1225	Market Linked	11,500,000		6-Jun-16	14-Oct-19	NA	Secured
CFSL/MLD/9 Type 2	1225	Market Linked	17,500,000		6-Jun-16	14-Oct-19	NA	Secured
CFSL/MLD/10 Type 1	1225	Market Linked	12,500,000		15-Jun-16	23-Oct-19	NA	Secured
CFSL/MLD/10 Type 2	1225	Market Linked	27,500,000		15-Jun-16	23-Oct-19	NA	Secured

Private & Confidential – For Private Circulation Only

CFSL/MLD/11 Type 1	1228	Market Linked	16,500,000		24-Jun-16	4-Nov-19	NA	Secured
CFSL/MLD/11 Type 2	1228	Market Linked	86,000,000		24-Jun-16	4-Nov-19	NA	Secured
CFSL/MLD/12 Type 2	1225	Market Linked	33,000,000		4-Jul-16	11-Nov-19	NA	Secured
CFSL/MLD/14 Type 3	1225	Market Linked	20,500,000		19-Jul-16	26-Nov-19	NA	Secured
CFSL/MLD/15 Type 2	1225	Market Linked	7,500,000		29-Jul-16	6-Dec-19	NA	Secured
CFSL/MLD/17 Type 3	1225	Market Linked	24,100,000		22-Aug- 16	30-Dec-19	NA	Secured
CFSL/MLD/18	1225	Market Linked	10,000,000		26-Aug- 16	3-Jan-20	NA	Secured
CFSL/MLD/19 Type 3	1225	Market Linked	13,000,000		2-Sep-16	10-Jan-20	NA	Secured
CFSL/MLD/20	1223	Market Linked	30,000,000		16-Sep-16	22-Jan-20	NA	Secured
CFSL/MLD/21 Type 3	1225	Market Linked	40,000,000		28-Sep-16	5-Feb-20	NA	Secured
CFSL/MLD/22 Type 1	1225	Market Linked	10,000,000		1-Oct-16	8-Feb-20	NA	Secured
CFSL/MLD/25 Type 3	1232	Market Linked	40,000,000		26-Oct-16	11-Mar-20	NA	Secured
CFSL/MLD/27 Type 1	1225	Market Linked	25,000,000		10-Nov- 16	19-Mar-20	NA	Secured
CFSL/MLD/27 Type 2	1230	Market Linked	10,000,000		10-Nov- 16	24-Mar-20	NA	Secured
CFSL/MLD/29 Type 1	1225	Market Linked	45,000,000		1-Dec-16	9-Apr-20	NA	Secured
CFSL/MLD/29 Type 3	1225	Market Linked	60,000,000		1-Dec-16	9-Apr-20	NA	Secured
CFSL/MLD/29 Type 4	1229	Market Linked	30,000,000		1-Dec-16	13-Apr-20	NA	Secured
CFSL/MLD/30 Type 2	1230	Market Linked	10,000,000		2-Dec-16	15-Apr-20	NA	Secured
CFSL/MLD/31 Type 3	1225	Market Linked	10,000,000		8-Dec-16	16-Apr-20	NA	Secured
CFSL/MLD/33 Type 3	1225	Market Linked	40,000,000		20-Dec-16	28-Apr-20	NA	Secured
CFSL/MLD/33 Type 4	1230	Market Linked	12,500,000		20-Dec-16	3-May-20	NA	Secured
CFSL/MLD/34 Type 1	1225	Market Linked	45,000,000		27-Dec-16	5-May-20	NA	Secured
CFSL/MLD/34 Type 2	1225	Market Linked	15,000,000		27-Dec-16	5-May-20	NA	Secured
CFSL/MLD/34	1230	Market	30,000,000		27-Dec-16	10-May-20	NA	Secured

Private & Confidential – For Private Circulation Only

Type 3		Linked						
CFSL/MLD/35 Type 1	1231	Market Linked	25,000,000		30-Dec-16	14-May-20	NA	Secured
CFSL/MLD/35 Type 3	1225	Market Linked	15,000,000		30-Dec-16	8-May-20	NA	Secured
CFSL/MLD/35 Type 4	1225	Market Linked	10,000,000		30-Dec-16	8-May-20	NA	Secured
CFSL/MLD/35 Type 5	1225	Market Linked	30,000,000		30-Dec-16	8-May-20	NA	Secured
CFSL/MLD/36 Type 1	1228	Market Linked	10,000,000		2-Jan-17	14-May-20	NA	Secured
CFSL/MLD/36 Type 2	1260	Market Linked	15,000,000		2-Jan-17	15-Jun-20	NA	Secured
CFSL/MLD/37	761	Market Linked	235,000,000		8-Oct-18	6-Nov-20	NA	Secured
CFSL/MLD/38	763	Market Linked	50,500,000		23-Oct-18	23-Nov-20	NA	Secured
CFSL/MLD/39	1288	Market Linked	195,500,000		2-Nov-18	12-May-22	NA	Secured
CFSL/MLD/38A	733	Market Linked	45,500,000	300,300	22-Nov-18	23-Nov-20	NA	Secured
CFSL/MLD/40	1288	Market Linked	131,500,000	0	5-Dec-18	14-Jun-22	NA	Secured
CFSL/MLD/39A	1248	Market Linked	25,500,000	201,450	12-Dec-18	12-May-22	NA	Secured
CFSL/MLD/38B	706	Market Linked	47,600,000	280,840	19-Dec-18	23-Nov-20	NA	Secured
CFSL/MLD/38C	697	Market Linked	87,000,000	408,900	28-Dec-18	23-Nov-20	NA	Secured

Note: The Company has issued Secured Redeemable Non-Convertible Market Linked Debentures of Rs. 2,112,891,490 as on December 31, 2018

(iv) Details of Unsecured NCDs as of December 31, 2018
NIL

(iv-a) List of Top 10 Debenture holders as on December 31, 2018

Name of Debenture Holders	Amount (Rs. In Lakhs)
ARHAM IT INFRASTRUCTURE PVT LTD	400
APURVA GOSWAMY	300
NEERAJ GHEI	250
NEERAJ GHEI	250
SELECT SYNERGIES AND SERVICES PRIVATE LIMITED	200
ASHOK JAIDKA .	200
SWEW BENEFIT COMPANY	200

PREETY DALJEET SINGH	150
KOTHARI FABTEX PVT. LTD.	150
ARUN KUMAR KHANNA .	125
Total	2225

- (v) **Details of Commercial Paper Outstanding as on December 31, 2018: NIL**
- (vi) **Details of Rest of the borrowing (including any hybrid debt like FCCB, Optionally Convertible Debentures, and Preference Shares): NIL**
- (vii) **The amount of corporate guarantee issued by the Company along with name of the counterparty (like name of the subsidiary, JV entity, group company, etc) on behalf of whom it has been issued**

The Company has issued corporate guarantee to M/s Shyam Telecom Limited amounting to Rs. 5 crore.

- B. Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the Company, in the past 5 years: NIL**
- C. 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**

The Company confirms that, currently, it does not have any outstanding borrowing taken or currently it has not issued debt securities for consideration other than cash, whether in whole or in part; at a premium or discount; or in pursuance of an option.

Details of the Promoter:**Details of Promoter Holding in the Company as on December 31, 2018:**

Name of Promoter	Total Number of Equity Shares	Number of shares in demat form	Total shareholding as % of total no of equity shares	Number of Shares Pledged	% of Shares pledged with respect to shares owned
Centrum Capital Limited	9,89,56,942	9,89,56,942	100%	-	-

VIII. Material contract/agreements

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company) or documents pertaining to the Issue which are or may be deemed material have been entered or to be entered into by our Company. These contracts or documents which are or may be deemed material are available for inspection at the registered office of our Company from 10.00 am to 4.00 pm on working days from the date of opening of the Issue until the Issue closing date.

Material Contracts:

1. Agreement with NSDL Database Management Limited appointing it as registrar;
2. Agreement with Beacon Trusteeship Limited appointing it as debenture trustee;

Other Documents:

1. Memorandum and Articles of Association of the Issuer;
2. Audited Annual Reports of the Company for the last three years;
3. Certificate of incorporation dated January 19, 2009;
4. Resolution under section 180(1)(c) of the Companies Act, 2013 regarding borrowing powers up to Rs.2000 crore and resolution under section 180(1)(a) of the Companies Act, 2013 for creation of charge. The same have been attached as Annexure D to this Disclosure Document;
5. Resolution of the Board, EGM and Committee of Directors for raising money under the Issue. The same has been attached as Annexure E to this Disclosure Document;
6. Rating letter dated: February 18, 2018
7. Consent dated February 14, 2019 of Beacon Trusteeship Limited to act as Trustee to the Issue of Debentures;
8. Consent dated October 15, 2018 of NSDL Database Management Limited to act as Registrar to the Issue of Debentures;
9. Arranger Mandate letter dated March 28, 2019;
10. An undertaking that the Issuer will, till the redemption of the Debentures, submit the details of the latest audited/ limited review half yearly results (wherever available) and financial information (profit and loss statement, balance sheet and cash flow statement) and auditor qualifications, if any, to the Debenture Trustee within the timelines as mentioned in the simplified listing agreement, issued by SEBI vide circular dated May 11, 2009 as amended from time to time, for furnishing/ publishing it half yearly result;
11. The details of present Issue of Secured NCD will be covered under the Debenture Trust Deed;

12. An undertaking that permission/consent from the prior creditor for a pari passu charge being created where applicable in favour of debenture trustee has been obtained.

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

NIL

If the security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed. In case such document does not contain detailed payment structure (procedure of invocation of guarantee and receipt of payment by the investor along with timelines), the same shall be disclosed in the offer document

NIL

X. Other details of the Issue:

I. Undertaking to use a common form of transfer

The Debentures will be issued in dematerialized form only and there would be no physical holding. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these debentures held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant. The Issuer undertakes that there will be a common transfer form / procedure for transfer of debentures.

II. A summary of term sheet including brief information pertaining to the Issue is attached as Annexure A.

III. Issue Procedure

Listing

The Debentures of the Company are proposed to be listed on the Wholesale Debt Market (WDM) segment of the BSE. The Company shall comply with the requirements of the listing agreement to the extent applicable to it on a continuous basis.

Minimum Subscription

As the current issue of Debentures is being made on a private placement basis, the requirement of minimum subscription shall not be applicable and therefore the Company shall not be liable to refund the issue subscription(s)/ proceed(s) in the event of the total issue collection falling short of issue size or certain percentage of issue size.

Date of Allotment

All benefits relating to the Debentures will be available to the investors from the Date of Allotment. The actual allotment of Debentures may take place on a date other than the Deemed Date of Allotment. The Debentures shall be allotted in accordance with the requirements of section 42 of the Companies Act, 2013.

Underwriting

The present Issue of Debentures on private placement basis has not been underwritten and no arrangement has been made for the same.

Interest on Application Money

Our Company shall pay interest on application money on the amount allotted, subject to deduction of income tax under the provisions of the Income Tax Act, 1961, as amended, as applicable, to any Applicant to whom NCDs are allotted pursuant to the Issue from the date of realization of the cheque(s)/demand draft(s) whichever is later up to one day prior to the Deemed Date of Allotment, at the rate of at applicable coupon rate per annum. However no interest is to be paid on application amount to the ASBA Applicants.

Tax Deduction at Source

Tax as applicable under the provisions of Income Tax Act, 1961, or any other applicable statutory modification or re-enactments thereof will be deducted at source at the time of payment of interest or principal amount.

Transfer of Debentures

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

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

Who can apply

The following categories of investors, when specifically approached, are eligible to apply for this private placement of Debentures by submitting all the relevant documents along with the application form.

1. Companies and Bodies Corporate (incorporated in India) / Companies / Financial institutions / NBFCs / Statutory Corporations including Public Sector Undertakings
2. Commercial Banks
3. Resident Individuals (including Partnership Firms, and HUF)
4. Regional Rural Banks
5. Insurance Companies
6. Mutual Funds/ Alternative Investment Fund (AIF)
7. Any other investors authorized/ permitted to invest in these Debentures

In each case, solely in India.

No foreign investor is allowed to invest in these debentures.

All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue of Debentures and shall ensure that they are permitted to invest in the Debentures in terms of their constitutional documents.

Although above investors are eligible to apply, only those investors, who are individually addressed through direct communication by the Company are eligible to apply for the Debentures. No other person may apply. Hosting of Disclosure Document on the website of the BSE should not be construed as an offer to public and the same has been hosted only as it is stipulated by SEBI. Investors should check about their eligibility before making any investment.

Application by Mutual Funds

No mutual fund scheme shall invest more than 15% of its NAV in debt instruments issued by a single company which are rated not below investment grade by a credit rating agency authorised to carry out such activity. Such investment limit may be extended to 20% of the NAV of the scheme with the prior approval of the Board of Trustees and the Board of Asset Management Company.

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. The applications must be also accompanied by certified true copies of (i) SEBI Registration Certificate and trust deed (ii) resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the Debentures in physical form in whole or in part, in either case, without assigning any reason therefor.

Applications under Power of Attorney

A certified true copy of the Memorandum of Association &/ Power of Attorney or the relevant authority as the case may be along with the names and specimen signature(s) of all the authorized signatories and the tax exemption certificate/ document, if any, must be lodged along with the submission of the completed Application Form. Further modifications/ additions in the power of attorney or authority should be notified to the Company or to its Registrars or to such other person(s) at such other address(es) as may be specified by the Company from time to time through a suitable communication.

Application by a Portfolio Manager registered with SEBI

The application should be accompanied by certified true copies of (i) resolution of the Board of Directors, authorizing investment and containing operating instructions, and with all particulars relating to the investment in these Debentures, and the acceptance of the terms of these Debentures along with the authorized signatory list; and (ii) certified copy of registration certificate issued by the SEBI to undertake Portfolio Management activities

Documents to be provided by investors

Investors need to submit the following documentation, along with the application form, as applicable.

- Memorandum and Articles of Association / Documents governing its constitution
- Resolution authorizing investment
- Certified True Copy of the Power of Attorney
- Form 15 AA for investors seeking exemption from Tax Deduction at Source from interest on the

application money.

- Specimen signatures of the authorized signatories duly certified by an appropriate authority
- A copy of the Permanent Account Number and registration certificate
- SEBI registration certificate (for Mutual Funds).

Permanent Account Number

All Applicants should mention their Permanent Account Number allotted under Income Tax Act, 1961 and the Income Tax Circle / Ward / District. A copy of the PAN card should be annexed to the application form.

Each of the Applicants is required to mention his PAN allotted under the Income Tax Act in the Application Form. The PAN would be the sole identification number for participants transacting in the securities markets, irrespective of the amount of the transaction. Any Application Form without the PAN is liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR Number instead of the PAN as the Application is liable to be rejected on this ground.

Nomination Facility

As per Section 72 of the Companies Act, 2013, only individuals applying as sole applicant/Joint Applicant can nominate, in the prescribed manner, a person to whom his Debentures shall vest in the event of his death. Non-individuals including holders of Power of Attorney cannot nominate.

Disputes and Governing law

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

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

Trading of Debentures

The trading of privately placed Debentures would be permitted in standard denomination of Rs. 10,00,000 in the anonymous, order driven system of the Stock Exchange in a separate trading segment. All class of investors would be permitted to trade subject to the standard denomination/marketable lot and further subject to regulatory requirements. The trades executed on spot basis shall be required to be reported to the Stock Exchange.

Mode of Payment

As set out in Term Sheet, which is annexed as **Annexure A** hereto.

Authority for the Placement

The present issue of Debentures is being made pursuant to the resolution of the Shareholders of the Company, passed at its meeting held on June 8, 2018, and the resolution passed by the Fund Raising Committee of the Board of Directors of the Company at its meeting held on September 26, 2018. The current issue of Debentures is within the overall borrowings limits set out in resolution passed under section 180(1)(c) of the Companies Act, 2013, at the Annual General Meeting of the Company held on August 10,

2018. The Company can issue the Debentures proposed by it in view of the present approvals and no further approvals in general from any government authority are required.

Terms of Payment

The full Face Value of the Debentures applied for is to be paid along with the Application Form. Investor(s) need to send in the Application Form and the cheque(s)/ demand draft(s) or RTGS or NEFT for the full Face Value of the Debentures applied for.

Face Value Per Debenture	Minimum Application	Amount Payable on Application per Debenture
Rs.100,000	Investor Category I - Minimum application shall be for 25 (Twenty-Five) Debenture(s) and in multiples of 1 (One) thereafter	Rs. 25,00,000
Rs.100,000	Investor Category II - Minimum application shall be for 100 (One Hundred) Debenture(s) and in multiples of 1 (One) thereafter	Rs. 1,00,00,000

Market Lot

The market lot will be 10 Debenture (“**Market Lot**”). Since the Debentures are being issued only in dematerialized form, the odd lots will not arise either at the time of issuance or at the time of transfer of debentures.

