DHANI LOANS AND SERVICES LIMITED

Our Company was incorporated as 'Malpani Securities Private Limited', a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated October 27, 1994 issued by the RoC. Subsequently, the name of our Company was changed to 'Shivshakti Financial Services Private Limited' pursuant to a fresh certificate of incorporation dated January 13, 2010. The name of our Company was changed to 'IVL Finance Limited' pursuant to a fresh certificate of incorporation dated October 19, 2016. Pursuant to a fresh certificate of incorporation dated September 18, 2018, the name of our Company was changed to 'Indiabulls Consumer Finance Limited'. Thereafter, the name of our Company was changed to 'Dhani Loans and Services Limited' and a fresh certificate of incorporation, consequent upon change of name was issued by the RoC on July 7, 2020. Our Company is registered as a Non-Banking Financial Company under section 45-IA of the Reserve Bank of India Act, 1934. For further details regarding changes to the name and registered office of our Company, please see "*History and other Corporate Matters*" on page 123.

Corporate Identification Number: U74899DL1994PLC062407

Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi – 110 001, India. **Telephone No.**: +91 11 3025 2900, **Facsimile No.**: +91 11 3015 6901

Corporate Office(s): Indiabulls House, One International Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013 **Telephone No.:** + 91 22 6189 1000, **Facsimile No.:** +91 22 6189 1421

Indiabulls House, 448-451, Udyog Vihar, Phase V, Gurugram- 122 016, **Telephone No.:** + 91 124 668 5899, **Facsimile No.:** + 91 124 668 1240

Website: www.dhaniloansandservices.com **Email**: support@dhani.com

Company Secretary and Compliance Officer: Mr. Manish Rustagi; **Telephone No.:** + 91 12 4668 5899; **Facsimile No.:** + 91 12 4668 1240; **E-mail**: mrustagi@dhani.com

PUBLIC ISSUE BY DHANI LOANS AND SERVICES LIMITED, ("COMPANY" OR "ISSUER") OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("NCDs") AGGREGATING UP TO ₹ 10,000 MILLION ("SHELF LIMIT") ("ISSUE"). THE NCDs WILL BE ISSUED IN ONE OR MORE TRANCHES UP TO THE SHELF LIMIT, IN THE RELEVANT TRANCHE PROSPECTUS FOR ANY TRANCHE ISSUE (EACH A "TRANCHE ISSUE"), WHICH SHOULD BE READ TOGETHER WITH THIS DRAFT SHELF PROSPECTUS AND THE SHELF PROSPECTUS (COLLECTIVELY THE "OFFER DOCUMENTS"). THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED (THE "SEBI DEBT REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED AND TO THE EXTENT NOTIFIED.

OUR PROMOTER

Our promoter is Dhani Services Limited (*formerly Indiabulls Ventures Limited*). For further details refer to the section "*Our Promoter*" on page 148.

GENERAL RISKS

For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue, including the risks involved, specific attention of the Investor is invited to "*Risk Factors*" and "*Material Developments"* on page 16 and 160, respectively, of the Draft Shelf Prospectus, Shelf Prospectus and in the relevant Tranche Prospectus of any Tranche Issue before making any investment in such Tranche Issue. This Draft Shelf Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), any registrar of companies or any stock exchange in India nor do they guarantee the accuracy or adequacy of this document.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Draft Shelf Prospectus read together with the Shelf Prospectus and relevant Tranche Prospectus for a Tranche Issue does contain and will contain all information with regard to the Issuer and relevant Tranche Issue which is material in the context of the Issue. The information contained in this Draft Shelf Prospectus read together with Shelf Prospectus and relevant Tranche Prospectus is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Shelf Prospectus as a whole or any of part of such information or the expression of any such opinions or intentions misleading, in any material respect.

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

For the details relating to Coupon Rate, Coupon Payment Frequency, Redemption Date and Redemption Amount of the NCDs, please see "*Terms of the Issue*" on page 204. For details relating to Eligible Investors please see "*Issue related information*" on page 199.

CREDIT RATINGS

The NCDs proposed to be issued under this Issue have been rated IVR AA/ Stable Outlook, for an amount of ₹ 10,000 million by Infomerics Valuation and Rating Private Limited *vide* letter dated March 12, 2021 and instruments with this rating are considered to offer high degree of safety regarding timely servicing of financial obligations and carry very low credit risk. For the rating letter and rationale for these ratings, see Annexure A of this Draft Shelf Prospectus. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decision. These ratings are subject to suspension, revision or withdrawal at any time by the assigning rating agencies and should be evaluated independently of any other ratings.

LISTING

The NCDs offered through this Draft Shelf Prospectus along with the Shelf Prospectus and relevant Tranche Prospectus are proposed to be listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**", and along with BSE are referred to as "**Stock Exchanges**"). Our Company has received an 'in-principle' approval from the BSE *vide* its letter no. [●] dated [●] and NSE *vide* its letter no. [●] dated [●]. For the purposes of the Issue, BSE shall be the Designated Stock Exchange.

PUBLIC COMMENTS

This Draft Shelf Prospectus dated March 26, 2021 shall be filed with BSE and NSE, pursuant to Regulation 6(2) of the SEBI Debt Regulations and will be open for public comments for a period of seven Working Days (i.e., until 5 p.m.) from the date of filing of this Draft Shelf Prospectus with the Designated Stock Exchange. All comments on this Draft Shelf Prospectus are to be forwarded to the attention of the Compliance Officer of our Company. Comments may be sent through post, facsimile or e-mail. However, please note that all comments by post must be received by the Issuer by 5:00 p.m. (Indian Standard Time) on the seventh Working Day from the date on which this Draft Shelf Prospectus is hosted on the website of the Designated Stock Exchange.

LEAD MANAGERS TO THE ISSUE

EDELWEISS FINANCIAL SERVICES LIMITED	TRUST INVESTMENT ADVISORS PRIVATE LIMITED
Edelweiss House, Off CST Road, Kalina, Mumbai - 400 098, Maharashtra, India **Telephone No.**: +91 22 4086 3535 **Facsimile No.**: +91 22 4086 3610 **Email**: dlsl.ncd@edelweissfin.com **Investor Grievance Email**: customerservice.mb@edelweissfin.com **Website**: www.edelweissfin.com **Contact Person**: Ms. Saili Dave and Mr. Malay Shah **Compliance Officer:** Mr. B. Renganathan **SEBI Registration No.**: INM0000010650 **CIN**: L99999MH1995PLC094641	109/110, Balarama, Bandra Kurla Complex, Bandra (E) Mumbai 400 051 Maharashtra, India. **Telephone No.**: +91 22 40845000 **Facsimile No.**: +91 22 40845066 **Email**: projectshubh2@trustgroup.in **Investor Grievance Email**: customercare@trustgroup.in **Website**: www.trustgroup.in **Contact Person**: Ms. Hani Jalan **Compliance Officer:** Mr. Brijmohan Bohra **SEBI Registration No.**: INM000011120 **CIN**: U67190MH2006PTC162464

DEBENTURE TRUSTEE**	REGISTRAR TO THE ISSUE
BEACON TRUSTEESHIP LIMITED** 4 C&D, Siddhivinayak Chambers, Gandhi Nagar, Opp. MIG Cricket Club Bandra (East), Mumbai- 400 051 **Tel: +91 22 26558759** **Email:** compliance@beacontrustee.co.in **Investor Grievance e-mail:** investorgrievances@beacontrustee.co.in **Website:** www.beacontrustee.co.in **Contact Person:** Mr. Vitthal Nawandhar **SEBI Registration Number:** IND000000569 **CIN:** U74999MH2015PLC271288	**KFIN TECHNOLOGIES PRIVATE LIMITED** (*formerly known as Karvy Fintech Private Limited*) Selenium Tower B, Plot No – 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad Rangareddy, Telangana– 500 032 **Telephone No.**: +91 40 6716 2222 **Facsimile No.**: +91 40 2343 1551 **Email**: dhani.ncd@kfintech.com **Investor Grievance Email**: einward.ris@kfintech.com **Website**: www.kfintech.com **Contact Person**: Mr. M Murali Krishna **SEBI Registration. No.**: INR000000221 **CIN:** U67200TG2017PTC117649

ISSUE PROGRAMME*

ISSUE OPENS ON: As specified in the relevant Tranche Prospectus	**ISSUE CLOSES ON:** As specified in the relevant Tranche Prospectus

**The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. during the period indicated in the relevant Tranche Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or Bond Issue Committee thereof. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement on or before such earlier or extended date of Issue closure in which pre-issue advertisement and advertisement for opening or closure of the Issue have been given. Applications Forms for the Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by BSE and NSE, on Working Days, during the Issue Period. On the Issue Closing Date, the Application Forms will be accepted only between 10 a.m. to 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by BSE and NSE. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 p.m. (Indian Standard Time) on one Working Day post the Issue Closing Date. For further details please refer to the section titled "Issue Related Information" on page 199.*

***Beacon Trusteeship Limited under regulation 4(4) of SEBI Debt Regulations has by its letter dated March 25, 2021 has given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in Offer Document and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue. For further details, please see Annexure B of this Draft Shelf Prospectus.*

A copy of the Shelf Prospectus and relevant Tranche Prospectus shall be filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana, in terms of section 26 and 31 of the Companies Act, 2013, applicable as on date of the Shelf Prospectus along with the endorsed/certified copies of all requisite documents. For further details please see "Material Contracts and Documents for Inspection" on page 253.

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SECTION I-GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, all references in this Draft Shelf Prospectus to "the Issuer", "our Company", "the Company" or "DLSL" are to Dhani Loans and Services Limited, a public limited company incorporated under the Companies Act, 1956, as amended and replaced from time to time, having its registered office at M-62 & 63, First Floor, Connaught Place, New Delhi – 110 001, India. Unless the context otherwise indicates, all references in this Draft Shelf Prospectus to "we" or "us" or "our" are to our Company.

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

Company related terms

Term	Description
₹/Rs./INR/Rupees/Indian Rupees	The lawful currency of the Republic of India
Articles/ Articles of Association/AoA	Articles of Association of our Company
Board/ Board of Directors	Board of Directors of our Company or a duly constituted committee thereof
Bond Issue Committee	The committee constituted and authorised by our Board of Directors to take necessary decisions with respect to the Issue by way of board resolution dated September 27, 2018 and December 4, 2018
Corporate Office(s)	One International Centre (*Formerly Indiabulls Finance Centre*), Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013 and Indiabulls House, 448-451, Udyog Vihar, Phase V, Gurugram- 122016
Director(s)	Director of our Company, unless otherwise specified
DSL	Dhani Services Limited (*formerly Indiabulls Ventures Limited*)
Equity Shares	Equity shares of our Company of face value of ₹ 10 each
Group Companies	Includes the group companies covered by the definition under regulation 2(1)(t) of the SEBI ICDR Regulations
Half-year Limited Review Financial Results	The unaudited interim financial information for the half-year ended September 30, 2020 both standalone and consolidated prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015
IDSL	Indiabulls Distribution Services Limited
IHFL	Indiabulls Housing Finance Limited
IIAL	Indiabulls Investment Advisors Limited
Key Managerial Personnel	The Key Managerial Personnel of the Company appointed in accordance with the provisions of the Companies Act, 2013
Limited Review Financial Results	The Half-year Limited Review Financial Results and Nine-months Limited Review Financial Results collectively to be referred as Limited Review Financial Results
Memorandum/ Memorandum of Association/ MoA	Memorandum of Association of our Company
Nine-months Limited Review Financial Results	The unaudited interim financial information for the nine month period ended December 31, 2020 both standalone and consolidated prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015
Promoter	The promoter of our Company, being Dhani Services Limited (*formerly Indiabulls Ventures Limited*)

Term	Description
Promoter Group	Includes the Promoter and entities covered by the definition under regulation 2(1) (pp) of the SEBI ICDR Regulations
Preference Shares	0.001% Compulsorily Convertible Preference Shares of face value of ₹ 10 each
Reformatted Financial Statements	Collectively, the Reformatted IND AS Financial Statements and Reformatted IGAAP Financial Statements
Reformatted IGAAP Financial Statements	The Reformatted Statement of Assets and Liabilities as at March 31, 2018, March 31, 2017 and March 31, 2016, the Reformatted Statement of Profit and Loss and the Reformatted Statement of Cash Flows for the years ended March 31, 2018, March 31, 2017 and March 31, 2016 and a summary of the significant accounting policies and other explanatory information for the years then ended, each prepared in accordance with Indian GAAP The audited financial statements as at and for the years ended March 31, 2018, March 31, 2017 and March 31, 2016 form the basis for such Reformatted IGAAP Financial Statements
Reformatted IND AS Financial Statements	Collectively, the Reformatted Consolidated IND AS Financial Statements and the Reformatted Standalone IND AS Financial Statements
Reformatted IND AS Standalone Financial Statements	The Reformatted Standalone Statement of Assets and Liabilities as at March 31, 2020 and March 31, 2019 , the Reformatted Standalone Statement of Profit and Loss (including other comprehensive income), the Reformatted Standalone Statement of Cash Flows and the Reformatted Standalone Statement of Changes in Equity for the years ended March 31, 2020 and March 31, 2019 and a summary of the significant accounting policies and other explanatory information for the years then ended, each prepared in accordance with IND AS The audited standalone financial statements as at and for the year ended March 31, 2020 and March 31, 2019, form the basis for such Reformatted IND AS Standalone Financial Statements
Reformatted IND AS Consolidated Financial Statements	The Reformatted Consolidated Statement of Assets and Liabilities as at March 31, 2020 and March 31, 2019 , the Reformatted Consolidated Statement of Profit and Loss (including other comprehensive income), the Reformatted Consolidated Statement of Cash Flows and the Reformatted Consolidated Statement of Changes in Equity for the years ended March 31, 2020 and March 31, 2019 and a summary of the significant accounting policies and other explanatory information for the years then ended , each prepared in accordance with IND AS The audited consolidated financial statements as at and for the year ended March 31, 2020 and March 31, 2019, form the basis for such Reformatted IND AS Consolidated Financial Statements
Registered Office	M-62 & 63, First Floor, Connaught Place, New Delhi – 110 001, India
RoC	Registrar of Companies, National Capital Territory of Delhi and Haryana
Statutory Auditors/Auditors	The statutory auditors of our Company, being M/s Walker Chandiok & Co LLP, Chartered Accountants
Subsidiaries	The subsidiaries of our Company in terms of Section 2(87) of the Companies Act, 2013, namely, 1. TranServ 2. IIAL 3. IDSL 4. Indiabulls Alternate Investments Limited, as a subsidiary of IDSL
TranServ	TranServ Limited (*formerly TranServ Private Limited*)

Issue related terms

Term	Description
Abridged Prospectus	The memorandum containing the salient features of the Shelf Prospectus and the respective Tranche Prospectus
Allotment/ Allot/ Allotted	The issue and allotment of the NCDs to successful Applicants pursuant to the Issue
Allotment Advice	The communication sent to the Allottees conveying details of NCDs allotted to the

Term	Description
	Allottees in accordance with the Basis of Allotment
Allottee(s)	The successful Applicant to whom the NCDs are Allotted, either in full or part, pursuant to the Issue
Applicant/ Investor/ ASBA Applicant	A person who applies for the issuance and Allotment of NCDs pursuant to the terms of this Draft Shelf Prospectus, the Shelf Prospectus, relevant Tranche Prospectus, the Abridged Prospectus and the Application Form for respective Tranche Issue through ASBA process
Application	An application to subscribe to the NCDs (whether physical or electronic) offered pursuant to the Issue by submission of a valid Application Form and payment of the Application Amount by any of the modes as prescribed under the Shelf Prospectus and respective Tranche Prospectus(es)
Application Amount	The aggregate value of the NCDs applied for as indicated in the Application Form for the Issue
Application Form/ ASBA Form	The form in terms of which the Applicant shall make an offer to subscribe to the NCDs through the ASBA process and which will be considered as the Application for Allotment of NCDs in terms of the Shelf Prospectus and the respective Tranche Prospectus
"ASBA" or "Application Supported by Blocked Amount" or "ASBA Application"	An application (whether physical or electronic) to subscribe to the NCDs offered pursuant to the Issue by submission of a valid Application Form and authorising an SCSB to block the Application Amount in the ASBA Account or to block the Application Amount using the UPI Mechanism, where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by retail individual investors which will be considered as the application for Allotment in terms of the Shelf Prospectus and the relevant Tranche Prospectus
ASBA Account	A bank account maintained by an ASBA Bidder with an SCSB, as specified in the ASBA Form submitted by ASBA Applicants for blocking the Bid Amount mentioned in the ASBA Form and will include a bank account of a retail individual investor linked with UPI, for retail individual investors submitting application value upto ₹ 2,00,000
Banker(s) to the Issue	Collectively, the Public Issue Account Bank and the Refund Bank
Base Issue	As will be specified in the relevant Tranche Prospectus for each Tranche Issue
Basis of Allotment	As will be specified in the relevant Tranche Prospectus for each Tranche Issue
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, i.e., Designated Branches of SCSB, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Broker Centres	Broker Centres notified by the Stock Exchanges where Applicants can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Trading Members are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com
BSE	BSE Limited
CARE	CARE Ratings Limited
Category I – Institutional Investors	• Public financial institutions, scheduled commercial banks, and Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs; • Provident funds and pension funds with minimum corpus of ₹ 250 million, and superannuation funds and gratuity funds, which are authorised to invest in the NCDs; • Alternative Investment Funds subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended; • Venture Capital Funds registered with SEBI; • Insurance Companies registered with IRDA; • State industrial development corporations; • Insurance funds set up and managed by the army, navy, or air force of the Union of India; • Insurance funds set up and managed by the Department of Posts, the Union of India; • National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; • Systemically important non-banking financial companies being non-banking financial companies registered with the Reserve Bank of India and having a net worth of more than ₹ 5,000 million as per its last audited financial statements; and • Mutual Funds registered with SEBI

Term	Description
Category II – Non-Institutional Investors	• Companies within the meaning of section 2(20) of the Companies Act, 2013; • Statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs; • Co-operative banks and regional rural banks; • Public/private charitable/ religious trusts which are authorised to invest in the NCDs; • Scientific and/or industrial research organisations, which are authorized to invest in the NCDs; • Partnership firms in the name of the partners; • Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009); • Association of Persons; and • Any other incorporated and/ or unincorporated body of persons
Category III – High Net-Worth Individuals	High Net-worth individuals which include Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 1 million across all series of NCDs in Issue
Category IV – Retail Individual Investors	Resident Indian individuals or HUFs applying through the Karta, for NCDs for an amount aggregating up to and including ₹10 Lakh, across all series of NCDs in a Tranche Issue and shall include Retail Individual Investors, who have submitted bid for an amount not more than ₹ 200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and does not include NRIs) through UPI Mechanism
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
Consortium/ Members of the Consortium (each individually, a Member of the Consortium)	The Lead Managers and Consortium Members
Consortium Agreement / Lead Broker Agreement	As specified under the respective Tranche Prospectus
Consortium Members / Lead Brokers	As specified under the respective Tranche Prospectus
CDP/ Collecting Depository Participant	A depository participant, as defined under the Depositories Act, 1996, as amended, and registered under Section 12(1A) of the SEBI Act and who is eligible to procure Applications at the Designated CDP Locations in terms of the Debt Application Circular and UPI Mechanism Circular
Coupon/ Interest Rate	As specified under the respective Tranche Prospectus(es)
Credit Rating Agency	For the present Issue, the credit rating agency, being Infomerics Valuation and Rating Private Limited
CRISIL	CRISIL Limited
Debenture Trustee Agreement	The agreement dated March 24, 2021 entered into between the Debenture Trustee and our Company
Debenture Trust Deed	The trust deed to be entered into between the Debenture Trustee and our Company
Debenture Trustee/ Trustee	Debenture Trustee for the NCD Holders in this Issue being Beacon Trusteeship Limited
Debt Application Circular	Circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013 issued by SEBI and circular no. CIR/DDHS/P/121/2018 dated August 16, 2018 issued by SEBI
Deemed Date of Allotment	The date on which the Board of Directors or the Bond Issue Committee approves the Allotment of the NCDs for each Tranche Issue or such date as may be determined by the Board of Directors or the Bond Issue Committee and notified to the Designated Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as

Term	Description
	specified for each Tranche Issue by way of the relevant Tranche Prospectus) shall be available to the NCD Holders from the Deemed Date of Allotment
Demographic Details	The details of an Applicant, such as his address, bank account details, UPI ID, Permanent Account Number, Category for printing on refund orders, and occupation which are based on the details provided by the Applicant in the Application Form
Depositories Act	The Depositories Act, 1996, as amended
Depository(ies)	National Securities Depository Limited (NSDL) and /or Central Depository Services (India) Limited (CDSL)
DP / Depository Participant	A depository participant as defined under the Depositories Act
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Applications and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the respective websites of the Stock Exchange (www.bseindia.com and www.nseindia.com) as updated from time to time
Designated Date	The date on which Registrar to the Issue issues instruction to SCSBs for transfer of funds from the ASBA Account to the Public Issue Account(s) or to the Refund Account, as appropriate, in terms of the Shelf Prospectus and relevant Tranche Prospectus and the Public Issue Account and Sponsor Bank Agreement
Designated Intermediary(ies)	Collectively, the Lead Managers, the Consortium Members, Lead Brokers, agents, SCSBs, Trading Members, CDPs and RTAs, who are authorised to collect Application Forms from the Applicants in the Issue In relation to ASBA applicants submitted by Retail Individual Investors where the amount was blocked upon acceptance of UPI Mandate Request using the UPI Mechanism, Designated Intermediaries shall mean the CDPs, RTAs, Lead Managers, Consortium Members, Lead Brokers, Trading Members and Stock Exchange where applications have been submitted through the app/web interface as provided in the UPI Mechanism Circular
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms and Application Forms submitted using the UPI Mechanism as a payment option (for a maximum amount of ₹ 2,00,000) are available on the website of the Stock Exchanges at https://www.bseindia.com/ and https://www.nseindia.com/, as updated from time to time
Designated Stock Exchange	BSE Limited
Direct Online Application	An online interface enabling direct applications through UPI by an app based/web interface, by investors to a public issue of debt securities with an online payment facility.
Draft Shelf Prospectus	This Draft Shelf Prospectus dated March 26, 2021 filed by our Company with the Designated Stock Exchange for receiving public comments in accordance with the provisions of the SEBI Debt Regulations and to SEBI for record purpose
Edelweiss	Edelweiss Financial Services Limited
Interest/ Coupon Payment Date	As specified under the respective Tranche Prospectus
Infomerics	Infomerics Valuation and Rating Private Limited
Issue	Public issue by our Company of NCDs of face value of ₹ 1,000 each, aggregating up to ₹ 10,000 million ("**Shelf Limit**") ("**Issue**"). The NCDs will be issued in one or more tranches up to the Shelf Limit, on terms and conditions as set out in the relevant tranche prospectus for respective tranche issue (each a "**Tranche Issue**"), which should be read together with this Draft Shelf Prospectus and the Shelf Prospectus (collectively the "**Offer Documents**")
Issue Agreement	Agreement dated March 26, 2021 between our Company and the Lead Managers
Issue Closing Date	As specified in the relevant Tranche Prospectus
Issue Opening Date	As specified in the relevant Tranche Prospectus

Term	Description
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days during which prospective Applicants may submit their Application Forms
Lead Managers/ LMs	Edelweiss Financial Services Limited and Trust Investment Advisors Private Limited
Market Lot	One NCD
NCDs	Secured redeemable non-convertible debentures of face value of ₹ 1,000 each
NCD Holder/ Debenture Holder(s)/ Bond Holder(s)	Holder of secured redeemable non-convertible debentures of face value of ₹ 1,000 each
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% (sixty percent) by NRIs including overseas trusts, in which not less than 60% (sixty percent) of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not permitted to invest in the Issue
Offer Document	This Draft Shelf Prospectus, the Shelf Prospectus and the relevant Tranche Prospectus
Public Issue Account	An account opened with the Banker(s) to the Issue to receive monies for allotment of NCDs from the ASBA Accounts on the Designated Date as specified for respective Tranche Prospectus
Public Issue Account Bank	As specified in the relevant Tranche Prospectus
Public Issue Account and Sponsor Bank Agreement	As specified in the relevant Tranche Prospectus
Record Date	The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 days (as specified under respective Tranche Prospectus) prior to the date on which interest is due and payable, and/or the date of redemption or such other date as may be determined by the Board of Directors or the Bond Issue Committee from time to time in accordance with the applicable law. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchanges, as the case may be. In case Record Date falls on a day when Stock Exchanges are having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date.
Recovery Expense Fund	A fund which would be deposited by our Company with the Designated Stock Exchange for an amount equal to 0.01% of the issue size, subject to a maximum of deposit of ₹25,00,000 at the time of making the application for listing of NCDs.
Redemption Amount	As specified in the relevant Tranche Prospectus
Redemption Date	The date on which our Company is liable to redeem the NCDs in full as specified in the relevant Tranche Prospectus
Refund Account	As specified in the relevant Tranche Prospectus
Refund Bank(s)	As specified in the relevant Tranche Prospectus
Register of Debenture Holders	The Register of debenture holders maintained by the Issuer in accordance with the provisions of the Companies Act, 2013
Registered Broker or Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, as amended and the stock exchanges having nationwide terminals, other than the Members of the Consortium and eligible to procure Applications from Applicants
Registrar to the Issue/ Registrar / RTA / Share Transfer Agent	KFIN Technologies Private Limited (*formerly known as Karvy Fintech Private Limited*)
Registrar Agreement	Agreement dated March 25, 2021 entered into between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue

Term	Description
	pertaining to the Issue
Series	As specified in the relevant Tranche Prospectus
Security	The NCDs proposed to be issued will be secured by a first ranking *pari passu* charge on present and future receivables and current assets (including investments) of the Issuer for the principal amount and accrued interest thereon created in favour of the Debenture Trustee, as specifically set out in and fully described in the Debenture Trust Deed. The NCDs will have a minimum security cover of one time on the principal amount and interest thereon. The Issuer reserves the right to sell or otherwise deal with the receivables, both present and future, including without limitation to create a charge on *pari passu* or exclusive basis thereon for its present and future financial requirements, in this connection, provided that a minimum-security cover of one time on the principal amount and accrued interest thereon, is maintained. We have received necessary consents from the relevant debenture trustees and security trustees for ceding pari passu charge in favour of the Debenture Trustee in relation to the NCDs.
Self-Certified Syndicate Banks or SCSBs	The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended, and offer services in relation to ASBA and UPI, a list of which is available on http://www.sebi.gov.in/sebi_data/attachdocs/1365051213899.html and https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for UPI, updated from time to time or at such other website as may be prescribed by SEBI from time to time
Shelf Limit	The aggregate limit of the Issue, being ₹ 10,000 million to be issued under this Draft Shelf Prospectus, the Shelf Prospectus and Tranche Prospectus(es) through one or more Tranche Issues
Shelf Prospectus	The Shelf Prospectus to be filed by our Company with the SEBI, NSE, BSE and the RoC in accordance with the provisions of the Companies Act, 2013 and the SEBI Debt Regulations The Shelf Prospectus shall be valid for a period as prescribed under section 31 of the Companies Act, 2013
Specified Cities/Specified Locations	Bidding Centres at which the Designated Intermediaries shall accept the Application Forms, i.e., Designated Branches of SCSB, Specified Locations for Consortium Members, Broker Centres for Trading Members, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Sponsor Bank	A Banker to the Issue, registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail individual investors into the UPI for retail individual investors applying through the app/web interface of the Stock Exchange(s) with a facility to block funds through UPI Mechanism for application value upto ₹ 2,00,000 and carry out any other responsibilities in terms of the UPI Mechanism Circular
Stock Exchanges	BSE and NSE
Syndicate or Members of the Syndicate	Collectively, the Consortium Members appointed in relation to the Issue
Syndicate ASBA Application Locations	ASBA Applications through the Lead Managers, Consortium Members or the Trading Members of the Stock Exchanges only in the Specified Cities
Syndicate ASBA	Applications through the Members of the Syndicate or the Designated Intermediaries
Syndicate SCSB Branches	In relation to ASBA Applications submitted to a Member of the Syndicate, such branches of the SCSBs at the Syndicate ASBA Application Locations named by the SCSBs to receive deposits of the Application Forms from the members of the Syndicate, and a list of which is available on http://www.sebi.gov.in/sebi_data/attachdocs/1365051213899.html or at such other website as may be prescribed by SEBI from time to time
Tier I capital	Tier I Capital means owned fund as reduced by investment in shares of other NBFC and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiary and companies in the same group exceeding, in aggregate, 10% of the owned fund and perpetual debt instruments issued by

Term	Description
	a Systemically important non-deposit taking non-banking financial company in each year to the extent it does not exceed 15% of the aggregate Tier I Capital of such company as on March 31 of the previous accounting year
Tier II capital	Tier II capital includes the following: (a) preference shares other than those which are compulsorily convertible into equity; (b) revaluation reserves at discounted rate of 55%; (c) General Provisions (including that for Standard Assets) and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one and one fourth percent of risk weighted assets; (d) hybrid debt capital instruments; (e) subordinated debt; and (f) perpetual debt instruments issued by a systemically important non- deposit taking non-banking financial company which is in excess of what qualifies for Tier I Capital, to the extent the aggregate does not exceed Tier I capital
Tenor	Tenor shall mean the tenor of the NCDs as specified in the relevant Tranche Prospectus
Transaction Registration Slip or TRS	The acknowledgement slip or document issued by any of the Designated Intermediary to an Applicant upon demand as proof of registration of the Application Form
Trading Members	Intermediaries registered with a Broker under the SEBI (Stock Brokers) Regulations, 1992 and/or with the Stock Exchange under the applicable byelaws, rules, regulations, guidelines, circulars issued by Stock Exchange from time to time and duly registered with the Stock Exchange for collection and electronic upload of Application Forms on the electronic application platform provided by the Stock Exchange
Tranche Issue	Issue of the NCDs pursuant to the respective Tranche Prospectus
Tranche Prospectus	The Tranche Prospectus(es) containing the details of NCDs including interest, other terms and conditions, recent developments, general information, objects, procedure for application, statement of tax benefits, regulatory and statutory disclosures and material contracts and documents for inspection, and any other information in respect of the relevant Tranche Issue
Tripartite Agreements	Tripartite agreement dated April 11, 2018 among our Company, the Registrar and CDSL and tripartite agreement dated May 18, 2017 among our Company, the Registrar and NSDL
"UPI" or "UPI Mechanism"	Unified Payments Interface mechanism in accordance with SEBI Circular no. SEBI/HO/DDHS/CIR/P/2020/233 dated November 23, 2020 as amended from time to time, to block funds for application value upto ₹ 2,00,000 submitted through intermediaries, namely the Registered stock brokers, Registrar and Transfer Agent and Depository Participants
UPI ID	Identification created on the UPI for single-window mobile payment system developed by the National Payments Corporation of India
"UPI Mandate Request" or "Mandate Request"	A request initiated by the Sponsor Bank on the Retail Individual Investor to authorise blocking of funds in the relevant ASBA Account through the UPI mobile app/web interface (using UPI Mechanism) equivalent to the bid amount and subsequent debit of funds in case of allotment
UPI Mechanism Circular	Circular issued by SEBI on November 23, 2020 titled "Introduction of Unified Payments Interface (UPI) mechanism and Application through Online interface and Streamlining the process of Public issues of securities under - SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013, SEBI (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008 and SEBI (Issue and Listing of Municipal Debt Securities) Regulations, 2015" bearing reference number SEBI/HO/DDHC/CIR/P/2020/233 as amended from time-to-time
Wilful Defaulter	A person or a company categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and includes a company whose director or promoter is categorized as such
Working Day(s)	Working Day means all days excluding Sundays or a holiday of commercial banks in

Term	Description
	Mumbai, except with reference to Issue period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e., period beginning from Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of stock exchanges excluding Sundays and bank holidays in Mumbai, as per SEBI circular CIR/DDHS/P/121/2018 dated August 16, 2018, however, with reference to payment of interest/redemption of NCDs, Working Days shall mean those days wherein the money market is functioning in Mumbai

Conventional and general terms or abbreviation

Term/Abbreviation	Description/ Full Form
AGM	Annual General Meeting
AS	Accounting Standards issued by Institute of Chartered Accountants of India
ASBA	Application Supported by Blocked Amount
AUM	Asset Under Management
CAGR	Compounded Annual Growth Rate and is calculated by dividing the value at the end of the period in question by corresponding value at the beginning of that period, and raiding the result to the power of one divided by the period length, and subtracting one from the subsequent result
CDSL	Central Depository Services (India) Limited
Companies Act/ Act	The Companies Act, 1956 or the Companies Act 2013, to the extent notified by the Ministry of Corporate Affairs and in force as on the date, as the case may be, as amended and replaced from time to time
Companies Act, 1956	Companies Act, 1956, as amended and as applicable
Companies Act, 2013	The Companies Act, 2013, as amended
CRAR	Capital to Risk-Weighted Assets Ratio
CRPC	Code of Criminal Procedure, 1973, as amended
CSR	Corporate Social Responsibility
ECB	External Commercial Borrowings
ECS	Electronic Clearing Scheme
ESOP	Employee Stock Option Plan
Depositories Act	Depositories Act, 1996, as amended
Depository(ies)	CDSL and NSDL
DIN	Director Identification Number
DP/ Depository Participant	Depository Participant as defined under the Depositories Act
DRR	Debenture Redemption Reserve
FCNR	Foreign Currency Non-Repatriable
FDI	Foreign Direct Investment
FDI Policy	The Government policy, rules and the regulations (including the applicable provisions of the FEMA Non-Debt Rules) issued by the Government of India prevailing on that date in relation to foreign investments in our Company's sector of business as amended from time to time
FEMA	Foreign Exchange Management Act, 1999, as amended
Financial Year/ Fiscal/ FY	Period of 12 months ended March 31 of that particular year
FIR	First Information Report
GDP	Gross Domestic Product
GoI or Government	Government of India
HNI	High Net worth Individual
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	Income Tax Act, 1961, as amended
Income Tax Rules	Income Tax Rules, 1962, as amended
India	Republic of India

Term/Abbreviation	Description/ Full Form
IND AS / Ind AS	Indian Accounting Standard
Indian GAAP	Generally Accepted Accounting Principles followed in India
IRDA	Insurance Regulatory and Development Authority
IT	Information Technology
MCA	Ministry of Corporate Affairs, GoI
MoF	Ministry of Finance, GoI
NACH	National Automated Clearing House
NBFC	Non-Banking Financial Company, as defined under applicable RBI guidelines
NEFT	National Electronic Fund Transfer
Negotiable Instruments Act	Negotiable Instruments Act, 1881, as amended
NPA	Non-Performing Assets
NRI or "Non-Resident"	A person resident outside India, as defined under the FEMA
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit After Tax
PCG	Partial Credit Enhancement Guarantee
QIP	Qualified Institutions Placement
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended
RTGS	Real Time Gross Settlement
SARFAESI Act	Securitisation & Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Debt Regulations	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
WCDL	Working Capital Demand Loan

Business/ Industry related terms

Term/Abbreviation	Description/ Full Form
Adjusted CRAR	Adjusted capital to risk (weighted) assets ratio (Considering nil risk weightage on mutual fund investments)
ASSOCHAM	The Associated Chambers of Commerce and Industry of India
ALM	Asset Liability Management
AUM under Ind AS	Loan book as per Reformatted Financial Information under IND AS and includes loan assets sold under direct assignment
AUM under Indian GAAP	Loan book as per Reformatted Financial Information under Indian GAAP
CAGR	Compounded Annual Growth Rate
CIBIL	Credit Information Bureau (India) Limited
CRISIL Report	NBFC Report 2020 dated September 2020 issued by CRISIL Limited in Mumbai
ECB	External Commercial Borrowings
ECL	Expected Credit Losses
EMI	Equated monthly instalment
FSI	Floor Space Index
KYC	Know Your Customer
LAP	Loan Against Property
Loan Book as per Ind AS / Loans excluding	Aggregate of loan assets, accrued interest on loan assets, unamortized loan origination costs, less unamortized processing fee as determined under Ind AS

Term/Abbreviation	Description/ Full Form
Impairment loss allowance	
Loan Book as per Indian GAAP	Aggregate of loan assets (secured and unsecured which has been shown as part of short-term and long-term loans and advances)
LTV	Loan-to-value ratio
Net NPAs	Gross NPAs less provisions for NPAs
PMLA	Prevention of Money Laundering Act, 2002, as amended
ROE	Return on Equity
SCB	Scheduled Commercial Bank
Stage 1 Asset	Stage 1 Assets includes financial instruments that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date as defined under IND AS
Stage 1 Provision	Stage 1 provision are 12-month ECL resulting from default events that are possible within 12 months after the reporting date as defined under IND AS
Stage 2 Asset	Stage 2 Assets includes financial instruments that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment as defined under IND AS
Stage 2 Provision	Stage 2 provision are life time ECL resulting from all default events that are possible over the expected life of the financial instrument as defined under IND AS
Stage 3 Asset	Stage 3 Assets includes financial assets that have objective evidence of impairment at the reporting date as defined under IND AS
Stage 3 Provision	Stage 3 provision are life time ECL resulting from all default events that are possible over the expected life of the financial instrument as defined under IND AS
Gross NPAs/GNPAs	Aggregate of receivable from financing business considered as non-performing assets (secured and unsecured which has been shown as part of short term loans and advances and long term loans and advances) and non performing quoted and unquoted credit substitute forming part of stock in trade

Notwithstanding anything contained herein, capitalised terms that have been defined in "*Capital Structure*", "*Regulations and Policies*", "*History and other Corporate Matters*", "*Statement of Tax Benefits*", "*Our Management*", "*Financial Statements",* "*Financial Indebtedness*", "*Outstanding Litigations and Defaults",* "*Issue Procedure*" and "*Summary of Main Provisions of the Articles of Association*" on pages 60, 126, 123, 68, 139, 159, 166, 175, 219 and 247 respectively will have the meanings ascribed to them in such sections.