Payment on Redemption

In case of the Debentures held in demat form, no action is required on the part of the debenture holder(s) at the time of redemption of the Debentures and on the Redemption Date, the redemption proceeds would be paid to those debenture holder(s) whose name(s) appear on the list of beneficial owners given by the Depositories to the Company. The name(s) would be as per the Depositories' records on the record date fixed for the purpose of redemption. All such Debentures will be simultaneously redeemed through appropriate debit corporate action.

The redemption proceeds shall be directly credited through Electronic Clearing Service (ECS), RTGS or National Electronic Funds Transfer (NEFT) and where such facilities are not available the Company shall make payment of all such amounts by way of cheque/ demand draft. The cheque/demand draft for redemption proceeds, will be dispatched by courier or hand delivery or registered post at the address provided in the Application / at the address as notified by the debenture holder(s) or at the address with Depositories' record. Once the redemption proceeds have been credited to the account of the debenture holder(s) or the cheque/demand draft for redemption proceeds is dispatched to the debenture holder(s) at the addresses provided or available from the Depositories record, the Company's liability to redeem the Debentures on the date of redemption shall stand extinguished and the Company will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the Debenture(s).

Right to Reissue Debenture(s)

Where the Company has redeemed or repurchased any Debenture(s), the Company shall have and shall be deemed always to have had the right to keep such Debentures alive without extinguishment for the purpose of resale or reissue and in exercising such right, the Company shall have and be deemed always to have had the power to resell or reissue such Debentures either by reselling or reissuing the same Debentures or by issuing other Debentures in their place. This includes the right to reissue original Debentures.

Transfer/Transmission of Debentures

The Debentures shall be transferred or transmitted freely in accordance with the applicable provisions of the Companies Act, 2013 as amended. The provisions relating to transfer and transmission and other related matters in respect of our shares contained in the Articles, the Companies Act, 2013 as amended shall apply, mutatis mutandis, to the extent applicable to Debentures, as well.

The Debentures held in dematerialised form shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL/CDSL and the relevant DP of the transferor 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. 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/Company, as the case may be. In such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with us or Registrar.

List of Beneficial Owners

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

Debenture Redemption Reserve

In line with the Companies Act, 2013 read with the rules issued thereunder, Debenture Redemption Reserve is not required to be created for issue of privately placed debentures by Non-Banking Finance Companies registered with the Reserve Bank of India.

Notices

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

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

Sharing of Information

The Company may, at its option, use on its own, as well as exchange, share or part with any financial or other information about the Debenture holders available with the Company, with its subsidiaries and

affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Company or its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

Registrar

NSDL Database Management Limited is acting as Registrar and Transfer agents for the Company for the Issue.

Trustees for the Debenture holders

The Company has appointed Beacon Trusteeship Limited to act as Trustees for the Debenture holders (hereinafter referred to as “Trustees”). A copy of letter from Beacon Trusteeship Limited conveying their consent to act as Trustees for the Debenture holders is annexed as Annexure B to this Disclosure Document.

1. The Company and the Trustees will enter into a Trustee Agreement, inter alia, specifying the powers, authorities and obligations of the Company and the Trustees in respect of the Debentures.
2. The Debenture holder(s) shall, by signing the Application Form and without any further act or deed, be deemed to have irrevocably given their consent to the Trustees or any of their agents or authorized officials to do inter-alia all acts, deeds and things necessary in respect of enforcement of rights of Debenture holders.
3. All the rights and remedies of the Debenture holder(s) shall vest in and shall be exercised by the said Trustees without having it referred to the Debenture holder(s).
4. No Debenture holder shall be entitled to proceed directly against the Company unless the Trustees, having become so bound to proceed, fail to do so.
5. Any payment made by the Company to the Trustees on behalf of the Debenture holders shall discharge the Company *pro tanto* to the Debenture holder(s).
6. The Debenture Trustee shall ensure disclosure of all material events to the Debenture holders on an ongoing basis.
7. The Trustees will protect the interest of the Debenture holder(s) in the event of ‘Default’ by the Company in regard to timely payment of interest and repayment of principal and they will take necessary action at the cost of the Company.
8. The Debenture Trustee shall carry out its duties and shall perform its functions under the SEBI (Issue and Listing of Debt Security) Regulations, the SEBI (Debenture Trustee) Regulations, the trust deed and this Disclosure Document, with due care, diligence and loyalty.
9. Resignation/retirement of the Debenture Trustee shall be as per terms of the trust deed entered into between the Issuer and the Debenture Trustee. A notice in writing to the Debenture holders shall be provided for the same.
10. The events of default are set out under the Debenture Trust Deed.

Right to Accept or Reject Applications

The Board of Directors/ Committee of Directors of the Company reserves its full, unqualified and absolute right to accept or reject any application, in part or in full, without assigning any reason thereof. The rejected applicants will be intimated along with the refund warrant, if applicable, to be sent. Interest on Application Money will be paid from the Pay-in Date till one day prior to the Refund Date. The Application Forms that are not complete in all respects are liable to be rejected and would not be paid any interest on the application money. Application would be liable to be rejected on one or more technical grounds, including but not restricted to:

- a. Number of Debentures applied for is less than the Minimum Application Size;
- b. Bank account details not given;
- c. Details for issue of Debentures in electronic/ dematerialized form not given;
- d. PAN not given;
- e. In case of applications under Power of Attorney by limited companies, corporate bodies, etc. relevant documents not submitted;
- f. In the event, if any Debenture(s) applied for is/ are not allotted in full, the excess application monies of such Debentures will be refunded, as may be permitted.

How to Apply

This Disclosure Document is neither a prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures issued by the Company. The document is for the exclusive use of the investor(s) to whom it is delivered and it should not be circulated or distributed to third parties. The document would be specifically addressed to the investor(s) by the Issuer.

Only specifically addressed investors may apply for Debentures by completing the Application Form in the prescribed format in BLOCK LETTERS in English as per the instructions contained therein. Applications should be for a minimum of 1 Debenture and in multiples of 1 Debenture thereafter. The applications not completed in the said manner are liable to be rejected. Application Form duly completed in all respects and should be submitted as instructed. The name of the applicant's bank, type of account and account number must be filled in the Application Form. This is required for the applicant's own safety and these details will be printed on the refund orders and interest/ redemption warrants.

Applications may be made in single or joint names (not exceeding three). 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 at the address mentioned therein.

Unless the Company specifically agrees in writing with or without such terms or conditions it deems fit, a separate single cheque/ demand draft must accompany each Application Form. Application money shall not be accepted in cash. Applicants are requested to write their names and application serial number on the reverse of the instruments by which the payments are made. All applicants are requested to tick the relevant column "Category of Investor" in the Application Form.

Debenture holder not a Shareholder

The Debenture holders will not be entitled to any of the rights and privileges available to the Shareholders.

Rights of Debenture holders

- The Debentures shall not, except as provided in the Companies Act, 2013 confer upon the holders thereof any rights or privileges available to the members of the Company including the right to receive Notices or Annual Reports of, or to attend and/or vote, at the General Meeting of the Company. However, if any resolution affecting the rights attached to the Debentures is to be placed before the shareholders, the said resolution will first be placed before the concerned registered Debenture holders for their consideration. In terms of Section 136 (1) of the Companies Act, 2013, trustee of holders of Debentures shall be entitled to a copy of the Balance Sheet on a specific request made to the Company.
- The rights, privileges and conditions attached to the Debentures may be varied, modified and/or

abrogated with the consent in writing of the holders of at least simple majority of the outstanding amount of the Debentures or with the sanction of Ordinary Resolution passed at a meeting of the concerned Debenture holders, provided that nothing in such consent or resolution shall be operative against the Company, where such consent or resolution modifies or varies the terms and conditions governing the Debentures, if the same are not acceptable to the Company.

- The Debentures comprising the private placement shall rank *pari passu inter se* without any preference to or priority of one over the other or others over them and shall also be subject to the terms and conditions to be incorporated in the agreements to be entered into by the Issuer with the Trustee and the letters of allotment/ debenture certificates that will be issued.
- The registered Debenture 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 Debentures, either in person or by proxy, at any meeting of the concerned Debenture holders and every such holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights shall be in proportion to the outstanding nominal value of Debentures held by him/her on every resolution placed before such meeting of the Debenture holders.
- The Debentures are subject to the provisions of the Companies Act, 2013, the Memorandum and Articles of the Company, the terms of this Disclosure Document and the Application Form. Over and above such terms and conditions, the Debentures shall also be subject to other terms and conditions as may be incorporated in the Trustee Agreement/ Letters of Allotment/ Debenture Certificates, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by the Government of India and/or other authorities and other documents that may be executed in respect of the Debentures.
- Save as otherwise provided in this Disclosure Document, the provisions contained in Companies (Management and Administration) Rules, 2014 as prevailing and to the extent applicable, will apply to any meeting of the Debenture holders, in relation to matters not otherwise provided for in terms of the Issue of the Debentures.
- A register of Debenture holders will be maintained in accordance with Section 88 of the Companies Act, 2013 and all interest and principal sums becoming due and payable in respect of the Debentures will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the Register of Debenture holders.
- The Debenture holders will be entitled to their Debentures free from equities and/or cross claims by the Company against the original or any intermediate holders thereof.

Trustee for the Issue

Beacon Trusteeship Limited

Address: 4C, Siddhivinayak Chambers Gandhi Nagar, Opp: MIG Club Bandra (E), Mumbai 400 051

Tel: +91 22 +91 22 26558759

E-mail: contact@beacontrustee.co.in
vaishali@beacontrustee.co.in

Website: www.beacontrustee.co.in

Effect of Holidays

Should any of the dates defined above or elsewhere in this Schedule other than the Deemed Date of Allotment, fall on a Saturday, Sunday or a public holiday, the next Business Day shall be considered as the effective date(s).

1. If any interest payment date falls on a day which is not a Business Day ('Business Day' being a day on which Commercial Banks are open for business in the city of Mumbai), then the payment of interest will be made on the previous day i.e. a Business Day with interest for the intervening period.
2. In case if the principal redemption date falls on a day which is not a Business Day ('Business Day' being a day on which Commercial Banks are open for Business in Mumbai), then the payment due shall be made on previous working day.

Put / Call Option

Put/ Call Option will be as set out in the attached Term Sheet annexed as Annexure A hereto.

Deemed Date of Allotment

The Deemed Date of Allotment will be as set out in the attached Term Sheet annexed as Annexure A hereto.

Debentures in dematerialized mode

The Debentures will be credited in dematerialized form within the statutory time period from the Deemed Date of Allotment.

The Debentures, since issued in electronic (dematerialized) form, will be governed as per the provisions of The Depository Act, 1996, Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, rules notified by National Securities Depository Limited (NSDL) and/ or Central Depository Services (India) Limited (CDSL) from time to time and other applicable laws and rules notified in respect thereof.

Record Date

Record Date for the Issue will be for Principal Protected Secured Redeemable Non-Convertible Market Linked Debentures (PPMLD) 15 (fifteen) days prior to the interest payment date/ redemption date on which the determination of the persons entitled to receive coupon/ redemption amount in respect of the Debentures (i.e. the persons whose names are registered in the register of Debenture holders in the NSDL/ CDSL record) shall be made. In case Record Date falls on Sunday / Holiday, the prior Business Day to the said Sunday / Holiday shall be the Record Date.

Interest and/or principal repayment shall be made to the person whose name appears as sole / first in the register of Debenture holders/ beneficiaries on the Record Date. In the event of the Company not receiving any notice of transfer at least 10 days prior to the Maturity Date the transferees for the Debentures shall not have any claim against the Company in respect of interest so paid to the registered Debenture holders.

Purchase and Sale of Debentures

The Company may, at any time and from time to time, purchase Debentures at the price available in the Debt Market in accordance with the applicable laws. Such Debentures may, at the option of the Company, be cancelled, held or reissued at such a price and on such terms and conditions as the Company may deem fit and as permitted by law.

Future Borrowings

The Investor acknowledges and agrees that the Company shall be entitled from time to time to make further issue of debentures or any other instruments to the public, members of the Company and /or any other person(s) and to raise further loans, advances or such other facilities from Banks, Financial Institutions and / or any other person(s) on the security or otherwise of its assets, without the consent of or intimation to the Debenture holders or Debenture Trustee.

Consents

Consents in writing of the Registrar to the Issue and Trustees to the Issue to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the time of filing this Disclosure Document with the BSE. The consents so obtained of the Registrar to the Issue and the Trustees to the Issue have been annexed as Annexure G and Annexure B respectively to this Disclosure Document.

Valuation Agent

The Issuer has appointed Care Ratings Limited as the valuation agent. The valuation of these securities will be available on the website of the valuation agent and the Issuer not less than once in a calendar week.

The following fees, in addition to taxes, shall be paid to the Valuation Agent on an annual basis:

- (i) Fees payable to Valuation Agent by the Issuer shall be in the range of 6 bps p.a. on the face value of the outstanding Debentures

The discount at which such offer is made and the effective price for the investor as a result of such discount.

The present Issue is not at a discount.

Servicing behavior and payment of due interest on due dates on term loans

As on the date of this Disclosure Document, there has been no default in payment of principal or interest on any existing term loan or debt security issued by the Issuer.

Security:

The Debentures shall be secured by way of a first *pari passu* charge over the Issuer's immovable properties as will be set out in the Debenture Trust Deed and first *pari passu* floating charge on present and future business receivables. For this purpose business receivables shall include investment in subsidiaries and current assets, as will be set out in the Debenture Trust Deed proposed to be executed for the purpose of the Issue.

The names of the debenture trustee(s) shall be mentioned with a statement to the effect that debenture trustee(s) has given his consent to the issuer for its appointment under Regulation 4 (4) and also in all the subsequent periodical communications sent to the holders of debt securities

The Company has appointed Beacon Trusteeship Limited as the Trustee for the Issue. All the rights and remedies of the Debenture holders shall vest in and shall be exercised by the Debenture Trustee without referring to the Debenture holders. All investors are deemed to have irrevocably given their authority and consent to Beacon Trusteeship Limited to act as their Debenture Trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by the Company to the Debenture Trustee on behalf of the Debenture holders shall discharge the Company *pro tanto* to the Debenture holders. The Debenture Trustee shall carry out its duties and shall perform its functions under the SEBI Debt Regulations and this Disclosure Documents, with due care, diligence and loyalty. Resignation/retirement of the Debenture Trustee shall be as per terms of the trust deed being entered into between the Company and the Debenture Trustee. A notice in writing to the Debenture holders shall be provided for the same. The Debenture Trustee shall ensure disclosure of all material events on an ongoing basis. The Debenture Trustee shall duly intimate the Debenture holders on occurrence of any of the following events:

- a) Default by the Company to pay interest on the Debentures or redemption amount; and
- b) Revision of credit rating assigned to the Debentures.

Such information shall also be placed on the websites of the Debentures Trustee, the Company and the Stock Exchange.

Debenture trustee has accorded its consent to act as debenture trustee for the Issue. A copy of such consent has been annexed as Annexure B to this document.

The rating letter and rating rationale(s) by the rating agencies:

"CARE PP-MLD A- with Stable outlook" rating has been assigned by Care Rating Limited for Rs. 100 Crore of principal protected equity linked debentures programme of our company vide letter dated February 18, 2019

Other than the credit rating mentioned hereinabove, Issuer has not sought any other credit rating from any other credit rating agency (ies) for the debentures offered for subscription under the terms of this Disclosure Document.

The rating provided by Care Rating Limited may be suspended, withdrawn or revised at any time by such 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.

The rating letter and rating rationale has been attached as **Annexure C** to this Disclosure Document.

Names of all the recognized stock exchanges where securities are proposed to be listed clearly indicating the designated stock exchange and also whether in principle approval from the recognized stock exchange has been obtained.

The Debentures are proposed to be listed on the BSE Limited and the Company may obtain in principle approval from BSE Ltd for the Issue of Rs. 10 crore.

Scenario Analysis for Principal Protected Redeemable Non-Convertible Market Linked Debentures

Please see the Term Sheet annexed as Annexure A hereto. The scenario analysis set out below is an illustrative representation of the returns on the Debentures in the following scenario.

Scenario Analysis

The table shows the value of the Debenture at maturity under different market conditions

Names and designations of officials who have been authorized to issue the offer document:

Mr. Ranjan Ghosh
Mr. Shailendra Apte
Ms. Bhumika Jani
Mr. Jaymeen Shah

Key Regulations & Policies

The following description is a summary of certain laws applicable in India to the business of our Company. The summary of laws, regulations and policies set forth below is not exhaustive and is only intended to provide general overview.

Our Company is engaged in the business of providing loans against collaterals. We are governed by the laws governing service sector enterprises and commercial establishments. We are a non-deposit taking (which does not accept public deposits), systemically important, NBFC. As such, our business activities are regulated by RBI regulations applicable to non-public deposit accepting systemically important NBFCs ("**ND-SI NBFC**").

Taxation statutes such as the Income Tax Act, 1961, the Finance Act, 1994, the Shops and Establishments Act, 1958, labour regulations such as the Employees' State Insurance Act, 1948 and the Employees' Provident Fund and Miscellaneous Act, 1952, and other miscellaneous regulations and statutes apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Regulations governing NBFCs

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 finalization 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 Prudential Norms for Systemically Important Non-Deposit Taking Norms for Non-Banking Financial Company, 2017 read with RBI Norms for Raising Money through Private Placement of Non-Convertible Debentures (NCDs) issued vide circular bearing reference DNBR (PD) CC No.021/03.10.001/2014-15 dated February 20, 2015. In addition to these regulations, NBFCs are also governed by various circulars, notifications, guidelines and directions issued by the RBI from time to time.

Securities Contract Regulation Act, 1956

The Securities Contract (Regulation) Act, 1956 as amended till date (“SCRA”) seeks to prevent undesirable transactions in securities by regulating the business of dealing in securities and other related matters. The SCRA provides for grant of recognition for stock exchanges by the Central Government. Every recognized stock exchange is required to have in place a set of rules relating to its constitution and bye-laws for the regulation and control of contracts. The said act deals with recognition, derecognition, regulation / control on the stock exchanges, empowers the stock exchanges for making its own bye laws, rules and the provisions pertaining to listing of securities, delisting of securities and dealing in securities. The said enactment also provides for appellate mechanism.

The bye-laws inter-alia provide for:

- (i) the opening and closing of markets and the regulation of the hours of trade;
- (ii) the fixing, altering or postponing of days for settlements;
- (iii) the determination and declaration of market rates, including the opening, closing highest and lowest rates for securities;
- (iv) the terms, conditions and incidents of contracts, including the prescription of margin requirements, if any, and conditions relating thereto, and the forms of contracts in writing;
- (v) the regulation of the entering into, making, performance, recession and termination of contracts, including contracts between members or between a member and his constituent.

Other disclosures in accordance with Section 42 of the Companies Act, 2013 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014

(Provided in Form PAS – 4 annexed as Annexure F)

DECLARATION

It is hereby declared that this Disclosure Document contains disclosures in accordance with (i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time; (ii) the Companies Act, 2013 and rules made thereunder; (iii) other regulatory requirements.

The Directors of the Issuer declare that:

- (i) the Issuer has complied with the provisions of the Companies Act and the rules made thereunder;
- (ii) the compliance with the Companies Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
- (iii) the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter/disclosure document.

I am authorized by the Board of Directors of the Company vide resolution number 15 dated May 16, 2018 and Fund Raising Committee resolution dated October 16, 2018 to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

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

For Centrum Financial Services Limited



Ranjan Ghosh
Managing Director & CEO
DIN: 07592235

Annexure A

TERM SHEET

1.	Security Name	Centrum Financial Services Limited Market Linked Non-Convertible Debentures Series
2.	Issuer / Company	Centrum Financial Services Limited
3.	Type of Instrument / Kind of Security	Secured, Redeemable, Non-Cumulative, Listed, Rated, Non-Convertible, Principal Protected Market Linked Debentures (“ Debentures ”)
4.	Series Number ISIN	CFSL/MLD/42C This is a further issuance of the Market Linked Debentures under ISIN - INE244R07850
5.	Board Resolution Dated and Fund Raising Committee resolution	Board Resolution dated: May 16, 2018 Fund Raising Committee Resolution dated: September 26, 2018
6.	Shareholders’ General Resolution Dated	June 8, 2018
7.	Nature of instrument	Secured
8.	Mode of Issue	Listed Private Placement
9.	Eligible Investor(s)	<p>Only following types of persons to whom an offer is specifically made under this Private Placement Offer Letter (“Offer Letter”) will be eligible to apply for the Debentures of the Company under the Offer letter:</p> <ol style="list-style-type: none"> 1. Companies and Bodies Corporate (incorporated in India) / Companies / Financial institutions / NBFCs / Statutory Corporations including Public Sector Undertakings 2. Commercial Banks 3. Resident Individuals (including Partnership Firms, and HUF) 4. Regional Rural Banks 5. Insurance Companies 6. Mutual Funds/ Alternative Investment Fund (AIF) 7. Any other investors authorized/ permitted to invest in these Debentures <p>All Investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue and the Company is not in any way, directly or indirectly responsible for any statutory or regulatory breaches by any investor, neither is the Company required to check or confirm the same.</p> <p>No foreign investor is allowed to invest in these debentures.</p>
10.	Listing	The Issuer proposes to submit the listing document relating to the Debentures issued under the Information Memorandum to BSE Limited (“BSE”) within 15 (fifteen) days of the Deemed Date of Allotment.

Private & Confidential – For Private Circulation Only

11.	Rating of the Instrument	CARE PP-MLD A-; Stable outlook by Care Ratings Limited CARE Ratings Limited vide its letter dated February 15, 2019 has provided the rating of "CARE PP-MLD A- with Stable Outlook" for total rated amount of Rs. 100 crore
12.	Seniority	Senior
13.	Principal Amount / Face Value per Debenture	INR 1,00,000/- (Rupees One Lakh Only)
14.	Minimum Application and in multiples of thereafter	Investor Category I - Minimum application shall be for 25 (Twenty-Five) Debenture(s) and in multiples of 1 (One) thereafter Investor Category II - Minimum application shall be for 100 (One Hundred) Debenture(s) and in multiples of 1 (One) thereafter
15.	Issue size / Amount which the Company intends to raise	INR 10,00,00,000 (Rupees Ten Crore Only)
16.	Investor Category I	Subscription amount less than Rs. 1,00,00,000 (Rupees One Crore) after considering discount or premium, if any.
17.	Investor Category II	Subscription amount equal to or greater than Rs. 1,00,00,000 (Rupees One Crore) after considering discount or premium, if any.
18.	Option to retain oversubscription (amount)	Not Applicable
19.	Objects of the Issue	(1) Long term augmentation of funds; OR (2) Onward lending and General Corporate purpose.
20.	Details of utilization of the issue proceeds	The funds raised through this Issue, after meeting the expenditures of and related to the Issue, will be used for various financing activities including onward lending and for the business operations and general corporate purposes.
21.	Interest on Application Money	Not Applicable
22.	Default Interest Rate	2% payable per annum from the date of the default.
23.	Call Option (Redemption at the Option of the Company)	Not Applicable
24.	Put Option (Redemption at the Option of Debenture holders)	Not Applicable, but see point 50 below

Private & Confidential – For Private Circulation Only

25.	<p>Issue Timing/ Proposed Time Schedule</p> <p>1. Issue Open Date</p> <p>2. Issue Close Date</p> <p>3. Pay-in Date</p> <p>4. Deemed Date of Allotment</p>	<p>28th March, 2019</p> <p>29th March, 2019</p> <p>29th March, 2019</p> <p>29th March, 2019</p> <p>The Issue Close Date / Pay-in Date / Deemed Date of Allotment may be rescheduled at the sole discretion of the Issuer, to a date falling not later than 07 (seven) working days from the date mentioned herein. The actual Issue Close Date / Pay-in Date / Deemed Date of Allotment shall be communicated to each investor in the Allotment Advice.</p>
26.	Issuance mode of the Instrument	Dematerialized form (Demat) through authorized DP (for private placement)
27.	Trading mode of the Instrument	Dematerialized form (Demat) mode (for private placement)
28.	Settlement mode of the Instrument	RTGS / NEFT / Fund Transfer to the bank details as per NSDL record (in case of dematerialised Debentures)
29.	Depository(ies)	NSDL and CDSL
30.	Business Day / Holiday Convention	<p>All days except Sunday and any public holiday on which banks in Mumbai are open for business shall be considered as “Business Days”.</p> <p>If any of the date(s), including the Record Date, as defined in the Private Placement Offer Letter fall on a Sunday or a public holiday or on a date on which no high value clearing/RTGS/Banking facility is available for any reason whatsoever at a place where the Registered/Corporate Office is situated, the next working day shall be considered as the effective date.</p> <p>However in case Redemption Date (for payment of Principal and Coupon, if any) falls on Sunday or a public holiday or on a date on which no high value clearing/RTGS/Banking facility is available for any reason whatsoever at a place where the Registered/Corporate Office is situated, the previous working day shall be considered as the effective date.</p>
31.	Record Date	15 days prior to the Coupon Payment/Final Redemption Date/Early Redemption Date.
32.	Shut period	3 days prior to the Record Date
33.	Security	<p>The Debentures shall be secured by way of:</p> <ol style="list-style-type: none"> I. A first <i>pari passu</i> charge over the Issuer’s specific immovable property details of which will be set out in the Debenture Trust Deed; and II. First <i>pari passu</i> floating charge on present and future book debts, investments and receivables of the Issuer (collectively, the securities mentioned in I and II hereinabove, are referred to as “Secured Assets”). For this purpose, receivables of the Issuer shall include receivables arising out of or in relation

		<p>to Issuer's investment in subsidiaries and other group companies, but shall exclude the receivables of the Company arising from supply chain lending business portfolio being acquired by the Company and, post-acquisition, any receivables arising from the supply chain lending business being undertaken by the Company from time to time.</p> <p>With regards securities I and II mentioned above, the value shall be equivalent to 100% of the face value and coupon of Debentures in compliance with Rule 18 of Companies (Share Capital and Debentures) Rules, 2014.</p> <p><u>Time for security creation:</u> The security shall be created within the time period as stipulated under applicable laws.</p> <p><u>Ranking.</u> The first ranking charge to be created on the Secured Assets shall rank <i>pari passu</i> with the present and future lenders and debenture holders of the Company having first charge over the Secured Assets. The Company reserves the right to create further <i>pari passu</i> charge or encumbrances on the Secured Assets without seeking the consent of the Debenture Trustee or the Debenture Holders so long as the security cover of 1.00 times of the face value and coupon of Debentures is maintained. Further, the Company reserves the right to substitute the Secured Assets with the other assets or properties of the Issuer or its holding company or subsidiaries or associate companies, with the prior written consent of the Debenture Trustee, so long as the security cover of 1.00 times of the face value and coupon of Debentures is maintained.</p> <p>The Security provided in relation to this Issue shall be shared <i>pari passu</i> with other issuances and lenders of the Company at the discretion of the Company.</p>
34.	Security Cover	The Company shall maintain a minimum asset cover of 100% at all times.
35.	Variation of Terms of Debentures.	<p>Other than the security to be created to secure the Debentures, the Tenor (except in case of Prepayment or Early Redemption or Premature Exit as mentioned herein) and the manner of calculation of Coupon Amount, all the other rights, privileges and conditions attached to the Debentures may be varied, modified, altered and/or abrogated with the consent in writing of the Majority Debenture Holders. The security to be created to secure the Debentures, the Tenor (except in case of Prepayment or Early Redemption or Premature Exit as mentioned herein) and the manner of calculation of Coupon Amount may be varied by the Company with the consent in writing of the Super Majority Debenture Holders.</p> <p>"Majority Debenture Holders" for the purposes of this Issue shall mean the Debenture Holders holding atleast 51% of the outstanding amounts of Debentures.</p> <p>"Super Majority Debenture Holders" for the purposes of this Issue shall mean the Debenture Holders holding atleast 75% of the outstanding amounts of Debentures.</p>
36.	Transaction Documents	<p>(i) Information Memorandum</p> <p>(ii) Debenture Trust Deed</p> <p>(iii) Private Placement Offer Letter</p>

Private & Confidential – For Private Circulation Only

		<ul style="list-style-type: none"> (iv) Debenture Trustee Agreement (v) Deed of Hypothecation (vi) Consent letter of the Debenture Trustee and Registrar & Transfer Agent for the proposed issue; (vii) Tripartite agreement between the Company, NSDL/CDSL and the Registrar and Transfer Agent; (viii) Application form (ix) Rating letter by Care Ratings Limited (x) Board Resolution / Shareholder's Resolution/ Resolution of the Fund Raising Committee
37.	Conditions Precedent to Disbursement	Customary Conditions precedent required under applicable law will be applied
38.	Condition Subsequent to Disbursement	<p>The Company shall:</p> <ul style="list-style-type: none"> (i) Execute the Debenture Trust Deed within the timelines as stipulated under Companies Act 2013; (ii) Obtain Consent from Income tax authorities for creation of security under Section 281 of Income Tax Act, 1961 prior to security creation or a chartered accountant certificate in relation to no dues under Income Tax Act, 1961; (iii) register and perfect the Security as contemplated above and file Form CHG-9 with the ROC no later than 30 (thirty) days from the execution of the Debenture Trust Deed; (iv) ensure that the Debentures are credited into the demat accounts of the Debenture Holders of each series of Debentures within 10 (ten) Business Days from the Deemed Date of Allotment; (v) ROC filings as required by applicable laws will be made
39.	Events of Default	<p>Customary for a transaction of such nature, including but not limited to:</p> <ul style="list-style-type: none"> ▪ Non-payment of any amount when due; ▪ Breach of representations, warranties, covenants and undertakings under any of the Transaction Documents; ▪ Failure on part of the Issuer to comply with the terms of the Transaction Documents; ▪ Repudiation of any Transaction Documents; ▪ Illegality for the Issuer to perform any of its obligations under the Transaction Documents; ▪ Material adverse change; ▪ Ceasing to carry on business and ▪ Commencement of insolvency proceedings ▪ As provided in the Debenture Trust Deed
40.	Delay in listing	In case of delay in listing of the Debentures beyond 20 days from the deemed date of

Private & Confidential – For Private Circulation Only

		allotment, the Company will pay penal interest of at least 1% p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor
41.	Delay in security creation	In case of delay in execution of Debenture Trust Deed and other security creation documents, the Company will refund the subscription money with accrued coupon or will pay penal interest of atleast 2% p.a. till these conditions are complied with, at the option of the investor.
42.	Role and Responsibilities of Debenture Trustee	To be detailed in the Debenture Trust Deed
43.	Governing Law and Jurisdiction	Indian law, courts of Mumbai to have jurisdiction to settle disputes
44.	Payment Details	Settlement Bank: HDFC Branch: FORT, MUMBAI Account Number: 00600350143687 Account Name: Centrum Financial Services Limited Debenture Issue Account IFSC Code : HDFC0000060
45.	Registrar and Transfer Agents	NSDL Database Management Limited
46.	Trustees	Beacon Trusteeship Ltd.
47.	Distribution Fee	A placement Fee of up to 2.00% of the Issue Price may be payable to the distributor (if any) by the Investor over and above the Issue Price.
48.	Prepayment	<p>The Issuer may by giving a notice of not less than 30 days to the Debenture Trustee prepay the Debenture Holders in full. The prepayment shall happen provided the Issuer/Trustee has got the consent of the Majority Debenture Holders. The Issuer shall give notice in writing of such prepayment atleast 30 days in advance of Proposed Prepayment Date and the Debenture Holders shall respond to such notice within 15 working days of receipt of the same. Incase a debenture holder fails to respond within the stipulated time period after having received the notice, he shall be deemed to have given his consent to such Prepayment. However, the prepayment can be initiated by the Issuer only after 6 (six) months from the Deemed Date of Allotment.</p> <p>The value of such prepayment shall be based on following methodology</p> <p>(a) which shall take into consideration the market value of the Debentures, all costs incurred by the Company (including costs of unwinding any hedge); and</p> <p>(b) the price computed under (a) above shall be further reduced by such amount not exceeding 10.00% of the face value of the Debentures/NCDs to be determined by the Company at its sole discretion.</p>
49.	Early Redemption	If, for reasons beyond the control of the Company, the performance of the Company's

		<p>obligations under this Issue is prevented by reason of force majeure including but not limited to an act of state or situations beyond the reasonable control of the Company, occurring after such obligation is entered into, or has become illegal or impossible in whole or in part or in the exercising of its rights, the Company may at its discretion and without obligation to do so, redeem and/or arrange for the purchase of all but not some of the Debentures/NCDs, by giving notice of not less than 5 (five) Business Days to the Debenture Holders which notice shall be irrevocable and shall specify the date upon which The Debentures/NCDs shall be redeemed (such date on which The Debentures/NCDs become immediately due and payable, the “Early Redemption Date”) subject to applicable law</p> <p>Provided however if the Company believes or is advised that it is necessary to only redeem and/or arrange for the purchase of the Debentures/NCDs held by only certain class of Debenture Holders to overcome or mitigate any such force majeure, then the Company may without obligation to do so, redeem and/or arrange for the purchase of only such number of The Debentures/NCDs actually held by such class of Debenture Holders at the relevant time.</p> <p>If the Debentures/NCDs are bought by the Company, the Company will, if and to the extent permitted by applicable law, pay to each Debenture Holder in respect of each of the Debentures/NCDs held by such Debenture Holder an amount equal to the Early Redemption Amount of a Debenture notwithstanding the illegality or impracticability, as determined by the Company in its sole and absolute discretion.</p> <p>Early Redemption Amount means fair market value minus associated costs.</p> <p>Early Redemption will be subject to applicable law.</p>
50.	Premature Exit	<p>At the request of an Investor, the Company shall at its discretion and without being obliged to do so, arrange for the buyback (“Premature Exit”) of such number of Debentures as the Investor shall request.</p> <p>Such Premature Exit shall occur at a price:</p> <p>(c) which shall take into consideration the market value of the Debentures, all costs incurred by the Company (including costs of unwinding any hedge); and</p> <p>(d) the price computed under (a) above shall be further reduced by such amount not exceeding 10.00% of the face value of the Debentures/NCDs to be determined by the Company at its sole discretion.</p> <p>A request for Premature Exit by an Investor shall not be considered if made within 06 (six) months from the Deemed Date of Allotment.</p> <p>Premature exit will be subject to applicable law.</p>
51.	Valuation Agency	CARE Ratings Limited
52.	Valuation Agency Fees	Fees paid to Valuation Agent by the Issuer shall be in the range of 6 bps p.a. on the face value of the outstanding Debentures