CERTAIN CONVENTIONS, USE OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Draft Shelf Prospectus to "*India*" are to the Republic of India and its territories and possessions and all references to the "Government", the "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless stated otherwise, all references to page numbers in this Draft Shelf Prospectus are to the page numbers of this Draft Shelf Prospectus.

Presentation of Financial Information

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year or fiscal are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless the context requires otherwise, all references to a year in this Draft Shelf Prospectus are to a calendar year and references to a Fiscal/FiscalYear are to the year ended on March 31 of that calendar year.

Our Company publishes its financial statements in Rupees. Our Company's financial statements as at and for the years ended March 31, 2018, March 31, 2017 and March 31, 2016 have been prepared in accordance with Indian GAAP including the Accounting Standards notified under the Companies Act read with the General Circular 8/2014 dated April 4, 2014. With effect from April 1, 2018, as per the roadmap issued by the Ministry of Corporate Affairs for Non-Banking Finance Companies dated January 18, 2016, for financial reporting purposes, our Company has followed the Accounting Standards issued by the ICAI specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 ("**Ind AS**"). Accordingly, our Company's financial statements as at and for the year ended March 31, 2019 and March 31, 2020 has been prepared in accordance with Ind AS.

The Reformatted Financial Statements and the Limited Review Financial Results are included in this Draft Shelf Prospectus. The reports on the Reformatted Financial Statements and the Limited Review Financial Results, as issued by the Statutory Auditors, M/s Walker Chandiok & Co LLP, Chartered Accountants, of our Company, are included in this Draft Shelf Prospectus in "*Financial Statements*" on page 159.

Any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding off.

Unless stated otherwise, the financial data for (i) the nine month period ended December 31, 2020 is derived from the Nine-months Limited Review Financial Results under Ind AS included in this Draft Shelf Prospectus (ii) the financial year ended on March 31, 2020 and March 31, 2019 is derived from the Reformatted IND AS Financial Statements included in this Draft Shelf Prospectus, and (iii) the financial data for the financial years ended on March 31, 2018, March 31, 2017 and March 31, 2016 is derived from the Reformatted IGAAP Financial Statements used in this Draft Shelf Prospectus.

Unless stated otherwise and unless the context requires otherwise, the financial data used in this Draft Shelf Prospectus is on a consolidated basis.

Further, the financial data and numbers used in this Draft Shelf Prospectus are under Ind AS and IGAAP, as specifically mentioned in this Draft Shelf Prospectus and is not strictly comparable.

Further, financial information for quarter and nine months ended December 31, 2020 is not indicative of full year results and are not comparable with annual financial information.

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. We urge you to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the Ind AS financial statements included in this Draft Shelf Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Shelf Prospectus should accordingly be limited.

Currency and Unit of Presentation

In this Draft Shelf Prospectus, references to "₹", "Indian Rupees", "INR", "Rs." and "Rupees" are to the legal currency of India, references to "US$", "USD", and "U.S. Dollars" are to the legal currency of the United States of America, as amended from time to time. Except as stated expressly, for the purposes of this Draft Shelf Prospectus, data will be given in ₹ in million.

Certain figures contained in this Draft Shelf Prospectus, including financial information, have been subject to rounding adjustments. Unless set out otherwise, all figures in decimals, including percentage figures, have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, any figures sourced from third party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Industry and Market Data

Any industry and market data used in this Draft Shelf Prospectus consists of estimates based on data reports compiled by Government bodies, professional organizations and analysts, data from other external sources including CRISIL, available in the public domain and knowledge of the markets in which we compete. These publications generally state that the information contained therein has been obtained from publicly available documents from various sources believed to be reliable, but it has not been independently verified by us, its accuracy and completeness is not guaranteed, and its reliability cannot be assured. Although we believe that the industry and market data used in this Draft Shelf Prospectus is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for purposes of presentation. Data from these sources may also not be comparable. The extent to which the industry and market data presented in this Draft Shelf Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

Given that we have compiled, extracted and reproduced data from external sources, including third parties, trade, industry or general publications, we accept responsibility for accurately reproducing such data. However, neither we nor the Lead Managers have independently verified this data and neither we nor the Lead Managers make any representation regarding the accuracy of such data. Similarly, while we believe our internal estimates to be reasonable, such estimates have not been verified by any independent sources and neither we nor the Lead Managers can assure potential investors as to their accuracy.

Exchange Rates

The exchange rates Rupees (₹) vis-a-vis of USD, as of December 31, 2020 and March 31, 2020, 2019, 2018, 2017 and 2016 are provided below:

Currency	December 31, 2020	March 31, 2020	March 31, 2019	March 31, 2018	March 31, 2017	March 31, 2016
1 USD	73.51	75.39	69.17	65.04	64.84	66.33

Source: https://www.fbil.org.in/#/home and https://www.rbi.org.in/scripts/ReferenceRateArchive.aspx(underwww.rbi.org.in)

In the event that March 31 of any of the respective years is a public holiday, the previous calendar day not being a public holiday has been considered. "The above exchange rates are for the purpose of information only and may not represent the rates used by the Company for purpose of preparation or presentation of its financial statements. The rates presented are not a guarantee that any person could have on the relevant date converted any amounts at such rates or at all."

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Draft Shelf Prospectus that are not statements of historical fact constitute "forward-looking statements". Investors can generally identify forward-looking statements by terminology such as "aim", "anticipate", "believe", "continue", "could", "estimate", "expect", "intend", "may", "objective", "plan", "potential", "project", "pursue", "shall", "seek", "should", "will", "would", or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, revenue and profitability, new business and other matters discussed in this Draft Shelf Prospectus that are not historical facts. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include, among others:

- the impact of COVID-19 pandemic on the economy, our business and operations;
- our ability to manage our credit quality;
- interest rates and inflation in India;
- volatility in interest rates for our lending and investment operations as well as the rates at which our Company borrows from banks/financial institution;
- general, political, economic, social and business conditions in Indian and other global markets;
- our ability to successfully implement our strategy, growth and expansion plans;
- competition from our existing as well as new competitors;
- change in the government regulations and/or directions issued by the RBI in connection with NBFCs;
- availability of adequate debt and equity financing at commercially acceptable terms;
- performance of the Indian debt and equity markets;
- our ability to comply with certain specific conditions prescribed by the GoI in relation to our business changes in laws and regulations applicable to companies in India, including foreign exchange control regulations in India; and
- other factors discussed in this Draft Shelf Prospectus, including under the chapter "*Risk Factors*" on page 16.

All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results and valuations to differ materially from those contemplated by the relevant statement. Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in ***"**Our Business**"*** and ***"**Outstanding Litigations and Defaults**"*** on pages 105 and 175 respectively.

The forward-looking statements contained in this Draft Shelf Prospectus are based on the beliefs of management, as well as the assumptions made by, and information currently available to management. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable as of the date of this Draft Shelf Prospectus, our Company cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialize, or if any of our underlying assumptions prove to be incorrect, our actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

Neither the Lead Managers, our Company, its Directors and its officers, nor any of their respective affiliates or associates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI Debt Regulations, our Company, the Lead Managers will ensure that investors in India are informed of material developments between the date of filing this Draft Shelf Prospectus with the Stock Exchanges, the date of filing the shelf Prospectus with the RoC, the date of filing the relevant Tranche Prospectus with the RoC, the date of the Allotment and the date of obtaining listing and trading approval for the NCDs.

SECTION II-RISK FACTORS

Prospective investors should carefully consider all the information in this Draft Shelf Prospectus, including the risks and uncertainties described below, and under the section "Our Business" on page 105 and under "Financial Statements" on page 159, before making an investment in the NCDs. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business prospects, results of operations, cash flows and financial condition. The following risk factors are determined on the basis of their materiality. In determining the materiality of risk factors, we have considered risks which may not be material individually but may be material when considered collectively, which may have a qualitative impact though not quantitative, which may not be material at present but may have a material impact in the future. Additional risks, which are currently unknown, if materializes, may in the future have a material adverse effect on our business, financial condition and results of operations. If any of the following or any other risks actually occur, our business prospects, results of operations, cash flows and financial condition could be adversely affected and the price of and the value of your investment in the NCDs could decline and you may lose all or part of your redemption amounts and/ or interest amounts. You should consult your own tax, financial and legal advisors about the particular consequences of an investment in the NCDs.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in the below risk factors. The numbering of risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

In this section, unless the context otherwise requires, a reference to "our Company", is a reference to Dhani Loans and Services Limited. Unless otherwise specifically stated in this section, financial information included in this section have been derived from our Reformatted Financial Information.

Investors are advised to read the following risk factors carefully before making an investment in the NCDs offered in this Issue. You must rely on your examination of our Company and this Issue, including the risks and uncertainties involved.

A. Risk Factors Relating to our Company

1. Recent outbreak of the novel coronavirus could have a significant effect on our results of operations and could negatively impact our business, revenues, financial condition and result of operations.

The World Health Organization declared the 2019 novel coronavirus ("**COVID-19**") outbreak a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020. On March 14, 2020, India declared COVID -19 as a "notified disaster" and imposed a nationwide lockdown as announced on March 24, 2020.The rapid outbreak of the COVID-19 pandemic has severely impacted the physical and financial health of the people across the globe and our business could be materially and adversely affected by the outbreak of the present public health epidemics. To prevent the contagion in the country, multiple phases of nationwide lockdown were announced by the Government of India. A slowdown in global economic growth or in economic growth in India (including as a result of the COVID-19 pandemic) could exert downward pressure on the demand for our products and services, which could have an adverse effect on our business, cash flows, financial condition and results of operations. It is anticipated that these impacts will continue for some time. While progressive relaxations have been granted for movement of goods and people within the country, and for cautious re-opening of businesses and offices, nation-wide or regional lockdowns may be re-introduced in the future. Further, while the Government has initiated vaccination drives for COVID-19 in a phased manner across various States, any delay or unfavourable outcome associated with such vaccines may have an adverse impact on the relaxations granted by the Government.

Amongst various measures announced to mitigate the economic impact from the COVID -19 pandemic, the Reserve Bank of India issued circulars dated March 27, 2020, April 17, 2020 and May 23, 2020 (the "**RBI Circulars**") allowing lending institutions to offer a moratorium to customers on payment of instalments falling due between March 1, 2020 and August 31, 2020. Our Company has reviewed these RBI Circulars and implemented certain policies and procedures in order to implement these measures to its customers. Given that the COVID-19 Pandemic and its impact remain a rapidly dynamic situation, the actual impact on our Company's loans and advances will depend on future developments, including, among other things, any new information concerning the severity of the COVID -19 pandemic and any action to contain its spread or mitigate its impact. While, our Company continue to monitor the developments of the COVID-19 situation closely, assess and respond proactively to minimize any adverse impacts on the financial position, cash flows and operating results of our Company, it is possible that the Company's business, financial condition and results of operations could be adversely affected due to the COVID-19 pandemic. If the COVID-19 situation persists or worsens, it may adversely impact our Company's business and the financial condition.

2. ***High levels of customer defaults and the resultant non-performing assets could adversely affect our Company's business, financial condition, results of operations and future financial performance.***

Our Company's business comprises personal, business and other loans; and accordingly, our Company is subject to risks of customer default which includes default or delays in repayment of principal and/or interest on the loans our Company provides to its customers. Additionally, we offer unsecured personal loans targeted at a wide range of customers that meet our eligibility criteria. Defaults or delays in repayment of loans, particularly unsecured loans, could materially impact our business, financial condition and results of operations. Customers may default on their obligations as a result of various factors, including certain external factors, which may not be within our Company's control such as developments in the Indian economy and the real estate market, movements in global markets, changes in interest rates and changes in regulations. Any negative trends or financial difficulties affecting our Company's customers could increase the risk of their default. Customers could also be adversely affected by factors such as bankruptcy, lack of liquidity, lack of business and operational failure. If customers fail to repay loans in a timely manner or at all, our Company's financial condition and results of operations will be adversely impacted. To the extent our Company is not able to successfully manage the risks associated with lending to these customers, it may become difficult for our Company to make recoveries on these loans. In addition, our Company may experience higher delinquency rates due to prolonged adverse economic conditions or a sharp increase in interest rates. An increase in delinquency rates could result in a reduction in our Company's total interest income (i.e., our Company's accrued interest income from loans, including any interest income from credit substitutes) and as a result, lower revenue from its operations, while increasing costs as a result of the increased expenses required to service and collect delinquent loans, and make loan loss provisions as per applicable regulations. Our Company may also be required to make additional provisions in respect of loans to such customers in accordance with applicable regulations and, in certain cases, may be required to write-off such loans.

Our Company has in the past faced certain instances of customers defaulting and/or failing to repay dues in connection with loans or finance provided by our Company. Our Company had in certain instances initiated legal proceedings to recover the dues from its delinquent customers. For further details in relation to litigations, see *"Outstanding Litigation and Defaults"* on page 175. Customer defaults could also adversely affect our Company's levels of NPAs and provisions made for its NPAs, which could in turn adversely affect our Company's operations, cash flows and profitability. Our Company's gross NPAs as at March 31, 2019 and March 31, 2020 was ₹ 841.30 million and ₹ 909.49 million, respectively. As at March 31, 2020, our gross NPAs as a percentage of our AUM was 0.94%, and as at March 31, 2019, and March 31, 2018, our gross NPAs as a percentage of our AUM was 0.75% and 0.05% respectively. As at March 31, 2020, our net NPAs (which reflect our gross NPAs less provisions for NPAs, except counter-cyclical provision) as a percentage of our AUM was 0.36%, and as at March 31, 2019 and March 31, 2018, our net NPAs (which reflect our gross NPAs less provisions for NPAs, except counter-cyclical provision) as a percentage of our AUM was 0.24% and 0.05%, respectively.

Moreover, as our Company's loan portfolio as per Ind AS matures, our Company may experience increased defaults in principal or interest repayments. Thus, if our Company is not able to control or reduce its level of NPAs, the overall quality of its loan portfolio as per Ind AS may deteriorate and its results of operations may be adversely affected. Our Company's Stage 3 Provision was ₹ 563.51 million as at March 31, 2020 and our Company's total provisions for its NPAs was ₹ 578.16 million in Fiscal 2019 and ₹ 2.37 million in Fiscal 2018, and its provisioning coverage ratio (i.e., Stage 3 Assets for which Stage 3 Provision had been created/ gross NPAs for which provisions had been created) was 62%, 69% and 11%, respectively, during these periods, which may not be comparable to that of other similar financial institutions. Moreover, there can be no assurance that there will be no further deterioration in our Company's provisioning coverage ratio or that the percentage of NPAs that our Company will be able to recover will be similar to its past experience in recovering its NPAs. In the event of any further deterioration in the quality of our Company's loan portfolio as per Ind AS, there could be further adverse impact on its results of operations. Defaults for a period of more than 90 days result in such loans being classified as "non-performing". If our Company is unable to effectively monitor credit appraisal, portfolio monitoring and recovery processes and the related deterioration in the credit quality of its loan portfolio as per Ind AS, the proportion of NPAs in its loan portfolio as per Ind AS could increase, which may, in turn, have a material adverse effect on our Company's business, financial condition, results of operation and future financial performance.

3. ***We have grown in the past but there can be no assurance that our growth will continue at a similar rate or that we will be able to manage our rapid growth. If we are unable to implement or sustain our growth strategy effectively it could adversely affect our business, results of operations and financial condition.***

We have experienced consistent growth in our business in the past. For instance, our consolidated revenue from operations for the year was ₹ 26,790.26 million in Fiscal 2020, registering a CAGR of 95.63% since Fiscal 2018. During this period, our AUM grew to ₹ 96,259.66 million at a CAGR of 55.09%. Our consolidated loss for the year was ₹ 374.27 million for Fiscal 2020 and consolidated profit is ₹ 243.19 million in the nine month period ended December 31, 2020.

Our growth exposes us to a wide range of increased risks within India, including business risks, operational risks, fraud risks, regulatory and legal risks and the possibility that the quality of our AUM may decline. Moreover, our ability to sustain our rate of growth depends significantly upon our ability to manage key issues such as selecting and retaining key management personnel, maintaining 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. Going forward, we may not have adequate processes and systems such as credit appraisal and risk management to sustain this growth.

Our results of operations depend on a number of internal and external factors, including demand for finance in India, competition, our ability to expand geographically and diversify our product offerings and also significantly on our net interest income. Further, we cannot assure you that we will not experience issues such as capital constraints, difficulties in expanding our existing business and operations, and hiring and training of new personnel in order to manage and operate our expanded business.

Our business depends significantly on our marketing initiatives. There can be no assurance in relation to the impact of such initiatives and any failure to achieve the desired results may negatively impact our ability to leverage its brand value. There can also be no assurance that we would be able to continue such initiatives in the future in a similar manner and on commercially viable terms. Furthermore, any adverse publicity, about or loss of reputation of, our Company could negatively impact our results of operations.

If our Company grows its loan book too rapidly or fails to make proper assessments of credit risks associated with new borrowers or new businesses, a higher percentage of the Company’s loans may become non-performing, which would have a negative impact on the quality of our Company’s assets and its business, prospects, financial condition and results of operations.

Any or a combination of some or all of the above-mentioned factors may result in a failure to maintain the growth of our AUM which may in turn have a material adverse effect on our business, results of operations, financial condition and cash flows.

4. ***We, our Promoter, and certain of our Directors, Subsidiaries and Group Companies, are involved in certain legal and other proceedings and there can be no assurance that we, our Promoter, our Directors, Subsidiaries or Group Companies will be successful in any of these legal actions. In the event we are unsuccessful in litigating any of the disputes, our business and results of operations may be adversely affected.***

We are involved, from time to time, in legal and regulatory proceedings that are incidental to our operations and these involve proceedings filed by and against our Company. We, our Promoter and certain of our Directors, Subsidiaries and Group Companies are involved in legal and regulatory proceedings which include, criminal proceedings, civil proceedings, arbitration cases, consumer proceedings, labour proceedings and cases filed by us under the Negotiable Instruments Act. These proceedings are pending at different levels of adjudication before various courts, forums, authorities, tribunals and appellate tribunals. A significant degree of judgment is required to assess our exposure in these proceedings and determine the appropriate level of provisions, if any. There can be no assurance on the outcome of the legal proceedings or that the provisions we make will be adequate to cover all losses we may incur in such proceedings, or that our actual liability will be as reflected in any provision that we have made in connection with any such legal proceedings. For a summary of certain material legal proceedings involving our Company, our Promoter and Directors, see "*Outstanding Litigations and Defaults*" on *page* 175.

We may be required to devote management and financial resources in the defense or prosecution of such legal proceedings. If a significant number of these disputes are determined against our Company and if our Company is required to pay all or a portion of the disputed amounts or if we are unable to recover amounts for which we have filed recovery proceedings, there could be a material and adverse impact on our reputation, business, financial condition and results of operations.

Consequent to inspection of the books of accounts and other statutory records of our Promoter for the FY 2014-2015 to FY 2017-2018 by the Ministry of Corporate Affairs, our Promoter had earlier received preliminary observation letter dated April 5, 2019, which was suitably responded by our Promoter on May 6, 2019. Pursuant to that, our Promoter and its key managerial personnel(s) (KMPs) had received Show Cause Notices ("**SCNs**") from the RoC for non-compliance of certain provisions/disclosure requirements, which were on account of clerical omissions of certain disclosures that were technical in nature. Our Promoter and its officers (executive directors and KMPs), filed compounding applications, dated March 16, 2020 and May 15, 2020, under Section 441 of the Companies Act, 2013, in response to the SCNs that mentioned compounding of offences and adjudication of penalties. Further, our Promoter is also filing representation for withdrawal of the two SCNs as, in its view, these have been erroneously issued and there has been no non-compliances by the Promoter as mentioned in these SCNs.

5. Our inability to maintain relationship with our top 20 customers or any default and non-payment in future or credit losses of our single borrower or group exposure where we have a substantial exposure could materially and adversely affect our business, future financial performance and results of operations.

Our concentration of advances with our top 20 borrowers is 16.19% of our total advances as on March 31, 2020. Our business and results of operations would be adversely affected if we are unable to maintain or further develop relationships with our significant customers. Our business and results of operations would majorly depend upon the timely repayment of the interest and principal from these large borrowers. We cannot assure you that we will not experience any delay in servicing of the loan or that we will be able to recover the interest and the principal amount of the loan. Any such delay or default will adversely affect our income from operation and thereby our profitability. In case we are unable to recover the complete the loan disbursed or any part of thereof, and the collateral is also not sufficient to recover our loan, our financial conditions may be adversely affected. We are dedicated to earning and maintaining the trust and confidence of our customers, and we believe that the good reputation created thereby, and inherent in our brand name, is essential to our business. As such, any damage to our reputation could substantially impair our ability to maintain or grow our business. There can be no assurance that we will be able to maintain the historic levels of business from these customers or that we will be able to replace these customers in case we lose any of them. The loss of any significant customer could have a material adverse effect on our results of operations. Moreover, failure to maintain sufficient credit assessment policies, particularly for small and medium enterprise borrowers, could adversely affect our credit portfolio, which could have a material and adverse effect on our results of operations and/ or financial condition.

6. We are vulnerable to the volatility in interest rates and we may face interest rate and maturity mismatches between our assets and liabilities in the future which may cause liquidity issues.

Our operations are particularly vulnerable to volatility and mismatch in interest rates. Our net interest income and profitability directly depend on the difference between the average interest rate at which we lend and the average interest rate at which we borrow. The cost of our funding and the pricing of our loan products are determined by a number of factors, many of which are beyond our control, including the RBI's monetary policies, inflationary expectations, competition, domestic and international economic and political conditions and other factors. These factors could affect the interest rates charged on interest-earning assets differently than the interest rates paid on interest bearing liabilities. While any reduction in our cost of funds may be passed on to our customers, we may not have the same flexibility in passing on any increase in our cost of funds to our customers, thereby affecting our net interest income. Similarly, competition pressures may require us to reduce our cost of lending to our customers without a proportionate reduction in our cost of borrowing from our lenders. Further, if we do not pass on the reduced interest rates to our borrowers, it may result in some of the borrowers prepaying the loan to take advantage of the reduced interest rate environment, thereby impacting our growth and profitability. If interest rates rise, some or all of our lenders may increase the interest rates at which we borrow resulting in an increase in our effective cost of funds. We may or may not be able to pass on the increased interest rates to our borrowers simultaneously with the increase in our borrowing rates, or at all, thereby affecting our net interest income. Further, an increase in interest rates may result in some of our borrowers prepaying their loans by arranging funds from other sources, thereby impacting our growth and profitability. Additionally, an increase in general interest rates in the economy could reduce the overall demand for finance and impact our growth. There can be no assurance that we will be able to adequately manage our interest rate risk in the future, and if we are unable to do so, this could have an adverse effect on our net interest income, which could in turn have a material adverse effect on our business, results of operations and financial condition. We may also face potential liquidity risks due to mismatch in the maturity of our assets and liabilities. As is typical for a company in the business of lending, a portion of our funding requirements is met through short and medium-term funding sources such as bank loans, non-convertible debentures, commercial paper, cash credit or overdraft facilities. Our inability to obtain additional credit facilities or renew our existing credit facilities for matching tenure of our liabilities 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.

7. Our Company is subject to supervision and regulation by the RBI, as an NBFC-ND-SI, and other regulatory authorities and changes in the RBI's regulations and other regulations, and the regulation governing our Company or the industry in which our Company operates could adversely affect its business.

Our Company is regulated principally by the RBI and is subject to the RBI's guidelines on the regulation of the NBFC-ND-SIs, which includes, among other things, matters related to capital adequacy, exposure and other prudential norms. It also has reporting obligations to the RBI. The RBI also regulates the credit flow by banks to NBFC-ND-SIs and provides guidelines to commercial banks with respect to their investment and credit exposure norms for lending to the NBFC-ND-SIs. The RBIs regulation of NBFC-ND-SIs may change in the future which may require our Company to restructure its activities, incur additional costs or could otherwise adversely affect its business and financial performance. In order to provide enhanced control, existing rules and regulations have been modified, new rules and regulations have been enacted and reforms have been implemented. There can be no assurance that the RBI and/or the Government will not implement further regulations or policies, including legal interpretations of existing regulations, relating to or affecting interest rates, taxation, inflation or exchange controls, or otherwise take action, that may have an adverse impact on NBFC-ND-SIs.

Our Company is also subject to corporate, taxation and other laws in force in India. These regulations are subject to frequent amendments and are dependent on government policy and there can be no assurance that any changes in the laws and regulations relating to the Indian financial services sector will not adversely impact our Company's business and results of operations. As a result of high costs of compliance, our Company's profitability may be affected. Further, if our Company is unable to comply with such regulatory requirements, its business and results of operations may be materially and adversely affected.

8. Our Company's inability to comply with observations made by the RBI or any adverse action by the RBI may have a material adverse effect on its business, financial condition and results of operations.

Inspection by the RBI is a regular exercise and is carried out periodically by the RBI for all NBFCs registered with it under the RBI Act. Our Company, being an NBFC-ND-SI, is subject to periodic inspection by the RBI under the provisions of the RBI Act, 1934 (the "**RBI Act**"), pursuant to which the RBI inspects the books of accounts of our Company and other records for the purpose of verifying the correctness or completeness of any statement, information or particulars furnished to the RBI or for obtaining any information which our Company may have failed to furnish when being called upon to do so. Any adverse action taken by the RBI pursuant to such inspections, or non-compliance by our Company with the RBI's observations, could materially and adversely affect our Company's business and operations.

9. Our Company's inability to obtain, renew or maintain the statutory and regulatory permits and approvals which are required to operate its existing or future businesses may have a material adverse effect on its business, financial condition and results of operations.

NBFCs in India are subject to regulations and supervision by the RBI. In addition to the numerous conditions required for the registration as an NBFC with the RBI, our Company is also required to comply with certain other regulatory requirements for its business imposed by the RBI. In the future, there could be circumstances where our Company may be required to renew applicable permits and approvals, including its registration as an NBFC-ND-SI and obtain new permits and approvals for its current and any proposed operations or in the event of a change in applicable law and regulations. There can be no assurance that RBI or other relevant authorities will issue any such permits or approvals in the time-frame anticipated by our Company, or at all. Failure by our Company to renew, maintain or obtain the required permits or approvals may result in an interruption of its operations and may have a material adverse effect on its business, financial condition and results of operation.

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

10. Our Company may not be able to recover the full value of collateral or amounts which are sufficient to cover the outstanding amounts due under defaulted loans on a timely basis or at all and as a result, which could adversely affect its financial condition and results of operations.

Our Company's secured AUM was ₹ 22,203.14 million as at March 31, 2020, which represented 23.07% of the aggregate gross value of our Company's total AUM, and our Company's secured AUM was ₹ 55,555.59 million as at March 31, 2019, which represented 49.48%, of the aggregate gross value of our Company's total AUM as at March 31, 2019. Our Company's unsecured AUM was ₹ 74,056.52 million as at March 31, 2020, which represented 76.93% of the aggregate gross value of our Company's total AUM, and our Company's unsecured AUM was ₹ 56,721.72 million as at March 31, 2019, which represented 50.52% of the aggregate gross value of our Company's total AUM as at March 31, 2019. The value of collaterals is dependent on various factors, including (i) prevailing market conditions, (ii) the general economic and political conditions in India, (iii) growth of the stock markets and real estate sector in India and the areas in which our Company operates, and (iv) any change in statutory and/or regulatory requirements.

Delays in recovery, bankruptcy and foreclosure proceedings, defects in the title and delays in obtaining regulatory approvals for the enforcement of such collaterals may affect the valuation of the collateral. As a result, our Company may not be able to recover the full value of the collateral for the loans provided by it within the expected timeframe or at all. Further, legal proceedings may have to be initiated by our Company in order to recover overdue payments on loans, and as a consequence, the money and time spent on initiating legal proceedings may adversely affect our Company's cash flow.

The value of the security provided by the borrowers to our Company may be subject to a reduction in value on account of various reasons. While our Company's customers may provide alternative security to cover the shortfall, the realisable value of the security for the loans provided by our Company in the event of a liquidation may continue to be lower than the combined amount of the outstanding principal amount, interest and other amounts recoverable from the customers.

Any default in the repayment of the outstanding credit obligations by our Company's customers may expose it to losses. A failure or delay to recover the loan value from sale of collateral security could expose our Company to potential losses. Any such losses could adversely affect our Company's financial condition and results of operations. Furthermore, the process of litigation to enforce our Company's legal rights against defaulting customers in India is generally a slow and potentially expensive process. Accordingly, it may be difficult for our Company to recover amounts owed by defaulting customers in a timely manner or at all.

11. Our Company's business requires substantial capital and any disruption in the sources of its funding or an increase in its average cost of borrowings could have a material adverse effect on its liquidity and financial condition.

Our Company's liquidity and ongoing profitability are, to a large extent, dependent upon its timely access to, and the costs associated with, raising capital. Our Company's funding requirements have historically been met through a combination of borrowings such as term loans, working capital limits from banks, issuance of commercial papers and non-convertible debentures as well as equity capital raised from our Promoter or through private equity investment. Thus, our Company's business growth, liquidity and profitability depends and will continue to depend on its ability to access diversified, relatively stable and low-cost funding sources as well as our Company's financial performance, capital adequacy levels, credit ratings and relationships with lenders. Any adverse developments or changes in applicable laws and regulations which limit our Company's ability to raise funds through term loans, working capital limits from banks, issuance of commercial papers and non-convertible debentures as well as equity capital raised from our Promoter or through private equity investment can disrupt its sources of funding, and as a consequence, could have a material adverse effect on our Company's liquidity and financial condition.

Out of our Company's debt securities and borrowing other than debt securities, (including secured and unsecured debt) of ₹ 47,529.75 million as at March 31, 2020, an amount of ₹ 18,730.40 million will mature during the current financial year, as per Ind AS. Our Company's debt securities and borrowing other than debt securities (including secured and unsecured debt) was ₹ 75,631.16 million as at March 31, 2019 and total outstanding borrowing (including secured and unsecured debt) ₹ 31,409.72 million as at March 31, 2018. In order to make these payments, our Company will either need to refinance this debt, which may prove to be difficult in the event of volatility in the credit markets, or alternatively, raise equity capital or generate sufficient revenue to retire the debt. There can be no assurance that our Company's business will generate sufficient cash to enable it to service its existing debt or to fund its other liquidity needs.

Our Company's ability to borrow funds and refinance existing debt may also be affected by a variety of factors, including liquidity in the credit markets, the strength of the lenders from which our Company borrows, the amount of eligible collateral and accounting changes that may impact calculations of covenants in our Company's financing agreements. An event of default, a significant negative ratings action by a rating agency, an adverse action by a regulatory authority or a general deterioration in prevailing economic conditions that constricts the availability of credit may increase our Company's cost of funds and make it difficult for our Company to access financing in a cost-effective manner. A disruption in sources of funds or increase in cost of funds as a result of any of these factors may have a material adverse effect on our Company's liquidity and financial condition.

12. Instability of global and Indian economies and banking sectors could affect the liquidity of our Company, which could have a material adverse effect on our Company's financial condition.

The credit markets in India have faced significant volatility, dislocation and liquidity constraints in the recent past. The instability in the Indian credit markets has in the past resulted from significant write downs of asset value of financial institutions including banks (primarily in the public sector), housing finance companies and non-banking financial companies. Additionally, restructuring of assets under the Insolvency and Bankruptcy Code, 2016, as amended, has also not yet resulted in significant recoveries by banks in India, amongst other lenders. Furthermore, there has been extreme volatility in the Indian equity markets and there was a sharp decline in the share prices of Indian finance companies including banks, housing finance companies and non-banking financial companies as a result of the COVID-19 Pandemic in March 2020.

There can be no assurance that the current liquidity shortage in the Indian credit systems will materially improve in the near to medium term; and in some cases, at all. Additionally, if our Company were unable to rely on the capital markets as a source of funding, the scale and nature of its operation would be affected. If the measures adopted by the central government in conjunction with the RBI on November 19, 2018, in relation to easing of liquidity constraints, is not implemented or if other sources of short-term funding including funding from the capital markets are not available, at a commercially viable spread or at all, our Company's business, financial condition, results of operations, prospects and solvency, as well as the value of NCDs, could be materially adversely affected.

13. Our Company's significant indebtedness and the conditions and restrictions imposed by its financing arrangements could restrict its ability to conduct its business and operations in the manner our Company desires.

As at December 31, 2020 and March 31, 2020, our Company had outstanding secured borrowings (comprising debt securities and borrowing other than debt securities), of ₹ 34,583.62 million and ₹ 47,529.75 million, respectively; and nil unsecured borrowings (comprising debt securities and borrowings other than debt securities), each as per Ind AS.

Our Company will continue to incur additional indebtedness in the future. Most of our Company's secured borrowings are secured by *pari passu* charge on loan assets, cash and cash equivalents and its business receivables.

Certain of our Company's financing agreements also include certain conditions and covenants that require it to maintain certain financial ratios, maintain certain credit ratings and obtain consents from lenders prior to carrying out certain activities and entering into certain transactions. Failure to meet these conditions or to obtain these consents could have significant consequences on our Company's business and operations. Under certain of our Company's financing agreements, our Company requires, but may be unable to obtain, consents from the relevant lenders for, among others, the following matters: to declare and/ or pay dividend to any of its shareholders whether equity or preference, during any financial year unless our Company has paid to the lender the dues payable by our Company in that year, to undertake or permit any merger, amalgamation or compromise with its shareholders, creditors or effect any scheme of amalgamation or reconstruction or disposal of whole of the undertaking, to create or permit any charges or lien, or dispose of any encumbered assets, or to amend its Memorandum of Association and Articles of Association. These covenants vary depending on the requirements of the financial institution extending the loan and the conditions negotiated under each financing document. Such covenants may restrict or delay certain actions or initiatives that our Company may propose to take from time to time. For details relating to our Company's borrowings, please see *"Financial Indebtedness"* on page 166.

14. We are required to comply with various financial and other covenants under the loan agreements that we are a party to. If we are not in compliance with the covenants contained in such loan agreements, including obtaining the relevant consents from our lenders for the Issue, our lenders could accelerate their respective repayment schedules, and enforce their respective security interests, which would lead to an adverse effect on our business, results of operations and financial condition.

We are required to comply with various financial and other covenants under the loan agreements that we are a party to, including but not limited to, amongst other things, obtaining, wherever applicable, prior consents from our existing lenders for further borrowings, including undertaking this Issue, maintenance of financial ratios and for creation of encumbrances over certain of our assets. Our Company has obtained consents from its lenders for undertaking this Issue.

Undertaking the Issue without lender consents constitutes a default by our Company under the relevant financing documents and will entitle the relevant lenders to call a default against our Company and to enforce remedies under the terms of the financing documents, that include, amongst other things, acceleration of repayment of the amounts outstanding under the financing documents, enforcement of security interests created under the financing documents, and taking possession of the assets given as security pursuant to the financing documents. An event of default would affect our Company's ability to raise new funds or renew borrowings as needed to conduct our operations and pursue our growth initiatives. Further, such an event of default could also trigger a cross-default under certain other financing documents of our Company, or any other agreements or instruments of our Company containing a cross-default provision, which may have a material adverse effect on our Company's operations, financial position and credit rating.

Consequently, our Company may have to dedicate a substantial portion of its cash flow from operations to make payments under the financing documents, thereby reducing the availability of our Company's cash flow to meet its working capital requirements and use for other general corporate purposes. Further, we cannot assure you that our Company will have sufficient funds to meet its obligations with respect to the NCDs, including paying interest to the NCD holders or redeeming the NCDs in a timely manner. If the lenders of a material amount of the outstanding loans declare an event of default simultaneously, our Company may be unable to pay its debts as they fall due.

15. The financing industry is becoming increasingly competitive and our Company's growth will depend on its ability to compete effectively.

The sector in which our Company operates in is highly competitive and our Company faces significant competition from banks and other NBFCs. Many of its competitors are large institutions, which may have larger customer base, funding sources, branch networks and capital compared to our Company. Certain of our Company's competitors may be more flexible and better-positioned to take advantage of market opportunities. In particular, private banks in India and many of our Company's competitors may have operational advantages in terms of access to cost-effective sources of funding and in implementing new technologies and rationalising branches as well as the related operational costs. As a result of this increased competition, loans are becoming increasingly standardised and terms such as variable (or floating) rate interest options, lower processing fees and monthly reset periods are becoming increasingly common in the Indian financial sector. This competition is likely to intensify further as a result of regulatory changes and liberalisation. These competitive pressures affect the industry in which our Company operates in as a whole, and our Company's future success will depend, to a large extent, on its ability to respond in an effective and timely manner to these competitive pressures. There can be no assurance that our Company will be able to react effectively to these or other market developments or compete effectively with new and existing players in the increasingly competitive financial sector.

According to the CRISIL Report, NBFCs logged at a healthy pace of 14% CAGR over fiscals 2015 to 2019. However, their book grew at a slower rate of 5% during fiscal 2020 mainly due to the liquidity and funding shortages that started after the IL&FS default in mid of fiscal 2019 and continued during fiscal 2020. The NBFC segment almost spent about 12 – 15 months, post IL&FS default, setting the house in order. With the outbreak of COVID, the growth in the loan book during fiscal 2021 is expected to further reduce. In fact, growth in fiscal 2021 would be optical, arising due to mandated lending, particularly to MSMEs, and slower rundown in existing book due to moratorium and restructuring of loans (*Source: CRISIL Report*).

16. Our Company may be exposed to fluctuations in the market values of its investment and other asset portfolio.

The financial markets' turmoil has adversely affected economic activity globally including India. Continued deterioration of the credit and capital markets may result in volatility of our Company's investment earnings and impairments to our Company's investment and asset portfolio. Further, the value of our Company's investments depends on several factors beyond its control, including the domestic and international economic and political scenario, inflationary expectations and the RBI's monetary policies. Any decline in the value of the investments could negatively impact our Company's financial condition.

17. Our Company may not be able to successfully sustain its growth rate. Our Company's inability to implement its growth strategy effectively could adversely affect its business and financial results.

In recent years, our Company's growth has been fairly substantial. The AUM of our Company increased by 67.17% from Fiscal 2018 to Fiscal 2020. Our Company's growth strategy includes growing our Company's personal Loan Book and retail customer base. There can be no assurance that our Company will be able to sustain its growth plan successfully or that our Company will be able to expand further or diversify its portfolio of products. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our Company's culture, values and entrepreneurial environment as well as developing and improving our Company's internal administrative infrastructure. Our Company also faces a number of operational risks in executing its growth strategy.

Our Company's ability to sustain its rate of growth also depends, to a large extent, upon its ability to recruit trained and efficient personnel, retain key managerial personnel, maintain effective risk management policies, continue to offer products which are relevant to its target base of clients, develop managerial experience to address emerging challenges and ensure a high standard of client service. Our Company will need to recruit new employees, who will have to be trained and integrated into our Company's operations. Our Company will also have to train existing employees to adhere properly to internal controls and risk management procedures. Failure to train our Company's employees properly may result in an increase in employee attrition rate, a need to hire additional employees, an erosion in the quality of customer service, a diversion of the management's resources, an increase in our Company's exposure to high-risk credit and an increase in costs for our Company. If our Company grows its loan book too rapidly or fails to make proper assessments of credit risks associated with new customers, a higher percentage of our Company's loans may become non-performing, which would have a negative impact on the quality of our Company's assets and its financial condition. Our Company's inability to manage such growth could disrupt its business prospects, impact its financial condition and adversely affect its results of operations.

18. Our Company's growth will depend on our Company's continued ability to access funds at competitive rates which is dependent on a number of factors including our Company's ability to maintain its credit ratings.

The cost and availability of capital is also dependent on our short-term and long-term credit ratings. The NCDs have been rated "AA" by Infomerics. These reflect a rating agency's opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. While the recent credit rating actions have been positive, any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and lending markets and, as a result, would negatively affect our business. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements.

As our Company is an NBFC-ND-SI in terms of applicable RBI regulations, its liquidity and ongoing profitability are primarily dependent upon its timely access to, and the costs associated with raising capital. Our Company's business is significantly dependent on funding from the debt capital markets and commercial borrowings. The demand for such funds is competitive and our Company's ability to obtain funds at competitive rates will depend on various factors including our Company's ability to maintain positive credit ratings. Ratings reflect a rating agency's opinion of our Company's financial strength, operating performance, strategic position and ability to meet its obligations. Thus, any downgrade of our Company's credit ratings would increase borrowing costs and constrain its access to capital and debt markets. A reduction or withdrawal of the ratings may also adversely affect the market price and liquidity of the non-convertible debentures and our Company's ability to access the debt capital markets. As a result, this would negatively affect our Company's net interest margin and its business. In addition, any downgrade of our Company's credit ratings could increase the possibility of additional terms and conditions being imposed on any additional financing or refinancing arrangements in the future. Any downgrade of our Company's credit ratings could also accelerate the repayment of certain of our Company's borrowings in accordance with the applicable covenants of its borrowing arrangements. Any such adverse development could adversely affect our Company's business, financial condition and results of operations.

As an NBFC, our Company also faces certain restrictions on its ability to raise money from international markets which may further constrain its ability to raise funds at attractive rates. While our Company's borrowing costs have been competitive in the past due to its ability to raise debt products, credit rating and our Company's asset portfolio, our Company may not be able to offer similar competitive interest rates for its loans if our Company is unable to access funds at an effective cost that is comparable to or lower than its competitors. This may adversely impact our Company's business and results of operations.

19. Our Company has reduced its loan book substantially by resorting to direct assignments and securitization transactions.

As part of our means of raising and/or managing our funds, we assign or securitise a substantial portion of the receivables from our loan portfolio to banks and other institutions. Such assignment or securitisation transactions are conducted on the basis of our internal estimates of our funding requirements, which may vary from time to time. During Fiscal 2020, funds raised by way of direct assignment amounted to ₹ 58,883.79 million and pass through certificates amounted to ₹ 11,255.28 million, aggregating to ₹ 70,139.07 million. Further, as at March 31, 2020, direct assignments outstanding amounted to ₹ 49,167.19 million and pass through certificates amounted to ₹ 9,215.60 million, aggregating to a total of ₹ 58,382.79 million. Any change in statutory and/or regulatory requirements in relation to assignments or securitisations by financial institutions, including the requirements prescribed by RBI and the Government of India, could have an adverse impact on our assignment or securitisation transactions. The commercial viability of assignment and securitization transactions has been significantly affected by changes and developments relating to regulation governing such transactions. Such changes include (a) prohibition on carrying out securitization/ assignment transactions at rates lower than the prescribed base rate of the bank; (b) prohibition on NBFCs such as our Company from offering credit enhancements in any form and liquidity facilities in the case of loan transfers through direct assignment of cash flows; (c) minimum holding period or 'seasoning' and minimum retention requirements of assignment and securitization loans; and (d) securitization/ assignments shall be eligible for classification under priority sector only if the interest rate charged to the ultimate borrower by the originating entity does not exceed base rate of such bank plus 8% per annum.

Any adverse changes in the policy and/or regulations in connection with securitisation of assets by NBFCs and/or new circulars and/or directions issued by the RBI in this regard, affecting NBFCs or the purchasers of assets, would affect the securitisation market in general and our ability to securitise and/or assign our assets.

The aggregate credit enhancement amounts outstanding as of March 31, 2020 was ₹ 2,336.02 million. For such transactions, in the event that a relevant bank or institution does not realise the receivables due under such loan assets, such bank or institution would have recourse to such credit enhancement, which could have a material adverse effect on our results of operations, financial condition and/or cash flows. Further, under some of the assignment and pass-through certificate transactions that we undertake, we provide credit support in the form of corporate guarantees or cash collateral. In the case of any increases in losses on such transactions, such guarantee may be called or the cash collateral may be enforced.

20. Any change in control of our Promoter or our Company or any other factor affecting the business and reputation of our Promoter may have a concurrent adverse effect on our Company's reputation, business and results of operations and may correspondingly adversely affect our goodwill, operations and profitability.

As on the date of this Draft Shelf Prospectus, our Promoter holds 100% of our paid up share capital. Our Company is dependent on the goodwill and brand name of the Dhani. Our Company believes that this goodwill contributes significantly to its business. We operate in a competitive environment, and we believe that our brand recognition is a significant competitive advantage to us. There can be no assurance that the "Dhani" brand, which our Company believes is a well recognised brand in India, will not be adversely affected in the future by events or actions that are beyond our Company's control, including customer complaints, developments in other businesses that use this brand or adverse publicity from any other source.

If our Promoter ceases to exercise control over our Company as a result of any transfer of shares or otherwise, our ability to derive any benefit from the brand name "Dhani" and our goodwill as a part of the Dhani group of companies may be adversely affected, which in turn could adversely affect our business and results of operations.

In the event Dhani group is unable to maintain the quality of its services or its goodwill deteriorates, our Company's business and results of operations may be adversely affected. 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 results of operations.

Any disassociation of our Company from the Dhani group and/or our inability to have access to the infrastructure provided by other companies in the Dhani group could adversely affect our ability to attract customers and to expand our business, which in turn could adversely affect our goodwill, operations and profitability.

21. 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 which could have an impact on our business and could affect our growth, margins and business operations.

The RBI vide its notification no. RBI/2006-07/205/DBOD.No. FSD.BC.46 / 24.01.028 /2006-07) dated December 12, 2006 ("**Notification**") 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 single NBFC are reduced from the 25% of the banks' capital funds to 10% of its capital funds (15% for on-lending to infrastructure sector). 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.

This Notification could affect 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.

22. ***Our ability to raise foreign capital may be constrained by Indian law.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted without onerous conditions, or at all. Limitations on raising foreign debt may have an adverse effect on our business, results of operations and financial condition.

23. ***Our Company may face asset-liability mismatches which could affect its liquidity and consequently may adversely affect our Company's operations and profitability.***

A significant portion of our Company's funding requirements is met through short-term and medium-term funding sources such as bank loans, working capital demand loans, cash credit, short term loans and commercial paper. However, a significant portion of our Company's assets (such as loans to its customers) have maturities with longer terms than its borrowings. Our Company may face potential liquidity risks due to varying periods over which our Company's assets and liabilities mature. Moreover, raising long-term borrowings in India has historically been challenging. Our Company's inability to obtain additional credit facilities or renew its existing credit facilities in a timely and cost-effective manner to meet its maturing liabilities, or at all, may lead to gaps and mismatches between its assets and liabilities, which in turn may adversely affect our Company's liquidity position, and in turn, its operations and financial performance.

We regularly monitor our funding levels to ensure we are able to satisfy the requirement for loan disbursements and maturity of our liabilities. As is typical for NBFCs, we maintain diverse sources of funding and liquid assets to facilitate flexibility in meeting our liquidity requirements. Liquidity is provided principally by long-term borrowings from banks and mutual funds, short and long-term general financing through the domestic debt markets and retained earnings, proceeds from securitization and equity issuances.

Our liquidity position may be adversely affected and we may be required to pay higher interest rates in order to meet our liquidity requirements in the future, which could have a material adverse effect on our business and financial results.

In accordance with the RBI guidelines for Assets Liability Management System in NBFC, the maturity pattern of Assets and Liabilities has been estimated based on the behavioural pattern of assets and liabilities on the basis of past data available with the Company.

The following table describes the ALM of our Company as on December 31, 2020:

(₹ in million)

Particulars	1 to 30/31 days (one month)	Over 1 month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 to 5 years	Over 5 years	Total
Deposits	832.76	140.47	280.03	-	1,813.18	436.25	-	-	3,502.69
Advances	1,338.26	1,324.93	1,300.75	3,763.38	9,426.17	21,986.88	5,516.77	8,580.06	53,237.19
Investments	4,000.00	300.00	300.00	3,864.65	2,999.99	-	39.30	9,312.95	20,816.89
Foreign Currency assets	-	-	-	-	-	-	-	-	-
Borrowings (including liabilities against securitized assets)	2,143.70	383.64	606.32	5,392.88	9,387.81	14,063.80	2,605.47	-	34,583.62
Foreign Currency liabilities	-	-	-	-	-	-	-	-	-

24. ***Our Company's inability to recover the amounts due from customers to whom it has provided unsecured loans in a timely manner, or at all, and its customer's failure to comply with applicable statutory or regulatory requirements in relation to such loans could adversely affect our Company's operations and profitability.***

Our Company's AUM, as on March 31, 2020, includes secured and unsecured loans which constitutes 23.07% and 76.93%, respectively, of our Company's AUM. Since these loans are unsecured, in the event of defaults by such customers, our Company's ability to realise the amounts due to it from the loans would be restricted to initiating legal proceedings for recovery as our Company will not have the benefit of enforcing any security interest. There can be no guarantee as to the length of time it could take to conclude such legal proceedings or for the legal proceedings to result in a favourable decision for our Company. Furthermore, our Company's structured collateralised credit products generally do not contain restrictions on the purpose for which the loans are given. As a result, its customer may utilise such loans for various purposes which are often incapable of being monitored on a regular basis, or at all.

25. A decline in our Company's capital adequacy ratio could restrict its future business growth.

Our Company's capital adequacy ratio computed on the basis of the applicable RBI norms was 58.92%, 37.70% and 36.67%, as at March 31, 2020, March 31, 2019 and March 31, 2018, respectively, with Tier I Capital comprising 52.66%, 37.12% and 36.31%, as at March 31, 2020, March 31, 2019 and March 31, 2018, respectively. The Tier II Capital comprises of 6.27%, 0.58% and 0.36% as at March 31, 2020, March 31, 2019 and March 31, 2018. If our Company continues to grow its loan portfolio and asset base, it 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 its business. There can be no assurance that our Company will be able to raise adequate additional capital in the future on terms favourable to our Company, in a timely manner, or at all and this may adversely affect the growth of our Company's business.

26. Our business and operations significantly depend on senior management and key employees and may be adversely affected if we are unable to retain them.

Our business and operations largely depend on the continued services and performance of our senior management and other key employees and our ability to attract and retain such personnel. Considering the compact nature of our management team, our ability to identify, recruit and retain our employees is critical. As common to the non-banking finance industry we also face a continuing challenge to recruit and retain a sufficient number of suitably skilled personnel, knowledgeable in sectors to which we lend. There is significant competition in India for such personnel, and it may be difficult to attract, adequately compensate and retain personnel we need in the future. Inability to attract and retain appropriate and adequate managerial personnel, or the loss of key personnel could adversely affect our business, prospects, results of operations, financial condition. 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. The loss of the services of our senior members of our management team and key employees could seriously impair our ability to continue to manage and expand our business efficiently and adversely affect our business, results of operations and financial condition. Further, we also do not maintain any key man insurance policies, and as a result, we may be unable to compensate for the loss of service of our key personnel.

27. Our Company's obligation to employees' defined benefit plan is not limited to the amount that it agrees to contribute to the fund as the liability of gratuity is recognized on the basis of actuarial valuation.

Our Company has a defined benefit gratuity plan. Every employee is entitled to gratuity as per the provisions of the Payment of Gratuity Act, 1972. The liability of gratuity is recognized on the basis of actuarial valuation. The liability of the plan will increase with actual salary increases of employees as it will increase the rate assumption in future valuations. Reduction in discount rate in subsequent valuations can also increase the plan's liability. If the plan is funded, then assets liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact theliability. Actual deaths & disability cases proving lower or higher than assumed in the valuation and actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact plan's liability.

28. We introduce new products for our customers and there is no assurance that our new products will be profitable in the future.

We introduce new products and services in our existing lines of business. We may incur costs to expand our range of products and services and cannot guarantee that such new products and services will be successful once offered, whether due to factors within or outside of our control, such as general economic conditions, a failure to understand customer demand and market requirements or a failure to understand the regulatory and statutory requirements for such products or management focus on these new products. If we fail to develop and launch these products and services successfully, we may lose a part or all of the costs incurred in development and promotion or discontinue these products and services entirely, which could in turn adversely affect our business and results of operations.

29. The new bankruptcy code in India may affect our rights to recover loans from borrowers.

The Insolvency and Bankruptcy Code, 2016, as amended from time to time ("**Bankruptcy Code**") was notified on August 5, 2016. The Bankruptcy Code offers a uniform and comprehensive insolvency legislation encompassing all companies, partnerships and individuals (other than financial firms). It allows creditors to assess the viability of a debtor as a business decision and agree upon a plan for its revival or a speedy liquidation. The Bankruptcy Code creates a new institutional framework, consisting of a regulator, insolvency professionals, information utilities and adjudicatory mechanisms, which will facilitate a formal and time-bound insolvency resolution and liquidation process.

In case insolvency proceedings are initiated against a debtor to our Company, we may not have complete control over the recovery of amounts due to us. Under the Bankruptcy Code, upon invocation of an insolvency resolution process, a committee of creditors is constituted by the interim resolution professional, wherein each financial creditor is given a voting share proportionate to the debts owed to it. Any decision of the committee of creditors must be taken by a vote of not less than 66% of the voting share of all financial creditors. Any resolution plan approved by committee of creditors is binding upon all creditors, even if they vote against it.

In case a liquidation process is opted for, the Bankruptcy Code provides for a fixed order of priority in which proceeds from the sale of the debtor's assets are to be distributed. Before sale proceeds are distributed to a secured creditor, they are to be distributed for the costs of the insolvency resolution and liquidation processes, debts owed to workmen and other employees, and debts owed to unsecured credits. Further, under this process, dues owed to the Central and State Governments rank at par with those owed to secured creditors. Moreover, other secured creditors may decide to opt out of the process, in which case they are permitted to realise their security interests in priority.

Accordingly, if the provisions of the Bankruptcy Code are invoked against any of the borrowers of our Company, it may affect our Company's ability to recover our loans from the borrowers and enforcement of our Company's rights will be subject to the Bankruptcy Code.

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

30. Our Company's success depends, to a large extent, upon its management team and key personnel and its ability to attract, train and retain such persons. Our Company's inability to attract and retain talented professionals or the loss of key management personnel may have an adverse impact on its business and future financial performance.

Our Company's ability to sustain the rate of growth depends significantly on selecting and retaining key managerial personnel, developing managerial experience to address emerging challenges and ensuring a high standard of client service. Our Company faces a continuing challenge to recruit, adequately compensate and retain a sufficient number of suitably skilled personnel, knowledgeable in sectors to which it lends. There is significant competition in India for such personnel, which has increased in recent years as a significant number of banks, NBFCs have recently commenced operations. If our Company is unable to hire additional qualified personnel or to retain them, our Company's ability to expand its business may be impaired. Our Company will need to recruit new employees who will have to be trained and integrated within our Company's operations. In addition, our Company will have to train existing employees to adhere to internal controls and risk management procedures. Failure to train and motivate its employees properly may result in an increase in employee attrition rate, a requirement to hire additional employees, an erosion of the quality of customer service, a diversion in the management's resources, an increase in its exposure to high-risk credit and an increase in costs for our Company. Hiring and retaining qualified and skilled managers are critical to our Company's future as its business model depends on its credit-appraisal and asset valuation mechanism which are personnel-driven. Moreover, competition for experienced employees can be intense, and has intensified in the recent financial periods. While our Company has an incentive structure, our Company's inability to attract and retain talented professionals or the loss of key management personnel may have an adverse impact on our Company's business and future financial performance.

31. A failure or inadequacy or security breach in our Company's information technology and telecommunication systems or its inability to adapt to rapid technological changes may adversely affect its business, results of operation and financial condition.

Our Company's ability to operate and remain competitive depends in part on its ability to maintain and upgrade its information technology systems and infrastructure on a timely and cost-effective basis, including its ability to process a large number of transactions on a daily basis. Our Company's operations also rely on the secure processing, storage and transmission of confidential and other information in its computer systems and networks. Our Company's financial, accounting or other data processing systems and management information systems or its corporate website may fail to operate adequately or become disabled as a result of events that may be beyond its control, including a disruption of electrical or communications services. Further, the information available to and received by our Company's management through its existing systems may not be timely and sufficient to manage risks or to plan for and respond to changes in market conditions and other developments in its operations. If any of these systems are disabled or if there are other shortcomings or failures in our Company's internal processes or systems, it may disrupt our Company's business or impact its operational efficiencies and render it liable to regulatory intervention or damage to its reputation. The occurrence of any such events may adversely affect our Company's business, results of operations and financial condition.

Our Company is dependent on various external vendors for the implementation of certain elements of its operations, including implementing information technology infrastructure and hardware, industry standard commercial off-the-shelf products, networking and back-up support for disaster recovery. Our Company is, therefore, exposed to the risk that external vendors or service providers may be unable to fulfil their contractual obligations to it (or will be subject to the risk of fraud or operational errors by their respective employees) and the risk that their (or their vendors') business continuity and data security systems prove to be inadequate or fail to perform. Failure to perform any of these functions by our Company's external vendors or service providers could materially and adversely affect its business, results of operations and cash flows.

In addition, the future success of our Company's business will depend in part on its ability to respond to technological advances and to emerging financing industry standards and practices on a cost-effective and timely basis. The development and implementation of such technology entails significant technical and business risks. There can be no assurance that our Company will successfully implement new technologies effectively or adapt its technology and systems to meet customer requirements or emerging industry standards. If our Company is unable, for technical, legal, financial or other reasons, to adapt in a timely manner to changing market conditions, customer requirements or technological changes, its financial condition could be adversely affected. Any technical failures associated with its information technology systems or network infrastructure, including those caused by power failures and other unauthorised tampering, may cause interruptions or delays in our Company's ability to provide services to its customers on a timely basis or at all, and may also result in added costs to address such system failures and/or security breaches, and for information retrieval and verification.

32. Our Company is exposed to operational risks, including employee negligence, petty theft, burglary and embezzlement and fraud by employees, agents, customers or third parties, which could harm our Company's results of operations and financial position.

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

In addition, some of our Company's transactions expose it to the risk of misappropriation or unauthorised transactions by its employees and fraud by its employees, agents, customers or third parties. Our Company's insurance policies, security systems and measures undertaken to detect and prevent these risks may not be sufficient to prevent or deter such activities in all cases which may adversely affect our Company's operations and profitability. Furthermore, our Company may be subject to regulatory or other proceedings in connection with any unauthorised transaction, fraud or misappropriation by its representatives, marketing partners, outsourced contractors and employees which could adversely affect its goodwill. In addition, some of our Company's collaterals which were provided for the loans may not be adequately insured and this may expose our Company to a loss of value for the collateral. As a result, our Company may not be able to recover the full value of the collateral. Any loss of value of the collateral may have a material adverse effect on our Company's profitability and business operations.

33. Our Company's insurance coverage may not adequately protect our Company against losses which could adversely affect our Company's business, financial condition and results of operations.

Our Company maintains insurance coverage that our Company believes is adequate for its operations. Our Company's insurance policies, however, may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. However, our Company cannot assure you that the terms of its insurance policies will be adequate to cover any damage or loss suffered by our Company 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. Any successful assertion of one or more large claims against our Company that exceeds our Company's available insurance coverage or changes in our Company's insurance policies, including any increase in premium or any imposition of larger deductibles or co-insurance requirements could adversely affect our Company's business, financial condition and results of operations.

34. We do not own a majority of our branch offices including our registered office and corporate offices. Any termination or failure on our part to renew our lease/rent Agreements in a favourable, timely manner, or at all, could adversely affect our business and results of operations. Moreover many of the lease/rent agreements entered into by our Company may not be duly registered or adequately stamped.

Most of our branch offices including our registered office and corporate offices are located on leased/rented premises. Some of the lease/rent agreements may have expired and we maybe currently involved in negotiations for the renewal of these lease/rent agreements. If these lease/rent agreements are not renewed or renewed on terms unfavourable to us, we may suffer a disruption in our operations or increased costs, or both, which may affect our business and results of operations.

Further, most of our lease/rent agreements may not be adequately stamped or duly registered. Unless such documents are adequately stamped or duly registered, such documents may be rendered inadmissible as evidence in a court in India or may not be authenticated by any public officer and the same may attract penalty as prescribed under applicable law or may impact our ability to enforce these agreements legally, which may in-turn result in an adverse effect on the continuance of the operations and business of our Company.

35. Our Company's ability to assess, monitor and manage risks inherent in our Company's business differs from the standards of some of its counterparts.

Our Company is exposed to a variety of risks, including liquidity risk, interest rate risk, credit risk, operational risk and legal risk. The effectiveness of our Company's risk management is limited by the quality and timeliness of available data. Our Company's hedging strategies and other risk management techniques may not be fully effective in mitigating its risks in all types of market environments or against all types of risk, including risks that are unidentified or unanticipated. Some methods of managing risks are derived from the observation of historical market behaviour. As a result, these methods may not predict future risk exposures, which could be greater than the indication based on historical measures. Other risk management methods depend on an evaluation of information regarding markets, customers or other matters. This information may not be accurate, complete, up-to-date or properly evaluated. The management of operational, legal or regulatory risk requires, among other things, proper policies and procedures to record and verify a number of transactions and events. Although our Company has established these policies and procedures, they may not be fully effective.

Our Company's future success will depend, in part, on our Company's ability to respond to new technological advances and emerging market standards and practices in 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 our Company will be able to successfully implement new technologies or adapt its transaction processing systems in accordance with the requirements of customers or emerging market standards.

36. If we fail to identify, monitor and manage risks and effectively implement our risk management policies, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We have devoted resources to develop our risk management policies and procedures and aim to continue to do so in the future. For details, see "*Our Business – Liability Management*" and "*Our Business – Risk Management*" on page 118. Despite this, our policies and procedures to identify, monitor and manage risks of fraud, money laundering, any other credit, operational or other risks may not be fully effective. Further, some of our methods of managing risks are based upon the use of observed historical market behaviour. As a result, these methods may not accurately predict future risk exposures, which could be significantly greater than those indicated by the historical measures. To the extent any of the instruments and strategies we use to hedge or otherwise manage our exposure to market or credit risk are not effective, we may not be able to mitigate effectively our risk exposures in particular market environments or against particular types of risk.

Our investment and interest rate risk are dependent upon our ability to properly identify, and mark-to-market changes in the value of financial instruments caused by changes in market prices or rates. Our earnings are dependent upon the effectiveness of our management of changes in credit quality and risk concentrations, the accuracy of our valuation models and our critical accounting estimates and the adequacy of our allowances for loan losses.

To the extent our assessments, assumptions or estimates prove inaccurate or not predictive of actual results, we could suffer higher than anticipated losses. See "- *High levels of customer defaults and the resultant non-performing assets could adversely affect our Company's business, financial condition, results of operations and future financial performance*" on page 17.

37. Our Company's business is dependent on relationships established through its branches with its clients. Any events that harm these relationships including closure of branches or the loss of our Company's key personnel or employees may lead to a decline in our Company's revenue and profits. Further, our Company's results of operations could be adversely affected in the event of any disputes with its employees.