53.	Disclosures	The latest and historical valuation for such securities shall be made available on the websites of the Issuer and of the valuer appointed for the purpose (CARE Ratings Limited)
54.	Risk Factors associated with Market Linked Debentures	<p>The securities are created based on complex mathematical models involving multiple derivative exposures which may or may not be hedged and the actual behaviour of the securities selected for hedging may significantly differ from the returns predicted by the mathematical models.</p> <p>The principal amount is subject to the credit risk of the issuer whereby the investor may or may not recover all or part of the funds in case of default by the Issuer.</p>

PROVISIONS RELATING TO COUPON (IF ANY) AND REDEMPTION AMOUNT PAYABLE FOR DEBENTURE

1	Issue Price per Bond/ Price of the Security & Justification	<p>INR 1,00,900.00</p> <p>This is a further issuance of Market linked debentures under ISIN - INE244R07850.</p> <p>Issue price is calculated by discounting the maturity payout by the yield at which the issuance is being made for the remainder tenor of the security.</p>
2	Discount at which security is issued and the effective yield as a result of such discount	Not Applicable
3	Issue Close Date / Pay-in Date	<p>29th March, 2019</p> <p>The Issue Close Date / Pay-in Date may be rescheduled, at the sole discretion of the Issuer, to a date falling not later than 07 (seven) working days from the date mentioned herein. The actual Issue Close Date / Pay-in Date shall be communicated to each investor in the Allotment Advice.</p>
4	Initial Valuation Date/ Fixing Date	22 nd February, 2019
5	Final Valuation Date	<p>The Nifty 50 Index futures expiry date in the month of February, 2020.</p> <p>(i.e. 27th February, 2020, provided that, if such date is not a scheduled Nifty 50 Index futures expiry date, then the Nifty 50 Index futures expiry date as notified by the National Stock Exchange for that month will be considered as the Final Valuation Date)</p>
6	Redemption Date / Final Maturity Date	17 th June, 2020
7	Tenor	446 (Four Hundred and Forty Six) Days from the Deemed Date of Allotment
8	Redemption Amount	<p>On the Redemption Date / Final Maturity Date, each Debenture/NCD Holder will receive per Debenture/NCD held an amount equal to</p> <p>100% of Principal Amount + Coupon Amount (if any)</p>
9	Redemption Premium / Discount	Not Applicable
10	Coupon Rate	Market Linked

11	Coupon Type / Basis (a) Reference Index (b) Index Sponsor	Reference Index Linked Nifty 50 India Index Services & Products Limited (IISL)
12	Change of Coupon Basis/Step Up/Step Down Coupon Rate/Coupon Reset	Not Applicable
13	Coupon Payment Dates/ Frequency	On Redemption Date / Final Maturity Date only
14	Observation Dates	<p>Each Initial Performance Observation Date and Subsequent Performance Observation Date as under:</p> <p><u>Initial Performance Observation Dates*:</u></p> <ol style="list-style-type: none"> 22nd February, 2019; and 28th March, 2019. <p><u>Subsequent Performance Observation Dates*:</u></p> <ol style="list-style-type: none"> 30th January, 2020; and 27th February, 2020. <p>* Provided that, if any such date is not a scheduled Nifty 50 Index futures expiry date, then the Nifty 50 Index futures expiry date as notified by the National Stock Exchange for that month will be considered as the observation date.</p>
15	Coupon Amount	<p>A) If Final > 25%* Initial Principal Amount * 13.10%</p> <p>Or</p> <p>B) If Final <= 25% * Initial Nil</p> <p>Where,</p> $\text{"Initial"} = \left(\frac{1}{2}\right) \times \sum_{i=1}^2 \text{Level}(i)$

		<p>“Level (j)” = Official Closing Level of the Reference Index on each Initial Performance Observation Dates, rounded to next hundred.</p> $\text{“Final”} = \left(\frac{1}{2}\right) \times \sum_{j=1}^2 Level(j)$ <p>“Level (j)” = Official Closing Level of the Reference Index on each Subsequent Performance Observation Dates.</p>
16	Day Count Basis	Actual / 365

Illustration of Cash Flows

Company	Centrum Financial Services Ltd.
Face Value (per security)	Rs.1,00,000/- (Rupees One Lakh only)
Date of Allotment	29 th March, 2019
Date of Redemption	17 th June, 2020
Coupon Rate	Market Linked
Frequency of the Interest Payment with specified dates	At Maturity Only
Day Count Convention	Not Applicable

Cash Flows	Date (of actual payment)	No. of Days in Coupon Period	Amount in Rupees
Coupon	17 th June, 2020	446	Market Linked
Principal Redemption	17 th June, 2020	446	INR 1,00,000
Total			INR 1,00,000 + Market Linked Coupon

Note: Payment dates are subject to change as per holidays declared in that particular year. Payment convention as specified in SEBI Circular CIR/IMD/DF/18/2013 dated October 29, 2013 shall be followed.

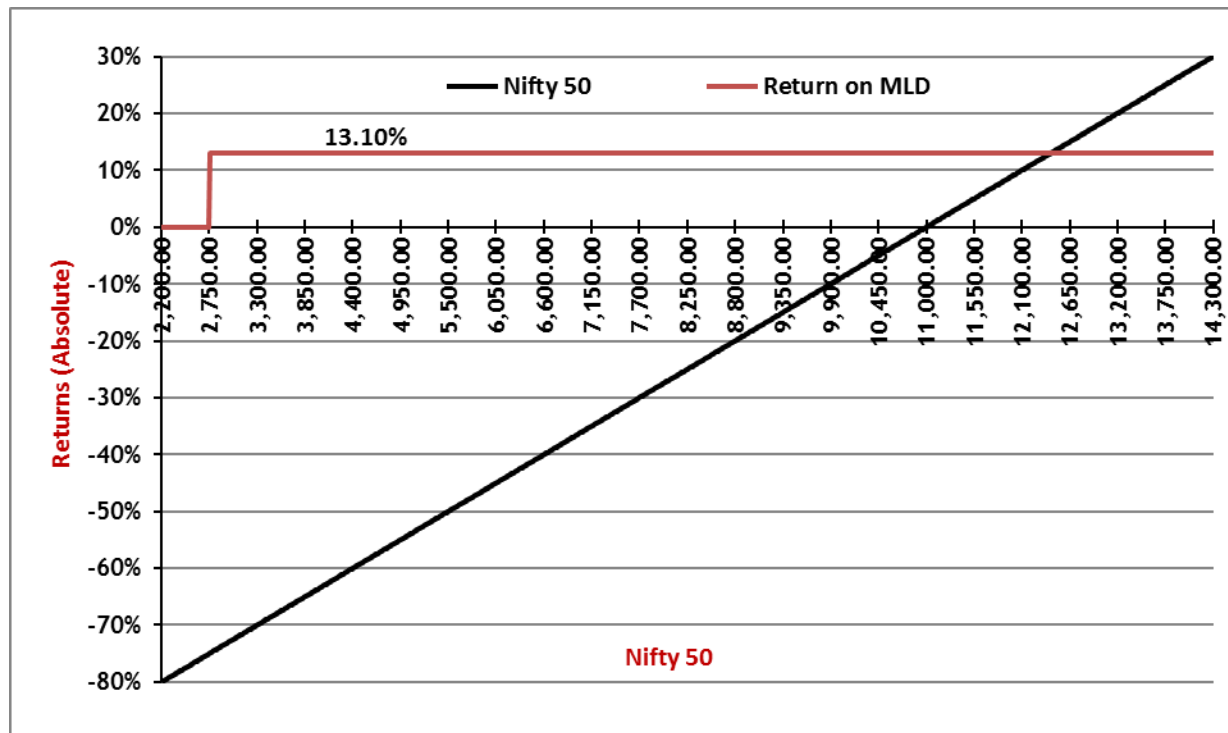
Scenario Analysis

The scenario analysis set out below is an illustrative representation of the returns on the Debentures in the following scenarios. (Assuming Initial level of the Reference Index is 11,000).

A. Tabular Representation

Scenarios	Initial	Final	Performance of Reference Index	Return on Debenture	Initial Investment in MLD (INR)	Redemption Amount (INR)	Return on Debenture (Annualized) [#]
Rising Market Conditions	11000	16500	50.00%	13.10%	1,00,90,000	1,13,10,000	9.79%
	11000	13200	20.00%	13.10%	1,00,90,000	1,13,10,000	9.79%
Stable Market Conditions	11000	11550	5.00%	13.10%	1,00,90,000	1,13,10,000	9.79%
	11000	11000	0.00%	13.10%	1,00,90,000	1,13,10,000	9.79%
Falling Market Conditions	11000	8800	-20.00%	13.10%	1,00,90,000	1,13,10,000	9.79%
	11000	5500	-50.00%	13.10%	1,00,90,000	1,13,10,000	9.79%

Annualized Return on Debenture is calculated basis the issue price of debenture which is Rs. 1,00,900.00

B. Graphical Representation

NOTE: This scenario analysis is being provided for illustrative purposes only. It does not represent all possible outcomes.

Annexure B (Debenture Trustee Consent)



Ref: 4525/CL/MUM/18-19/DEB/184

Date: February 14, 2019

Centrum Financial Services Limited
Centrum House, C.S.T. Road,
Vidyanagari Marg,
Kalina, Santacruz (East),
Mumbai-400 098.

Kind Attn: - Ms. Archana Goyal

Dear Madam,

Re : Consent to act as Debenture Trustee for Secured Redeemable Market Linked Non-Convertible Debentures aggregating to Rs. 100 Crs

This is with reference to our conversation regarding appointment of Beacon Trusteeship Limited as Debenture Trustee for Secured, Redeemable Non-convertible Market Linked Debentures aggregating to Rs.100 Crores/-.

In this regards it would indeed be our pleasure to be associated with your esteemed organization as Debenture Trustee. In this connection, we confirm our acceptance to act as Debenture Trustee for the same.

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

Looking forward to a long and fruitful association with your esteemed organization.

A handwritten signature in blue ink, appearing to be "Archana Goyal", written over a light blue circular stamp.

Yours faithfully,
For Beacon Trusteeship Limited

BEACON TRUSTEESHIP LTD

Corporate Office : 4C & D , Siddhivinayak Chambers, Gandhi Nagar, Opp MIG Cricket Club, Bandra East (E),
Mumbai 400051 Regd Office: F/201, Jai Balaji CHS Ltd, Plot no. 23, Sector 6, Nerul, Thane, Maharashtra -
400706. | CIN: U74999MH2015PLC271288 | Phone : 022-26558759 | Email : contact @beacontrustee.co.in
| Website : www.beacontrustee.co.in

Annexure C (Rating Letter and Rating Rationale)



CARE/HO/RR/2018-19/2440

Mr. Ranjan Ghosh

MD and CEO

Centrum Financial Services Limited,

Centrum House, C.S.T. Road,

Vidyanagari Marg, Kalina,

Santacruz (E), Mumbai – 400 098

February 18, 2019

Dear Sir,

Credit rating of Market Linked Debentures

Please refer to our letters dated February 15, 2019 on the above subject.

1. A write-up (Press Release) on the above ratings is proposed to be issued to the press shortly. A draft of this is enclosed for your perusal as **Annexure - I**.
2. We request you to peruse the annexed document. We are doing this as a matter of courtesy to our clients and with a view to ensure that no factual inaccuracies have inadvertently crept in. Kindly revert as early as possible.

If you have any further clarifications, you are welcome to approach us.

Thanking you,

Yours faithfully,

[Akansha Jain]

Analyst

akansha.jain@careratings.com

[Ravi Kumar]

Associate Director

ravi.kumar@careratings.com

Encl: As above

CARE Ratings Limited
(Formerly known as Credit Analysis & Research Limited)

4th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (E), Mumbai - 400 022.
Tel.: +91-22- 6754 3456 • Fax: +91-22- 022 6754 3457 • www.careratings.com • CIN-L67190MH1993PLC071691

Annexure I

Press Release

Centrum Financial Services Limited

Ratings			
Instrument	Amount (Rs. Crore)	Rating	Rating Action
Principle Protected Market Linked Debentures	100 (Rs. One hundred crore only)	CARE PP-MLD A- ; Stable [PP-MLD Single A Minus; Outlook: Stable]	Assigned

Details of Instruments/Facilities in Annexure 1

Detailed Rationale & Key Rating Drivers

The rating factors in the benefits of being part of the Centrum Group which has established presence in the financial services segment through Centrum Wealth Management, Centrum Broking Services and other subsidiaries. The rating further factors in the experience of the management of CFSL, its diversified portfolio and comfortable capital adequacy with commitment from the parent company for capital infusion. The rating remains constrained by the small size of operation along with low seasoning of its portfolio and moderate profitability. Continued parent support, scalability of business, profitability, asset quality, liquidity and capitalization levels are the key rating sensitivities.

Detailed description of the key rating drivers**Key Rating Strengths*****Established presence of the group in the financial services segment***

Centrum Financial Services Limited (CFSL) is the 100% subsidiary of Centrum Capital Limited (CCL). The Centrum group has presence across various segments including investment banking, wealth management, broking and forex business. With the appointment of Mr. Jaspal Bindra as the Executive Chairman CCL, the group is planning to focus on the lending business which is complementary to the existing established non-fund business. The group has set-up a home finance company, Centrum Housing Financial Limited (CHFL), to focus on affordable housing loans; a NBFC, CFSL, offering loans to small and medium enterprises and Centrum MicroCredit Private Limited offering loans to un-served and under-served borrowers operating small businesses in semi-urban areas.

Experienced Management

The centrum group is being led by Mr. Jaspal Bindra former Asia Pacific CEO at Standard Chartered Bank in the role of Executive Chairman of Centrum group.

CARE Ratings Limited
(Formerly known as Credit Analysis & Research Limited)

4th Floor, Godrej Coliseum, Somaia Hospital Road, Off Eastern Express Highway, Sion (E), Mumbai - 400 022.
Tel.: +91-22- 6754 3456 • Fax: +91-22- 022 6754 3457 • www.careratings.com • CIN-L67190MH1993PLC071691

Mr. Ranjan Ghosh is the MD of CFSL since 2016. He is the former MD and Global Head of Banks, Financial Institutions Group for Standard Chartered Bank. Mr. Bharat Advani is the CFO of CFSL. He has 20+ years in the Finance Industry, and Former CFO of Reliance Capital, Essel Finance Group and Wall Street Finance Limited. Mr. Saurabh Srivastava is the Head – Credit Risk. He has 15+ years of Experience in the Banking sector across various functional roles with MNCs and Leading NBFCs like HSBC and Aditya Birla Finance. Apart from this each of the business segments are headed by experienced people in the relevant segments.

Diversified presence across the segments; however, borrower concentration exists

CFSL's portfolio is fairly diversified. Post-acquisition of L&T Finance's supply chain business as on December 31, 2018, the portfolio comprises of Supply Chain (55%), Commercial Finance (30%), Loans to Financial Intermediaries (6%), Real Estate (7%), Loan against Shares (LAS) (2%). The portfolio is also diversified across various industries.

The company has plans to grow its portfolio primarily through relationship based model by its branches.

Comfortable capital adequacy along with promoter's commitment for equity infusion

As on March 31, 2018, the tangible net worth of CFSL increased from Rs.110.51 crore in FY17 to Rs.168.15 crore. In FY18, Total Capital Adequacy Ratio (CAR) stood at 37.35% with Tier I CAR at 37.04%. The overall gearing stood at 2.04 times as on March 31, 2018 as compared to 2.70 times as on March 31, 2017. The gearing reduced on the back of capital infusion of around Rs.60 crore in FY18. Further, the promoters have given commitment to infuse funds aggregating to Rs.450 crore in CFSL over the next two years (~Rs. 150 crore in FY19 and ~Rs. 300 crore in FY20). The parent company has ~Rs.1000 crore of availability of funds on account of the stake sale in Centrum Direct Ltd. As part of the said infusion in FY19, Rs. 50 crore of CCD (Compulsory Convertible Debenture) was issued to the parent company out of which Rs.35 crore was converted to equity as on December 30, 2018 and Rs.90 crore of unsecured loan provided by CCL in September 30,2018 was converted to equity as on November 30,2018. As on December 31,2018, the tangible net worth stood at Rs. 277 crore and the overall gearing stood at 3.04 times.