Our Company's business is dependent on the key personnel and employees who directly manage client relationships. Our Company encourages dedicated personnel to service specific clients since our Company believes that this leads to long-term client relationships, a trust-based business environment and over time, better cross-selling opportunities. While no key personnel or employees contribute a significant percentage of the business, the business may suffer materially if a substantial number of them either becomes ineffective or leaves the organisation. As a result, there may be an adverse effect on our Company's business and profits.

Currently, none of our Company's employees are members of any labour union. While our Company believes that our Company maintains good relationships with its employees, there can be no assurance that our Company will not experience future disruptions to its operations due to disputes or other problems with its work force which may adversely affect our Company's business and results of operations.

38. ***Significant fraud, system failure or calamities could adversely impact our Company's business.***

Our Company seeks to protect its 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 Company's computer systems and network infrastructure. Our Company employs security systems, including firewalls and password encryption, designed to minimise the risk of security breaches. Although our Company intends 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 Company's business and its future financial performance. Although our Company takes adequate measures to safeguard against system-related and other frauds, there can be no assurance that it would be able to prevent frauds. Furthermore, our Company is exposed to many types of operational risks, including the risk of fraud or other misconduct by its employees and unauthorised transactions by its employees. Our Company's reputation may be adversely affected by significant frauds committed by its employees, customers or outsiders.

39. ***Our Company's reliance on any misleading or misrepresented information provided by potential customers or counterparties or an inaccurate credit appraisal by our Company's employees may affect its credit judgments, as well as the value of and title to the collateral, which may adversely affect its reputation, business and results of operations.***

In deciding whether to extend credit or enter into other transactions with customers and counterparties, our Company may rely on information furnished to it by or on behalf of customers and counterparties, including financial statements and other financial information. Our Company may also rely on certain representations in relation to the accuracy and completeness of that information as well as independent valuation reports and title reports with respect to the collateral. In addition, our Company may rely on reports of the independent auditors in relation to the financial statements. For example, in deciding whether to extend credit, our Company may assume that a customer's audited financial statements conform to GAAP and the financial condition, results of operations and cash flows of the customer are presented fairly in all material respects. Our Company's financial condition and results of operations may be adversely affected by relying on financial statements that do not comply with GAAP or other information that may be materially misleading. Moreover, our Company has implemented Know Your Customer ("**KYC**") checklist and other measures to prevent money laundering. There can be no assurance that information furnished to our Company by potential customers and any analysis of such information, or the independent checks and searches will return accurate results, and our Company's reliance on such information may affect its judgement of the potential customers' credit worthiness, as well as the value of and title to the collateral, which may result in our Company having to bear the risk of loss associated with such misrepresentations. In the event of the ineffectiveness of these systems, our Company's reputation, business and results of operations may be adversely affected.

Our Company may also be affected by the failure of its employees to adhere to the internal procedures and an inaccurate appraisal of the credit or financial worth of its clients. Inaccurate appraisal of credit may allow a loan sanction which may eventually result in a bad debt on our Company's books of accounts. In the event our Company is unable to mitigate the risks that arise out of such lapses, our Company's business and results of operations may be adversely affected.

40. ***Our Company may not be able to detect money-laundering and other illegal or improper activities fully or on a timely basis, which could expose it to additional liability and harm its business or reputation.***

Our Company is required to comply with applicable anti-money-laundering and anti-terrorism laws and other regulations in India. Our Company, in the course of its operations, runs the risk of failing to comply with the prescribed KYC procedures and the consequent risk of fraud and money laundering by dishonest customers despite putting in place systems and controls customary in India to prevent the occurrence of these risks. Although our Company believes that it has adequate internal policies, processes and controls in place to prevent and detect any AML activity and ensure KYC compliance, there can be no assurance that our Company will be able to fully control instances of any potential or attempted violation by other parties and may accordingly be subject to regulatory actions including imposition of fines and other penalties. Our Company, in certain of its activities and in pursuit of its business, runs the risk of inadvertently offering its financial products and services ignoring customer suitability and appropriateness despite having a KYC and Anti-Money Laundering measures and associated processes in place. Such incidents may adversely affect our Company's business and reputation.

41. Our Company may experience difficulties in expanding its business into new regions and markets in India and introducing its complete range of products in each of its branches.

Our Company continues to evaluate attractive growth opportunities to expand its business into new regions and markets in India. Factors such as competition, culture, regulatory regimes, business practices and customs and customer requirements in these new markets may differ from those in our Company's current markets and our Company 's experience in its current markets may not be applicable to these new markets. In addition, as our Company enters new markets and geographical regions, our Company is likely to compete with other banks and financial institutions that already have a presence in those jurisdictions and markets. As these banks and financial institutions are more familiar with local regulations, business practices and customs, they may have developed stronger relationships with customers.

Our Company's business may be exposed to various additional challenges including obtaining the necessary governmental approvals, identifying and collaborating with local business and partners with whom our Company may have no previous working relationship, successfully gauging market conditions in the local markets in which our Company has no previous familiarity, attracting potential customers in a market in which our Company does not have significant experience or visibility, being susceptible to local taxation in additional geographical areas in India and adapting our Company's marketing strategy and operations to the different regions of India in which different languages are spoken. Our Company's inability to expand its current operations may adversely affect its business prospects, financial conditions and results of operations.

42. The SMEs to which our Company provides loans may not perform as expected and our Company may not be able to control the non-performance of such businesses.

Our Company provides loans to select growing SMEs which obtain loans against their assets and profits made by them. Our Company does not manage, operate or control such businesses or entities. Further, our Company has no control over those businesses' functions or operations. As a result, such businesses may make business, financial or management decisions which our Company does not agree or the majority shareholders or the management of such companies may make business, financial or management decisions that may be adverse to, or otherwise act in a manner that does not serve, our Company's best interests. The repayment of the loans extended to such businesses will depend to a significant extent on the specific management team of the relevant borrower entity. The actions taken by the management of our Company's customers may lead to significant losses and affect their ability to repay our Company's loans. Consequently, this may adversely affect our Company's financial performance.

43. Our Company has entered into related party transactions and may continue to enter into related party transactions which may involve conflict of interest.

Our Company has entered into related party transactions, within the meaning of AS 18 as issued by the Companies (Accounting Standards) Rules, 2006 and Ind AS 24 as issued by the Companies (Indian Accounting Standards) Rules, 2015. Such transactions may give rise to current or potential conflicts of interest with respect to dealings between our Company and such related parties. While our Company believes that all related party transactions entered into are conducted on an arms' length basis and in the ordinary course of business, there can be no assurance that it could not have achieved more favourable terms if such transactions had not been entered into with related parties. Additionally, there can be no assurance that any dispute that may arise between our Company and related parties will be resolved in our Company's favour. For further details, please refer to statement of related party transactions in *"Index to Financial Statements"*.

44. Our Company's Promoter, Directors and related entities have interests in a number of entities which are in businesses similar to our Company's business, and this may result in potential conflicts of interest with our Company.

Certain decisions concerning our Company's operations or financial structure may present conflicts of interest among our Company's Promoter, other shareholders, Directors, executive officers and the holders of Equity Shares. Our Company's Promoter, Directors and related entities have interests in various entities that are engaged in businesses similar to our Company. Commercial transactions in the future between our Company and related parties may result in conflicting interests. A conflict of interest may occur directly or indirectly between our Company's business and the business of our Company's Promoter which could have an adverse effect on our Company's operations. Conflicts of interest may also arise out of common business objectives shared by our Company, our Company's Promoter, Directors and their related entities. Our Company's Promoter, Directors and their related entities may compete with our Company and have no obligation to direct any opportunities to our Company. Our Company cannot provide any assurance that these or other conflicts of interest will be resolved in an impartial manner.

45. We may be unable to protect our logos, brand names and other intellectual property rights which are critical to our business.

Our Company has obtained registrations for its trademarks, namely, "Dhani", "Dhani Pay", "Dhani EMI"and "Dhani Phone Se Loan" for the mobile application-based lending business. However, we may not be able to prohibit the use of our intellectual property by any third party and may, in the future, face claims and legal actions by third parties that may use, or dispute our right to use, the logos and brand names under which our business currently operates. We may be required to resort to legal action to protect our logos and brand names. Any adverse outcome in such legal proceedings may impact our ability to use our logos, brand names and other intellectual property in the manner in which such intellectual property is currently used or at all, which can have a material adverse effect on our business and our financial condition.

46. Significant differences exist between Indian GAAP and IND AS used to prepare our Company's financial statements and other accounting principles, such as IFRS, with which investors may be more familiar.

Our Company's Reformatted IND AS Financial Statements for the year ended March 31, 2020 and March 31, 2019 and Reformatted IGAAP Financial Statements for the years ended March 31, 2018, March 31 2017 and March 31 2016 as included in this Draft Shelf Prospectus have been prepared in conformity with Ind AS and Indian GAAP, respectively. Indian GAAP differs in certain significant respects from Ind AS and other accounting principles and standards. The significant accounting policies applied in the preparation of its Reformatted IGAAP Financial Statements are set forth in the notes to the Reformatted Financial Statements included in this Draft Shelf Prospectus. Prospective investors should review the accounting policies applied in the preparation of our Company's financial statements summarised in the section "*Index to Financial Statements*" and *"Summary of Significant Differences between Indian GAAP and IND AS*" in this Draft Shelf Propsectus and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Accordingly, the degree to which the financial statements included in this Draft Shelf Prospectus will provide meaningful information is entirely dependent on the investor's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Shelf Prospectus should accordingly be limited.

47. This Draft Shelf Prospectus includes certain unaudited financial information, which has been subject to limited review, in relation to our Company. Reliance on such information should, accordingly, be limited.

This Draft Shelf Prospectus includes certain unaudited interim statement of profit and loss in relation to our Company for the nine month period ended December 31, 2020, in respect of which the Statutory Auditor of our Company have issued their limited review report dated March 24, 2020. As this financial information has been subject only to limited review and not to an audit, any reliance by prospective investors on the unaudited financial information as at and for the nine months period ended December 31, 2020 should, accordingly, be limited.

48. Certain facts and statistics are derived from publications not independently verified by our Company, the Lead Managers or their respective advisors.

The information in the section titled "*Industry Overview*" of this Draft Shelf Prospectus has been derived from the report titled "NBFC Report 2020" dated September 2020 provided by CRISIL Limited, (the "**Report**"). While our Company has taken reasonable care to ensure that the facts and statistics presented are accurately reproduced from such sources, they have not been independently verified by our Company, the Lead Managers or their respective advisors and, therefore, they make no representation as to the accuracy of such facts and statistics, which may not be consistent with other information compiled within or outside India. Due to possibly flawed or ineffective calculation and collection methods and other problems, the facts and statistics in this Draft Shelf Prospectus may be inaccurate or may not be comparable to facts and statistics produced for other economies and should not be unduly relied upon. Further, there can be no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere.

49. We rely on direct selling agents (DSAs) to sell our products across the country. These DSAs may not perform their obligations satisfactorily or in compliance with law or may be part of unlawful/unethical behavior which may adversely affect the business and reputation of our Company.

We enter into direct selling arrangements with DSAs for the purpose of marketing and selling our products across India. Although adequate due diligence is conducted before entering into any DSA arrangement with any person, we cannot guarantee that there shall be no disruptions in the provision of their services to our Company or that these DSAs will adhere to their contractual obligations. If there is a disruption in the services of these DSAs, or if the DSAs discontinue their service agreement with us, our business, financial condition and results of operations will be adversely affected. In case of any dispute between our Company and the DSAs, we cannot assure you that the terms of the agreements/arrangements entered into with the DSAs will not be breached, which may result in litigation costs. Such additional cost, in addition to the cost of entering into agreements with other DSAs, may materially and adversely affect our business, financial condition and results of operations. Further, our DSAs or the personnel they employ may be engaged in unethical or unlawful behaviour or they may misrepresent or mis-sell our products and services. Due to this, we may also suffer from reputational and legal risks and these actions may materially and adversely affect our business, financial condition and results of operations.

50. We may be required to bear additional tax liability for previous assessment years, which could adversely affect our financial condition.

According to extant guidelines from the RBI, an NBFC is not permitted to recognise income if the amount due in respect of a loan has not been paid by the borrower for 90 days or more and such amount is considered an NPA. However, under section 43D read with rule 6EB of the Income Tax Rules, the definition of an NPA under the Income Tax Act is different from that provided by extant guidelines of the RBI in force at present.

While we have been following the guidelines of the RBI on income recognition, if the interpretation of the income tax department is different from ours, we may be required to bear additional tax liabilities for previous assessment years, as well as an increased tax liability in the future as a result of our income being recognised by the income tax department at a higher level than the income offered for taxation under the guidelines set out by the RBI.

51. Certain of our documents may bear higher stamp duty than we have paid and as a result, our cash flows and results of operations may be adversely affected.

In relation to assignment/ securitisation transactions executed by us in relation to our AUM, we have entered into certain documentation, wherein we have, in accordance with industry practice, agreed to bear all costs in relation to stamp duty payable in respect of the assignment/ securitisation documents. Most of these transactions involve loans (and underlying mortgages) situated across India, and not just the jurisdiction where the documents in relation to the assignment/ securitisation are stamped. If any of the transaction documents in relation to these assignment/ securitisation transactions, are for any reason, taken out of the state in which stamp duty has been paid, including for registration of the same in the state where the underlying property is situated, there may be an additional stamp duty implication us, to the extent of the difference between the stamp duty payable in such state and the stamp duty already paid. Any such liability may have a financial impact on our cash flows and results of operations.

52. Our lending operations involve cash collection which may be susceptible to loss or misappropriation or fraud by our employees. This may adversely affect our business, operations and ability to recruit and retain employees.

Our lending and collection operations involve handling of cash, including collections of instalment repayments in cash in certain cases. Cash collection exposes us to risk of loss, fraud, misappropriation or unauthorised transactions by our employees responsible for dealing with such cash collections. In addition, we may be subject to regulatory or other proceedings in connection with any such unauthorised transaction, fraud or misappropriation by our agents or employees, which could adversely affect our goodwill, business prospects and future financial performance. In addition, given the high volume of transactions involving cash processed by us, certain instance of fraud and misconduct by our employees or representatives may go unnoticed for some time before they are identified, and corrective actions are taken. Even when we identify instance of fraud and other misconduct and pursue legal recourse or file claims with our insurance carriers, there can be no assurance that we will recover any amounts lost through such fraud or other misconduct. While we have internal control in place to minimise the likelihood or such frauds, there can be no assurance that these are sufficient and will be so in the future.

In addition to the above, our employees operating in remote areas may be required to transport cash due to lack of local banking facility. In the event of any adverse incident, our ability to continue operations in such areas will be adversely affected and our employee recruitment and retention efforts may be affected, thereby affecting our growth and expansion. In addition, if we determine that certain areas of India pose a significantly higher risk or crime or instability, our ability to operate in such areas will be adversely affected.

53. Certain of our Subsidiaries have incurred losses in the recent past.

Certain of our Subsidiaries has incurred a loss during the financial year ended March 31, 2020. While our Company has distributable profits for the year ended March 31, 2020, upon consolidation, and on account of the losses incurred by certain of our Subsidiaries, our Company incurred a loss after tax of ₹ 374.27 million during the financial year ended March 31, 2020. There can be no assurance that any of our Subsidiary will not incur losses in future periods or that there will not be an adverse effect on our Company's reputation or business as a result of such losses.

54. Certain of our Subsidiaries are involved in similar lines of business which may result in conflicts of interest.

As on the date of this Draft Shelf Prospectus, certain of our Subsidiaries, namely, Indiabulls Investment Advisors Limited and Indiabulls Distribution Services Limited, are involved in similar lines of business as each other, which involves marketing of non-discretionary wealth management products.

While we believe that there is presently no conflict, there is no assurance that our Subsidiaries will not provide competitive services or otherwise compete in business lines in which another company in our group is already involved. Such factors may have an adverse effect on the results of our operations and financial condition.

55. The Statutory Auditors' examination reports on the Reformatted Financial Statements and Limited Review Financial Results contain certain emphasis of matter.

The Statutory Auditors' examination reports on the Reformatted Financial Statements and Limited Review Financial Results included as part of this Draft Shelf Prospectus, contains an emphasis of matter pertaining to the effects of the COVID-19 pandemic outbreak on our operations that are dependent on future developments, and the impact thereof on the impairment assessment of financial assets outstanding as at March 31, 2020, September 30, 2020 and December 31, 2020. For further details on the emphasis of matter, see the section "*Financial Statements*", on page 159.

56. We rely on third-party service providers who may not perform their obligations satisfactorily or in compliance with law.

We enter into outsourcing arrangements with third party vendors for a number of services required by us. These vendors provide services, which include, among others, software services and client sourcing. Though adequate due diligence is conducted before finalizing such outsourcing arrangements, we cannot guarantee that there will be no disruptions in the provision of such services or that these third parties will adhere to their contractual obligations. If there is a disruption in the third-party services, or if the third-party service providers discontinue their service agreement with us, our business, financial condition and results of operations will be adversely affected. In case of any dispute, we cannot assure you that the terms of such agreements will not be breached, which may result in litigation costs. Such additional cost, in addition to the cost of entering into agreements with third parties in the same industry, may materially and adversely affect our business, financial condition and results of operations. We may also suffer from reputational and legal risks if our third-party service providers act unethically or unlawfully or misrepresent or mis-sell our products and services, which could materially and adversely affect our business, financial condition and results of operations.

As part of its lending business, our Company will rely on third party sources for certain information, such as "Aadhar" or unique identification number, of loan applicants based on which the data analytics software will be able to process the information. For instance, the applicant's details will be sourced from various websites, payment bureau and third-party vendors and settlement of funds will be facilitated by payment processing systems by linking the data analytics software to such websites. Some of these third-party data sources are currently, and may, in the future, be vulnerable to data privacy violation claims. If these claims are established and these data sources are no longer available to us, we will have to find alternate sources for such data which may increase our operational costs and adversely affect our results of operations. These third-party data sources are also susceptible to operational and technology vulnerabilities and are also exposed to changes in regulations, which may impact our business. In addition, these third-party data sources may rely on other parties (sub-contractors), to provide services to us which also face similar risks. For example, external content providers provide us with financial information, market news, quotes, research reports and other fundamental data that we offer to clients.

B. External Risks

1. ***A slowdown in economic growth in India may adversely affect our business and results of operations.***

Our financial performance and the quality and growth of our business depend significantly on the health of the overall Indian economy, the gross domestic product growth rate and the economic cycle in India. A substantial portion of our assets and employees are located in India, and we intend to continue to develop and expand our facilities in India.

Our performance and the growth of our business depend on the performance of the Indian economy and the economies of the regional markets we currently serve. These economies could be adversely affected by various factors, such as political and regulatory changes including adverse changes in liberalization policies, social disturbances, religious or communal tensions, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. Any slowdown in these economies could adversely affect the ability of our customers to afford our services, which in turn would adversely impact our business and financial performance and results of operations.

2. ***If inflation were to rise significantly in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our customers and our profits might decline.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, salaries, and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase the amount of commission to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

3. ***Our business and activities may be affected by competition law in India.***

The Competition Act, 2002 was enacted for the purpose of preventing practices having an adverse effect on competition in India and has mandated the CCI to separate such practices. Under the Competition Act, any arrangement, understanding or action whether or not formal or informal which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties. Further, any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of customers in the relevant market is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void.

The Competition Act also prohibits abuse of dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be deemed guilty of the contravention and liable to be punished.

On March 4, 2011, the Government of India notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. The combination regulation provisions require that acquisition of shares, voting rights, assets or control or mergers or amalgamations which cross the prescribed asset and turnover based thresholds shall be mandatorily notified to and pre-approved by the CCI. In addition, on May 11, 2011, the CCI issued the final Competition Commission of India (procedure in regard to the transaction of business relating to combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the combination regulation provisions under the Competition Act.

If we are adversely impacted, directly or indirectly, by any provision of the Competition Act, or its application or interpretation, generally or specifically in relation to any merger, amalgamation or acquisition proposed by us, or any enforcement proceedings initiated by the CCI, either *suo moto* or pursuant to any complaint, for alleged violation of any provisions of the Competition Act, our business, financial condition and results of operations may be materially and adversely affected.

4. ***Companies operating in India are subject to a variety of central and state government taxes and surcharges. Any increase in tax rates could adversely affect our business and results of operations.***

Tax and other levies including stamp duty imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, goods and service tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. The statutory corporate income tax in India, which includes a surcharge on the tax and an education and health cess on the tax and the surcharge, is currently up to 25.17%. 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.

There can be no assurance that our Company will pay adequate stamp duty as levied in all states where our Company functions or pay any stamp duty altogether, which may result in additional duty being levied on our Company and our Company getting exposed to statutory liabilities, which may have an adverse impact on our financial position and our reputation.

5. ***Civil unrest, acts of violence including terrorism or war involving India and other countries could materially and adversely affect the financial markets and our business.***

Civil unrest, acts of violence including terrorism or war, may negatively affect the Indian stock markets and also materially and adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, make travel and other services more difficult and ultimately materially and adversely affect our business. Although the governments of India and neighbouring countries have recently been engaged in conciliatory efforts, any deterioration in relations between India and neighbouring countries might result in investor concern about stability in the region, which could materially and adversely affect our business, results of operations and financial condition.

6. ***Financial difficulty and other problems in certain financial institutions in India could adversely affect our business, results of operations and financial condition.***

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is sometimes referred to as "systemic risk", may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with whom we interact on a daily basis. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and adversely affect our business, results of operations and financial condition. As the Indian financial system operates within an emerging market, it faces risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme.

7. ***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 may 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.

8. ***Any downgrading of India's debt rating by an international rating agency could adversely affect our business, results of operations and financial condition.***

India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business, financial performance, profits and ability to obtain financing for capital expenditures and the interest and redemption of the NCDs.

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

A decline in India's foreign exchange reserves could affect the liquidity and result in higher interest rates in the Indian economy, which could adversely affect our business, our future financial performance, our results of operations and financial condition.

10. ***Natural disasters and other disruptions could adversely affect the Indian economy and could adversely affect our business, results of operations and financial condition***.

Our operations, including our branch network, may be damaged or disrupted as a result of natural disasters such as earthquakes, floods, heavy rainfall, epidemics, tsunamis and cyclones and other events such as protests, riots and labor unrest. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations. Damage or destruction that interrupts our provision of services could adversely affect our reputation, our relationships with our customers, our senior management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our branch network. Any of the above factors may adversely affect our business, results of operations and financial condition.

11. ***An outbreak of an infectious disease or any other serious public health concerns in India or elsewhere could adversely affect our business.***

The outbreak of an infectious disease in India or elsewhere or any other serious public health concern could have a negative impact on the global economy, financial markets and business activities worldwide, which could adversely affect our business. Although, we have not been adversely affected by such outbreaks in the past, we can give you no assurance that a future outbreak of an infectious disease or any other serious public health concern will not have a material adverse effect on our business.

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

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

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

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

C. Risks pertaining to this Issue

1. ***Trading of the NCDs may be limited by temporary exchange closures, broker defaults, settlement delays, strikes by brokerage firm employees and disputes.***

The Indian stock exchanges have experienced temporary exchange closures, broker defaults, settlement, delays and strikes by brokerage firm employees. In addition, the governing bodies of the Indian stock exchanges have from time to time-imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Furthermore, from time to time, disputes have occurred between listed companies and stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment.

2. ***Changes in interest rates may affect the price of our NCDs.***

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

3. ***You may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the NCDs.***

Our ability to pay interest accrued on the NCDs and/or the principal amount outstanding from time to time in connection therewith would be subject to various factors including, amoung others, our financial condition, profitability and the general economic conditions in India and in the global financial markets. We cannot assure you that we would be able to repay the principal amount outstanding from time to time on the NCDs and/or the interest accrued thereon in a timely manner or at all. Although our Company will create appropriate security in favour of the Debenture Trustee for the NCD holders on the assets adequate to ensure minimum 100.00% asset cover for the NCDs, the realisable value of the assets charged as security, when liquidated, may be lower than the outstanding principal and/or interest accrued thereon in connection with the NCDs. A failure or delay to recover the expected value from a sale or disposition of the assets charged as security in connection with the NCDs could expose you to a potential loss.

4. ***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 Stock Exchanges. There could be a failure or delay in listing the NCDs on the Stock Exchanges 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 this Draft Shelf Prospectus.

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.

5. ***Our Company may raise further borrowings and charge its assets after receipt of necessary consents from its existing lenders.***

Our Company may, subject to receipt of all necessary consents from its existing lenders and the Debenture Trustee to the Issue/and or approvals or permissions that may be required under any statutory/regulatory/contractual requirement, raise further borrowings and charge its assets, provided the stipulated minimum-security cover is maintained. Our Company is free to decide the nature of security that may be provided for future borrowings. In such a scenario, the NCD holders will rank *pari passu* with other charge holder and to that extent, may reduce the amounts recoverable by the NCD holders upon our Company's bankruptcy, winding-up or liquidation.

6. ***Payments to be made on the NCDs will be subordinated to certain tax and other liabilities preferred by law. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining to pay amounts due on the NCDs.***

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

7. ***You may be subject to taxes arising on the sale of the NCDs.***

Sales of NCDs by any holder may give rise to tax liability, as discussed in "*Statement of Tax Benefits*" on page 68.

8. ***There may be no active market for the non-convertible debentures on the WDM segment of the stock exchange. As a result, the liquidity and market prices of the non-convertible debentures may fail to develop and may accordingly be adversely affected.***

There can be no assurance that an active market for the NCDs will develop. If an active market for the NCDs fails to develop or be sustained, the liquidity and market prices of the NCDs may be adversely affected. The market price of the NCDs would depend on various factors inter alia including (i) the interest rate on similar securities available in the market and the general interest rate scenario in the country; (ii) the market for listed debt securities; (iii) general economic conditions; and (iv) our financial performance, growth prospects and results of operations. The aforementioned factors may adversely affect the liquidity and market price of the NCDs, which may trade at a discount to the price at which you purchase the NCDs and/or be relatively illiquid.

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

We intend to use the proceeds of the Issue, after meeting the expenditures of and related to the Issue, for the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company. For further details, see "*Objects of the Issue*" on page 65. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. The management will have significant flexibility in applying the proceeds received by us from the Issue. Further, as per the provisions of the SEBI Debt Regulations, we are not required to appoint a monitoring agency and therefore no monitoring agency has been appointed for the Issue.

10. ***There may be a delay in making refund to Applicants.***

We cannot assure you that the monies refundable to you, on account of (i) withdrawal of your applications, (ii) our failure to receive minimum subscription in connection with the Base Issue, (ii) withdrawal of the Issue, or (iii) failure to obtain the final approval from the Stock Exchanges for listing of the NCDs, will be refunded to you in a timely manner. We, however, shall refund such monies, with the interest due and payable thereon as prescribed under applicable statutory and/or regulatory provisions.

11. ***The Issuer, being a listed company is not required to maintain debenture redemption reserve ("DRR")***.

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

SECTION III-INTRODUCTION

SUMMARY OF BUSINESS

Overview

Our Company is a non-deposit taking systemically important NBFC registered with the RBI and a 100% subsidiary of Dhani Services Limited (formerly Indiabulls Ventures Limited), a listed Indian company.

We focus primarily on providing personal loans and business loans, which includes unsecured SME loans and secured SME loans. As on the date of this Draft Shelf Prospectus, we have catered to the financial requirements of our customers by disbursing over 5.75 million loans.

We are part of the Dhani group. Our Promoter, Dhani Services Limited (formerly Indiabulls Ventures Limited) is a consumer business that provides digital healthcare and digital transactional finance to its customers. Dhani Services Limited (formerly Indiabulls Ventures Limited), was incorporated in 1995.

We have developed an end-to-end personal loan fulfilment mobile based application "Dhani", which is an automated mode of lending that enables loan application, risk analysis, credit approval, underwriting and disbursal processes to be carried out electronically. As at December 31, 2020, we have disbursed loans to customers in over 200 cities in India through our "Dhani" mobile application, enabling us to operate on a pan-India basis.

Our Company has set up its lending business primarily driven by analytics driven digital lending platform, which enables delivery of customized offerings to loan applicants. Our Company has made significant investments in technology which enables faster application-based disbursals, thus reducing the operating costs and containing risk. Our Company's robust credit underwriting model processes the same information as required in any traditional underwriting process including credit history, income and demographic details etc.

Our Company has developed robust analytical lending models and scorecards. We believe our investments in analytics in today's digital era will provide us with a competitive edge over traditional players which are dependent on a branch-based model to acquire and service customers.

The Company is highly capitalized and will continue operating with a focus to increase its customer franchise and at the same time operate at conservative gearing levels.

We have obtained a credit rating of "AA-" from CARE (Outlook: Stable) and "AA" from Brickwork (Outlook: Stable). We have also received short-term credit rating of "A1+" from CARE and Brickwork. These ratings signify a high degree of safety, regarding timely servicing of financial obligations and low credit risk. The credit rating of "A1+" signifies the highest short term credit rating. We believe that our ratings result in a lower cost of funds for the Company.

Our loan book has grown from ₹ 40,018.32 million as at March 31, 2018 to ₹ 47,092.47 million as at March 31, 2020. As on December 31, 2020 our loan book amounted to ₹ 53,237.19 million.

Our borrowings as at December 31, 2020 and March 31, 2020 amounted to ₹ 34,583.62 million and ₹ 47,529.75 million, respectively. We rely on long-term and medium-term borrowings from banks; amongst others, including issuances of non-convertible debentures. We have a diversified lender base comprising public sector undertakings ("**PSUs**"), private banks, mutual funds, provident funds and others. We also sell down parts of our portfolios through securitization and/or direct assignment of loan receivables to various banks or mutual funds.

As at March 31, 2020, our gross NPAs as a percentage of our AUM was 0.94%, and our net NPAs as a percentage of our AUM was 0.36%. As of December 31, 2020, March 31, 2020, March 31, 2019 and March 31, 2018, our capital to risk (weighted) assets ratio was 51.23%, 58.92%, 37.70% and 36.67%, respectively.

Our consolidated revenue from operations increased from ₹ 7,000.44 million in Fiscal 2018 to ₹ 26,790.26 million in the Fiscal 2020 at a CAGR of 95.63%. We incurred a loss after tax of ₹ 374.27 million in Fiscal 2020 as compared to a profit after tax of ₹ 3,845.16 million in Fiscal 2019 and ₹ 1,915.22 million in the Fiscal 2018. For the nine month period ending December 31, 2020, our total income was ₹ 9,967.11 million and our profit after tax for the period was ₹ 243.19 million.

Summary of our key operational and financial parameters on a standalone basis.

For the nine-month period ended December 31, 2020 (under Ind AS):

(₹ in million)

Parameters	As at and for the nine months period ended December 31, 2020
	Ind AS
Equity	42,837.32
Total Borrowings of which	34,583.62
Debt securities	7,579.14
Borrowings (other than debt securities and subordinated liabilities)#	27,004.48
Subordinated Liabilities	-
Property, Plant and Equipment and Other Intangible assets*	2,251.46
Financial assets (other than cash and cash equivalents, other bank balances and loans)	22,736.95
Non-financial assets (including deferred tax assets)**	2,944.06
Cash and cash equivalents	5,092.67
Bank balances other than cash and cash equivalents	2,370.82
Financial liabilities (other than debt securities and borrowings)	5,435.03
Non-financial liabilities	444.93
Loan book as per IND AS (Net off ECL Provision)	47,904.94
Interest Income	7082.38
Finance Costs	3491.82
Impairment on financial instruments	865.09
Total Comprehensive Income	538.61
Gross NPA (%)(As a percentage of AUM)	1.37
Net NPA (%)(As a percentage of AUM)	0
CRAR - Tier I Capital Ratio (%)	49.10%

 # including pass through certificates.
** including right-of-use asset.*
*** excluding right-of-use asset, property, plant and equipment, intangible assets under development and other intangible assets.*

For Fiscal 2019 and Fiscal 2020 (under Ind AS):

(₹ in million)

Parameters	Fiscal 2020	Fiscal 2019
	Ind AS	Ind AS
Equity	42,377.38	43,681.29
Total Borrowings of which	47,529.75	75,631.16
Debt securities	7,967.72	17,348.62
Borrowings (other than debt securities and subordinated liabilities)#	39,562.03	58,282.54
Subordinated Liabilities	-	-
Property, Plant and Equipment and Other Intangible assets*	3,382.56	852.43
Financial assets (other than cash and cash equivalents, other bank balances and loans)	24,619.14	6,245.28
Non-financial assets (including deferred tax assets)**	2,592.42	1,636.62
Cash and cash equivalents	19,668.69	9,307.85

Parameters	Fiscal 2020	Fiscal 2019
	Ind AS	Ind AS
Bank balances other than cash and cash equivalents	3,379.85	1,453.88
Financial liabilities (other than debt securities and borrowings)	4,850.43	4,906.01
Non-financial liabilities	680.55	358.93
Loan book as per IND AS (Net off ECL Provision)	41,795.45	105,081.33
Interest Income	17,594.50	14,670.49
Finance Costs	7,396.61	5,594.78
Impairment on financial instruments	8,162.52	1,030.13
Total Comprehensive Income	615.37	3,999.04
Gross NPA (%)(As a percentage of AUM)	0.94%	0.75%
Net NPA (%)(As a percentage of AUM)	0.36%	0.24%
CRAR - Tier I Capital Ratio (%)	52.66%	37.12%
CRAR - Tier II Capital Ratio (%)	6.27%	0.58%

 # including pass through certificates.
** including right-of-use asset.*
*** excluding right-of-use asset, property, plant and equipment, intangible assets under development and other intangible assets.*

For Fiscal 2018 (under I GAAP):

(₹ in million)

Parameters	Fiscal 2018
	IGAAP
Net-worth	16,778.73
Total Debt of which:	
Non-current Maturities of Long Term Borrowing	24,591.28
Short Term Borrowing	6,000.00
Current Maturities of Long Term Borrowing	818.44
Net Fixed Assets	468.37
Non-Current Assets (Excluding Fixed Assets & Assets Under Management)	783.70
Cash and Bank Balances	9,486.61
Current Investments	3,764.45
Current Assets (Excluding Cash and Bank Balances & Current Investments & Assets Under Management)	683.99
Current Liabilities (Excluding Short term borrowing, Current Maturities of Long Term Borrowing)	6,849.74
Non-Current Liabilities (excluding long term borrowings)	167.25
Assets Under Management	40,018.32
Off Balance Sheet Assets	-
Interest Income	3,362.17
Interest Expenses	1,367.94
Provisioning & Write-offs (net of recoveries)	262.55
PAT	1,915.22
Gross NPA (%)(As a percentage of AUM)	0.05%
Net NPA (%)(As a percentage of AUM)	0.05%
Tier I Capital Adequacy Ratio (%)-Standalone	36.31%
Tier II Capital Adequacy Ratio (%)-Standalone	0.36%

Summary of our key operational and financial parameters on a consolidated basis.

For the nine -month period ended December 31, 2020 (under Ind AS):

(₹ in million)

Parameters	As at and for the nine months period ended December 31, 2020
	Ind AS
Equity	42,307.13
Total Borrowings of which	37,873.25
Debt securities	7,579.14
Borrowings (other than debt securities and subordinated liabilities)#	30,294.11
Subordinated Liabilities	0
Property, Plant and Equipment and Other Intangible assets*	2,634.30
Financial assets (other than cash and cash equivalents, other bank balances and loans)	15,002.59
Non-financial assets (including deferred tax assets)**	6,200.21
Cash and cash equivalents	5,265.29
Bank balances other than cash and cash equivalents	3,623.87
Financial liabilities (other than debt securities and borrowings)	6,580.75
Non-financial liabilities	486.34
Loan book as per IND AS (Net off ECL Provision)	54,521.21
Interest Income	7,405.52
Finance Costs	3,613.51
Impairment on financial instruments	921.18
Total Comprehensive Income	243.72
Gross NPA (%)(As a percentage of AUM)	1.37
Net NPA (%)(As a percentage of AUM)	0

 # including pass through certificates.
**including right-of-use asset.*
*** excluding right-of-use asset, property, plant and equipment, intangible assets under development and other intangible assets.*

For Fiscal 2020 and Fiscal 2019 (under Ind AS):

(₹ in million)

Parameters	Fiscal 2020	Fiscal 2019
	Ind AS	Ind AS
Equity	42,593.75	44,476.79
Total Borrowings of which		
Debt securities	7,967.72	17,348.62
Borrowings (other than debt securities and subordinated liabilities)#	40,366.79	70,151.75
Subordinated Liabilities	-	-
Property, Plant and Equipment and Other Intangible assets*	3,968.74	932.64
Financial assets (other than cash and cash equivalents, other bank balances and loans)	16,358.95	18,325.34
Non-financial assets (including deferred tax assets)**	5,186.83	2,519.11
Cash and cash equivalents	19,909.14	9,496.89
Bank balances other than cash and cash equivalents	3,872.46	1,504.62
Financial liabilities (other than debt securities and borrowings)	5,468.66	5,243.33
Non-financial liabilities	884.85	786.91
Loan book as per IND AS (Net off ECL Provision)	47,985.65	1,05,228.80
Interest Income	18,219.75	14,952.19
Finance Costs	8,577.26	6,280.17

Parameters	Fiscal 2020	Fiscal 2019
	Ind AS	Ind AS
Impairment on financial instruments	8,964.98	1,035.06
Total Comprehensive Income	-299.91	3,838.59
Gross NPA (%)(As a percentage of AUM)	0.94%	0.75%
Net NPA (%)(As a percentage of AUM)	0.36%	0.23%

 # including pass through certificates.
** including right-of-use asset.*
*** excluding right-of-use asset, property, plant and equipment, intangible assets under development and other intangible assets*

Our Company's Evolution

Our Company was incorporated as 'Malpani Securities Private Limited', a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated October 27, 1994 issued by the RoC. Subsequently, the name of our Company was changed to 'Shivshakti Financial Services Private Limited' pursuant to a fresh certificate of incorporation dated January 13, 2010. This change in name was carried out by the erstwhile promoters of our Company prior to the acquisition of our Company by Dhani Services Limited (formerly Indiabulls Ventures Limited) in the year 2013. Our Company was subsequently converted to a public limited company pursuant to a resolution passed in the extra-ordinary general meeting of our shareholders held on October 7, 2014 and a fresh certificate of incorporation issued by the RoC on February 5, 2015. As a result of such conversion, the name of our Company was changed from 'Shivshakti Financial Services Private Limited' to 'Shivshakti Financial Services Limited'. Thereafter, the name of our Company was changed to 'IVL Finance Limited' pursuant to a fresh certificate of incorporation dated October 19, 2016.

After our Company commenced its MSME and consumer lending business we had made an application to the RBI for change in name from 'IVL Finance Limited' to 'Indiabulls Consumer Finance Limited' after which the name of our Company was changed to 'Indiabulls Consumer Finance Limited' pursuant to a fresh certificate of incorporation dated September 18, 2018.

Thereafter, upon commencement of our digital business operations through our mobile based application, "Dhani", the name of our Company was changed to 'Dhani Loans and Services Limited' and a fresh certificate of incorporation, consequent upon change of name was issued by the RoC on July 7, 2020.

We received a certificate of registration from the RBI to carry on the business of a NBFC without accepting public deposit on May 30, 1998 having registration number B-14.00909. Subsequently, we were issued a fresh certificate of registration having registration number B-14.00909 dated April 12, 2010 in lieu of the earlier certificate, due to change in name of our Company. Upon conversion of our Company from a private limited company to public limited company, we were issued a fresh certificate of registration having registration number B-14.00909 dated March 19, 2015 in lieu of the earlier certificate. Further, upon change of name of our Company from 'Shivshakti Financial Services Limited' to 'IVL Finance Limited', we received a new certificate of registration bearing registration number B-14.00909 dated December 13, 2016. Subsequently, upon change of name of our Company from 'IVL Finance Limited' to 'Indiabulls Consumer Finance Limited', we received a new certificate of registration bearing registration number B-14.00909 dated November 2, 2018. Subsequently, upon change of name of our Company from 'Indiabulls Consumer Finance Limited' to 'Dhani Loans and Services Limited', we received a new certificate of registration bearing registration number B-14.00909 dated August 21, 2020. We currently operate under the "Dhani" brand name.

Our Company has the following subsidiaries:

- Transerv Limited (formerly known as Transerv Private Limited) ("**Transerv**"):

  Transerv has been authorized by the RBI under the Payment and Settlement Systems Act, 2007, as amended, to issue and operate semi-closed prepaid payment instruments, pursuant to which Transerv operates a wallet service under the brand 'Dhani Pay'. It is also authorised to issue digital and physical Rupay Cards for its customers.

- Indiabulls Investment Advisors Limited ("**IIAL**"):

IIAL is engaged in marketing of non-discretionary wealth management products.

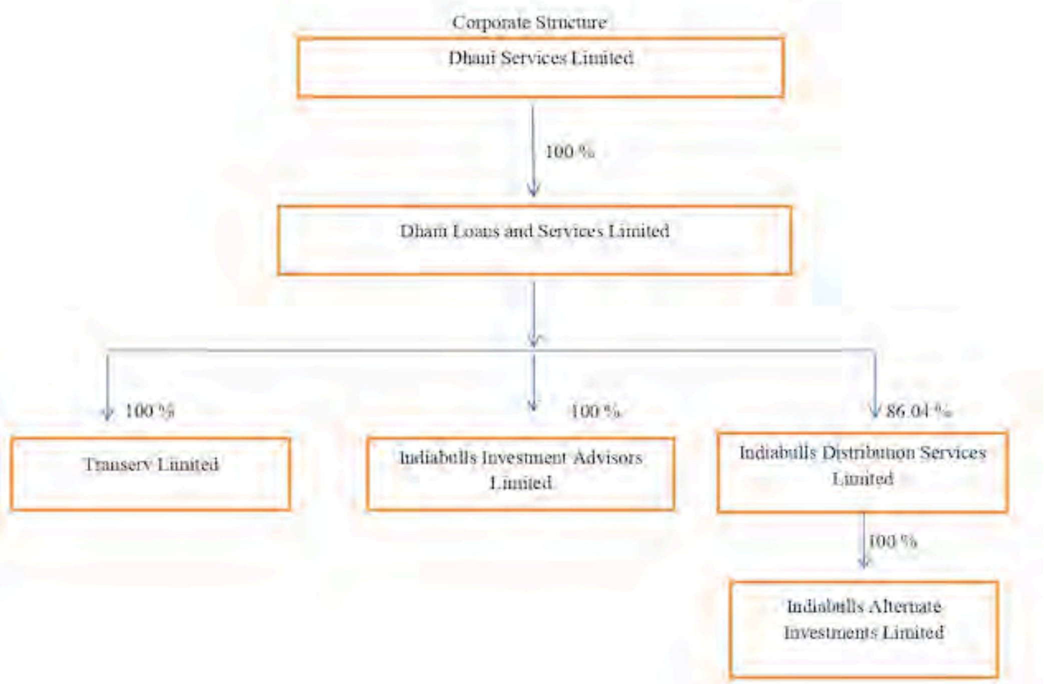
- Indiabulls Distribution Service Limited (“**IDSL**”):

  IDSL is engaged in marketing of non-discretionary wealth management products.

- Indiabulls Alternate Investments Limited (“**IAIL**”):

  IAIL is engaged primarily in the business of investment management, marketing, fund raising, advising and administration of SEBI registered alternative investment funds.

Corporate Structure



GENERAL INFORMATION

Our Company was incorporated as 'Malpani Securities Private Limited', a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation issued by the RoC, dated October 27, 1994. Subsequently, the name of our Company was changed to 'Shivshakti Financial Services Private Limited' pursuant to a fresh certificate of incorporation dated January 13, 2010. Pursuant to a resolution passed in the extra-ordinary general meeting of our shareholders held on October 7, 2014 and a fresh certificate of incorporation issued by the RoC on February 5, 2015, our Company was converted into a public limited company. Subsequently, the name of our Company was changed to 'IVL Finance Limited' pursuant to a fresh certificate of incorporation dated October 19, 2016. Pursuant to a fresh certificate of incorporation dated September 18, 2018, the name of our Company was changed to 'Indiabulls Consumer Finance Limited'. Thereafter, the name of our Company was changed to 'Dhani Loans and Services Limited' and a fresh certificate of incorporation, consequent upon change of name was issued by the RoC on July 7, 2020.

We received a certificate of registration from the RBI to carry on the business of a NBFC without accepting public deposit on May 30, 1998 having registration number 14.00909. Subsequently, we were issued a fresh certificate of registration having registration number B-14.00909 dated April 12, 2010 in lieu of the earlier certificate, due to change in name of our Company. Upon conversion of our Company from a private limited company to public limited company, we were issued a fresh certificate of registration having registration number B-14.00909 dated March 19, 2015 in lieu of the earlier certificate. Further, upon change of name of our Company from 'Shivshakti Financial Services Limited' to 'IVL Finance Limited', we received a new certificate of registration bearing registration number B-14.00909 dated December 13, 2016. Further, upon change of name of our Company from 'IVL Finance Limited' to 'Indiabulls Consumer Finance Limited', we received a new certificate of registration bearing registration number B-14.00909 dated November 2, 2018. Subsequently, upon change of name of our Company from 'Indiabulls Consumer Finance Limited' to 'Dhani Loans and Services Limited', we received a new certificate of registration bearing registration number B-14.00909 dated August 21, 2020.

Registered Office

M-62 & 63, First Floor
Connaught Place
New Delhi – 110001
Telephone No.: +91 11 3025 2900
Facsimile No.: +91 3015 6901
Website: www.dhaniloansandservices.com

Corporate Office(s)

One International Centre (*formerly Indiabulls Finance Centre*)
Senapati Bapat Marg
Elphinstone Road
Mumbai – 400 013
Telephone No.: + 91 22 6189 1000
Facsimile No.: +91 22 6189 1421
Website: www.dhaniloansandservices.com

Indiabulls House,
448-451, Udyog Vihar, Phase V
Gurugram- 122016
Telephone No.: + 91 124 668 5899
Facsimile No.: + 91 124 668 1240
Website: www.dhaniloansandservices.com

Registration No.: 062407
PAN No.: AAACM0725H
LEI No.: 335800YXCG6WPXZ8L358

Corporate Identification Number: U74899DL1994PLC062407

Contents of the Memorandum of Association of the Company as regards its objects

For information on the Company's main objects, please see the section titled "*History and Other Corporate Matters – Main Objects of our Company*" on page 123. The Memorandum of Association of the Company is a material document for inspection in relation to the Issue. For further details, see the section titled "*Material Contracts and Documents for Inspection*" on page 253.

Liability of the members of the Company

Limited by shares

Registrar of Companies, National Capital Territory of Delhi and Haryana

Registrar of Companies
National Capital Territory of Delhi and Haryana
4th Floor, IFCI Tower
61, Nehru Place
New Delhi – 110 019
Telephone No.: +91 11 2623 5703, +91 11 2623 5708
Fascimile No.: +91 11 2623 5702
Email: roc.delhi@mca.gov.in

Chief Financial Officer:

The details of our Chief Financial Officer are set out below:

Mr. Rajeev Lochan Agrawal
Chief Financial Officer

Dhani Loans and Services Limited
448-451, Udyog Vihar, Phase V
Gurugram- 122016
Telephone No.: + 91 124 668 5900
Facsimile No.: + 91 124 668 1240
Email: rajagrawal@dhani.com

Compliance Officer and Company Secretary

The details of the person appointed to act as Compliance Officer for the purposes of this Issue are set out below:

Mr. Manish Rustagi
Company Secretary & Compliance Officer

Dhani Loans and Servies Limited
448-451, Udyog Vihar, Phase V
Gurugram- 122016
Telephone No.: + 91 124 668 5899
Facsimile No.: + 91 124 668 1240
E-mail: mrustagi@dhani.com

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

All grievances relating to the Issue or any relevant Tranche Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, Permanent Account Number, number of NCDs applied for, Series of NCDs applied for, amount paid on application, Depository Participant name and client identification number, and the collection centre of the Members of the Consortium where the Application was submitted and ASBA Account number (for Bidders other than Retail Individual Investors bidding through the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or UPI ID in case of Retail Individual Investors bidding through the UPI mechanism. Further, the Bidder shall enclose the Acknowledgement

Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

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

All grievances related to the UPI process may be addressed to the Stock Exchange, which shall be responsible for addressing investor grievances arising from applications submitted online through the application based/ web interface platform of stock exchange or through their Trading Members. The intermediaries shall be responsible for addressing any investor grievances arising from the applications uploaded by them in respect of quantity, price or any other data entry or other errors made by them.

All grievances arising out of Applications for the NCDs made through the online Stock Exchanges mechanism or through Trading Members may be addressed directly to the respective Stock Exchanges.

Lead Managers

Edelweiss Financial Services Limited

Edelweiss House
Off CST Road, Kalina
Mumbai – 400 098
Maharashtra, India
Telephone No.: +91 22 4086 3535
Facsimile No.: +91 22 4086 3610
Email: dlsl.ncd@edelweissfin.com
Investor Grievance Email:
customerservice.mb@edelweissfin.com
Website: www.edelweissfin.com
Contact Person: Ms. Saili Dave and Mr. Malay Shah
Compliance Officer: Mr. B. Renganathan
SEBI Registration No.: INM0000010650
CIN: L99999MH1995PLC094641

Trust Investment Advisors Private Limited

109/110, Balarama,
Bandra Kurla Complex,
Bandra (E) Mumbai 400 051
Maharashtra, India.
Telephone: +91 22 40845000
Facsimile: +91 22 40845066
Email: projectshubh2@trustgroup.in
Investor Grievance Email:
customercare@trustgroup.in
Website: www.trustgroup.in
Contact Person: Ms. Hani Jalan
Compliance Officer: Mr. Brijmohan Bohra
SEBI Registration No.: INM000011120
CIN: U67190MH2006PTC162464

Consortium Members / Lead Brokers

As to be specified in the relevant Tranche Prospectus.

Debenture Trustee

Beacon Trusteeship Limited

4 C&D, Siddhivinayak Chambers,
Gandhi Nagar, Opp. MIG Cricket Club
Bandra (East), Mumbai- 400 051
Tel: +91 22 26558759
Email: compliance@beacontrustee.co.in
Facsimile No.: -
Investor Grievance e-mail: investorgrievances@beacontrustee.co.in
Website: www.beacontrustee.co.in
Contact Person: Mr. Vitthal Nawandhar
SEBI Registration Number: IND000000569
CIN: U74999MH2015PLC271288

Beacon Trusteeship Limited has, pursuant to regulation 4(4) of SEBI Debt Regulations, by its letter dated March 25, 2021, given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in this Draft Shelf Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to this Issue. Please see "Annexure – B" to this Draft Shelf Prospectus.

All the rights and remedies of the NCD Holders under this Issue shall vest in and shall be exercised by the appointed Debenture Trustee for this Issue without having it referred to the NCD Holders. All investors under this Issue are deemed to have irrevocably given their authority and consent to the Debenture Trustee so appointed by our Company for this Issue to act as their trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by our Company to the NCD Holders/Debenture Trustee, as the case may be, shall, from the time of making such payment, completely and irrevocably discharge our Company *pro tanto* from any liability to the NCD Holders. For details on the terms of the Debenture Trust Deed, please see "*Issue Related Information*" on page 199.

Registrar to the Issue

KFIN Technologies Private Limited (*formerly Karvy Fintech Private Limited*)

Selenium Tower B, Plot No – 31 & 32,
Financial District, Nanakramguda, Serilingampally
Hyderabad Rangareddy, Telangana– 500 032
Telephone No.: +91 40 6716 2222
Facsimile No.: +91 40 2343 1551
Email: dhani.ncd@kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: M. Murali Krishna
SEBI Registration Number: INR000000221
CIN: U67200TG2017PTC117649

KFIN Technologies Private Limited (*formerly Karvy Fintech Private Limited*) has by its letter dated January 19, 2021 given its consent for its appointment as Registrar to the Issue and for its name to be included in this Draft Shelf Prospectus, Shelf Prospectus and the relevant Tranche Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue.

Applicants or prospective investors may contact the Registrar to the Issue or the Company Secretary & Compliance Officer in case of any pre-Issue or post-Issue related problems, such as non-receipt of Allotment Advice, demat credit etc. All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, number of NCDs applied for, amount paid on application, Depository Participant ("**DP**") and the collection centre of the relevant Designated Intermediary where the Application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to either (a) the relevant Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant, or (b) the concerned Member of the Syndicate and the relevant Designated Branch of the SCSB in the event of an Application submitted by an ASBA Applicant at any of the Syndicate ASBA Centres, giving full details such as name, address of Applicant, Application Form number, number of NCDs applied for and amount blocked on Application.

Statutory Auditor

Walker Chandiok & Co. LLP
Chartered Accountants

L-41, Connaught Place
New Delhi – 100 001
Telephone No.: +91 11 4278 7070
Facsimile No.: +91 11 4278 7071
Email: khushroo.panthaky@walkerchandiok.in
Firm registration number: 001076N/ N500013
Contact Person: Khushroo Panthaky
Date of appointment as Statutory Auditor: September 29, 2017
Term of appointment: Five years

Credit Rating Agency

Infomerics Valuation and Rating Private Limited
104 & 108 (1st floor),
Golf Apartment, Sujan Singh Park,
Maharishi Ramanna Marg,
New Delhi – 110 003
Tel: 011 – 2460 1142
Fax: 011 – 2462 7549
Email: cs@infomerics.com

Website: www.infomerics.com
Contact Person: Archana Kumar
SEBI Registration No: IN/CRA/007/2015

Disclaimer clause of Infomerics

Infomerics ratings are based on information provided by the issuer on an ‘as is where is’ basis. Infomerics credit ratings are an opinion on the credit risk of the issue / issuer and not a recommendation to buy, hold or sell securities. Infomerics reserves the right to change, suspend or withdraw the credit ratings at any point in time. Infomerics ratings are opinions on financial statements based on information provided by the management and information obtained from sources believed by it to be accurate and reliable. The credit quality ratings are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. We, however, do not guarantee the accuracy, adequacy or completeness of any information which we accepted and presumed to be free from misstatement, whether due to error or fraud. We are 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 us have paid a credit rating fee, based on the amount and type of bank facilities/instruments. In case of partnership/proprietary concerns/Association of Persons (AOPs), the rating assigned by Infomerics is based on the capital deployed by the partners/proprietor/ AOPs and the financial strength of the firm at present. The rating may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor/ AOPs in addition to the financial performance and other relevant factors.

Legal Advisor to the Issue

L&L Partners (*formerly Luthra and Luthra Law Offices*)

20th Floor, Tower 2, Unit A-2
One International Centre,
Elphinstone Road
Senapati Marg, Lower Parel
Mumbai 400 013
Telephone No.: +91 22 4354 7005
Facsimile No.: +91 22 6630 3700

Public Issue Account Bank

As specificed in the relevant Tranche Prospectus.

Refund Bank

As specificed in the relevant Tranche Prospectus.

Sponsor Bank

As specified in the relevant Tranche Prospectus.

Bankers to our Company

Indian Overseas Bank
101, 11th floor, Naman Centre
G Block, Bandra Kurla Complex
Bandra (East)
Mumbai – 400 051
Telephone: 022-26566266
Email: iob2998@iob.in
Website: www.iob.in

National Bank for Agriculture and Rural Development
54, Wellesley Road,
Blauchi Vasti,
Shivajinagar, Pune
Maharashtra 411 005
Telephone: 020-255000176
Email: pune@nabard.org
Website: www.nabard.org
Contact Person: Pradeep S Parate

Punjab & Sind Bank
BO Corporate Banking Branch
27/29 Ambalal Doshi Marg
Fort Mumbai – 400023
Maharashtra
Telephone: 022-22658721
Fax: 022-22651752
Email: b0385@psb.co.in
Website: www.psbindia.com
Contact Person: Mr. Vinay Khandelwal

RBL Bank Limited
6th Floor, Tower 2B,
One Indiabulls Centre, 841
Senapati Bapat Marg
Lower Parel (West) Mumbai – 400013
Telephone: 022-43020600
Email: sumant.paul@rblbank.com
Website: www.rblbank.com
Contact Person: Sumant Paul

Union Bank of India
Industrial Finance Branch, Mumbai,
Union Bank Bhawan,
First Floor, 239, Vidhan Bhavan Marg,
Nariman Point, Mumbai – 400 021
Telephone: +91 22-222892000
Fax: +91 22 - 222855037
Email: ifbmumbai@unionbankofindia.com
Website: www.unionbankofindia.com
Contact Person: P V N Raju

The South Indian Bank Limited
G8, Embassy Centre
Nariman Point
Mumbai
Telephone: 022-22844133
Email: br0194@sib.co.in
Website: www.southindianbank.com
Contact Person: Mr. Hrishikesh Sawant

Self Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA and UPI Mechanism process is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 respectively as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms and UPI Mechanism through app/web interface from the Designated Intermediaries, refer to the above-mentioned links.

In relation to Applications submitted to a member of the Consortium, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes), or at such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Member of the Consortium at Specified Locations, see the website of the SEBI (http://www.sebi.gov.in/ sebiweb/other/OtherAction.do?doRecognised=yes) or any such other website as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to ASBA Applications submitted to the Members of the Syndicates or the Trading Members of the Stock Exchange only in the Specified Cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat), the list of branches of the SCSBs at the Specified Cities named by the respective SCSBs to receive deposits of ASBA Applications from such Members of the Syndicate or the Trading Members of the Stock Exchange is provided on http://www.sebi.gov.in/ or at such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting ASBA Applications from Members of the Syndicate or the Trading Members of the Stock Exchange only in the Specified Cities, see the above-mentioned web-link.

In relation to bids submitted under the ASBA process to a Member of the Consortium, the list of branches of the SCSBs at the Specified Cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat), the list of branches of the SCSBs at the Specified Cities named by the respective SCSBs to receive deposits of the ASBA Forms and Application Forms where investors have opted for payment via the UPI Mechanism, from the Members of the Consortium is available on the website of SEBI http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Consortium at Specified Locations, see the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes.

Broker Centres/ Designated CDP Locations/ Designated RTA Locations

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

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:

a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."*

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹ 10 lakh or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 10 lakh or 1.00% of the turnover of the Company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹ 20 lakh or with both.

Underwriting

The Issue is not underwritten.

Arrangers to the Issue

There are no arrangers to the Issue.

Minimum Subscription

In terms of the SEBI Debt Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue. If our Company does not receive the minimum subscription of 75 % of the Base Issue prior to the Issue Closing Date the entire subscription amount shall be unblocked in the Applicants ASBA Account within 6 Working Days from the date of closure of the Issue. In the event, there is a delay, by our Company in unblocking aforesaid ASBA Accounts within the prescribed time limit, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 and Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013, circular no. SEBI/HO/DDHC/CIR/P/2020/233 dated November 23, 2020 ("**UPI Mechanism Circular**") and circular no. CIR/DDHS/P/121/2018 dated August 16, 2018.

Credit Rating and Rationale

The NCDs proposed to be issued under this Issue have been rated IVR AA/ Stable Outlook, for an amount of ₹ 10,000 million by Infomerics Valuation and Rating Private Limited vide their letter dated March 12, 2021 and instruments with this rating are considered to offer high degree of safety regarding timely servicing of financial obligations and carry very low credit risk. These ratings are subject to suspension, revision or withdrawal at any time by the assigning rating agencies and should be evaluated independently of any other ratings. For the rationale for these ratings, see Annexure A of this Draft Shelf Prospectus.

Utilisation of Issue proceeds

For details on utilization of Issue proceeds, please see "*Objects of the Issue*" on page 65.

Issue Programme

ISSUE PROGRAMME*	
ISSUE OPENS ON	As specified in the relevant Tranche Prospectus
ISSUE CLOSES ON	As specified in the relevant Tranche Prospectus

** The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. during the period indicated above, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or the Bond Issue Committee. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in all the newspapers in which pre-issue advertisement and advertisement for opening or closure of the Issue have* *been given on or before such earlier or initial date of Issue closure. On the Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchanges. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 p.m. (Indian Standard Time) on one Working Day after the Issue Closing Date. For further details please refer to the chapter titled "Issue Related Information" on page 199.*

Applications Forms for the Issue will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange, during the Issue Period as mentioned above on all days between Monday and Friday (both inclusive barring public holiday), (i) by the Consortium or the Trading Members of the Stock Exchange, as the case maybe, at the centres mentioned in Application Form through the ASBA mode, (a) directly by the Designated Branches of the SCSBs or (b) by the centres of the Consortium, sub-brokers or the Trading Members of the Stock Exchange, as the case maybe, only at the selected cities. On the Issue Closing Date Application Forms will be accepted only between 10 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. or such extended time as may be permitted by the Stock Exchange.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Issue Closing Date and, no later than 3.00 p.m. (Indian Standard Time) on the Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Application Forms will only be accepted on Working Days during the Issue Period. Neither our Company, nor the Lead Managers or Trading Members of the Stock Exchange are liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise. Please note that, within each category of investors the Basis of Allotment under the Issue will be on a date priority basis except on the day of oversubscription, if any, where the Allotment will be proportionate.

Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday). Neither our Company, nor the Lead Managers, nor any Member of the Syndicate, Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations or designated branches of SCSBs are liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise. Please note that, within each category of investors, the Basis of Allotment under the Issue will be on date priority basis except on the day of oversubscription, if any, where the Allotment will be proportionate.

CAPITAL STRUCTURE

1. **Details of Share Capital and Securities Premium Account**

The following table lays down details of our authorised, issued, subscribed and paid up share capital and securities premium account as at December 31, 2020:

(in ₹, except share data)

		Aggregate value at face value (except for securities premium)
A.	**AUTHORISED SHARE CAPITAL**	
	80,000,000 Equity Shares of ₹ 10 each	800,000,000
	5,500,000 Preference Shares of ₹ 10 each	55,000,000
	Total Authorised Share Capital	**855,000,000**
B.	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL**	
	61,188,000 Equity Shares of ₹ 10 each	611,880,000
	Total Issued Subscribed and Paid-Up Capital	**611,880,000**
C.	**SECURITIES PREMIUM ACCOUNT**	
	Securities Premium Account before the Issue	₹ 37,053.43 million

Note: There will be no change in the capital structure and securities premium account due to the issue and allotment of the NCDs. None of the Equity Shares of our Company are either pledged or encumbered.

2. **Details of change in authorised share capital of our company as on December 31, 2020 for the last five years:**

Date of Change (AGM / EGM)	Authorised Share Capital (in ₹)	Particulars
February 28, 2017 (EGM)	100,000,000	The authorised share capital of our Company was reclassified from ₹ 100,000,000 divided into 2,316,600 Equity Shares of ₹ 10 each and 7,683,400 Preference Shares of ₹ 10 each to ₹ 100,000,000 divided into 5,219,000 Equity Shares of ₹ 10 each and 4,781,000 Preference Shares of ₹ 10 each.
May 6, 2017 (EGM)	240,000,000	Increase in authorised share capital of our Company from ₹ 10,00,00,000 divided into 5,219,000 Equity Shares of ₹ 10 each and 4,781,000 Preference Shares of ₹ 10 each to ₹ 240,000,000 divided into 18,500,000 Equity Shares of ₹ 10 each and 5,500,000 Preference Shares of ₹ 10 each.
September 25, 2017 (EGM)	640,000,000	Increase in authorised share capital from ₹ 240,000,000 divided into 18,500,000 Equity Shares of ₹ 10 each and 5,500,000 Preference Shares of ₹ 10 each, to ₹ 640,000,000 divided into 58,500,000 Equity Shares of ₹ 10 each and 5,500,000 Preference Shares of ₹ 10 each.
November 28, 2018 (EGM)	855,000,000	Increase in authorised share capital from ₹ 640,000,000 divided into 58,500,000 Equity Shares of ₹ 10 each and 5,500,000 Preference Shares of ₹ 10 each, to ₹ 855,000,000 divided into 80,000,000 Equity Shares of ₹ 10 each and 5,500,000 Preference Shares of ₹ 10 each.