Comfortable liquidity position

The liquidity position of the company stands comfortable with positive cumulative mismatches in all time brackets as on December 31, 2018. The company has Cash and Bank balance (114 crore) and investments (55.4 crore) to the tune of Rs. 91 crore as on December 31, 2018.

Key rating weakness

Moderate size and low seasoning of the portfolio

Due to initial years of operations, the size of business is moderate. The seasoning of portfolio is limited. As a result, its asset quality performance through different economic cycles and geographies is yet to be established. The loans outstanding as on March 31, 2018 was Rs.375.67 crore and grew to Rs.1245 crore as on

CARE Ratings Limited
(Formerly known as Credit Analysis & Research Limited)

4th Floor, Godrej Coliseum, Somaia Hospital Road, Off Eastern Express Highway, Sion (E), Mumbai - 400 022.
Tel.: +91-22- 6754 3456 • Fax: +91-22- 022 6754 3457 • www.careratings.com • CIN-L67190MH1993PLC071691

December 31, 2018. Even though the seasoning of the portfolio is low, CFSL's portfolio is well-collateralized with generally 2x cover in real estate and 1.2x cover in the commercial finance segment.

Moderate Profitability

The company in FY18 earned a Profit after Tax (PAT) of Rs.0.39 crore on a total income of Rs.70.46 crore as compared to a PAT of Rs.5.48 crore on a total income of Rs.38.60 crore in FY17. Net Interest Margin (NIM) stood at -0.04% (PY: 7.14%) due to legacy of high cost borrowings, which is on a reducing mode with the entire issuance maturing by May 2020. Return on Total Assets (ROTA) stood at 0.08% (PY: 1.68%). The reduction in ROTA is due to rise in interest expenses from Rs.12.45 crore in FY17 to Rs.45.64 crore in FY18, increase in provisions from Rs.0.29 crore to Rs.3.28 crore and marginal increase in operating expenses from Rs.17.36 crore to Rs.18.73 crore.

Prospects

Due to subdued economic environment, last few years have been challenging period for the NBFCs with moderation in growth and rising delinquencies resulting in higher provisioning thereby impacting profitability. However, comfortable capitalization levels and liquidity management continue to provide comfort to the credit profile of NBFCs in spite of impact on profitability. Also with the improvement in economic environment, asset quality pressures should ease which will partially offset the impact of migration towards 90 day NPA recognition norm.

Analytical approach: CFSL has been analyzed on a standalone basis; however, the managerial, operational and financial support from the promoters has also been considered.

Applicable Criteria



Criteria on assigning Outlook to Credit Ratings

CARE's Policy on Default Recognition

Financial ratios – Financial sector

Criteria for Non Banking Financial Companies

Factoring Linkages in Ratings

About the Company

CFSL, a registered Non-Banking Finance Company was incorporated on 1993 and was primarily meeting the requirements within the Centrum group. In the past few years it has expanded its lending products such as supply chain, real estate, commercial finance and financial intermediary. CFSL is a 100% subsidiary of Centrum Capital Ltd. The company started to grow its portfolio since FY15 and as on March 31, 2018 the total outstanding loan portfolio stood at Rs. 375.67 crore.

Brief Financials (Rs. crore)	FY17(A)	FY18(A)
Total income	38.60	70.46
PAT	5.48	0.39

CARE Ratings Limited
(Formerly known as Credit Analysis & Research Limited)

4th Floor, Godrej Coliseum, Somaia Hospital Road, Off Eastern Express Highway, Sion (E), Mumbai - 400 022.
Tel.: +91-22- 6754 3456 • Fax: +91-22- 022 6754 3457 • www.careratings.com • CIN-L67190MH1993PLC071691

Interest coverage (times)	1.68	1.06
Tangible Net worth	110.51	168.15
Loans outstanding	324.22	375.67
Total Assets	429.27	552.05
ROTA (%)	1.68	0.08

(A-Audited)

Status of non-cooperation with previous CRA: Not Applicable

Any other information:

Note on complexity levels of the rated instrument: CARE has classified instruments rated by it on the basis of complexity. This classification is available at www.careratings.com. Investors/market intermediaries/regulators or others are welcome to write to care@careratings.com for any clarifications.

Analyst Contact:

Name: Mr Ravi Kumar
 Tel: 022-6754 3421
 Mobile: +91 9004607603
 Email: ravi.kumar@careratings.com

About CARE Ratings:

CARE Ratings commenced operations in April 1993 and over two decades, it has established itself as one of the leading credit rating agencies in India. CARE is registered with the Securities and Exchange Board of India (SEBI) and also recognized as an External Credit Assessment Institution (ECAI) by the Reserve Bank of India (RBI). CARE Ratings is proud of its rightful place in the Indian capital market built around investor confidence. CARE Ratings provides the entire spectrum of credit rating that helps the corporates to raise capital for their various requirements and assists the investors to form an informed investment decision based on the credit risk and their own risk-return expectations. Our rating and grading service offerings leverage our domain and analytical expertise backed by the methodologies congruent with the international best practices.

Disclaimer

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

In case of partnership/proprietary concerns, the rating /outlook assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating/outlook may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.

Annexure-1: Details of Instruments/Facilities

Name of the Instrument	Date of Issuance	Coupon Rate	Maturity Date	Size of the Issue	Rating assigned along with
------------------------	------------------	-------------	---------------	-------------------	----------------------------

CARE Ratings Limited
 (Formerly known as Credit Analysis & Research Limited)

4th Floor, Godrej Coliseum, Somaia Hospital Road, Off Eastern Express Highway, Sion (E), Mumbai - 400 022.
 Tel.: +91-22- 6754 3456 • Fax: +91-22- 022 6754 3457 • www.careratings.com • CIN-L67190MH1993PLC071691

				(Rs. crore)	Rating Outlook
Proposed Principle Protected Market Linked Debenture	-	-	-	100.00	CARE PP-MLD A-; Stable

Annexure-2: Rating History of last three years

Sr. No.	Name of the Instrument/Bank Facilities	Current Ratings			Rating history			
		Type	Amount Outstanding (Rs. crore)	Rating	Date(s) & Rating(s) assigned in 2018-2019	Date(s) & Rating(s) assigned in 2017-2018	Date(s) & Rating(s) assigned in 2016-2017	Date(s) & Rating(s) assigned in 2015-2016
1.	Fund-based - LT-Term Loan	LT	300.00	CARE A-; Stable	1. CARE A-; Stable (06-Jul-18)	-	-	-
2.	Commercial Paper	ST	200.00	CARE A2+	1.CARE A2+ (21-Sep-18) 2.CARE A2+ (24-Aug-18)	-	-	-
3.	Market Linked Debenture	LT	100.00	CARE PP-MLD A-; Stable	1. CARE PP-MLD A-; Stable (26-09-18)	-	-	-
4.	Market Linked Debenture	LT	50.00	CARE PP-MLD A-; Stable	1. CARE PP-MLD A-; Stable (07-12-18)	-	-	-
5.	Market Linked Debenture	LT	100.00	CARE PP-MLD A-; Stable	-	-	-	-

CARE Ratings Limited
(Formerly known as Credit Analysis & Research Limited)

4th Floor, Godrej Coliseum, Somaia Hospital Road, Off Eastern Express Highway, Sion (E), Mumbai - 400 022.
Tel.: +91-22- 6754 3456 • Fax: +91-22- 022 6754 3457 • www.careratings.com • CIN-L67190MH1993PLC071691

Annexure D (Shareholder Resolution)

CENTRUM

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE EXTRA ORDINARY GENERAL MEETING OF CENTRUM FINANCIAL SERVICES LIMITED HELD ON FRIDAY, JUNE 8, 2018, AT 03:00 P.M. AT CENTRUM HOUSE, CST ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI.

APPROVAL FOR FURTHER ISSUE OF SECURITIES

"RESOLVED THAT subject to the provisions of the RBI guidelines, as amended from time to time including its circulars issued from time to time and in accordance with the provisions of section 42, 62(1)(c), 62(1)(a), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 including any statutory modifications or re-enactment thereof, for the time being in force, to the extent notified and in effect, the relevant provisions of the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules framed thereunder, and the applicable statutes, rules, regulations, guidelines, notifications, press notes and circulars, if any, issued by the Government of India ('GOI'), the Reserve Bank of India or any other competent authorities (collectively, the "Regulatory Authorities"), from time to time, to the extent applicable whether in India, from time to time, to the extent applicable, the provisions of the Memorandum and Articles of Association of the Company, and subject to approvals as might be required of RBI, stock exchanges and/or other relevant statutory, regulatory, judiciary or governmental authorities ("Concerned Authorities") in this regard and further subject to such modifications as might be prescribed while granting such approvals, and which may be agreed to by the Board of Directors of the Company or any such committee, which may be constituted or in existence (herein after referred to as the "Board"), approval of the shareholders be and is hereby given to create, offer, issue and allot, by issue of securities, as may be decided by the Board/ any Committee to such persons or entities, including companies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals, as the case may be or such other entities as the Board/ any Committee may decide so, however that the aggregate amount of funds from any such offering(s) whether in one or more tranches, shall not exceed Rs. 350 Crore (Rupees Three Hundred and Fifty Crores Only);

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, transfer or allotment of securities, the Board / Committee of the Board be and is hereby authorized to take all the necessary steps and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT the Securities to be so allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects with the existing Securities of the same class of the Company including rights in respect of dividend, if applicable;



Centrum Financial Services Limited, (CIN No. U65910MH1993PLC192085)

Corporate Office: Centrum House, CST Road, Vidyanaagari Marg, Kalina, Santacruz (East), Mumbai - 400 098. Tel: +91 22 4215 9000
Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai - 400 001 / Tel: +91 22 2266 2434
Email: info@centrum.co.in | Website: www.centrum.co.in

CENTRUM

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, transfer or allotment of Securities, the Board / Fund Raising Committee be and is hereby authorized to take all the necessary steps;

RESOLVED FURTHER THAT the Board / Fund Raising Committee be and is hereby authorized to open one or more bank accounts in the name of the Company in Indian currency or foreign currency (ies) with such bank or banks in India as may be required in connection with the aforesaid issue, subject to requisite approvals from Reserve Bank of India, if any, the Executive Directors along with Chief Financial Officer or other officer or officers of the Company authorized by the Board / Fund Raising Committee be and are hereby authorized to sign and execute the application forms and other documents required for opening the account, to operate the said account, and to give such instructions including closure thereof as may be required and deemed appropriate by these signatories, and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company;

RESOLVED FURTHER THAT the Board / Fund Raising Committee be and is hereby authorized to do such acts, deeds and things as the Fund Raising Committee in its absolute discretion deems necessary or desirable in connection with the issue of the Securities, including, without limitation, the following:

- i finalization of the allotment of the Securities on the basis of the bids/applications received;
- iii approval of the preliminary and final offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in accordance with all applicable statutory and/or regulatory requirements
- v acceptance and appropriation of the proceeds of the issue of the Securities;
- vi authorization of the maintenance of a register of holders of the Securities;
- vii authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as authorized person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;
- viii seeking, if required, the consent of the Company's lenders, or any other entities from consent may be required.
- ix giving or authorizing the giving by concerned persons of such consents and authorities as may be required from time to time; and deciding the pricing and terms of the Securities, and all other related matters;



Centrum Financial Services Limited, (CIN No. U65910MH1993PLC192085)

Corporate Office: Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai - 400 098. Tel : +91 22 4215 9000
Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai - 400 001 / Tel : +91 22 2266 2434
Email: info@centrum.co.in | Website: www.centrum.co.in

CENTRUM

RESOLVED FURTHER THAT the Board / Fund Raising Committee be and is hereby authorized to delegate all or any of its powers herein conferred to any one or more officers of the Company;

RESOLVED FURTHER THAT the Board/ Committee of the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any one or more officers of the Company / Group Company;

RESOLVED FURTHER THAT the common seal of the Company, if required, to be affixed in India on any agreement, undertaking, deed or any other document, the same is to be affixed in the presence of anyone of the directors of the company or anyone of the authorized officers of the company in accordance with the Articles of the Association of the Company;

RESOLVED FURTHER THAT a copy of the resolution duly certified to be true by any one of the Directors or the Company Secretary, if any, be forwarded for submission to various Authorities."

**CERTIFIED TO BE TRUE
FOR CENTRUM FINANCIAL SERVICES LIMITED**

RANJAN GHOSH
DIRECTOR
DIN: 07592235



CENTRUM

CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT TO THE RESOLUTION PASSED IN THE EXTRA-ORDINARY MEETING OF THE MEMBERS OF CENTRUM FINANCIAL SERVICES LIMITED ON FRIDAY, JUNE 8, 2018, AT 03:00 P.M. AT CENTRUM HOUSE, C. S. T. ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ – (EAST), MUMBAI – 400 098.

The consent of the members is being sought under Section 42, 55, 62(1) (c) and 71 and Section 79 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, if any.

The Board of Directors of the Company believes that the proposed issue(s) are in the interest of the Company and hence, recommends the resolution for the approval of the members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

**CERTIFIED TO BE TRUE
FOR CENTRUM FINANCIAL SERVICES LIMITED**

RANJAN GHOSH
DIRECTOR
DIN: 07592233



CENTRUM

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF CENTRUM FINANCIAL SERVICES LIMITED HELD ON FRIDAY, AUGUST 10, 2018 AT 10.00 AM AT CENTRUM HOUSE, C.S.T ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI - 400098.

SPECIAL RESOLUTION

1. APPROVAL UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013 TO BORROW FROM TIME TO TIME ANY SUM OR SUMS OF MONEY UPTO THE LIMIT OF 2000 CRORES.

"RESOLVED THAT in supersession to the earlier resolution passed by the members of the Company and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other provisions, if any, of Companies Act 2013, RBI regulations, subject to statutory amendments thereto from time to time, the consent of the members of the Company, be and is hereby given, to borrow for and on behalf of the Company from time to time as they may consider fit, any sum or sums of money in any manner, and without prejudice to the generality thereof, by way of loans, advances, credits, commercial paper, non-convertible debentures, compulsorily convertible debentures in the form of either fund based or non-fund based facility or otherwise in Indian Rupees or any other foreign currency from any bank or banks or any financial institutions, Central Government or State Government, body corporate, firm, other person or persons, and whether the same be unsecured or secured and if secured, whether by way of mortgage, charge, hypothecation, pledge, assignments, securitization or transfer into any trust or special purpose vehicle or otherwise in any way whatsoever, on over or in respect of all or any of the Company's assets and effects and properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or in transit) notwithstanding that the money to be borrowed together with the money, if any, already borrowed by the Company (apart from temporary loans and credits obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, i.e. reserves not set apart for any specific purpose, provided however that, the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed Rs. 2,000 Crores (Rupees Two Thousand Crores) or equivalent amount in foreign currency, exclusive of interest and other charges;

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to execute such agreements, papers, deeds and other instruments or writings containing such conditions, covenants as it may think fit to give effect to this resolution

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to delegate all or any of the aforesaid powers to any committee of Directors/officers or any other principal officer of the Company on such conditions as the Board may deem fit and to take all such steps that may be required to give effect to this resolution;



Centrum Financial Services Limited, (CIN No. U65910MH1993PLC192085)

Corporate Office: Centrum House, CST Road, Vidyanaagari Marg, Kalina, Santacruz (East), Mumbai - 400 098. Tel: +91 22 4215 9000
Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai - 400 001 / Tel: +91 22 2266 2434
Email: info@centrum.co.in | Website: www.centrum.co.in

C-NTRUM

RESOLVED FURTHER THAT any one of the Directors of the Company and/or the Company Secretary be and are hereby severally authorized to forward a certified true copy of the resolution to the concerned persons/Authorities for action thereon."

CERTIFIED TO BE TRUE
FOR CENTRUM FINANCIAL SERVICES LIMITED


RANJAN GHOSH
DIRECTOR
DIN: 07592235



Centrum Financial Services Limited, (CIN No. U65910MH1993PLC192085)
Corporate Office: Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai - 400 098. Tel.: +91 22 4215 9000.
Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai - 400 001 / Tel.: +91 22 2266 2434
Email: info@centrum.co.in | Website: www.centrum.co.in

CENTRUM

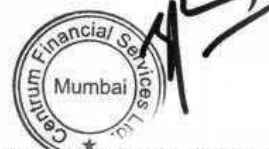
CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF CENTRUM FINANCIAL SERVICES LIMITED HELD ON FRIDAY, AUGUST 10, 2018 AT 10.00 AM AT CENTRUM HOUSE, C.S.T ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI – 400098.