3. **Share Capital History of our Company**

a) Details of Equity Share Capital

The history of the paid-up Equity Share capital of our Company, upto December 31, 2020 is set forth below:

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Premium per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of Consideration	Cumulative Number of Equity Shares	Cumulative Equity Share Capital (₹)	Cumulative Share Premium (₹)	Nature of Allotment
January 21, 1995[(1)]	300	10	Nil	10	Cash	300	3,000	-	On incorporation
December 30, 1995[(2)]	516,300	10	Nil	10	Cash	516,600	5,166,000	-	Private Placement
September 29, 2010[(3)]	1,000,000	10	Nil	10	Cash	1,516,600	15,166,000	-	Private Placement
June 28, 2013 [(4)]	800,000	10	990	1,000	Cash	2,316,600	23,166,000	792,000,000	Conversion of preference shares into equity shares

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Premium per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of Consideration	Cumulative Number of Equity Shares	Cumulative Equity Share Capital (₹)	Cumulative Share Premium (₹)	Nature of Allotment
March 20, 2017[5]	2,902,400	10	369	379	Cash	5,219,000	52,190,000	1,862,985,600	Rights issue
May 19, 2017[6]	5,219,000	10	407	417	Cash	10,438,000	104,380,000	3,987,118,600	Rights issue
June 7, 2017[7]	6,662,000	10	418	428	Cash	17,100,000	171,000,000	6,771,834,600	Rights issue
March 28, 2018[8]	7,451,565	10	661	671	Cash	24,551,565	245,515,650	11,697,319,065	Rights issue
June 12, 2018[9]	28,901,735	10	682	692	Cash	53,453,300	534,533,000	31,408,302,335	Rights issue
August 30, 2018[10]	4,139,700	10	708	718	Cash	57,593,000	575,930,000	34,339,209,935	Rights issue
March 15, 2019[11]	3,595,000	10	755	765	Cash	61,188,000	611,880,000	37,053,434,935	Preferential Allotment

(1) *Initial allotment of 100 Equity Shares each to the subscribers to the Memorandum viz. Kamal Kishore Malpani, Rajesh Kumar Malpani and Amit Kumar Malpani on January 21, 1995*

(2) *The Company, on Dececmber 30, 1995, allotted 11,000 Equity Shares to Kamal Kishore Malpani, 21,000 Equity Shares to Rajesh Malpani, 20,000 Equity Shares each to Vivek Malpani, Bhagwani Devi Bhaiya and Kishan Lal Sharma, 30,000 Equity Shares to Amit Malpani, 25,000 Equity Shares to each Kusum Goel and Darshana Periwal, 10,000 Equity Shares to each M.L.Bhattar, Prabha Bhattar, Suman Lata Bhaiya and Bhikam Chand Ranka, 24,000 Equity Shares to Priyanka Periwal, 15,000 Equity Shares each to Raunak Bhaiya and Venus Trade & Mercantiles (P) Ltd., 21,500 Equity Shares to Starward Com. & Investment (P) Limited, 22,000 Equity Shares to Suresh Kumar Periwal (HUF), 21,800 Equity Shares to Raj Kumar Periwal (HUF), 50,000 Equity Shares each to Non Stop Commotrade Private Limited, Red Strip Merchants (P) Ltd., and Sankhuwala Finvest (P) Limited, 30,000 Equity Shares to Alexy Impex Pvt. Ltd. and 5,000 Equity Shares to Piccadely General Suppliers (P) Limited*

(3) *The Company, on September 29, 2010, allotted 1,000,000 Equity Shares to Pushpanjali Finsolutions Private Limited*

(4) *The Company, on June 28, 2013, allotted 800,000 Equity Shares to Pushpanjali Finsolutions Private Limited upon conversion of 2,000,000 preference shares held by Pushpanjali Finsolutions Private Limited*

(5) *The Company, on March 20, 2017, on a rights issue basis had allotted 2,902,400 Equity Shares to Dhani Services Limited (formerly Indiabulls Ventures Limited)*

(6) *The Company, on May 19, 2017, on a rights issue basis had allotted 5,219,000 Equity Shares to Dhani Services Limited (formerly Indiabulls Ventures Limited)*

(7) *The Company, on June 7, 2017, on a rights issue basis had allotted 6,662,000 Equity Shares Dhani Services Limited (formerly Indiabulls Ventures Limited)*

(8) *The Company, on March 28, 2017, on a rights issue basis had allotted 7,451,565 Equity Shares to Dhani Services Limited (formerly Indiabulls Ventures Limited)*

(9) *The Company, on June 12, 2018, on a rights issue basis had allotted 28,901,735 Equity Shares to Dhani Services Limited (formerly Indiabulls Ventures Limited)*

(10) *The Company, on August 30, 2018, on a rights issue basis had allotted 4,139,700 Equity Shares to Dhani Services Limited (formerly Indiabulls Ventures Limited).*

(11) *The Company, on March 15, 2019, allotted 3,595,000 Equity Shares by way of a preferential allotment on private placement basis to Dhani Services Limited (formerly Indiabulls Ventures Limited).*

b) Details of Preference Share Capital

The history of the paid-up Preference Share capital of our Company upto December 31, 2020 is set forth below:

Date of allotment	Number of preference shares allotted/ redeemed	Face value per preference share (₹)	Premium per preference share (₹)	Issue price per preference share (₹)	Nature of Consideration	Cumulative Number of Preference Shares	Cumulative Preference Share Capital (₹)	Nature of Allotment
June 7, 2017	5,500,000	10	490	500	Cash	5,500,000	55,000,000	Allotment[1]
March 15, 2019	(5,500,000)	10	-	-	-	0	0	Redemption of preference shares[2]

(1) *The Company, on June 7, 2017, on a rights basis, had allotted 5,500,000 Preference Shares, at ₹ 500 per Preference Share (including the premium of ₹ 490 per Preference Share), for cash, to IDSL.*

(2) *Our Company, on March 12, 2019, changed the terms of the Preference Shares to 0.001% optionally convertible preference shares of face value of ₹ 10 each. Subsequently, on March 15, 2019, our Company redeemed the aforesaid 0.001% optionally convertible preference shares of face value of ₹ 10 each at ₹ 500 per preference share (including the premium of ₹ 490 per preference share). Accordingly, as on the date of this Draft Shelf Prospectus, our Company has no outstanding preference shares.*

4. **Equity shares issued for consideration other than cash**

As on the date of filing of this Draft Shelf Prospectus, the Company has not issued any equity shares for consideration other than cash.

5. **Shareholding pattern of our Company as on December 31, 2020**

The shareholding pattern of the Company as of December 31, 2020 is as under:

S. No.	Name	No. of Equity Shares	As a % of total number of shares	No. of Equity Shares in demat form
1.	Dhani Services Limited (*formerly Indiabulls Ventures Limited*)	61,187,994	100.00	61,187,994
2.	Mr. Sanjeev Kashyap*	1	0.00	-
3.	Mr. Ravinder*	1	0.00	-
4.	Mr. Anil Malhan*	1	0.00	-
5.	Mr. Satish Chand*	1	0.00	-
6.	Mr. Matbeer Singh*	1	0.00	-
7.	Mr. Pankaj Sharma*	1	0.00	-
Total		61,188,000	100.00	61,187,994

**Held as nominee of Dhani Services Limited (formerly Indiabulls Ventures Limited)*

6. **Shareholding of the Promoter in our Company as on December 31, 2020:**

S. No.	Name of the Promoter	Total No. of Equity Shares	No. of Equity Shares in demat form	% of holding
1.	Dhani Services Limited (*formerly Indiabulls Ventures Limited*)	61,188,000*	61,187,994	100%

**Includes one Equity Share held by each Mr. Sanjeev Kashyap, Mr. Ravinder, Mr. Anil Malhan, Mr. Satish Chand, Mr. Malbeer Singh and Mr. Pankaj Sharma, respectively, as a nominee of Dhani Services Limited Limited (formerly Indiabulls Ventures Limited).*

7. **Shareholding of the Promoter in our Company's Subsidiaries as on December 31, 2020**

Nil

8. **Details of the Directors' shareholding in our Company, as on December 31, 2020**

Nil

9. **Details of the Directors' shareholding in our Company's Subsidiaries, joint ventures and associates, as on December 31, 2020**

Nil

10. **Statement of the aggregate number of securities of the Company purchased or sold by the promoter group and by the directors of the company which is a promoter of the Company and by the Directors of the Company and their relatives within six months immediately preceding the date of filing this Draft Shelf Prospectus:**

None of the members of the promoter group or directors of the Company which is a Promoter of the Company or the directors of the Company and their relatives have purchased or sold any securities of the Company within six months immediately preceding the date of filing this Draft Shelf Prospectus.

11. **Details of top 10 equity shareholders of our Company as on December 31, 2020:**

Sr. No.	Name	No. of Equity Shares	As a % of total number of shares	No. of Equity Shares in demat form
1.	Dhani Services Limited (*formerly Indiabulls Ventures Limited*)	61,187,994	100.00	61,187,994
2.	Mr. Sanjeev Kashyap*	1	0.00	-
3.	Mr. Ravinder*	1	0.00	-

Sr. No.	Name	No. of Equity Shares	As a % of total number of shares	No. of Equity Shares in demat form
4.	Mr. Anil Malhan*	1	0.00	-
5.	Mr. Satish Chand*	1	0.00	-
6.	Mr. Matbeer Singh*	1	0.00	-
7.	Mr. Pankaj Sharma*	1	0.00	-
Total		61,188,000	100.00	61,187,994

**Held as nominee of Dhani Services Limited (formerly Indiabulls Ventures Limited*)

12. **Top 10 debenture holder (secured and unsecured) of our Company as on December 31, 2020**

    For details of top 10 debenture holders of our Company, please see "*Financial Indebtedness*" on page 166.

13. **Long term debt to equity ratio as on December 31, 2020 on a consolidated basis.**

(₹ in million)

Particulars	Refer	Prior to the Issue (as of December 31, 2020)	Post Issue (Proforma)
Debt			
Debt securities	(A)	8,036.98	18,036.98
Borrowings (other than debt securities)	(B)	30,632.69	30,632.69
Debt (A)+(B)	**(C)**	**38,669.67**	**48,669.67**
Less: Cash and cash equivalents	**(D)**	**5,265.29**	**5,265.29**
Total Debt (C - D)	**(E)**	**33,404.38**	**43,404.38**
Shareholders' fund			
Share Capital	(F)	611.88	611.88
Other equity	(G)	41,013.96	41,013.96
Less: Deferred tax assets (net)	(H)	1,555.54	1,555.54
Total Shareholders funds (F + G - H)	**(I)**	**40,070.30**	**40,070.30**
Total debt/ equity (E/I) (In times)	**(J)**	**0.83**	**1.08**
Notes:			
Note 1) The debt-equity ratio post the Issue is indicative on account of the assumed inflow of ₹ 10,000 million from the proposed Issue as on December 31, 2020 only and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Issue would depend on the actual position of debt and equity on the date of Allotment.			
Note 2) This statement does not give effect to any movement in long - term borrowings or short - term borrowings or current maturities of long-term debt or cash and cash equivalents as per cash flow statement post December 31, 2020, except stated in Note 1) above.			

14. None of the Equity Shares have been pledged or otherwise encumbered by our Promoter and Promoter Group.

15. There has been no change in the promoter holding of our Company during the last financial year beyond 26% (as prescribed by RBI).

16. **Details of any acquisition or amalgamation in the last one year**

    a. Our Company has acquired 55,00,000 equity shares of face value of ₹ 10 each of IIAL, representing 100% of the issued and paid-up share capital of IIAL, pursuant to a share purchase agreement dated March 20, 2020 between the Company and certain shareholders of the Company as the purchasers and DSL along with certain of its shareholders as sellers. Pursuant to the acquisition, IIAL has become wholly owned subsidiary of our Company. Subsequent to this, the Company has further invested ₹ 3,500.00 million in the equity share capital of IIAL.

    b. Our Company has acquired 33,72,885 equity shares of face value of ₹ 10 each, aggregating to 52.06% of the issued and paid-up equity share capital of TranServ on a fully diluted basis pursuant to a share purchase agreement dated April 1, 2020 between the promoters of TranServ as the sellers and the Company as acquirer. Further, our Company acquired 3,85,041 equity shares aggregating to 5.94% of the issued and paid-up equity share capital of TranServ on a fully diluted basis pursuant to a share purchase agreement dated April 1, 2020 between the promoters of TranServ as the sellers and the Company as acquirer. Pursuant to the acquisitions, TranServ has become wholly owned subsidiary of our Company.

c. Our Company has, by way of preferential allotment, invested in 3,08,220 equity shares of face value of ₹ 10 each, aggregating to 86.04% of the issued and paid-up equity share capital, of IDSL pursuant to an investment of ₹ 4,500.01 million in IDSL. Pursuant to the acquisition, IDSL has become a subsidiary of our Company.

17. Our Company has not undergone any reorganisation or reconstruction in the last one year prior to filing of this Draft Shelf Prospectus.

18. For details of the outstanding borrowing of our Company, please see "*Financial Indebtedness*" on page 166.

19. As on the date of this Draft Shelf Prospectus, our Company does not have any employee stock option plan.

OBJECTS OF THE ISSUE

Issue Proceeds

Our Company has filed this Draft Shelf Prospectus for a public issue of Secured, Redeemable, NCDs aggregating up to ₹ 10,000 million (the "**Shelf Limit**"). The NCDs will be issued in one or more tranches up to the Shelf Limit, on the terms and conditions as set out in the relevant Tranche Prospectus for any Tranche Issue, which should read together with this Draft Shelf Prospectus.

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

1. For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company; and
2. General corporate purposes.

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

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

(₹ in million)

Sr. No.	Description	Amount
1.	Gross Proceeds of the Issue	As per relevant Tranche Prospectus(es)
2.	Issue Related Expenses*	As per relevant Tranche Prospectus(es)
3.	Net Proceeds (i.e., Gross Proceeds *less* Issue related expenses)	As per relevant Tranche Prospectus(es)

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

Requirement of funds and Utilisation of Net Proceeds

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

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

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

Issue Related Expenses

The expenses of this Issue include, among others, fees for the Lead Managers and selling commission to the Lead Managers/Members of the Consortium, printing and distribution expenses, legal fees, advertisement expenses, fees payable to RTA, Debenture Trustee, SCSBs' commission / fees, listing fees, commission and fees payable to the intermediaries as provided for in the UPI Mechanism Circular, and any other expense directly related to Issue. The estimated Issue expenses for each Tranche Prospectus shall be specified in respective Tranche Prospectus.

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

Purpose for which there is a Requirement of Funds

As stated in "Issue Proceeds" above.

Funding plan

NA

Summary of the project appraisal report

NA

Schedule of implementation of the project

NA

Interim Use of Proceeds

Our Board of Directors, in accordance with the policies formulated by it from time to time, will have flexibility in deploying the proceeds received from the Issue. Pending utilization of the proceeds out of the Issue for the purposes described above, our Company intends to temporarily invest funds in high quality interest bearing liquid instruments including money market mutual funds, deposits with banks or temporarily deploy the funds in investment grade interest bearing securities as may be approved by the Board. Such investment would be in accordance with the investment policies approved by the Board or Bond Issue Committee from time to time.

Monitoring of Utilization of Funds

There is no requirement for appointment of a monitoring agency in terms of the SEBI Debt Regulations. The Board shall monitor the utilization of the proceeds of the Issue. For the relevant Financial Years commencing from Financial Year 2020-2021, our Company will disclose in our financial statements, the utilization of the net proceeds of the Issue under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Issue. Our Company shall utilize the proceeds of the Issue only upon the execution of the documents for creation of security and receipt of final listing and trading approval from the Stock Exchanges. Further, in accordance with the SEBI Debt Regulations, our Company will furnish to the Stock Exchange(s) on a half yearly basis, a statement indicating material deviations, if any, in the use of Issue proceeds and shall also publish the same in newspapers simultaneously with the half-yearly financial results in the terms of and as per the format prescribed by Circular SEBI/HO/DDHS/08/20 SEBI 20 dated January 17, 2020. Our Company shall utilize the proceeds of the Issue only upon execution of the documents for creation of Security and the Debenture Trust Deed and receipt of listing and trading approval from the Stock Exchange as stated in this Draft Shelf Prospectus in the section titled "*Terms of the Issue*" on page 204.

Other Confirmation

The main objects clause of the Memorandum of Association of our Company permits our Company to undertake its existing activities as well as the activities for which the funds are being raised through this Issue. In accordance with the SEBI Debt Regulations, our Company will not utilize the proceeds of the Issue for providing loans to or for acquisition of shares of any person who is a part of the same group as our Company or who is under the same management of our Company.

No part of the proceeds from this Issue will be paid by us as consideration to our Promoter, our Directors, Key Managerial Personnel, or companies promoted by our Promoter.

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

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

The Issue proceeds from NCDs allotted to Banks will not be utilized for any purpose which may be in contravention of the RBI guidelines or bank financing to NBFCs including those relating to classification as capital market or any other sectors that are prohibited under the RBI Regulations.

Variation in terms of contract or objects

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

Utilisation of Issue Proceeds

1. All monies received pursuant to the issue of NCDs to public shall be transferred to a separate bank account as referred to in sub-section (3) of section 40 of the Companies Act, 2013 and our Company will comply with the conditions as stated therein, and these monies will be transferred to Company's bank account after receipt of listing and trading approvals.

2. The allotment letter shall be issued or application money shall be refunded in accordance with the Applicable Law failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

3. Details of all monies utilised out of each Tranche Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilized.

4. Details of all unutilised monies out of issue of NCDs, if any, referred to in sub-item (a) shall be disclosed and continued to be disclosed under an appropriate separate head in our Balance Sheet till the time any part of the proceeds of the Issue remains unutilized indicating the form in which such unutilised monies have been invested.

5. The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property.

6. We shall utilize the Issue proceeds only after (i) receipt of minimum subscription, i.e., 75% of the Base Issue pertaining to each Tranche Issue; (ii) completion of Allotment and refund process in compliance with Section 40 of the Companies Act, 2013; (iii) creation of security; and (iv) obtaining listing and trading approval as stated in this Draft Shelf Prospectus in the section titled "*Issue Structure*" on page 199.

   Benefit or Interest accruing to Promoters or Directors out of the objects of the Issue

   There is no benefit or interest accruing to the Promoters or Directors from the Objects of the Issue.

STATEMENT OF TAX BENEFITS

March 26, 2021

To,

The Board of Directors
Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)
M-62 & 63, First Floor
Connaught Place
New Delhi - 110 001
Delhi, India

Dear Sirs,

Sub: Statement of possible tax benefits available to the debenture holders of Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) ("the Company") in connection with the proposed public issue of secured, redeemable, non-convertible debentures ("NCDs" or "Debentures") of up to Rs. 1,000 Crore (the "Issue") pursuant to the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended ("SEBI Regulations").

1. We confirm that the enclosed Annexure prepared by Dhani Loans and Services Limited ("the Company") provides the possible tax benefits available to the debenture holders of the Company under the Income-tax Act, 1961 ("the Act") as amended by Finance Act, 2000, i.e., applicable for the Financial Year 2020-21 relevant to the assessment year 2021-22, presently in force in India. Several of these benefits are dependent on the Company or its debenture holders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company and / or its debenture holders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its debenture holders may or may not choose to fulfil.

2. The benefits discussed in the enclosed statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue.

3. We do not express any opinion or provide any assurance as to whether:

i) the Company or its debenture holders will continue to obtain these benefits in future;
ii) the conditions prescribed for availing the benefits have been / would be met with; and
iii) the revenue authorities/courts will concur with the views expressed herein.

4. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

5. This report has been issued at the request of the Company for the purpose of inclusion in the offer document in connection with its proposed Issue and should not be used by anyone else or for any other purpose.

For A Sardana & Co.
Chartered Accountants
Firm Registration No. 021890N
ICAI Peer review certificate No.: 011270

Bhupinder Nath Mukhi
Partner
Membership No. 013794
New Delhi, India
March 26, 2021
UDIN: 21013794AAAAAB3093

Encl: Annexure

CC:

Edelweiss Financial Services Limited
Edelweiss House, Off. C.S.T Road,
Kalina, Mumbai 400 098,
Maharashtra, India

Trust Investment Advisors Private Limited
109/110, Balarama,
Bandra Kurla Complex, Bandra (E),
Mumbai -400 051,
Maharashtra, India

Annexure A

STATEMENT OF POSSIBLE TAX BENEFITS UNDER THE INCOME TAX ACT, 1961 AVAILABLE TO THE DEBENTURE HOLDERS UNDER THE APPLICABLE INCOME-TAX LAWS IN INDIA

The information provided below sets out the possible tax benefits available to the Debenture Holders of the Company under the Act presently in force in India. The Annexure is based on the provisions of the Income Tax Act, 1961 (the "IT Act") as on date, taking into account the amendments made by the Finance Act, 2020 (FA 2020) read along with the Taxation and Other Laws (Relaxation and Amendment of Certain Provisions) Act, 2020 (Relaxation Act), but does not include the impact of amendments proposed by the Finance Bill, 2021.

This Annexure intends to provide general information on the applicable provisions of the IT Act. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Several of these benefits are dependent on the Company or its Debenture Holders fulfilling the conditions prescribed under the relevant provisions of the Income-tax Act, 1961. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue, particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither are we suggesting nor advising the investor to invest money based on this Statement.

You should consult your own tax advisors concerning the Indian tax implications and consequences of purchasing, owning and disposing of the Debentures in your particular situation.

Taxability under the IT Act

1. Taxability under various heads of Income

The returns received by the investors from NCDS in the form of interest and the gains on the sale/ transfer of the NCD, may be characterized under the following broad heads of income for the purposes of taxation under the IT Act:
• Profits and gains from business;
• Income from capital gains; and
• Income from other sources.

The returns from the investment in the form of interest would generally be subject to tax under the head "income from other sources". Under certain circumstances depending upon the facts and circumstances of the taxpayer, the interest income may be subject to tax under the head "Profits and gains from business".

The gains from the sale of the instrument or security may be characterized either as "Profits and gains from business" or as "Capital Gains".

This is discussed in the following paragraph.

"Profit and gains from business" versus "Capital gains"

Gains from the transfer of securities/instruments of the investee companies may be characterized as "Capital Gains" or as "Profits and gains from business" in the hands of an investor, depending upon whether the investments in the NCD are held as 'investments' or as 'stock in trade'. This can vary based on the facts of each investor's case (taking into account factors such as the magnitude of purchases and sales, ratio between purchases and sales, the period of holding, whether the intention to earn a profit from sale or to earn interest etc.).

The investors may obtain specific advice from their tax advisors regarding the tax treatment of their investments.

2. Taxation of interest, profits from business and capital gains

Taxation of Interest

Income by way of interest received on debentures, bonds, and other debt instruments held as investments will be charged to tax as under the head "Income from Other Sources" at the rates applicable to the investor after deduction of expenses, if any, allowable under section 57 of the IT Act. These are essentially expenses (not being in the nature of capital expenditure) laid out or expended wholly and exclusively for the purpose of earning the interest income.

In case of debentures, bonds or other debt instruments held as stock in trade and sold before their maturity, the interest accrued thereon till the date of sale and included in the sale price, may also be charged to tax as "business income" (treatment separately discussed below).

Further, in case of certain specific fixed income securities and certain debt instruments, purchased and held as investments and transferred prior to maturity, the gain from the transfer may also possibly be characterized as "capital gains" (treatment separately discussed below).

The investors may obtain specific advice from their tax advisors regarding the tax treatment of their investments.

Taxation of Profits and gains from business

As discussed above, depending on the particular facts of each case, the investments may, in certain cases, be regarded to be in the nature of stock in trade and, hence, the gains from the transfer/ sale of such investments would be considered to be in the nature of "Profits and gains from business".

In such a scenario, the gains from the business of investing in the NCD may be chargeable to tax on a 'net' basis (that is, net of allowable deductions for expenses/allowances under Chapter IV –Part D of the IT Act).The "Profits and gains from business" so computed, as reduced on account of set-off of losses in accordance with Chapter VI of the IT Act and unabsorbed allowances, if any, would go to form part of the gross total income of the investor.

The gross total income would be reduced by deductions, if any, available under Chapter VI-A of the IT Act and the resultant total income would be subject to tax at the tax rates as applicable to the investor (Refer Note 1 and Note 2).

Based on section 145 of the IT Act, the timing of charging any income to tax would depend on the method of accounting followed by the taxpayer consistently (i.e., cash or mercantile).

Investors should obtain specific advice from their tax advisors regarding the manner of computing business income, the deductions available therefrom and the tax to be paid thereon.

Taxation of Capital Gains

As discussed above, based on the particular facts of each case, the investments may, in certain cases, be regarded to be in the nature of capital assets and hence the gains from the transfer/ sale of such investments would be considered to be in the nature of "capital gains".

As per section 2(14) of the IT Act, the term 'capital asset' had been defined to inter alia mean any securities held by a foreign institutional investor which has invested in such securities in accordance with the regulations made under Securities and Exchange Board of India Act, 1992

Period of holding –long-term &short-term capital assets.

A security (other than a unit) listed on a recognized stock exchange in India or zero-coupon bond (as defined) held for a period of more than 12 months is considered long-term capital asset.

In case of share of an unlisted company and immoveable property, it will be considered as a long-term capital asset where it is held for a period of more than 24 months. Any assets (other than as described above), are considered long-term capital assets where they are held for a period of more than 36 months.

The above assets, where held for a period of not more than 12 months/ 24 months/ 36 months, as the case may be, will be treated as short-term capital assets.

The gains arising from the transfer of long-term capital assets are termed as long-term capital gains.

The gains arising from the transfer of short-term capital assets are termed as short-term capital gains.

Computation of capital gains

Capital gains are computed after reducing from the consideration received from the transfer of the capital asset, the cost of acquisition of such asset and the expenses incurred wholly and exclusively in connection with the transfer.

Nature of transactions and resultant capital gain treatment

The capital gains tax treatment of transactions is given in Note 4.

The following transactions would attract the "regular" capital gains tax provisions:

- Transactions of sale of debentures, bonds, listed or otherwise; and
- Transactions in structured debentures.

Set off of capital losses.

Long-term capital loss of a year can be set off only against long-term capital gains arising in that year and cannot be set off against short-term capital gains arising in that year. On the other hand, short-term capital loss in a year can be set off against both short-term and long-term capital gains of the same year.

Unabsorbed short-term and long-term capital loss of prior years can be separately carried forward for not more than eight assessment years immediately succeeding the assessment year for which the first loss was computed. Unabsorbed short-term capital loss shall be eligible for set off against short-term capital gains as well as long-term capital gains. However, unabsorbed long-term capital loss shall be eligible to be set off only against long-term capital gains.

Certain deductions available under Chapter VI-A of the IT Act

Individuals and Hindu Undivided Families would be allowed a deduction in computing total income, inter alia, under section 80C of the IT Act for an amount not exceeding INR 150,000 with respect to sums paid or deposited in the previous year in certain specified schemes.

However, where the individual or HUF exercises the option to be assessed to tax as per provisions of section 115BAC of the IT Act introduced by the FA 2020, such individual or HUF shall not be entitled to deduction specified, inter alia, under section 80C of the IT Act.

Further, the option to be assessed to tax in accordance with the provisions of section 115BAC of the IT Act once exercised by an individual or HUF carrying on business or profession for any previous year can be withdrawn only once for a previous year other than the year in which it was exercised and thereafter, such individual or HUF shall never be eligible to exercise the option to be assessed in accordance with the provisions of section 115BAC of the Act except where such individual or HUF ceases to have any income from business or profession, in which case, the option to be assessed to tax as per the provisions of section 115BAC of the IT Act shall be available.

Alternate Minimum Tax ("AMT")

The IT Act provides for the levy of AMT to tax investors (other than companies) at the rate of 18.5 per cent (plus applicable surcharge and health and education cess) on the adjusted total income. In a situation where the income-tax computed as per the normal provisions of the IT Act is less than the AMT on "adjusted total income", the investor shall be liable to pay tax as per AMT. "Adjusted total income" for this purpose is the total income before giving effect to the deductions claimed under section C of chapter VI-A (other than section 80P) and deduction claimed, if any, under section 10AA and deduction claimed, if any, under section 35AD as reduced by the amount of depreciation allowable in accordance with the provisions of section 32 as if no deduction under section 35AD was allowed in respect of the assets on which the deduction under that section is claimed. AMT will not apply to an Individual, HUF, AOP, BOI or an Artificial Juridical Person if the adjusted total income of such person does not exceed INR 20 lakhs[1].Further, the credit of AMT can be further carried forward to fifteen subsequent years and set off in the year(s) where regular income tax exceeds the AMT.

The provisions of AMT also provide that the Foreign Tax Credit (FTC) claimed against AMT liability which exceeds the FTC that would have been allowable while computing income under normal provisions, would be ignored while computing tax credit under AMT.

Minimum Alternative Tax ("MAT")

The IT Act provides that where the tax liability of a company (under the regular provisions of the IT Act) is less than 15 per cent of its 'book profit', then the book profit is deemed to be its total income and tax at the rate of 15 per cent (plus applicable surcharge and health and education cess –Refer Note 2) is the MAT payable by the company.

Tax credit is allowed to be carried forward for fifteen years immediately succeeding the assessment year in which tax credit becomes allowable. The tax credit can be set-off in a year when the tax is payable on the total income is in accordance with the regular provisions of the IT Act and not under MAT.

The CBDT vide its Circular no. 29 of 2019 dated 2 October 2019 has clarified that MAT credit is not available to a domestic company exercising option under section 115BAA of the IT Act. The circular further clarifies that there is no time limit within which the option under section 115BAA of the IT Act

[1] As per sub-section (5) to section 115JCof the IT Act, inserted by FA2020, the provisions of AMT shall not be applicable in case of, inter alia, an individual or HUF who has exercised the option to be taxed as per the provisions of section 115BAC of the IT Act.

can be exercised and accordingly, a domestic company having accumulated MAT credit may, if it so desires, exercise the option of section 115BAA of the IT Act at a future date, after utilizing the MAT credit against tax payable as per the regime existing prior to the Taxation Laws (Amendment) Act, 2019.

As per the provisions of section 115JB of the IT Act, the amount of income accruing or arising to a foreign company from capital gains arising on transactions in securities or interest, royalty, or fees for technical services chargeable to tax at the rates specified in Chapter XII of the IT Act, shall be excluded from the purview of MAT, if such income is credited to the Profit and Loss Account and the tax payable on such income under the normal provisions is less than the MAT rate of 15 per cent. Consequently, corresponding expenses shall also be excluded while computing MAT.

Further, Explanation 4 to section 115JB of the IT Act clarifies that provisions of MAT will not apply to a foreign company if:

(a) It is a resident of a country with which India has a DTAA and the company does not have a permanent establishment in India in accordance with the provisions of such DTAA; or

(b) it is a resident of a country with which India does not have a DTAA and the foreign company is not required to register under any law applicable to companies.

Further, it is provided that the FTC claimed against MAT liability which exceeds the FTC that would have been allowable while computing income under normal provisions, would be ignored while computing tax credit under MAT.

Also, sub-section 5A to section 115JB, provides that the provisions of section 115JB shall not apply to a person who has exercised the option referred under section 115BAA or section 115BAB of the IT Act.

Taxability of non-resident investors under the tax treaty

In case of non-resident investor who is a resident of a country with which India has signed a Double Taxation Avoidance Agreement ("DTAA" or "tax treaty") (which is in force) income-tax is payable at the rates provided in the IT Act, as discussed below, or the rates provided in such tax treaty, if any, whichever is more beneficial to such non-resident investor.

For non-residents claiming such tax treaty benefits, the IT Act mandates the obtaining of a Tax Residency Certificate ("TRC") from the home country tax authority.

Section 90(5) of the IT Act provides that an assessee to whom a DTAA applies shall provide such other documents and information, as may be prescribed. Further, a notification substituting Rule 21AB of the Income-tax Rules, 1962 ("Rules") has been issued prescribing the format of information to be provided under section 90(5) of the IT Act, i.e., in Form No 10F. Where the required information[2] is not explicitly mentioned in the TRC, the assessee shall be required to furnish a self-declaration in Form No 10F and

[2] Status (individual, company, firm etc.) of the taxpayer
-Nationality (in case of an individual) or country or specified territory of incorporation or registration (in case of others);
-Taxpayer's tax identification number in the country or specified territory of residence (In case there is no such number, then, a unique number on the basis of which the person is identified by the Government of the country or the specified territory of which the taxpayer claims to be a resident);
-Period for which the residential status, as mentioned in the certificate of residence is applicable; and
-Address of the taxpayer in the country or specified territory outside India, during the period for which the certificate is applicable

keep and maintain such documents as are necessary to substantiate the information mentioned in Form 10F.

Widening of taxability of Capital Gains

In the context of taxation of capital gains, the definitions of "capital asset" and "transfer" are widened with retro-effect from 1 April 1961 specifically with a view to tax, in the hands of non-residents, gains from direct or indirect transfer of assets situated in India.

Withholding provisions

The withholding provisions provided under the Act are machinery provisions meant for tentative deduction of income-tax subject to regular assessment. The withholding tax is not the final liability to income-tax of an assessee. For rate of tax applicable to an assessee, please refer Notes 1 and 2 below.

S. No.	Scenario	Provisions
1	Withholding tax rate on interest on NCD issued to Indian residents	• Interest paid to residents other than insurance companies will be subject to withholding tax as per section 193 of the IT Act at the rate of 10 per cent[3]. • No tax is required to be deducted on interest paid to an individual of a HUF, in respect of debentures issued by a company in which the public is substantially interested if; - the amount of interest paid to such person in a financial year does not exceed INR 5,000; and - such interest is paid by an account payee cheque • Further, no tax is required to be deducted on any interest payable on any security issued by a company, where such security is in dematerialized form and is listed on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the rules made thereunder.
2	Withholding tax rate on interest on NCD issued to Foreign Portfolio Investor (FPI)	• Interest on NCD issued to FPI may be eligible for concessional withholding tax rate of 5 per cent under section 194LD of the IT Act. • If section 194LD of the IT Act is not applicable, then tax deduction should be made as per sections 196D read with section 115AD of the IT Act i.e., at 20 per cent.

[3] As per section 197B of the IT Act introduced vide the Relaxation Act, the rate of TDS has been reduced from 10% to 7.5% for the period 14 May 2020 to 31 March 2021.

		• Withholding rate will be increased by surcharge as applicable (Refer Note 2) and a health and education cess of 4 per cent on the amount of tax plus surcharge as applicable.
3	Withholding tax rate on interest on NCD issued to non-residents other than FPIs	• Interest payable to non-resident (other than FPI) would be subject to withholding tax at the rate of 30 per cent/40 per cent as per the provisions of section 195 of the IT Act subject to relief under the relevant DTAA depending upon the status of the non-resident. Alternatively, benefits of concessional rates of 5 per cent under section 194LC of the IT Act could be availed provided specific approval is obtained from the Central Government with respect to the rate of interest. • Withholding rate will be increased by surcharge as applicable (Refer Note 2) and a health and education cess of 4 per cent on the amount of tax plus surcharge, as applicable.

Notes:

Note 1: Tax rates Resident Individuals and Hindu Undivided Families

The individuals and HUFs are taxed in respect of their total income at the following rates:

Income tax slab	**Income tax rate***
Total income up to Rs 250,000#	Nil
More than Rs 250,000# but up to Rs 500,000**	5 per cent of excess over Rs 250,000
More than Rs 500,000 but up to Rs 1,000,000	20 per cent of excess over Rs 500,000 plus Rs 12,500 ##
Exceeding Rs 1,000,000	30 per cent of excess over Rs 1,000,000 plus Rs 112,500##

* Plus surcharge if applicable –Refer Note 2 and a health and education cess of 4 per cent on the amount of tax plus surcharge (if applicable)

**A resident individual (whose total income does not exceed Rs 500,000) can avail rebate under section 87A. It is deductible from income tax before calculating health and education cess. The amount of rebate available would be 100 per cent of income-tax chargeable on his total income or Rs 12,500, whichever is less."

for resident senior citizens of sixty years of age and above but below eighty years of age, Rs. 250,000 has to be read as Rs300,000 and for resident senior citizens of eighty years of age and above ("super senior citizen) Rs 250,000' has to be read as Rs 500,000.

Similarly, for resident senior citizens of sixty years of age and above but below eighty years of age, Rs12,500 has to be read as Rs 10,000 and Rs 112,500 has to be read as Rs110,000. And for super senior citizen Rs 12,500 has to be read as Nil and Rs 112,500 has to be read as Rs 100,000.