SPECIAL RESOLUTION

2. APPROVAL FOR CREATION OF MORTGAGE/CHARGE ON ASSETS OF THE COMPANY

“RESOLVED THAT in supersession to the earlier resolution passed by the members of the Company and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, to the extent applicable and other enabling provisions, if any, of Companies Act, 2013, regulations of the Reserve Bank of India (RBI), and subject to statutory amendments thereto from time to time, the consent of the members of the Company be and is hereby given to mortgage, hypothecate, pledge, charge, encumber, to transfer, sell, lease, assign, deliver, assign, securitize or transfer into any trust or special purpose vehicle or otherwise dispose of, in addition to the mortgage/charges created/to be created by the Company on such terms and conditions and at such time(s) and in such form and manner and with such ranking as to priority as the Board in its absolute discretion think fit, on the whole or substantially the whole of the Company's any one or more of the undertakings or all the undertakings, including the present and/or future properties, whether movable or immovable comprised in any existing or new undertaking or undertakings of the Company, as the case may be, Company's assets and effects and properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or in transit) together with interest, additional interest, liquidating damages, commitment charges, redemption costs/premium, charges, expenses, and all other monies in respect of all such borrowings including any increase as a result of devaluation/revaluation/fluctuation in the rate of exchange and all other monies payable by the Company in terms of Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s), in respect of said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of securities as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s) and Trustee(s), in favour of the Lenders including but not limited to bank or banks or any financial institutions, Central Government or State Government, body corporate, firm, other person or persons and/or such other parties, as may be required, to secure borrowings whether fund based on non-fund based including term loan and working capital assistance obtained/to be obtained by the Company, and or any of the Company's holding/subsidiary/affiliate/associate company up to an aggregate amount not exceeding Rs. 2000 Crores (Rupees Two Thousand Crores) or equivalent amount in foreign currency, exclusive of interest and other charges i.e. within the overall ceiling approved by the members of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to execute such agreements, papers, deeds and other instruments or writings containing such conditions, covenants as it may think fit to give effect to this resolution;




Centrum Financial Services Limited, (CIN No. U65910MH1993PLC192085)

Corporate Office: Centrum House, CST Road, Vidyanaagari Marg, Kalina, Santacruz (East), Mumbai - 400 098. Tel.: +91 22 4215 9000
Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai - 400 001 / Tel.: +91 22 2266 2434
Email: info@centrum.co.in | Website: www.centrum.co.in

CENTRUM

RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the aforesaid powers to any committee of Directors/officers, one or more director/managing director or any other principal officer of the Company on such conditions as the Board may deem fit and to take all such steps that may be required to give effect to this resolution".

**CERTIFIED TO BE TRUE
FOR CENTRUM FINANCIAL SERVICES LIMITED**


RANJAN GHOSH
DIRECTOR
DIN: 07592235



Centrum Financial Services Limited, (CIN No. U65910MH1993PLC192085)

Corporate Office: Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai - 400 098. Tel: +91 22 4215 9000

Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai - 400 001 / Tel: +91 22 2266 2434

Email: info@centrum.co.in | Website: www.centrum.co.in

CENTRUM

CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT TO THE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF CENTRUM FINANCIAL SERVICES LIMITED HELD ON FRIDAY, AUGUST 10, 2018 AT 10.00 AM AT CENTRUM HOUSE, C.S.T ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI – 400098.

Item no 1 & 2

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits up to Rs. 2,000 Crores (Rupees Two Thousand Crores only).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting by way of a special resolution.

Accordingly, the Resolution Nos. 1 & 2 are proposed to obtain necessary consent of the Company in term of the provision of Sections 180(1) (c) and 180(1)(a) of the Companies Act, 2013.

In view of the above, the Board of Directors recommends passing of resolutions under Item nos. 1 and 2 as Special Resolutions

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.

**CERTIFIED TO BE TRUE
FOR CENTRUM FINANCIAL SERVICES LIMITED**


RANJAN GHOSH
DIRECTOR
DIN: 07592235



Centrum Financial Services Limited, (CIN No. U65910MH1993PLC192085)
Corporate Office: Centrum House, CST Road, Vidyannagari Marg, Kalina, Santacruz (East), Mumbai - 400 098, Tel.: +91 22 4215 9000
Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai - 400 001 / Tel.: +91 22 2266 2434
Email: info@centrum.co.in | Website: www.centrum.co.in

CENTRUM

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING (Q1/1/2018-2019) OF THE BOARD OF DIRECTORS OF CENTRUM FINANCIAL SERVICES LIMITED HELD ON WEDNESDAY, MAY 16, 2018, AT 10:30 A.M. AT CENTRUM HOUSE, CST ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI.

CONSIDERATION AND APPROVAL OF FURTHER ISSUE OF SECURITIES

"RESOLVED THAT subject to the provisions of the RBI guidelines, as amended from time to time including its circulars issued from time to time and in accordance with the provisions of section 42, 62(1)(c), 62(1)(a), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 including any statutory modifications or re-enactment thereof, for the time being in force, to the extent notified and in effect, the relevant provisions of the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules framed thereunder, and the applicable statutes, rules, regulations, guidelines, notifications, press notes and circulars, if any, issued by the Government of India ('GOI'), the Reserve Bank of India or any other competent authorities (collectively, the "Regulatory Authorities"), from time to time, to the extent applicable whether in India, from time to time, to the extent applicable, the provisions of the Memorandum and Articles of Association of the Company, and subject to approvals as might be required of RBI, stock exchanges and/or other relevant statutory, regulatory, judiciary or governmental authorities ("Concerned Authorities") in this regard and further subject to such modifications as might be prescribed while granting such approvals, and which may be agreed to by the Board of Directors of the Company or any such committee, which may be constituted or in existence (herein after referred to as the "Board"), and subject to the consent of Members of the Company, approval of the Board be and is hereby given to create, offer, issue and allot, by issue of securities, as may be decided by the Board/ any Committee to such persons or entities, including companies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals, as the case may be or such other entities as the Board/ any Committee may decide so, however that the aggregate amount of funds from any such offering(s) whether in one or more tranches, shall not exceed Rs. 350 Crore (Rupees Three Hundred and Fifty Crores Only);

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, transfer or allotment of securities, the Board / Committee of the Board be and is hereby authorized to take all the necessary steps and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT the Securities to be so allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects with the existing Securities of the same class of the Company including rights in respect of dividend, if applicable;



[Handwritten signature]

Centrum Financial Services Limited, (CIN No. U65910MH1993PLC192085)

Corporate Office: Centrum House, CST Road, Vidyannagari Marg, Kalina, Santacruz (East), Mumbai - 400 098. Tel: +91 22 4215 9000
Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai - 400 001 / Tel: +91 22 2266 2434
Email: info@centrum.co.in | Website: www.centrum.co.in

CENTRUM

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, transfer or allotment of Securities, the Board / Fund Raising Committee be and is hereby authorized to take all the necessary steps;

RESOLVED FURTHER THAT the Board / Fund Raising Committee be and is hereby authorized to open one or more bank accounts in the name of the Company in Indian currency or foreign currency (ies) with such bank or banks in India as may be required in connection with the aforesaid issue, subject to requisite approvals from Reserve Bank of India, if any, the Executive Directors along with Chief Financial Officer or other officer or officers of the Company authorized by the Board / Fund Raising Committee be and are hereby authorized to sign and execute the application forms and other documents required for opening the account, to operate the said account, and to give such instructions including closure thereof as may be required and deemed appropriate by these signatories, and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company;

RESOLVED FURTHER THAT the Board / Fund Raising Committee be and is hereby authorized to do such acts, deeds and things as the Fund Raising Committee in its absolute discretion deems necessary or desirable in connection with the issue of the Securities, including, without limitation, the following:

- i finalization of the allotment of the Securities on the basis of the bids/applications received;
- iii approval of the preliminary and final offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in accordance with all applicable statutory and/or regulatory requirements
- v acceptance and appropriation of the proceeds of the issue of the Securities;
- vi authorization of the maintenance of a register of holders of the Securities;
- vii authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as authorized person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;
- viii seeking, if required, the consent of the Company's lenders, or any other entities from consent may be required.
- ix giving or authorizing the giving by concerned persons of such consents and authorities as may be required from time to time; and deciding the pricing and terms of the Securities, and all other related matters;

RESOLVED FURTHER THAT the Board / Fund Raising Committee be and is hereby authorized to delegate all or any of its powers herein conferred to any one or more officers of the Company;



Centrum Financial Services Limited, (CIN No. U65910MH1993PLC192085)

Corporate Office: Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai - 400 098. Tel.: +91 22 4215 9000

Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai - 400 001 / Tel.: +91 22 2266 2434

Email: info@centrum.co.in | Website: www.centrum.co.in

CENTRUM

RESOLVED FURTHER THAT the Board/ Committee of the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any one or more officers of the Company / Group Company;

RESOLVED FURTHER THAT the common seal of the Company, if required, to be affixed in India on any agreement, undertaking, deed or any other document, the same is to be affixed in the presence of anyone of the directors of the company or anyone of the authorized officers of the company in accordance with the Articles of the Association of the Company;

RESOLVED FURTHER THAT a copy of the resolution duly certified to be true by any one of the Directors or the Company Secretary, if any, be forwarded for submission to various Authorities."


CERTIFIED TO BE TRUE
FOR CENTRUM FINANCIAL SERVICES LIMITED

RANJAN GHOSH
DIRECTOR
DIN: 07592235



Annexure E (Issue of Securities resolution)

CENTRUM

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE FUND RAISING COMMITTEE OF CENTRUM FINANCIAL SERVICES LIMITED HELD ON WEDNESDAY, SEPTEMBER 26, 2018 AT 12:00 NOON AT CENTRUM HOUSE, C.S.T. ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI – 400 098.

APPROVAL FOR OFFER AND ALLOCATION OF SECURED, LISTED, RATED, REDEEMABLE, NON-CONVERTIBLE, PRINCIPAL PROTECTED MARKET LINKED DEBENTURES UPTO AN AMOUNT UPTO RS. 350 CRORE, APPOINTMENT OF INTERMEDIARIES FOR THE ISSUE, CREATION OF CHARGE AND OTHER MATTERS IN RESPECT OF THE ISSUE

“RESOLVED THAT pursuant to Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, any other applicable provisions under the Act, Securities and Exchange Board of India Act, 1992, Securities Contract Regulation Act, 1956, SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), as may be amended from time to time, SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), as may be amended from time to time, the Depositories Act, 1996, Indian Stamp Act 1899, and/or the Rules, Regulations, Guidelines and Circulars issued thereunder and subject to the Reserve Bank of India regulations/ guidelines, the Memorandum and Articles of Association of the Company, the provisions of Uniform Listing Agreement to be entered into with the Bombay Stock Exchange Limited (“BSE”), and subject to such consents, permissible approvals and sanctions, if any, as may be necessary and subject to such conditions, if any, as may be laid down by any other authority and in accordance with the approval of members of the Company at their meeting held on June 8, 2018 and powers given by the Board of Directors (“Board”), the consent of the Committee be and is hereby given to the offer and allocate secured, listed / unlisted, rated, redeemable, non-convertible, principal protected, market linked debentures for cash at par aggregating up to Rs. 350,00,00,000 (Rupees Three Hundred and Fifty Crore only) to be issued in one or more tranches/ series/ types, for cash, at par, on a private placement basis (the “offer”) to such person or persons, including one or more companies and bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals on such terms and conditions as may be approved by the committee from time to time;

RESOLVED FURTHER THAT Ms. Bhumika Jani, may be appointed as Compliance Officer for the issue under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations and shall undertake the responsibilities as listed in the regulation.

RESOLVED FURTHER THAT any one of the Directors or Compliance Officer or Chief Financial Officer or the Company Secretary (“Authorized Persons”) of the Company be and are hereby severally authorized to *inter-alia* do the following:

- to appoint Registrar and Transfer Agent (RTA) to the issue;
- to appoint Debenture Trustee to the issue;
- to appoint or modify any intermediaries as may be required;
- to seek admission of securities with CDSL/NSDL;
- to make an application to BSE for listing and trading of the said Debentures and execute, sign and file various documents, applications, papers, documents, undertakings and deeds as may be deemed necessary, and to make such alterations thereon;
- to create charge on the assets/properties of the Company as may be required;



Centrum Financial Services Limited, (CIN No. U65910MH1993PLC192085)

Corporate Office: Centrum House, CST Road, Vidyanaagari Marg, Kalina, Santacruz (East), Mumbai - 400 098. Tel : +91 22 4215 9000 Fax : +91 22 4215 9533/9316

Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai - 400 001. Tel : +91 22 2266 2434 Fax : +91 22 2261 1105

Email: info@centrum.co.in | **Website:** www.centrum.co.in

CENTRUM

- to obtain valuation report, if required;
- to fund amounts towards the debenture redemption reserve as and when required in accordance with the provisions of the Act and the rules therein;
- to file all necessary forms, returns, documents etc. with the relevant Registrar of Companies ("ROC"), stock exchange, the Securities and Exchange Board of India (the "SEBI"), the sub-registrar of assurances, and any other government/quasi-governmental authorities, bank(s) etc. as may be required;
- to sign and execute any documents, forms, papers etc. as may be required and to do all such acts, deeds, matters and things as may be necessary, required or incidental to give effect to above resolutions;
- to undertake all acts pertaining to providing any assets/ property as security;
- to modify terms, negotiate, and carry out all functions related to the issue;
- to finalize, execute, sign, stamp various agreements, deeds, documents, undertakings, declarations including necessary agreement with the RTA, tripartite agreement with NSDL and CDSL, debenture trust deed, any security document/s, agreement(s), undertaking(s) or any other documents and get those registered with any ROC, sub-registrar, governmental/quasi-governmental or non-governmental authorities as may be required anywhere in India;
- to represent the Company and appear before any statutory authority, including ROC, sub-registrar, governmental or non-governmental authorities, banks, trustee, financial institutions, etc. as may be required;
- to register the company on the SEBI Complaints Redress System (SCORES)
- to give certified copies of any documents, papers, resolutions including this resolution, forms etc. required to be submitted to any ROC, sub-registrar, governmental or non-governmental authorities, banks, trustee, financial institutions, etc.;
- to do all such acts, deeds and things as may be necessary, required or incidental to give effect to this resolution and to solve any doubts or questions which may arise pertaining thereto."

RESOLVED FURTHER THAT any one of the aforesaid Authorized Persons be and are hereby authorized to affix the common seal of the Company, if required, to any of the aforesaid documents who shall sign the same in token thereof and are further authorized to carry the common seal to any place in India for affixing the same on any document, if required;

RESOLVED FURTHER THAT that a copy of this resolution duly certified as a true copy by any one of the Directors or the Company Secretary or the Compliance Officer of the Company be submitted to the concerned authority/ entity and they be requested to rely upon the authority for the same."

**CERTIFIED TO BE TRUE
FOR CENTRUM FINANCIAL SERVICES LIMITED**


BHUMIKA JANI
COMPLIANCE OFFICER



Centrum Financial Services Limited, (CIN No. U65910MH1993PLC192085)
Corporate Office : Centrum House, CST Road, Vidyavanagari Marg, Kalina, Santacruz (East), Mumbai - 400 098. Tel : +91 22 4215 9000 Fax : +91 22 4215 9533/9316
Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai - 400 001. Tel : +91 22 2266 2434 Fax : +91 22 2261 1105
Email : info@centrum.co.in | Website : www.centrum.co.in

Annexure F

Form No. PAS – 4

PART – A

PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER

[Pursuant to Section 42 and Rule 14(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014]

THIS INFORMATION MEMORANDUM AS AN OFFER LETTER IN RESPECT OF DEBENTURES AGGREGATING TO RS. 10,00,00,000/- (RUPEES TEN CRORE ONLY) NON-CONVERTIBLE DEBENTURES TO BE ISSUED BY THE COMPANY.

1.1 GENERAL INFORMATION:

A. Name, address, website, if any and other contact details of the Company, indicating both registered office and the Corporate office:

Issuer / Company: Centrum Financial Services Limited
Registered Office: 2nd Floor, Bombay Mutual Bldg., Dr. D.N. Road, Fort, Mumbai-400001
Corporate Office: Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai-400098
Telephone No.: 022 42159000
Website: www.centrum.co.in
Contact Person: Bhumika Jani
Email: nbfccompliance@centrum.co.in

B. Date of Incorporation of the Company: 27/01/1993

C. Business carried on by the Company and its subsidiaries with the details of branches or units, if any; NBFC-Lending Business. No subsidiaries

D. Brief particulars of the management of the Company:

Mr. Rishad Byramjee

Mr. Byramjee has been actively involved with Casby Logistics Pvt. Ltd. He has also been actively associated with other companies of the Casby group such as Ferrari Express India Pvt. Ltd., Cassinath Truckers Pvt. Ltd., K.B. & Son (Agency) Pvt. Ltd. He also spearheads all new logistics ventures for the organization

Mr. Shailendra Apte

Mr. Apte is a post graduate in management studies and has around 22 years of experience in financial services sector. He started his career as part of the Corporate Finance Team in a leading financial services company. He had set up South India operations of the Company and has handled all products in the debt division of the Company. At Centrum, he has been a key member of the lease syndication team specializing in lease pricing

Mr. Ranjan Ghosh

Mr. Ranjan Ghosh has close to 25 years of rich experience in the Banking & Financial Service Industry. He brings a wide array of professional and industry contacts, a deep understanding of Risk Management and Financial Markets and international best practices in Governance, Human Resources, etc.

He has held several Senior Management roles in Standard Chartered in India and Singapore. He was also associated with HSBC and CRISIL.

Ranjan has done his Masters of Business Administration from The University of Northern Iowa - USA and Bachelor of Electrical Engineering from Jadavpur University, Kolkata.

Mr. Harish Engineer

Mr. Harish Engineer holds a Bachelor of Science degree in Physics and Chemistry from the University of Mumbai and a Diploma in Business Management from Hajarimal Somani College, Bombay.

Mr. Harish Engineer served as the Head of Wholesale Banking at HDFC Bank Ltd. and served as its Head of Financial Institution Group since November 1999 and Head of Corporate Banking since July 1994 and appointed Executive Director from October 12, 2007 to September 30, 2013.

Prior to joining HDFC Bank Mr. Engineer had worked with the Bank of America for 26 years in various areas including operations and corporate credit management.

Mr. Engineer holds the position of an Independent Non-Executive Director in Navin Fluorine International Ltd. since October 23, 2013 and in The Federal Bank Limited since October 19, 2013. He has been Director of Infrastructure Leasing & Financial Services Limited since March 2014.

Mr. G S Sundararajan

G S Sundararajan is presently serving on Boards of several reputed companies in the Banking and Financial Service Industry. He is also actively involved in the field of Social Entrepreneurship in an advisory capacity.

G S Sundararajan was till recently the Group Director, Shriram Group. He joined Shriram Group as the Managing Director of Shriram Capital Ltd, the Holding Company of Shriram Group's financial services and Insurance businesses across India and overseas.

In his capacity as Group Director, Mr. Sundararajan was a director on the Board of these subsidiaries to provide oversight in critical areas of strategic growth opportunities for each of these companies. Specifically, Mr. Sundararajan was responsible for the Retail and MSME business housed in Shriram City Union Finance and the life and non-life insurance businesses housed in the two Insurance ventures in collaboration with Sanlam, South Africa.

Earlier to this, he was the Managing Director and Head of Citibank's SME and Asset Based Finance business in India. He had an exceptional stint at Citibank where he built the SME and ABF business of the bank across the country.

Mr. Sundararajan holds a Bachelor of Engineering degree from Coimbatore and a Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Ahmedabad.

Ms. Dipali Sheth

Ms. Dipali Sheth was the Country Head of HR in RBS and was overseeing HR function across all businesses and Geographies in India.

She is a seasoned HR professional with previous experience in Standard Chartered Bank where she joined in Learning and Development, moved onto Head Resourcing and Talent, Head HR Wholesale Bank and included experience in the Standard Chartered acquisition of Grindlays. She then left after twelve years of rich and diverse roles as Head HR South Asia to join ABN Amro/RBS.

Prior to working in Standard Chartered Bank, she has worked in Procter and Gamble India Ltd, where she was the first woman leader to be hired in sales in Procter & Gamble India.

Mr. RS Reddy

He has over 35 years of experience in the Banking sector with 28 years in front-line assignments, a challenge by design & preferred by personal choice. He has worked on several committees of RBI and Indian Banks Association. He is presently on the boards of several companies as also advises many companies on finance and management.

E. Name, addresses, Director Identification Number (DIN) and occupations of the directors:

Name, Designation, Nationality, DIN and Address
Name: Ranjan Ghosh
Designation: MD & CEO
DIN: 07592235
Nationality: Indian
Occupation: Services
Address: C-1701/2 Plot 63/7-4, Ashok Tower, Dr. S.S.Rao Road, Opp Mahatma Gandhi Hospital, Parel Mumbai-

Name, Designation, Nationality, DIN and Address
400012
<p>Name: Shailendra Apte</p> <p>Designation: Director</p> <p>DIN: 00017814</p> <p>Nationality: Indian</p> <p>Occupation: Service</p> <p>Address: 10, Dhavalgiri CHS, Plot 31, Sec 2, Vashi Navi Mumbai-400703</p>
<p>Name: Harish Engineer</p> <p>Designation: Independent Director</p> <p>DIN: 01843009</p> <p>Nationality: Indian</p> <p>Occupation: Service</p> <p>Address: B-11 Sea Face Park, 50 Bhulabhai Desai Road, Mumbai-400026</p>
<p>Name: G S Sundararajan</p> <p>Designation: Independent Director</p> <p>DIN: 00361030</p> <p>Nationality: Indian</p> <p>Occupation: Service</p> <p>Address: Flat 1002, The Summit, No.6, 1st Avenue, Shastri Nagar, Chennai- 600020</p>
<p>Name: Rishad Byramjee</p> <p>Designation: Director</p>

Name, Designation, Nationality, DIN and Address
<p>DIN: 00164123</p> <p>Nationality: Indian</p> <p>Occupation: Service</p> <p>Address: Shahnazeen, 6th floor, Babulnath Road, Near Babulnath Temple, Babulnath, Mumbai-400007</p>
<p>Name: Dipali Sheth</p> <p>Designation: Independent Director</p> <p>DIN: 07556685</p> <p>Nationality: Indian</p> <p>Occupation: Service</p> <p>Address: Lodha Bellissimo, A Wing, Apt 2002, N.M. Joshi Marg, Apollo Mills Compound, Mahalaxmi, Mumbai-400011</p>
<p>Name: Rajasekhara Reddy</p> <p>Designation: Additional Director</p> <p>DIN: 02339668</p> <p>Nationality: Indian</p> <p>Occupation: Service</p> <p>Address: 12 & 13, 5th Main, Siddivinayaka Layout, Kodigehalli, Virupakshapura, Bangalore ,Karnataka 560097</p>

F. Management’s perception of Risk Factors:

Please refer to the chapter on “Risk Factors” in the Disclosure Document.

G. Details of defaults, if any, including the amounts involved, duration of default, and present status, in repayment of:

- (i) Statutory Dues: No defaults
- (ii) Debentures and interest thereon: No defaults
- (iii) Deposits and interest thereon: No defaults
- (iv) Loans from banks or financial institutions and interest thereon: No defaults

H. Name, designation, address and phone number, email ID of the nodal / compliance officer of the Company, if any, for the Issue:

Compliance/ Investor Relations Officer: Bhumika Jani

Designation/Department: Compliance Officer

Address: Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098

Tel. Nos.: 022 42159000

Fax Nos.: -

Email address(s): nbfccompliance@centrum.co.in

I. Any Default in Annual filing of the company under the Companies Act, 2013 or the rules made thereunder:

NIL

1.2 PARTICULARS OF THE OFFER:

Financial position of the Company for the last 3 financial years	<i>For information on financial position of the Company, please refer to the segment 'A Brief Summary of the Business/ Activities of the Issuer and its Line of Business' in the Disclosure Document.</i>
Date of passing of Board Resolution	Board Resolution dated: May 16, 2018 Fund Raising Committee dated: September 26, 2018
Date of passing of resolution in general meeting, authorizing the offer of securities	Shareholders resolution passed under Section 42 dated June 8, 2018.
Kinds of securities offered (i.e. whether share or debentures) and class of security, the total number of shares or other securities to be issued	Secured, listed, rated, redeemable, non-convertible, principal protected, market linked debentures.
Price at which the	Rs.1,00,900

security is being offered, including premium if any, along with justification of the price	
Name and address of the valuer who performed valuation of the security offered and the basis on which the price has been arrived at along with report of the registered valuer	N.A.
Relevant date with reference to which the price has been arrived at	N.A.
The class or classes of persons to whom the allotment is proposed to be made	<p>Individuals, Trust, Company etc</p> <p>For more details, kindly refer to section – ‘Who can apply’ in the document or the section ‘Eligible Investor(s)’ in the Term Sheet</p>
Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer)	N.A.
The proposed time within which the allotment shall be completed	<p>Issue open date - March 28, 2019</p> <p>Issue close date – March 29, 2019</p>
The names of the proposed allottees and the percentage of post private placement capital that may be held by them	N.A.
The change in control,	N.A.

if any, in the company that would occur consequent to the private placement	
The number of persons to whom allotment has already been made during the year, in terms of number of securities as well as price	During the year commencing April 1, 2018 till December 31, 2018 an allotment has been made on rights issue basis for Rs. 90 crores effective date November 2, 2018
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	N.A.
Amount, which the Company intends to raise by way of proposed offer of securities	Rs. 10,00,00,000/- (Rupees ten crore only)
Terms of raising of securities	As per Term Sheet annexed as Annexure A to the Disclosure Document
Proposed time schedule for which the Issue is valid	Issue open date- March 28, 2019 Issue close date- March 26, 2019
Purpose and objects of the Issue	(1) Long term augmentation of funds; OR (2) Onward lending and General Corporate purpose.
Contribution being made by the Promoters or directors either as part of the offer or separately in furtherance of the object	No contribution is being made by the directors or promoters of the issuer

Principal terms of assets charged as security, if applicable	As per Term Sheet annexed as Annexure A to the Disclosure Document					
The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations	Nil					
The pre-issue and post-issue shareholding pattern of the company as on December 31, 2018	Sl. No.	Category	Pre-issue		Post-issue	
			No of shares held	% of Shareholding	No of shares held	% of Shareholding
	A	Promoters holding	68,95,69,420-100%		68,95,69,420-100%	
	1	Indian				
		Individual				
		Bodies Corporate				
		Sub-total				
	2	Foreign Promoters				
		Sub-total (A)				
	B	Non-promoters holding				
	1	Institutional Investors				
	2	Non-Institutional Investors				
		Private Corporate Bodies				
		Directors and Relatives				
		Indian Public				

		Others [including Non-Resident Indians(NRIs)]			
		Sub-total (B)			
		GRAND TOTAL	68,95,69,420-100%	68,95,69,420-100%	

1.3 MODE OF PAYMENT FOR SUBSCRIPTION:

- Cheque
- Demand Draft
- Other Banking Channels

1.4 DISCLOSURE WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION, ETC:

Any financial or other material interest of the directors, promoters or key managerial personnel in the Issue and the effect of such interest in so far as it is different from the interests of other persons	Nil			
Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any Promoters of the Company during the last 3 (three) years immediately preceding the year of the issue of this Disclosure Document and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed	Nil			
Remuneration of directors (during the current year and last 3 (three) financial years)	Name of Director	2018-19 (In Rs.)	2017-18 (In Rs.)	2016-17 (In Rs.)

Private & Confidential – For Private Circulation Only

	Ranjan Ghosh	1,08,75,642	2,21,85,096	94,89,664
	Rishad Byramjee	90,000	3,42,000	72,000
	Harish Engineer	1,40,000	2,56,000	-
	Dipali Sheth	1,26,000	-	-
	G S Sundararajan	1,98,000	1,98,000	-
	R S Reddy	36,000		
	Rajesh Nanavaty	-	54,000	36,000
	Subhash Kutte	-	2,38,500	36,000
	Parag Shah	-	-	63,000
	Swati Sahukara	-	-	27,000
	P.R Kalyanaraman	-	-	13,500
Related party transactions entered during the last 3 (three) financial years immediately preceding the year of issue of this Disclosure Document including with regard to loans made or, guarantees given or securities provided	Appendix attached hereto			
Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (five) financial years immediately preceding the year of issue of this Disclosure Document and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark	No adverse remarks by auditors			
Details of any inquiry, inspections or investigations initiated or conducted under	Nil			

the Companies Act or any previous company law in the last 3 (three) years immediately preceding the year of issue of Disclosure Document in the case of the Company and all of its subsidiaries. Also if there were any were any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last 3 (three) years immediately preceding the year of this Disclosure Document and if so, section-wise details thereof for the Company and all of its subsidiaries	
Details of acts of material frauds committed against the Company in the last 3 (three) years, if any, and if so, the action taken by the company	Nil

1.5 FINANCIAL POSITION OF THE COMPANY:

The capital structure of the Company in the following manner in a tabular form as on December 31, 2018:

The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value)	Share Capital	Rs.
	Authorised	
	15,00,00,000 equity shares	1,50,00,00,000
	Issued, Subscribed and Fully Paid- up	
	9,89,56,942 equity shares	9,89,56,9420/-
Size of the Present Issue	Rs. 10 crores	
Paid-up Capital:	[Not applicable in case of this Issue]	
a. After the offer:		
b. After the conversion of Convertible Instruments (if applicable):		

Share Premium Account:				[Not applicable in case of this Issue]				
a. Before the offer:								
b. After the offer:								
Details of the existing share capital of the Issuer as on December 31, 2018: As provided above.								
Date of Allotment	No. of Equity Shares	Face Value (Rs)	Issue Price (Rs)	Consideration (Cash, other than cash, etc)	Nature of Allotment	Cumulative		
						No of equity shares	Equity Share Capital (Rs)	Equity Share Premium (in Rs)
03.10.2015	1,49,62,500	10	28.51	42,65,80,875	Rights issue	1,49,62,500	19,712,5000	18.51
05.10.2015	1,13,47,222	10	28.51	32,35,09,299.2	Rights issue	2,63,09,722	310,597,220	18.51
12.10.2015	58,23,698	10	28.51	16,60,33,629	Rights issue	3,21,33,420	368,834,200	18.51
29.03.2018	1,99,78,522	10	20.02	59,97,55,230	Rights issue	5,21,11,942	568,619,420	20.02
20.06.2018	50,00,000	10	20	15,00,00,000	Conversion of CCD	5,71,11,942	61,86,19,420	20
26.09.2018	70,95,000	10	28.06	2,15,00,000	Conversion of CCD	6,42,06,942	68,95,69,420	18.06
2.11.2018	3,00,00,000	10	30	90,00,00,000	Rights Issue	9,89,56,942	98,95,69,420	20.00
Details of allotments made by the Company in past 1 (one) year along with details of allotment made for consideration other than cash				29.03.2018- Allotment of 1,99,78,522 equity shares				
				20.06.2018-Allotment pursuant to conversion of Compulsorily Convertible Debentures into 50,00,000 equity shares				
				26.09.2018- Allotment pursuant to conversion of Compulsorily Convertible Debentures into 70,95,000 equity shares				
				2.11.2018 –Allotment of 3,00,00,000 equity shares pursuant to right issue				
Profits of the Company, before and after making provision for tax, for the 3 (three) financial years immediately preceding the date of circulation of this Disclosure Document								
					2018	2017	2016	
				Profit Before Tax (In Cr)	2.82	8.49	6.59	

	Profit After Tax (In Cr)	0.39	5.48	4.70												
Dividends declared by the Company in respect of the said 3 (three) financial years; interest coverage ratio (Includes hedging expenses and forex loss) for last three years (cash profit after tax plus interest paid/interest paid)	<table><tr><td></td><td>2018</td><td>2017</td><td>2016</td></tr><tr><td>Dividend (Rs crore)</td><td>0</td><td>0</td><td>0</td></tr><tr><td>Interest Coverage Ratio</td><td>-</td><td>-</td><td>-</td></tr></table>					2018	2017	2016	Dividend (Rs crore)	0	0	0	Interest Coverage Ratio	-	-	-
	2018	2017	2016													
Dividend (Rs crore)	0	0	0													
Interest Coverage Ratio	-	-	-													
A summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of issue of this Disclosure Document	Please refer to the Disclosure Documents for details.															
Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of circulation of this Disclosure Document	Please refer to the Disclosure Documents for details.															
Any change in accounting policies during the last 3 (three) years and their effect on the profits and the reserves of the Company	<p><u>Ancillary borrowing cost</u></p> <p>During the current year, the Company has changed its policy for accounting of ancillary borrowing costs from recording it in the year in which these were incurred to amortising such costs over the tenure of the underlying borrowings.</p> <p>Had the Company applied the accounting policy as in the previous year, the profit for the year would have been lower by Rs. 11,843,750.</p> <p><u>Amalgamation</u></p> <p>The Company has amalgamated with two entities namely Shree Srinivas Realtors Private Limited ('SSRPL') and Agrata Mercantile Private Limited ('AMPL') w.e.f. 01 April 2017. The amalgamation was in the nature of purchase accounting for which has been done following the net assets method as per Accounting Standard ("AS") 14 issued by the Institute of Chartered Accountants of India ("ICAI"). The assets and liabilities have been taken over at their fair values which has resulted in Goodwill on amalgamation amounting to Rs. 155,21,982 which has been amortised over a period of 11 years as considered reasonable by the management.</p>															

PART - B

(To be filed by the Applicant)

- (i) Name: [●]
- (ii) Father's name: [●]
- (iii) Address: [●]
- (iv) Phone number, if any: [●]
- (v) Email ID, if any: [●]
- (vi) PAN Number: [●]
- (vii) Bank Account Details: [●]

Signature

Initial of the Officer of the company designated to keep the record

The application form is enclosed separately.