Alternatively, where an individual or a HUF exercises the option to be assessed to tax under the provisions of section 115BAC of the IT Act inserted by FA 2020, the following shall be the rate of tax applicable:

Income tax slab	**Income tax rate***
Total income up to Rs 250,000	Nil
More than Rs 250,000 but up to Rs 500,000**	5 per cent of excess over Rs 250,000
More than Rs 500,000 but up to Rs 750,000	10 per cent of excess over Rs 500,000 plus Rs 12,500
More than Rs 750,000 but up to Rs 1,000,000	15 per cent of excess over Rs 750,000 plus Rs 37,500
More than Rs 1,000,000 but up to Rs 1,250,000	20 per cent of excess over Rs 1,000,000 plus Rs 75,000
More than Rs 1,250,000 but up to Rs 1,500,000	25 per cent of excess over Rs 1,250,000 plus Rs 1,25,000
More than Rs 1,500,000	30 per cent of excess over Rs 1,500,000 plus Rs 1,87,500

* plus surcharge if applicable –Refer Note 2 and a health and education cess of 4 per cent on the amount of tax plus surcharge, if applicable).

**A resident individual (whose total income does not exceed Rs 500,000) can avail rebate under section 87A. It is deductible from income tax before calculating health and education cess. The amount of rebate available would be 100 per cent of income-tax chargeable on his total income or Rs 12,500, whichever is less."

Partnership Firms & LLPs

The tax rates applicable would be 30 per cent (plus surcharge if applicable –Refer Note 2 and a health and education cess of 4 per cent on the amount of tax plus surcharge, if applicable).

Domestic Companies

Type of Domestic company	**Base normal tax rate on income (other than income chargeable at special rates)**	**Base MAT rate**
Domestic companies having turnover or gross receipts of less than Rs 400 Cr in FY 2018-19	25 per cent	15 per cent
Domestic manufacturing company set-up and registered on or after 1 March 2016 subject to fulfilment of prescribed conditions (Section 115BA)	25 per cent	15 per cent
Any domestic company (even if an existing company or engaged in non-manufacturing business) has an option to	22 per cent	Not applicable

avail beneficial rate, subject to fulfilment of prescribed conditions (Section 115BAA)		
Domestic manufacturing company set-up and registered on or after 1 October 2019 and commences manufacturing upto 31 March 2023, has an option to avail beneficial rate, subject to fulfilment of prescribed conditions (Section 115BAB)	15 per cent	Not applicable
Domestic companies not falling under any of the above category	30 per cent	15 per cent

Note 2: Surcharge (as applicable to the tax charged on income)

Non-corporate assesses other than firms and co-operative societies (other than FPIs)

Particulars	**Rate of surcharge**
Where total income (including dividend income and income under the provisions of section 111A and section 112A of the IT Act) does not exceed Rs 50 lakhs	Nil
Where total income (including dividend income and income under the provisions of section 111A and section 112A of the IT Act) exceeds Rs 50 lakhs but does not exceed Rs 1 Crore	10 per cent on total tax
Where total income (including dividend income and income under the provisions of section 111A and section 112A of the IT Act) exceeds Rs 1 Crore but does not exceed Rs 2 Crore	15 per cent on total tax
Where total income (excluding dividend income and income under the provisions of section 111A and section 112A of the Act) does not exceed Rs 2 Crore but total income (including dividend income and income under the provisions of section 111A and section 112A of the Act) exceeds Rs 2 Crore	15 per cent on total tax
Where total income (excluding dividend income and income under the provisions of section 111A and section 112A of the IT Act) exceeds Rs 2 Crore but does not exceed Rs 5 Crore	- 25 per cent on tax on income excluding dividend income and income under the provisions of section 111A and section 112A of the IT Act

	- 15 per cent on tax on dividend income and income under the provisions of section 111A and section 112A of the IT Act
Where total income (excluding dividend income and income under the provisions of section 111A and section 112A of the IT Act) exceeds Rs 5 Crore	- 37 per cent on tax on income excluding dividend income and income under the provisions of section 111A and section 112A of the IT Act - 15 per cent on tax on dividend income and income under the provisions of section 111A and section 112A of the IT Act

FPIs (Non corporate)

Particulars	**Rate of surcharge**
Where total income (including dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act) does not exceed Rs 50 lacs	Nil
Where total income (including dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act) exceeds Rs 50 lakhs but does not exceed Rs 1 Crore	10 per cent on total tax
Where total income (including dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act) exceeds Rs 1 Crore but does not exceed Rs 2 Crore	15 per cent on total tax
Where total income (excluding dividend income or income of the nature referred to in section 115AD(1)(b) of the Act) does not exceed Rs 2 Crore but total income (including dividend income or income of the nature referred to in section 115AD(1)(b) of the Act) exceeds Rs 2 Crore	15 per cent on total tax
Where total income (excluding dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act) exceeds Rs 2 Crore but does not exceed Rs 5 Crore	- 25 per cent on tax on income excluding dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act

	- 15 per cent on tax on dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act
Where total income (excluding dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act) exceeds Rs 5 Crore	- 37 per cent on tax on income excluding dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act - 15 per cent on tax on dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act

For assessees other than those covered above

Assessee	Rate of surcharge applicable
Non-corporate taxpayers being firms and co-operative societies	- Nil where taxable income does not exceed Rs 1 Crore - 12 per cent where income exceeds Rs 1 Crore
Domestic companies (other than companies availing benefit under section 115BAA and section 115BAB of the IT Act)	- Nil where taxable income does not exceed Rs 1 Crore - 7 per cent where taxable income does not exceed Rs 1 Crore but does not exceed Rs 10 Crore - 12 per cent where taxable income exceeds Rs 10 Crore
Domestic companies availing benefit under section 115BAA and section 115BAB of the IT Act	10 per cent (irrespective of taxable income)
Foreign Companies (including corporate FPIs)	- Nil where taxable income does not exceed is equal to or less than Rs 1 Crore

	- 2 per cent where taxable income exceeds Rs 1 Crore but does not exceed Rs 10 Crore - 5 per cent where taxable income exceeds Rs 10 Crore

A health and education cess of 4 per cent is payable on the total amount of tax plus surcharge.

Note 3: Taxability of interest income

For all Residents (including Indian Corporates)

In case of residents, where interest income is taxable as 'income from other sources' or 'income from business or profession' should be chargeable to tax as per the rates given in Note 1 and Note 2 above.

For Non-residents (other than Foreign Portfolio Investors (FPIs) FPI entities)

In case of non-residents, under the IT Act, the interest income should be chargeable to tax at the rate of 30/ 40 per cent depending on the status of the non-resident (plus applicable surcharge and health and education cess).

However, the above is subject to any relief available under DTAA and any Covered Tax Agreement (CTA) entered into by the Government of India.

For FPI entities

In case of FPI, interest on NCD may be eligible for concessional tax rate of 5 per cent (plus applicable surcharge and health and education cess) under section 194LD of the IT Act. Further, in case where section 194LD is not applicable, the interest income earned by FPI should be chargeable tax at the rate of 20 per cent under section 115AD of the IT Act.

However, the above is subject to any relief available under DTAA and any CTA entered into by the Government of India.

Note 4: Regular capital gains tax rates

1.Tax on Long-term Gains

1.1 For all Residents (including Indian Corporates)

Long-term Capital Gains (other than long-term capital gains chargeable under section 112A of the IT Act) will be chargeable to tax under Section 112 of the IT Act, at a rate of 20 per cent (plus applicable surcharge and health and education cess respectively –Refer Note 2) with indexation.

Alternatively, the tax rate may be reduced to 10 per cent without indexation (plus applicable surcharge and health and education cess–Refer Note 2) in respect of listed securities (other than a unit) or zero-coupon bonds (as defined).

However, as per the fourth proviso to section 48 of the IT Act, benefit of indexation of cost of acquisition under second proviso to section 48 of the IT Act, is not available in case of bonds, debentures, except capital indexed bonds. Accordingly, long term capital gains on listed bonds arising to the bond holders, should be subject to tax at the rate of 10 per cent, computed without indexation, as the benefit of indexation of cost of acquisition is not available in the case of debentures.

1.2 For Resident Individuals and HUFs only

Where the taxable income as reduced by long-term capital gains is below the exemption limit, the long-term capital gains will be reduced to the extent of the shortfall and only the balance long-term capital gains will be charged at a rate of 20 per cent with indexation (plus applicable surcharge and health and education cess –Refer Note 2).

Alternatively, the tax rate may be reduced to 10 per cent without indexation (plus applicable surcharge and health and education cess –Refer Note 2) in respect of listed securities (other than a unit) or zero-coupon bonds as defined.

However, as per the fourth proviso to section 48 of the IT Act, benefit of indexation of cost of acquisition under second proviso to section 48 of the IT Act, is not available in case of bonds, debentures, except capital indexed bonds. Accordingly, long term capital gains arising to the bond holders, should be subject to tax at the rate of 10 per cent, computed without indexation, as the benefit of indexation of cost of acquisition is not available in the case of debentures.

1.3 For Non-Resident Individuals

Long-term capital gains (other than long-term capital gains chargeable under section 112A of the IT Act) in case of listed securities will be chargeable under Section 112 of the IT Act at a rate of 20 per cent (plus applicable surcharge and health and education cess –Refer Note 2) with applicable foreign exchange fluctuation benefit or indexation, as the case may be. The tax payable (for other than a listed unit) could alternatively be determined at 10 per cent (plus applicable surcharge and health and education cess–Refer Note 2) without indexation.

However, as per the fourth proviso to section 48 of the IT Act, benefit of indexation of cost of acquisition under second proviso to section 48 of the IT Act, is not available in case of bonds, debentures, except capital indexed bonds. Accordingly, long term capital gains arising to the bond holders, should be subject to tax at the rate of 10 per cent, computed without indexation, as the benefit of indexation of cost of acquisition is not available in the case of debentures.

The above-mentioned rates would be subject to applicable treaty relief.

1.4 For FPI entities

As per section 115AD of the IT Act, long term capital gains on transfer of NCD by FPI are taxable at 10 per cent (plus applicable surcharge and cess). The above-mentioned rates would be subject to applicable treaty relief.

2.Tax on Short-term Capital Gains

Short-term capital gains are chargeable to tax as per the applicable general tax rates (discussed in Note 1 and Note 2 above).

In case of FPI, as per section 115AD of the IT Act, short term capital gains on transfer or sale of NCDs are taxable at the rate of 30 per cent (plus applicable surcharge and health and education cess –Refer Note 2).

Note 5: Relevant definitions under the IT Act

a) "Securities" shall have the same meaning as assigned in section 2(h) of the Securities and Contracts (Regulation) Act, 1956, which, inter alia, includes:

- shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body corporate;
- derivative;
- units or any other such instrument issued to the investors under any mutual fund scheme; and
- rights or interest in securities;

For the purpose of section 112 of the IT Act:

- "Listed securities" means the securities which are listed on any recognized stock exchange in India.
- "Unlisted securities" means securities other than listed securities.

b) "Zero coupon bond" means a bond-

- issued by any infrastructure capital company or infrastructure capital fund or public sector company [or scheduled bank] on or after 1 June 2005;
- in respect of which no payment and benefit is received or receivable before maturity or redemption from infrastructure capital company or infrastructure capital fund or public sector company [or scheduled bank]; and
- which the Central Government may, by notification in the Official Gazette, specify in this behalf.

Note 6: Amendments in the withholding tax provisions

Section 139A(5A) requires every person from whose income tax has been deducted under the provisions of chapter XVIIB of the IT Act, to furnish his PAN to the person responsible for deduction of tax at source.

As per provisions of section 206AA of the IT Act, the payer would be obliged to withhold tax at penal rates of TDS in case of payments to investors who have not furnished their PAN to the payer. The penal rate of TDS is 20 per cent or any higher rate of TDS, as may be applicable, plus applicable surcharge and health and education cess.

Section 206AA of the IT Act to provides that the provisions shall not apply to non-residents in respect of payment of interest on long-term bonds as referred to in section 194LC and any other payment subject to such conditions as may be prescribed.

Further, the CBDT, vide its notification dated 24 June 2016, has clarified that the provisions of section 206AA shall not apply to non-residents in respect of payments in the nature of interest, royalty, fees for technical services and payment on transfer of capital assets provided the non-residents provide the following information to the payer of such income:

- Name, email-id, contact number;

- Address in the country or specified territory outside India of which the deductee is a resident;

- A certificate of his being resident in any country or specified territory outside India from the government of the other country or specified territory if the law of that country or specified territory provides for issuance of such certificate;

- Tax Identification Number of the deductee in the country or specified territory of his residence and in a case, no such number is available, then a unique number on the basis of which the deductee is identified by the Government of that country or the specified territory of which he claims to be a resident.

Note 7: Other Provisions

No income tax is deductible at source from income by way of capital gains arising to a resident shareholder under the present provisions of the Act. However, as per the provisions of Section 195 of the Act, any income by way of capital gains payable to non-residents may be subject to withholding of tax at the rate under the domestic tax laws or under the applicable Double Taxation Avoidance Agreement (DTAA), whichever is beneficial to the non-resident, unless a lower withholding tax certificate is obtained from the tax authorities.

However, the non-resident investor will have to furnish a certificate of his being a tax resident in a country outside India and a suitable declaration for not having a fixed base/ permanent establishment in India, to get the benefit of the applicable DTAA and such other document as may be prescribed as per the provision of section 90(4) of Act.

Pursuant to amendment in section 206AA of the Act read with Rule 37BC of Rules, requirement of quoting permanent account number (PAN) in case of certain specified income is eliminated by maintaining specified documents as mentioned in the said Rule.

Note8: Other Notes

a) The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of debentures.

b) The stated benefits will be available only to the sole/ first named holder in case the debentures are held by joint holders.

c) In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the applicable DTAA, if any, between India and the country in which the non-resident has fiscal domicile.

d) This Statement does not discuss any tax consequences in the country outside India of an investment in the Debentures. The subscribers of the Debentures in the country other than India are urged to consult their own professional advisers regarding possible income tax consequences that apply to them.

e) The above Statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

f) The above Statement of possible tax benefits is as per the current direct tax laws relevant for the assessment year 2021-22. Several of these benefits are dependent on the Company or its Debenture Holders fulfilling the conditions prescribed under the relevant tax laws.

g) This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the Debentures of the Company. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

h) This Statement does not cover analysis of provisions of Chapter X-A of the Act dealing with General Anti- Avoidance Rules and provisions of Multilateral Instruments.

SECTION IV-ABOUT OUR COMPANY

INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section has been obtained or derived from industry sources, such as 'NBFC Report 2020' dated September 2020 by CRISIL Limited, and government publications, such as RBI Monetary Policy Report – October 2020 and the RBI Bi-monthly Monetary Policy Statement, 2020-21 (December) and India Economic Survey – Volumes I & II (2019-20). The information in this section has not been independently verified by us, the Lead Managers or any of our or their respective affiliates or advisers. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information. Figures used in this section are presented as in the original sources and have not been adjusted, restated or rounded-off for presentation in this Draft Shelf Prospectus.

Global Economy

The pandemic has plunged the global economy into its deepest contraction in history in the second quarter of 2020. World merchandise trade volume contracted by 14.3% (quarter-on-quarter) in the second quarter of 2020. Just as various economies were engaging in unlocking activity, and a general sense emerging of the global economy stabilising and getting poised for recovery in the third quarter of 2020, fresh waves of infections have surged, threatening these positive impulses. Meanwhile, commodity prices have firmed up, pushing up inflation. Although headline and core inflation remain subdued and below target in several economies, food price pressures are firming up. Global spill overs have accentuated, mainly through financial channels. Although financial markets have recovered from the panic sell-offs in the first quarter of 2020 and capital flows to emerging market economies ("**EMEs**") have resumed on the return of risk sentiment, asset prices are volatile, out of alignment with underlying fundamentals, and the outlook is uncertain. Monetary policy guidance from systemic central banks has led to weakening of the US dollar with corresponding appreciation in other currencies, especially EME currencies, with implications for export performance and growth. In addition, disruptions in global value chains ("**GVCs**") have amplified supply shocks inflicted by the pandemic.

Some near-term indicators have improved. Global purchasing managers' index ("**PMI**") indicates that on a month-on-month basis, the output and new orders as also business sentiments have revived since July and new export orders returned to growth in September.

The recovery, however, is nascent and hinges on the duration of the pandemic and discovery of the vaccine. Underlying the stabilisation of financial markets, the easing of financial conditions and the hesitant recovery is the unprecedented policy response of monetary and fiscal authorities. These actions have led to a renewal of risk appetite and search for yields, slowing the precautionary flight to cash. Notwithstanding this defence, the outlook is highly uncertain, policy space is largely used up and the virulence of the pandemic is yet to abate for recovery to gain traction.

(Source: RBI Monetary Policy Report, October 2020 - https://rbidocs.rbi.org.in/rdocs/Publications/PDFs/MPR0910200CB2848C2D8A40758A1FB7AE110E3F16.PDF)

The outlook for the fourth quarter of calendar 2020 (October to December) is overcast with a surge in COVID-19 infections in a second wave across Europe, the US and major EMEs, with accompanying lockdowns. Progress on vaccine candidates has, however, generated some offsetting optimism. World trade recorded a rebound in the third quarter as lockdowns were eased, but it is likely to slow in the fourth quarter as pent-up demand is exhausted, inventory restocking is completed, and trade-related uncertainty is rising with the second wave. Consumer price index ("**CPI**") inflation has remained muted across major advanced economies ("**AEs**") while it picked up in some EMEs on firming food prices and supply disruptions. Global financial markets remain buoyant, supported by highly accommodative monetary policies and positive news on the vaccine.

(Source: RBI Bi-monthly Monetary Policy Statement, 2020-21 Resolution of the Monetary Policy Committee – December 2-4. 2020 https://rbidocs.rbi.org.in/rdocs/PressRelease/PDFs/PR720A9A40E7FC8884A6A9F158967DE9BFF20.PDF)

The Indian Economy

India has an estimated population of 1.38 billion people as of October 2019. The Indian economy is one of the largest economies in the world, with a GDP at current price of an estimated US$2.59 trillion for the fiscal year 2019- 2020. *(Source: International Monetary Fund's World Economic Outlook - https://www.imf.org/en/Countries/IND#countrydata)*

The below table depicts the estimated real GDP growth of India in 2021 in comparison with certain other countries:

Country	Estimated Real GDP Growth in 2021 (%)
China	8.2
India	**8.8**
Brazil	2.8
United States	3.1
United Kingdom	5.9
Japan	2.3
World	5.2

(Source: International Monetary Fund's World Economic Outlook as of October 2020 - https://www.imf.org/en/Publications/WEO/Issues/2020/09/30/world-economic-outlook-october-2020)

The deceleration in India's GDP growth since 2017 has tracked the decline in world output. However, for three years prior to2017, when global output growth was not declining, India surged ahead of the rest of the world, recording in 2014-18 an average growth significantly higher than that of any comparable peer, both among advanced and emerging market economies. The WEO update of January 2020 has projected the growth of Indian economy to increase to5.8 per cent in 2020 expecting India to contribute significantly to an eventual pickup in the growth of world output. India's GDP in nominal prices was ₹ 190.1 lakh crore (US$2.7 trillion) in 2018-19.

(Source: India Economic Survey - Volume II (2019-20), Chapter 1, Ministry of Finance - https://www.indiabudget.gov.in/economicsurvey/)

In 2019-20, Centre's fiscal deficit was budgeted at ₹ 7.04 lakh crore (3.3 per cent of GDP), as compared to ₹ 6.49 lakh crore (3.4 per cent of GDP) in 2018-19 in the first eight months of 2019-20, fiscal deficit stood at 114.8 per cent of the budgetedlevel.Net Tax revenue to the Centre, which was envisaged to grow at more than 25 percent in 2019-20 BE relative to 2018-19 PA, grew at 2.6 per cent during April to November2019, which was nearly half its' growth rate for the corresponding period last year. This is primarily owing to low growth in Gross Tax Revenue (GTR) of 0.8 per cent during first eight months of 2019-20 vis-a-vis 7.1per cent growth for the corresponding period in 2018-19. Goods and Services Tax (GST) collections, the biggest component of indirect taxes, grew by 4.1 percent for the Centre during April-November2019. However, the uptick in growth of cumulative GST collections for the Centre started in October 2019 and has sustained its momentum in November and December2019 as well.

(Source: India Economic Survey - Volume II (2019-20), Chapter 1, Ministry of Finance - https://www.indiabudget.gov.in/economicsurvey/)

According to the Bi-Monthly Monetary Policy Statement in 2020-21 of the Monetary Policy Committee ("**MPC**") for December 2-4, 2020, the outlook for growth the Indian Economy is as follows:

(a) The recovery in rural demand is expected to strengthen further, while urban demand is also gaining momentum as unlocking spurs activity and employment, especially of labour displaced by COVID-19. These positive impulses are, however, clouded by a possible rise in infections in some parts of the country, prompting some local containment measures. At the same time, the recovery rate has crossed 94 per cent and there is considerable optimism on successes in vaccine trials.

(b) Consumers remain optimistic about the outlook, and business sentiment of manufacturing firms is gradually improving. Fiscal stimulus is increasingly moving beyond being supportive of consumption and liquidity to supporting growth-generating investment.

(c) Private investment is still slack and capacity utilisation has not fully recovered. While exports are on an intensive services is likely to remain subdued for some time due to social distancing norms and risk aversion.

uneven recovery, the prospects have brightened with the progress on the vaccines. Demand for contact-intensive services is likely to remain subdued for some time due to social distancing norms and risk aversion.

(d) Taking these factors into consideration, real GDP growth is projected at (-)7.5 per cent in 2020-21: (+)0.1 per cent in Q3:2020-21 and (+)0.7 per cent in Q4:2020-21; and (+)21.9 per cent to (+)6.5 per cent in H1:2021-22, with risks broadly balanced

(Source: RBI Bi-monthly Monetary Policy Statement, 2020-21 Resolution of the Monetary Policy Committee – December 2-4. 2020 https://rbidocs.rbi.org.in/rdocs/PressRelease/PDFs/PR720A9A40E7FC8884A6A9F158967DE9BFF20.PDF)

An Overview of Non-banking Financial Companies (“**NBFCs**”)

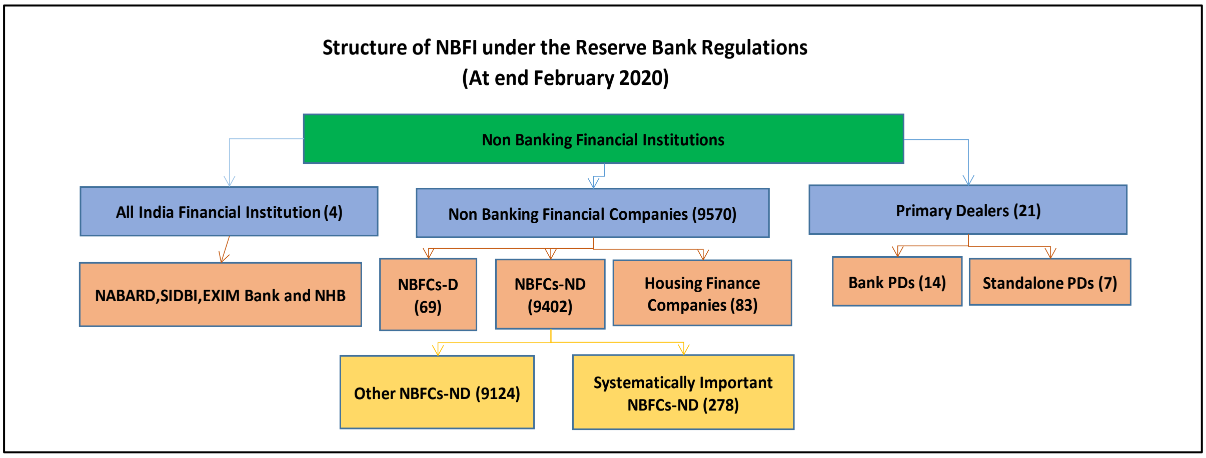
Non-Banking Financial Companies (“**NBFCs**”) have played an important role in the Indian financial system by complementing and competing with banks, and by bringing in efficiency and diversity into financial intermediation. NBFCs have evolved considerably in terms of operations, heterogeneity, asset quality and profitability, and regulatory architecture.

Non-banking financial institutions (NBFIs) comprise a heterogeneous group of financial intermediaries. Those under the regulatory purview of the Reserve Bank consist of all- India financial institutions (AIFIs), non-banking financial companies (NBFCs) and primary dealers (PDs). AIFIs are apex institutions established during the development planning era to provide long-term financing/refinancing to specific sectors such as

- Agriculture and rural development;
- Trade;
- Small industries; and
- Housing.

Non-banking financial institutions (NBFIs) are a group of diverse financial intermediaries which, in a bank-dominated financial system like India, serve as an alternative channel of credit flow to the commercial sector. Among the various institutions that perform this function, those regulated by the Reserve Bank are all-India financial institutions (AIFIs), non- banking financial companies (NBFCs), primary dealers (PDs) and the most recent addition, housing finance companies (HFCs).

Structure of NBFI under the Reserve Bank Regulations



(Source: Reserve Bank of India).
(Figures in bracket indicates number of Institutions)

Rising from the chores of the past – a focus area for India’s NBFC segment

While the Indian NBFC segment – a Rs 28.7 trillion market was trying hard to revive itself from the incident of September 2018 with the IL&FS led funding crisis, the outbreak of COVID-19 in last quarter of fiscal 2020 has put an end to hopes for revival during fiscal 2021. The Indian banking Industry is sized at ₹ 125 trillion (including banks and NBFCs). The size of NBFCs with the exclusion of PFC & REC is ₹ 22 trillion.

In addition to funding challenges faced by the sector along-with slower credit growth, COVID 19 escalated the risks to asset quality deterioration further. Moratorium and restructuring schemes announced by the Government has come as an interim relief for the sector and has delayed the asset quality concerns by a year. In light of this, CRISIL expects around Rs 3.5 trillion (around 11-13% of NBFC book of Rs 28.65 trillion) to be restructured in Financial Year 2021. (Source: CRISIL Report)

Two key Covid-19 impact areas for non-banks are asset quality and growth.

Impact of Covid-19 on asset quality of non-banking segments would be varied. Segments such as commercial vehicles, Loan against property (LAP)/MSME finance and wholesale (developer) finance were already under stress on account of issues in respective segments. Covid-19 related stress could further exacerbate the pain. Other segments such as used commercial vehicles and microfinance could come under stress mainly due pandemic induced disruption as the lockdown would affect these borrowers the most.

Housing, infrastructure, passenger vehicles and gold loans would perform relatively better as they are secured loans and have better borrower profile. Moratorium and one-time restructuring package will moderate the risk of deterioration in, commercial vehicle finance and LAP/MSME segments. The focus of lenders has shifted from growth to consolidation; lenders are continuously engaging with their clients to ensure maximum recovery of loans.

To mitigate the impact of the pandemic, Government and RBI announced several support measures, first to address the much-needed liquidity requirements of non-banks and secondly, to provide non-banks' borrowers adequate time to repay their loans. Therefore, non-banks, on an overall basis, is unlikely to see any major deterioration in asset quality in fiscal 2021. However, the strength of economic recovery would determine the extent of slippages in fiscal 2022.

The second key impact area is **business growth**. Non-banks will see a decadal low growth of 2% in fiscal 2021. Lower need for credit with limited economic activity, lockdowns resulting into low production, and overall risk averseness of the lending community is set to impact growth in the short term.

On **funding raising** front, non-banks' ability, as a segment, to raise funds for business growth has remained in question since the IL&FS default. The government's measures to support their liquidity has helped the segment to raise funds to meet immediate repayments. However, ability to raise funds for growth after the pandemic will remain a key monitorable. In terms of funding cost, excess liquidity in the system would bring down the borrowing cost by 50-60 bps in fiscal 2021, however not all NBFCs will be able to gain from this reduction.

Liquidity: In the initial periods of lockdown and moratorium, there was apprehension about non-banks' ability to meet their financial obligations as collection levels plummeted. However, with gradual pick up in collections since June 2020 and adequate support through the liquidity measures announced by the government, there was a collective sigh of relief. The government's liquidity support measures have helped even the more vulnerable small and mid-size lenders raise funds and meet their near term obligations. In addition, even though corporate market issuances reduced, bank lending is supporting the segment. As a result, there exists adequate liquidity with NBFCs to meet their term financial obligations.

NBFCs with robust business models or with strong parentage would bounce back faster than others and their relative stability will support them to increase their market share post pandemic.

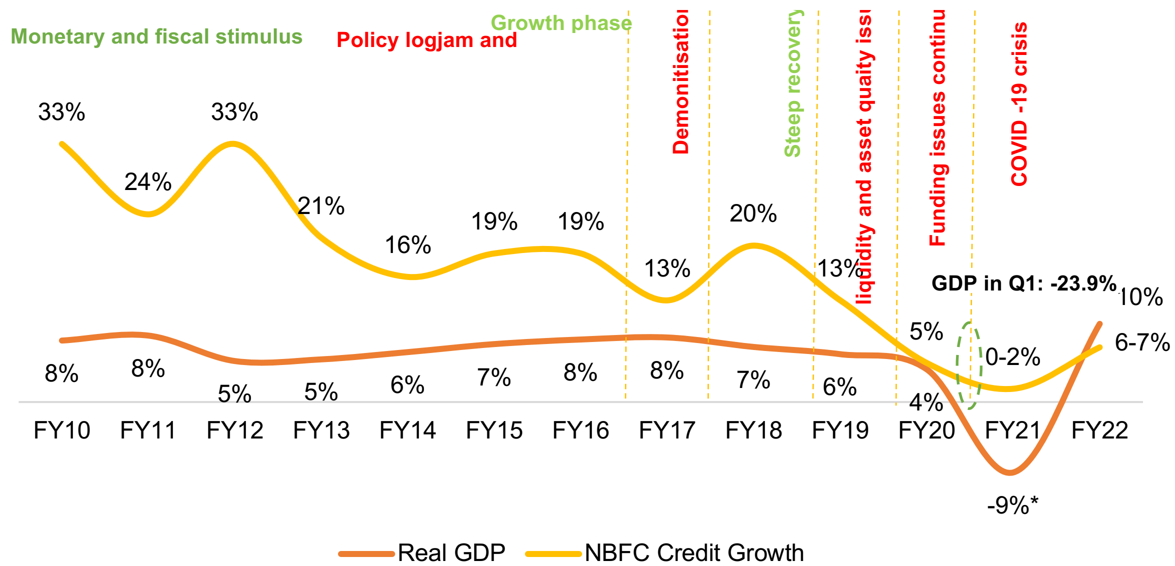
Profitability of non-banks will drop to some extent as yields compress, more than borrowing cost, during fiscal 2021. Further, credit costs arising from provisioning requirements for restructuring loans could also impact profitability in segments like commercial vehicle (CV) and MSME/LAP.
(Source: CRISIL Report)

Banks continue to be the support pillar for the NBFCs

Exposure to NBFC

(Rs. bn)	FY 20	FY 21 F	FY 22 F
Overall Funding scenario	2400-2500	Liquidity enhancement measures has been a big support for NBFCs	The asset quality performance of the NBFCs would largely determine the ability to raise funds
Banks	8100	With government support, banks continue to support NBFCs	Comfortable in funding most of the NBFCs
NCDs	1300-1400	Mutual funds continued funding to NBFCs with strong parentage	Investor are likely to regain confidence in NBFCs only gradually
CPs	5800-6000	The CP market is unlikely to look at NBFCs favorably in the medium term	Lack of clarity on asset quality could keep away CP investors.
ECBs	1200-1300	ECBs issuance may not be significant	ECBs issuances depends upon the evolution of the asset quality performance
Securitisation	1850-1950	With fears about asset quality as well as weak demand will keep the volumes muted	As the pandemic weans, the demand for securitization is likely to see a major spurt

Barring 2020, NBFC credit growth consistently higher than GDP growth

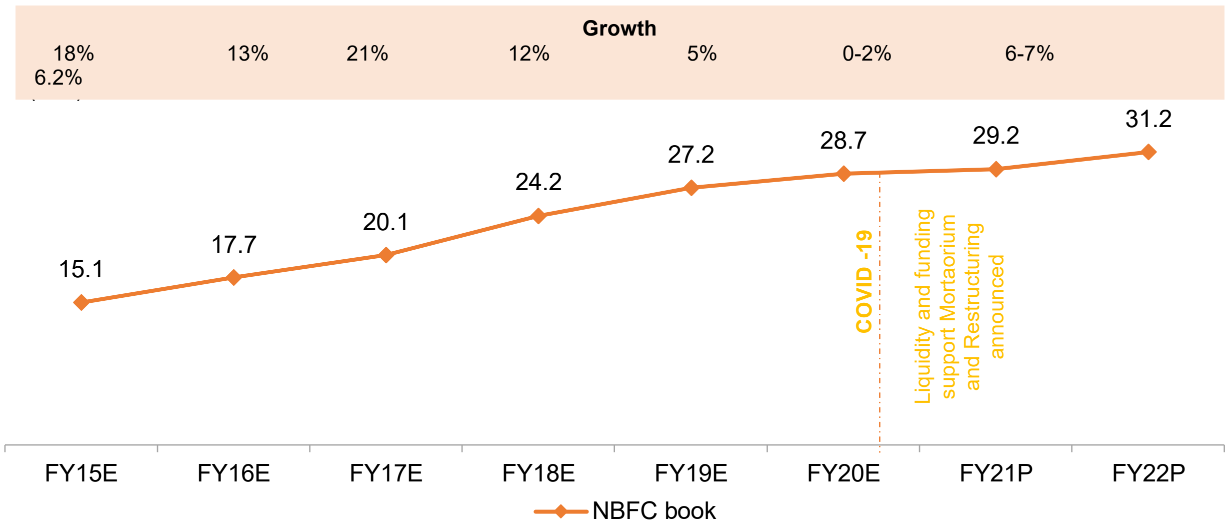


Source: CRISIL Research, RBI, NHB, INF database

On account of Covid-19, demand for credit reduced drastically on account of economic activity coming down to standstill due to lockdowns. While economic activity is gradually picking up, prevailing uncertainty regarding the pandemic's further impact has forced lenders to exercise utmost caution in reviving disbursements. The current focus of most of the lender is collection and consolidation of business.