APPENDIX TO FORM PAS - 4: RELATED PARTY TRANSACTIONS FOR 3 YEARS

FY 2015-16

Related Party Transaction for the period July 2015 to March 2016

A. Nature of Relationship	Name	
Holding Company	Centrum Retail Services Limited	
Particulars	Current Year	Previous Year
Loan Taken	18,95,00,000	8,43,24,169
Loan Repaid	24,38,24,169	3,00,00,000
Balance payable at end of year	-	5,43,24,169
Interest Expenses	21,86,002	45,50,614
Interest Payable	-	25,23,759
Legal and Professional Expenses	-	1,75,000
Legal and Professional Expenses Payable	-	1,65,000

B. Nature of Relationship	Name	
Ultimate Holding Company	Centrum Capital Limited	
Particulars	Current Year	Previous Year
Loan Taken	91,57,85,000	82,08,51,169
Loan Repaid	98,77,97,814	92,53,59,680
Balance payable at end of year	-	7,69,92,538
Loan Given	76,28,02,186	-

Private & Confidential – For Private Circulation Only

loan Received Back	38,28,15,480	-
Balance Receivable at end of year	37,50,06,982	-
Interest Expenses	74,19,362	2,52,02,693
Rent Expense	4,69,742	9,35,634
Legal and Professional Expenses	9,00,000	-
Interest Payable	85,50,033	20,80,678
Rent Payable	7,23,990	2,67,753
Legal and Professional Expenses Payable	9,40,500	-
Interest Income	49,95,671	-
Interest Receivable	44,96,104	-
Corporate Guarantees given	40,00,00,000	-
Corporate Guarantees outstanding	50,00,00,000	10,00,00,000

C. Nature of Relationship	Name	
Associate	Centrum Securities Private Limited	
Particulars	Current Year	Previous Year
Advance Given	3,98,00,000	64,00,000
Advance Received Back	66,00,000	-
Interest Income	8,04,175	5,16,734

Balance receivable at end of year	3,32,00,000	64,00,000
Interest Receivable	1,23,032	4,87,399

D. Nature of Relationship	Name	
Enterprise controlled by Key Management Personnel	Businessmatch Services (I) Private Limited	
Particulars	Current Year	Previous Year
Loan Taken	2,80,00,000	14,69,50,000
Loan Taken Repaid	5,31,85,000	13,33,15,000
Interest Expenses	9,74,800	65,82,723
Balance Payable at end of year	-	2,51,85,000
Interest Payable	1,79,05,487	1,72,22,241

E. Nature of Relationship	Name	
Fellow Subsidiary	Centrum Broking Limited	
Particulars	Current Year	Previous Year
Loan Given	-	50,00,000
Loan Received Back	-	92,20,000
Balance Receivable at end of year	-	-
Interest Income	-	4,40,330

F. Nature of Relationship	Name	
Fellow Subsidiary	Centrum wealth Management Limited	

Particulars	Current Year	Previous Year
Commission and Brokerage Expenses	1,24,60,000	-
Commission and Brokerage Payable	1,30,20,700	-

F. Nature of Relationship	Name	
Fellow Subsidiary	Centrum Direct Limited	
Particulars	Current Year	Previous Year
Loan Taken	10,00,00,000	-
Loan Repaid	10,00,00,000	-
Interest Expenses	11,09,290	-
Interest Payable	9,98,361	-

FY 2016-17

RELATED PARTY DISCLOSURE AS REQUIRED UNDER AS-18 ISSUED BY ICAI

Related party transactions in the ordinary course of business.

A. Nature of Relationship	Name
Holding Company	Centrum Retail Services Limited

Private & Confidential – For Private Circulation Only

Particulars	Current Year	Previous Year
Loan Taken		
Loan Taken	25,00,00,000	18,95,00,000
Loan Repaid	25,00,000,00	24,38,24,169
Balance payable at end of year	NIL	NIL
Interest Payable	NIL	NIL
Legal and Professional Expenses Payable	NIL	NIL
Interest Expenses	NIL	21,86,002
Legal and Professional Expenses	9,50,814	NIL

B. Nature of Relationship	Name	
Ultimate Holding Company	Centrum Capital Limited	
Particulars	Current Year	Previous Year
Loan Taken		
Loan Taken	NIL	91,57,85,000
Loan Repaid	NIL	98,77,97,814
Balance payable at end of year	49,79,724	NIL
Loan Given	122,78,91,599	76,28,02,186
Loan Received Back	84,83,81,267	38,28,15,480
Interest Payable	13,46,267	85,50,033
Balance Receivable at end of year	75,94,97,038	37,50,06,982
Rent Payable	7,23,990	7,23,990
Interest Expenses	7,46,959	74,19,362
Legal and Professional Expenses Payable	9,40,500	9,40,500
Rent Expense	NIL	4,69,742

Legal and Professional Expenses	NIL	9,00,000
Interest Income	7,84,00,353	49,95,671
Interest Receivable	2,64,901	44,96,104
Corporate Guarantees given	41,00,00,000	40,00,00,000

C. Nature of Relationship	Name	
Associate	Centrum Securities Private Limited	
Particulars	Current Year	Previous Year
Advance Given	98,00,000	3,98,00,000
Advance Received Back	NIL	66,00,000
Interest Income	67,09,951	8,04,175
Balance receivable at end of year	4,94,00,000	3,32,00,000
Interest Receivable	61,61,987	1,23,032

D. Nature of Relationship	Name	
Enterprise controlled by Key Management Personnel	Businessmatch Services (I) Private Limited	
Particulars	Current Year	Previous Year
Loan Taken	1,50,00,000	2,80,00,000
Loan Taken Repaid	1,50,00,000	5,31,85,000
Interest Expenses	NIL	9,74,800
Balance Payable at end of year	NIL	NIL
Interest Payable	1,79,05,487	1,79,05,487

E. Nature of Relationship	Name	
Fellow Subsidiary	Centrum Broking Limited	
Particulars	Current Year	Previous Year
Loan Given	4,15,50,000	5,000,000
Loan Received Back	NIL	9,220,000
Balance Receivable at end of year	4,15,50,500	NIL
Commission and Brokerage Expenses	3,09,91,845	NIL
Commission and Brokerage Payable	30,472	NIL
Interest Income	6,25,052	440,330
Interest Receivable	5,62,547	NIL

F. Nature of Relationship	Name	
Fellow Subsidiary	Centrum Direct Limited	
Particulars	Current Year	Previous Year
Loan Taken	NIL	10,00,00,000
Loan Repaid	NIL	10,00,00,000
Interest Expenses	NIL	11,09,290
Interest Payable	9,98,361	9,98,361
Reimbursement of Expenses	72,500	NIL

G. Nature of Relationship	Name	
Fellow Subsidiary	Centrum Wealth Management Limited	
Particulars	Current Year	Previous Year
Commission and Brokerage Expenses	NIL	1,24,60,000

Balance Payable at end of year	NIL	1,30,20,700
Loan Given	4,61,84,598	NIL
Loan Received Back	4,61,84,598	NIL
Balance Receivable at end of year	NIL	NIL
Interest Income	24,04,472	NIL
Interest Receivable	NIL	NIL

H. Nature of Relationship	Name	
Fellow Subsidiary	Shree Srinivas Realtors Pvt Ltd	
Particulars	Current Year	Previous Year
Loan Given	10,17,084	NIL
Interest Income	44,863	NIL
Interest Receivable	40,377	NIL

I. Nature of Relationship	Name	
Fellow Subsidiary	Agrata Mercantile Pvt Ltd	
Particulars	Current Year	Previous Year
Loan Given	2,52,50,000	NIL
Loan Repaid	NIL	NIL
Balance receivable at end of year	2,52,50,000	NIL
Interest Income	33,31,617	NIL
Interest Receivable	29,98,455	NIL

FY 2017-18

26. Related party disclosure

As per the requirement of Accounting Standards 18- On Related Party Disclosures, the name of the related parties with the description of the relationship and transactions between the reporting enterprise and its related parties, as identified by the management are as follows :

26.1 Name of related parties

Nature of relationship	Name of the party
Holding company	Centrum Capital Limited
Enterprises in which KMP are able to exercise control or have significant influence	Centrum Retail Services Limited Centrum Microcredit Private Limited Centrum Securities Private Limited Centrum Housing Finance Limited Centrum Wealth Management Limited Businessmatch Services (I) Private Limited Centrum Broking Limited Centrum Direct Limited Centrum Defence System Limited BG Advisory Services LLP Buyforex India Limited Centrum Alternatives LLP Commonwealth Centrum Advisors Limited Centrum International Services PTE Centrum Infrastructure Advisory Limited Centrum Capital Holdings LLC Centrum Securities LLC Centrum Insurance Brokers Limited Centrum Investment Advisors Limited Krish and Ram Forex Private Limited Centrum REMA LLP Pyxis Finvest Limited Agrata Mercantile Private Limited* Shree Srinivas Realtors Private Limited*
Key Management Personnel (KMP)	Mr. Ranjan Ghosh (Managing Director)

*Companies have been amalgamated with CFSL effective from 01 April 2017.

Centrum Financial Services Limited

Summary of significant accounting policies and other explanatory information

26.2 Transaction with related parties

(Amount in Rs.)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
a. Transactions during the year		
-		
Issue of equity shares including securities premium		
Centrum Capital Limited	59,97,55,230	-
Loans given		
Centrum Capital Limited	68,25,00,000	1,22,78,91,599
Centrum Microcredit Private Limited	8,00,00,000	-
Centrum Retail Services Limited	7,50,00,000	-
Centrum Securities Private Limited	-	98,00,000
Centrum Broking Limited	-	4,15,50,000
Centrum Wealth Management Limited	17,24,590	4,61,84,598
Shree Srinivas Realtors Private Limited	-	10,17,084
Agrata Mercantile Private Limited	-	2,52,50,000
Centrum Infrastructure Advisory Limited	-	2,90,00,000
Loan taken		
Centrum Capital Limited	30,00,00,000	-
Centrum Housing Finance Limited	10,00,00,000	-
Centrum Retail Services Limited	3,00,00,000	25,00,00,000
Bussinessmatch Services (I) Private Limited	-	1,50,00,000

Loan repaid		
Centrum Capital Limited	30,00,00,000	-
Centrum Housing Finance Limited	10,00,00,000	-
Centrum Retail Services Limited	3,00,00,000	25,00,00,000
Bussinessmatch Services (I) Private Limited	-	1,50,00,000
MLD repaid including accrued interest*		
Centrum Broking Limited	2,00,70,000	-
Centrum Wealth Management Limited	27,98,54,250	-
Loan repayment		
Centrum Capital Limited#	1,38,09,15,672	84,83,81,267
Centrum Securities Private Limited	4,94,00,000	-
Centrum Broking Limited	4,15,50,000	-
Centrum Microcredit Private Limited	8,00,00,000	-
Centrum Retail Services Limited	7,50,00,000	-
Centrum Wealth Management Limited	17,24,590	4,61,84,598
Centrum Infrastructure Advisory Limited	-	17,76,95,503
Rental income		
Centrum Capital Limited	2,58,15,416	-
Referral fee income		
Centrum Capital Limited	69,05,000	-
Processing fees income		
Centrum Microcredit Private Limited	16,20,000	-

Expenses incurred on behalf of the Company		
Centrum Microcredit Private Limited	63,78,975	-
Centrum Direct Limited	-	72,500

*MLDs were directly purchased from the market by the companies due to the which same is not disclosed by the Company. However, at the time of redemption amount is repaid to related party holding the MLD as on that date.

Loan repayment received from the party includes an amount of Rs. 110,000,000 which existed in the opening balance of the subsidiary merged in the Company. Hence, the opening balance is not disclosed in previous year figures. Also, the security deposit repaid includes the amount which is incorporated in the books due to amalgamation due to which opening balance is not disclosed in previous year balances.

Centrum Financial Services Limited

Summary of significant accounting policies and other explanatory information

(Amount in Rs.)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Interest income		
Centrum Capital Limited	9,41,00,909	7,84,00,353
Centrum Securities Private Limited	28,15,123	67,09,951
Centrum Broking Limited	24,38,359	6,25,052
Centrum Wealth Management Limited	98,278	24,04,472
Shree Srinivas Realtors Private Limited	-	44,863
Agrata Mercantile Private Limited	-	33,31,617
Centrum Microcredit Private limited	8,71,233	-
Centrum Infrastructure Advisory Limited	-	2,09,94,031

Interest expenses		
Centrum Capital Limited	6,72,193	7,46,959
Centrum Housing Finance Limited	4,36,986	-
Interest expense on MLD		
Centrum Broking Limited	1,05,076	-
Centrum Wealth Management Limited	2,87,99,505	-
Reimbursement of expenses		
Centrum Capital Limited	58,90,000	-
Group allocated expenses		
Centrum Retail Services Limited	46,37,513	-
Centrum Capital Limited	-	-
Security deposit received		
Centrum Capital Limited	1,13,55,747	-
Security deposit repaid		
Centrum Capital Limited	1,04,09,435	-
Corporate Guarantee taken		
Centrum Capital Limited	1,42,82,50,000	41,00,00,000
Debit note raised		
Centrum Retail Services Limited	1,00,00,000	-

Legal and professional fees		
Centrum Retail Services Limited	-	9,50,814
Centrum Capital Limited	-	9,40,500
Loans and advances (maximum balance)		
Centrum Capital Limited	94,84,15,672	77,20,81,546
Centrum Microcredit Private Limited	8,00,00,000	-
Centrum Retail Services Limited	7,50,00,000	25,00,00,000
Centrum Securities Private Limited	4,94,00,000	4,94,00,000
Centrum Broking Limited	4,15,50,000	4,15,50,000
Centrum Wealth Management Limited	17,24,590	3,31,63,898
Shree Srinivas Realtors Private Limited	-	10,17,084
Agrata Mercantile Private Limited	-	2,52,50,000
Centrum Infrastructure Advisory limited	-	17,56,95,503
Commission and Brokerage expenses		
Centrum Broking Limited	19,61,574	3,09,91,845
Key Management Personnel		
Managerial remuneration		
Mr. Ranjan Ghosh	2,21,85,096	-

Centrum Financial Services Limited

Summary of significant accounting policies and other explanatory information

(Amount in Rs.)

Particulars	As at 31 March 2018	As at 31 March 2017
Interest receivable		
Centrum Capital Limited	-	2,64,901
Centrum Securities Private Limited	35,862	61,61,987
Centrum Broking Limited	-	5,62,547
Shree Srinivas Realtors Private Limited	-	44,377
Agrata Mercantile Private Limited	-	29,98,455
Interest accrued and due		
Centrum Capital Limited	-	13,46,267
Businessmatch Services (I) Private Limited	-	1,79,05,487
Centrum Direct Limited	-	9,98,361
Rent payable		
Centrum Capital Limited	-	7,23,990
Commission and Brokerage Payable		
Centrum Broking Limited	30,472	30,472
Closing balances - Asset		
Centrum Capital Limited	17,09,46,312	75,34,35,948
Centrum Microcredit Private Limited	23,23,181	-
Centrum Broking Limited	9,64,38,566	4,15,50,000

Private & Confidential – For Private Circulation Only

Centrum Securities Private Limited	-	4,94,00,000
Closing balances - Liability		
Shree Srinivas Realtors Private Limited	-	10,17,084
Agrata Mercantile Private Limited	-	2,52,50,000
Centrum Wealth Management Limited	1,79,30,724	-

*MLDs were directly purchased from the market by the companies due to the which same is not disclosed by the Company. However, at the time of redemption amount is repaid to related party holding the MLD as on that date.

Loan repayment received from the party includes an amount of Rs. 110,000,000 which existed in the opening balance of the subsidiary merged in the Company. Hence, the opening balance is not disclosed in previous year figures. Also, the security deposit repaid includes the amount which is incorporated in the books due to amalgamation due to which opening balance is not disclosed in previous year balances

ANNEXURE G

Consent Letter of the Registrar to the Issue

NSDL Database Management Limited



October 15, 2018

To,
Ms. Ruta Sabnis
Company Secretary

Centrum Financial Services Limited
Centrum House, CST Road,
Vidyanagari Marg, Kalina
Santacruz (East)
Mumbai - 400098

Dear Madam,

This has reference to our discussion regarding consent letter for debenture issue of Rs. 350 Crore. We are happy to act as Register & Transfer Agents for proposed Secured, Listed, Rated, Redeemable Non-Convertible Principal Protected Market Linked Debentures of the face Value Rs.1,00,000/- (One Lakh) each for cash aggregating up to Rs. 350 Crore.

We hereby give our consent to include our name in the Disclosure Document for the Secured, Listed, Rated, Redeemable Non-Convertible Principal Protected Market Linked Debentures of the face Value Rs.1,00,000/- (Rs.One Lakh) each for cash aggregating up to Rs.350 Crore.

Our SEBI registration is INR000004181.

Thanking you

Yours faithfully

For **NSDL Database Management Ltd**


Nilesch Bhandare
Manager