CRISIL Research expects a slight pickup in business growth in fiscal 2022 on the back of pandemic's impact weaning and the economic engine beginning to roar early into the financial year.

Overall Non-banks' loan book expected to grow at a tepid rate in fiscal 2021 and 2022



(exc. PFC and REC)

Source: RBI, NHB, Mfin, CRISIL Research

NBFC segmental credit growth to drop across segments except gold

Auto: Loan book to decline 2% while disbursement 25% as the sales of underlying vehicles such as passenger cars, commercial vehicles, two and three wheelers are expected to decline 25 – 40%.

Infrastructure: Investments are expected to take a back seat as fighting the pandemic is the top most priority of the government at present. Uncertain environment would not inspire private NBFCs to lend actively during this period.

Housing: Demand for housing is estimated to drop 50 – 60% during fiscal 2021. Therefore, loan book growth will remain muted. Lenders will also remain cautious due to weakening of borrowers' credit profile.

Wholesale lending: The developer finance book in the wholesale lending segment is under stress for about 12 – 18 months on account of poor performance of the real estate market, particularly the residential segment. Most of the NBFCs are in the process of actively reducing the exposure.

Microfinance: The segment is highly vulnerable to any external risk. While disbursements were yet to start in a substantial manner until end of July 2020, it could pick up gradually over the next few months. The segment could post modest growth during fiscal 2021 if no major economic disruption happens.

MSME: The segment is also vulnerable to asset quality issues on account of economic slowdown. However, the government's Emergency Credit Line Guarantee Scheme would provide much needed support. The scheme would also help NBFCs in this segment to somewhat grow their book in fiscal 2021.

Gold loan: This segment is the only exception in the otherwise gloomy environment for business growth in fiscal 2021. It is expected to post a healthy growth. The key reasons supporting growth are a sharp rise in gold prices, the higher demand for credit given loss of incomes/jobs and the ease with which a gold loan can be availed.

Government and RBI measures to ease stress in NBFC sector

Before the moratorium ended, the restructuring policy announced was announced on August 6, 2020 permitting one time restructuring of personal loans, MSMEs and Corporate loans which are SMA-0 as on March 1, 2020. The assets restructured will continue to remain standard. In the absence of the moratoium and the restructuring policy, the overall asset quality otherwise would have been severe.

The present status of the government and RBI packages:

TLTRO

- TLTRO 2.0 was announced specifically for AA and below rated NBFCs and MFIs. However, the issue received lukeworm response and the issue was subscribed to the extent of 51% of the first tranch of Rs. 25,000 crores.

ECLGS

- This scheme allows additional credit up to 20% of the entire credit outstanding as on February 29, 2020. The entire loan is guaranteed by the government. As of 18th August 2020, about a half of the 3 lac crore (ECLGS) scheme was sanctioned and 1/3rd was disbursed by both public sector and private sector banks.

Special liquidity scheme

- The Special liquidity scheme was launched on July 1st and it permits both primary and secondary market purchases of debt. Till 21st August, proposals of total worth Rs.8.594 crores have been sanctioned.

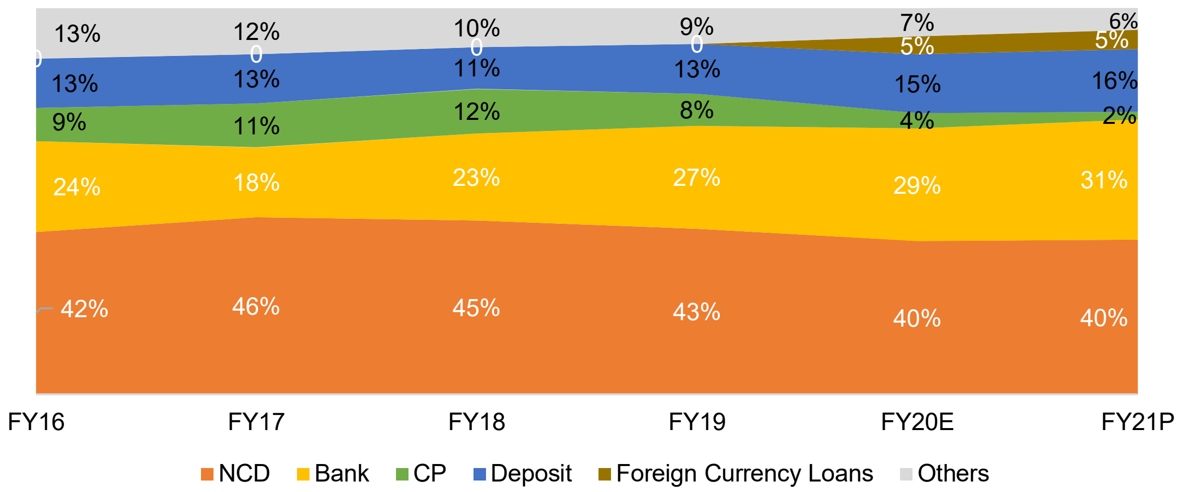
Restructuring will soften the pain on asset quality

The pandemic's impact on asset quality of various segments of the NBFC sector is expected to differ. Pre pandemic, the segments such as Infrastructure, commercial vehicle, three-wheelers, LAP and wholesale were already under stress. The pandemic will impact segments such as microfinance and used commercial vehicle the most because of the weak borrower profile. The impact on asset quality of various segments is given below:

- **Infrastructure:** Unlikely to be majorly impacted since the dominant players – PFC and REC- accounting for over 85% of advances, have their loans serviced out of budgetary allocations
- **Housing:** The segment is unlikely to witness asset quality stress in the near term as the borrowers' are salaried and have regular income. However, a prolonged pandemic could put stress on asset quality.
- **Auto:** Certain sub-segments were under stress even before the pandemic. In the overall Auto segment, CRISIL Research expects about 45 - 50% of the book to be restructured. Gross NPA could increase by over 1% and move close to 8% by March 2021.
- **MSME:** The sector was under stress even before the pandemic on account of the economic slowdown. The pandemic reduced financial flexibility of borrowers, lengthened working capital cycle and disrupted supply chains, which would further impact MSMEs leading to asset quality stress in lenders' books. However, the government's ECL loan would provide a big relief to the segment. CRISIL Research expects about 15% of loans under this segment to be restructured. The extent of slippages out of the restructured book in fiscals 2022 and 2023 would hinge on economic recovery.
- **Wholesale finance:** CRISIL Research expects 70-80% of this to get restructured.
- **Gold finance:** Unlikely to be impacted as the collateral - gold jewellery is liquid and is in the possession of lenders. However, delay in auction of gold jewellery due to pandemic could result in spurt in gross NPAs.
- **Microfinance**: The segment is highly vulnerable to external shocks. The lenders are not expected to extend the one-time restructuring facility to borrowers as it could disrupt their credit discipline. Therefore, gross NPAs could rise significantly in this segment by March 2021.

The asset quality behaviour of various segments in fiscal 2022 would depend on how the underlying segments and the overall economy performs during the year. In case of even moderate economic growth, rate of slippages from restructured assets would be within manageable limits. CRISIL expects out of the total NBFC book size of ₹ 28.65 trillion, around 40-45% was under moratorium and Rs 3-4 trillion (around 11-13% of NBFC book of Rs 28.65 trillion) is expected to get restructured in Fiscal Year 2021. (Source: CRISIL Report)

Resource profile of NBFCs



Note:Based on sample set of NBFCs accounting for more than 50% of outstanding book of NBFCs as of March 2020.

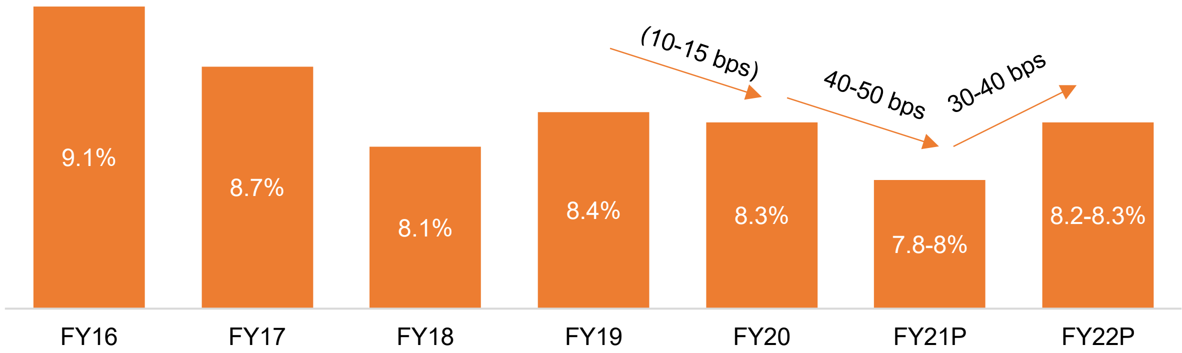
Source: Company Reports, Crisil Research

Excess liquidity to reduce the NBFC borrowing cost in the near term, selected few may see pressure

The RBI has been trying to infuse liquidity into the system. However, with lack of demand amid the gloomy economic environment and high risk aversion by banks, credit offtake remains abysmally low. Despite banks lowering the deposit rates, deposit growth remains high. This will all lead to lowering of interest rates.

Substantial liquidity in the system has put pressure on interest rates pushing them lower. With no pick up in credit growth likely atleast for a major part of the year and liqudity remaining higher with limited lending options, we expect interest rates to stay low during the year.

NBFC borrowing cost to witness a declining trend



Collections and customer engagement remain the primary focus areas for NBFCs, while currently growth may not be the key focus. The plan of action for NBFCs in this fiscal is targeted at stabilisation, which has been disrupted by the impact of the pandemic on the financial sector.

Securitisation

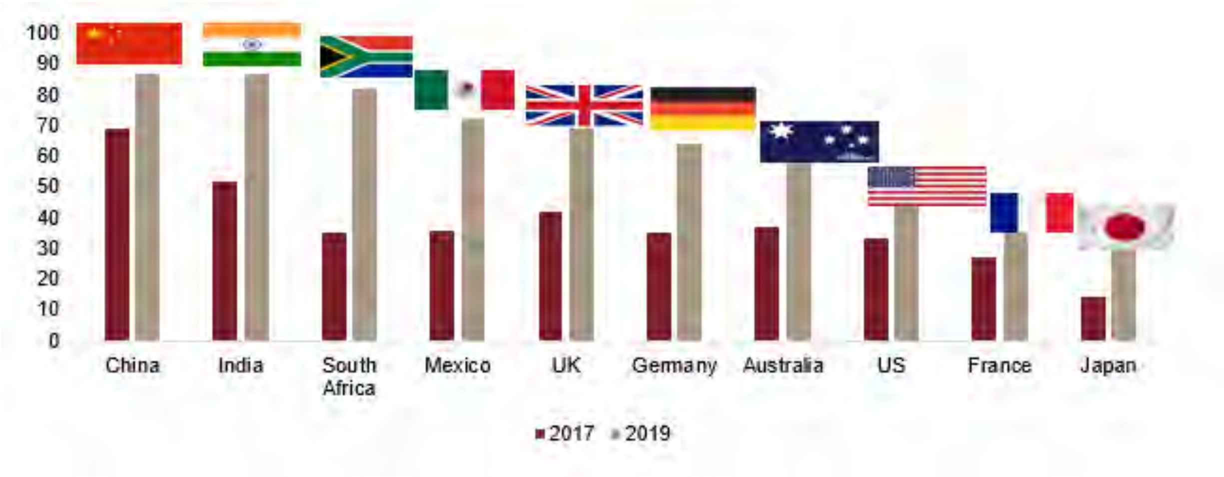
Securitisation involves legal transfer of assets by an origination institution to a third party, typically referred to as SPV. The SPV then issues asset backed securities (ABS) or pass through certificates (PTC) that are claimed against specific asset pool.

Securitisation has played an important role in difficult times for non-banks. The volumes surged nearly 50% in the first half of the fiscal 2020 itself as the banks found comfort in securitization rather than going for on-book lending. They were however pulled back in the second half as the economy slowed and COVID -19 pandemic laid risk aversion. (*Source: CRISIL Report*)

Fintech industry poised for growth

- India's fintech industry is still largely skewed towards payments. Lending is a relatively smaller segment.
- Proactive regulation and government initiatives has enabled adoption and growth of fintech ecosystem. Also, COVID and lockdown has further pushed for contact less payments.
- Favorable young demographics and well penetrated wireless technology are key drivers for future growth of the fintech ecosystem
- Surging transaction volumes in the space is a strong indicator of adoption of newer technologies. Within the wireless segment, wallets continue to lose share as integrated payment offerings such as Google Pay and Amazon Pay gain ground.
- While lending companies have been growing by leaps and bounds using technology, the long-term viability of their business models is yet to be established. Multiple options have come up in low ticket size lending.

Fintech adoption rate of top 10 countries



Source: Industry, CRISIL Research

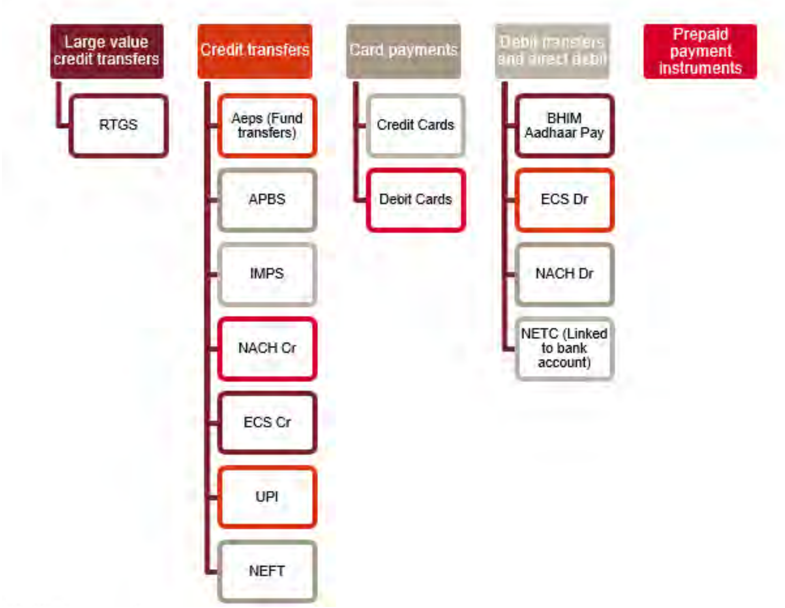
Indian fintech market racing ahead in COVID times- Payments leading the baton

The Indian fintech market has seen the emergence of a few dominant segments by offering technology-led innovations to improve customer experience and engagement, and drive operational efficiency. It is broadly categorized into payments and other financial products which includes lending, InsureTech, WealthTech etc. Within this space, digital payments has progressed considerably while the lending space is still evolving. The demonetisation drive launched in November 2016 followed by COVID 19 have been the key drivers of exponential growth in digital transactions.

India a hotspot for digital payments

Despite being a major cash-based economy, digital or electronic payments in India have been on the rise. With the ever-evolving technologies, various e-payment options are being made available, offering convenience to transact anywhere and at any time, thus saving time. Some of the widely used payment modes includes UPI, NEFT, IMPS, cards etc. This wide range of payment services are being offered through bank accounts, bank branches, business correspondents, cards, mobile phones and related devices, and backed by robust and resilient payment infrastructures.

Digital payment modes in India



Source: Crisil Research

India's digital revolution has come on the back of payments, with digital payment transaction volumes clocking ₹ 35 billion in 2020. The drivers of this exponential growth have been the demonetisation of 2016, lucrative returns on mobile wallets and UPI transactions which led to the widespread adoption of digital transactions. Furthermore, the rise of digital commerce, innovation in payments technology using AI, blockchain, the Internet of Things (IoT) and real-time payments, and the introduction of mobile point of sale (POS) devices have led to a reduction in the cost of acceptance infrastructure and thereby contributed to growth.

Digital infrastructure: The future of secured payments

India's progress in the fintech space has been on the back of its strong digital infrastructure powered prominently by UPI. The launch of UPI by the National Payments Corporation of India (NPCI) has resulted in the roll-out of interoperable payment services amongst fintechs and incumbent institutions, leading to the widespread adoption of digital payments across merchants and customers.

Digital Payments on a steady rise

Volume of digital payments in India has grown at a CAGR of 52% between fiscal 2018 and 2020. This increase till fiscal 2020 was mainly the result of demonitisation which aimed at cashless economy. Digital payments transaction has rebounded from the covid-19 shock and have reached pre-covid levels, despite the massive contraction in Indian economy owing to the lockdown imposed in the initial months to contain the spread of the virus. Year-on-year volumes fell by ~33% in the month of April 2020 which has improved to -2% in the month of September 2020. Though the overall volumes have declined, there has been a massive adoption of UPI in offline and online segment. Few sectors which have seen spike in volume of digital transactions includes grocery, utility payments, education and online gaming.

Emerging trends in digital lending

The new-age technology-driven alternate lenders use artificial intelligence (AI) and machine learning (ML) techniques to improve customer experience and compete with the traditional lending value chain. Technological advantages help incorporate alternate data for credit underwriting and adopt sophisticated risk management solutions reducing costs and improved operational efficiency. Covid-19 is an inflection point for a surge in contact-less and paper-less lending and has tracked digital transformation in the lending industry, similar to how demonetisation catapulted digital payments in India.

The Fintechs harness the power of technology through innovations:

KYC and documents: The video KYC has been permitted by the RBI which has facilitated faster loan processing. Also, there are several FinTech players such as Karza, Prfios, FinBIT etc offering innovative solutions for collecting bank statements, tax returns making the entire process smooth and faster.

Alternate lending score: Alternate credit scoring goes beyond the traditional parameters set by credit scoring agencies and is beneficial especially to ones who are new to credit. Since there is no sufficient data available to assess their creditworthiness, the traditional lenders simply reject their loan applications. But, FinTech companies use alternate credit scoring mechanism to assess the potential consumer's digital footprints to determine the creditworthiness. This may include data collected from electricity and telephone providers and also financial services like insurance players and the mutual fund industry. Various data points from mobile phones are accessed such as spending and transaction data, top up details, travel history, e commerce transaction details, wallet spend etc. Because alternate credit scoring mechanism taps into a wider spread of information, the credit scores are more holistic in nature.

Social Media: Tracing digital footprints on social media gives an accurate picture of the characteristics, behavior, background, integrity, hobbies, aspirations, likes, etc. about a borrower. This information is good enough data to determine the borrower's intentions and ability to repay the loan.

With the help of the above-mentioned tools, Fintechs are able to accurately evaluate the credit worth iness of the applicants. These FinTech startups have successfully surpassed the traditional method of lending to provide faster, cheaper, and flexible personal loans. Some of the leading online lending platforms includes MoneyTap, Lendbox, Cashkumar and many others have fundamentally changed the face of the personal loan underwriting process.

The various digital lending models are discussed below:

Retail loans

Domain	Brief description/ Assessment criteria	Key players
Paylater loans:	• Paylater is a digital credit product similar to a credit card.	amazon pay

Wholesale

Invoice financing	• This is a short-term working capital facility extended by lenders to meet their short term liquidity needs • The limit is assessed based on MSME's track record and unpaid customer invoices.	CREDABLE RXIL C2FO
Supply-chain lending	• Marketplaces tie up with direct lending NBFCs to target merchants selling their goods and services online, by leveraging the huge amount of merchant data residing on these channels • The assessment is based on sales and financial data of the borrower.	LENDINGKART paisabazaar

Digital lenders are growing at a rapid pace, with a steady infusion of investment, which is a testimony to the huge potential of this sector.

Name of the players	Major investors	Funding availed ($ mn)
LENDINGKART	Fullerton Financial Holding, Bertelsmann India Investments, India Quotient	242.5
DMI FINANCE	Nexon, New Investment Soltions	353
InCred Borrow. With Confidence.	FMO, Pushpak Credit & Fiscal, StarWorld Wide Group	254.4
CAPITAL FLOAT	Amazon, Elevation Capital, Sequoia Capital	143.6

Source: Industry, Crisil Research

Proactive regulatory support

The government and regulators have been pushing for a cash less-economy ever since demonitisation in November 2016. The fintech indutry has been equally supportive by technological innovations. Also, the government has been invoved by way of its targeted regulatory policies. While demonitisation indirectly pushed forward the digital transfomation, initiatives such as Digital India, Pradhan Mantri Jan Dhan Yojana (PMJDY), mandatory electronic payment for businesses with turnover above Rs 50 crore and several others have contributed to the industry's growth.

The Reserve Bank has announced the opening of first cohort under the Regulatory Sandbox (RS) with 'Retail Payments', as its theme. The adoption of 'Retail Payments' as the theme is expected to spur innovation in digital payments space and help in offering payment services to the unserved and underserved segment of the population. Testing of products under the RBI's regulatory sandbox, which was delayed on account of COVID-19 pandemic, has commenced, with two entities starting the 'test phase' with their products.

In addition to this, The RBI in October 2017 issued directions for NBFCs that operate P2P lending platforms, according to which no NBFC can start or carry on the P2P business without obtaining a certificate of registration, along with other mandatory requirements for registration.

Regulations/ development/ incentive	Summary
Sandbox	A regulatory sandbox is a framework that allows for live-testing of new products or services in a controlled environment. Sandboxes can test the product's viability without the need for a larger and more expensive rollout. If the product appears to have the potential to be successful, the product might then be authorised and brought to the broader market more quickly. Finally, if concerns are unearthed while the product is in sandbox, appropriate modifications can be made before the product is launched more broadly
P2P lending	P2P lending is a form of crowd funding used to raise loans that are paid back with interest by bringing together people who need to borrow, from those who need to invest. It can be defined as the use of online platform that matches lenders with borrowers to provide unsecured loans.

Other government support includes

Know-your-customer (KYC) reforms	- Video-based KYC as an option to establish customers' identity - Non-compliant KYC accounts to continue making payments through mobile wallets
Driving financial inclusion	Initiatives such as GST, PMJDY
Digital India	Initiative to push financial digital literacy
Promoting innovation and competition in the industry	Initiatives such as Startup India, licence for payment banks
Enhancing public awareness on digital payments fraud and scam via campaign through multiple channels	All authorised payment system operators are advised to undertake targeted multi-linual campaigns by way of SMS, advertisment in print, visual media, etc to educate users on safe and secure use of digital payments

Government initiative towards banking the unbanked population through PMJDY scheme has led to increased bank account penetration and connecting with rural India through the digital medium

Powered by the drive to mobilise account ownership among unbanked adults through the PMJDY, the proportion of persons joining the formal financial system by opening an account in a financial institution has more than doubled over 2011-2017. As of 2020, 86% of the country's population has a bank account.

Way forward

India has emerged as the fastest growing major economy in the world and an attractive investment hub. The achievement is a result of constructive economic reforms and a growing consumer base. The highly prospering financial sector in the country offers a huge potential for upcoming fintech players. The growth projection is based on progressive infrastructural reforms and proactive government policies.

COVID -19 has been a silver lining in many ways for acceptibility of fintech world especially payments in India. The key factor that served as the fastering barrier towards the growth was the density of the existing payment infrastracture. Also, individuals were inclined to consider digital payments in lieu of prevention to access their funds physically.

Having said that, the Indian Fintech ecosystem is on the cusp of a growth spurt with the government's bold and consistent initiatives to expand financial inclusion. However, there are a few potential concerns which may require focus before moving forward. These include data privacy, increasing reliance of AI and ML and consumer consent. (Source: CRISIL Report)

Personal loan

The pandemic has induced a lull in the personal loans segment, but new trends are emerging

Snapshot of the personal loan segment

- The total size of the personal loan book comprising of banks, NBFCs and fintech was ~Rs 5,883 billion in fiscal 2020, of which non-banking financial companies (NBFCs) comprised ~18%
- The NBFCs' and fintechs' personal loan book grew at a steady pace with a CAGR of 57% between fiscal 2018 and fiscal 2020
- However, the Covid-19 pandemic significantly hampered growth of the segment's loan disbursements. Despite some revival from the second quarter, the loan book is pegged to grow at a muted 3% on-year in fiscal 2021 vis-a-vis 50% in fiscal 2020
- Almost one third of the personal loan book was given moratorium benefit, following the the Reserve Bank of India's measures in the wake of the pandemic. CRISIL does not expect any major restructuring for this segment, which in turn, may lead to a spike in non-performing assets (NPAs) by 100-150 basis points (bps) to 4.0-4.5% this fiscal.

(*Source: CRISIL Report*)

Banks have a majority share (80-82%) in the personal loans book, with the balance split between NBFCs and fintechs. The key parameters that differentiate these lenders are:

Parameters	Customer profile of a bank	Customer profile of NBFC	Customer profile of a fintech
Credit bureau score	>650	600-700	Not the primary evaluating factor
Typical age group	35+ years	30-40 years	23-35 years
Employment situation	Mostly category A corporates	Mostly category B, C corporates	Open market companies
Existing vs new customers	80:20	60:40	90:10
Salaried vs self employed	90:10	75:25	75:25
Interest rate charged	11-18%	12-21%	15-36%
Average tenure	36 to 42 months	24 to 36 months	12 to 24 months
Average ticket size	Rs 3,50,000-4,00,000	Rs 2,50,000-3,00,000	Less than 25,000 (check)
Average time to disburse loans to new customers	upto 5 days	upto 3-4 years	1-2 days
Average GNPA	2.5-3%	3-3.5%	3-3.5%
Share in balance transfer	High	Low	Negligible

Source: CRISIL Research

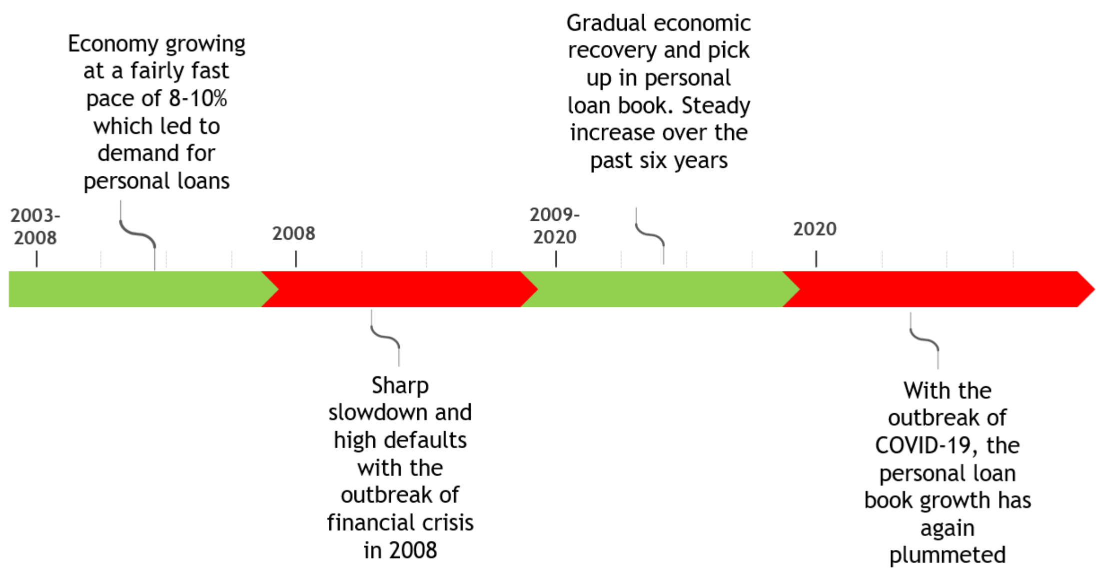
The Covid-19 pandemic has deflated the personal loans growth story

Personal loans are collateral-free loans designed to meet the personal needs of an individual. They are assessed on the basis of the borrower's credit score, income, and social credentials. Higher risk for the lender is compensated by the higher rate of interest charged in this segment.

The personal loan market has seen its share of ups and downs - sharp slowdown marked with high defaults during fiscal 2008 (around the global financial crisis), followed by a period of recovery and significant growth.

Earlier, personal loans were viewed as loans to be availed of mostly for emergency purposes, such as marriages, medical issues or pending home improvement expenses. However, over the past six years, they have become quite common and are being increasingly sought to fulfill customer aspirations of dream vacations, leisure and entertainment, or acquisition of latest gadgets.

Setbacks and spectacular growth colour the personal loans growth journey

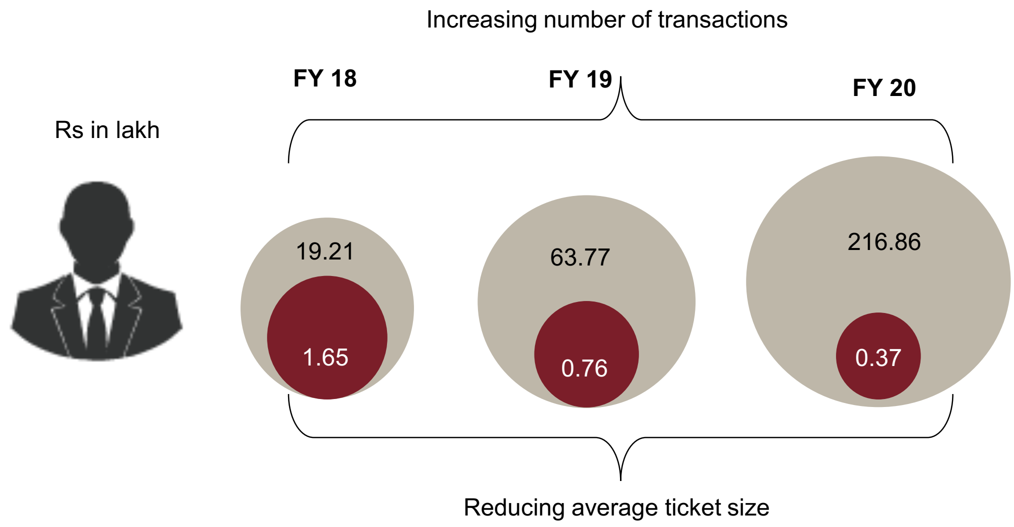


Requirements such as funds for marriage, travel, owner's contribution towards home loan purchase, etc., have been severely curtailed due to the pandemic and lockdowns. Individuals are also limiting their spends in the wake of the uncertainty ahead, thereby impacting overall personal loan demand. Though additional funding requirements have emerged due to layoffs, salary cuts, etc., lenders are reluctant to lend due to the repayment risks. Disbursements are expected to gain pace only from the second half of the fiscal, if the economy gradually revives and discretionary spending makes a slow comeback.

Given this, most lenders have refined their credit and loan policies for customers. For salaried individuals, parameters modified include: salary, vintage, Fixed Income to obligation ratio (FOIR), and moratorium opted for / not. For loans to self-employed individuals, changes include: sector based lending, FOIR restrictions and other rigorous risk assessment metrics. In general, all lenders have restricted quantum and volume of loans extended. The current economic scenario have made these measures essential in order to avoid escalated delinquency risks.

Small ticket size loans are on the rise

For NBFCs and fintechs, an incremental number of small loans are leading growth

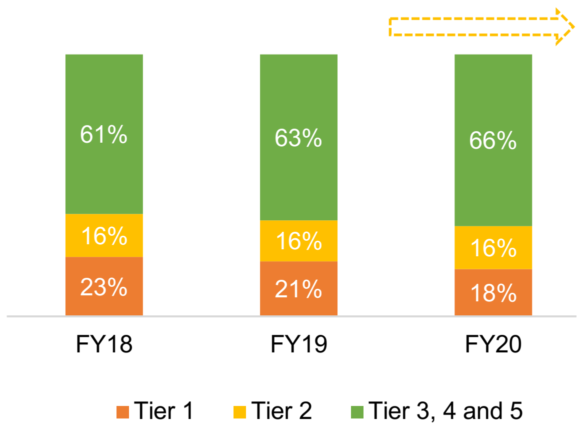


Note: Combined figures for NBFCs and fintechs
Source: Experian, CRISIL Research

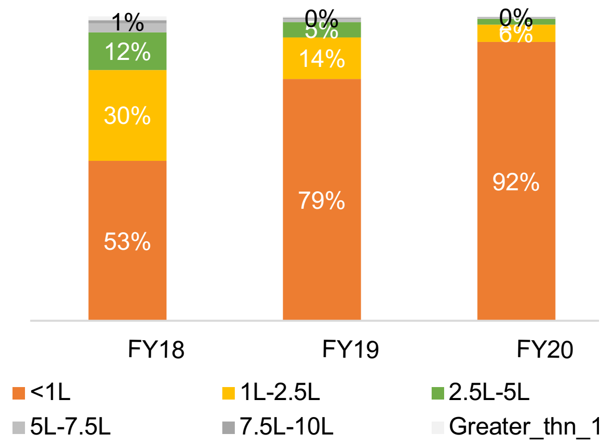
The shifting focus of lenders towards smaller towns tapping into newer rungs of customers, quicker disbursements aided by technology and information availability, and growing penetration of organised retail and e-commerce have all coalesced to result in a growing number of personal loan disbursements with lower ticket sizes. The average ticket size over the past three years for NBFCs is in range of Rs 2.5-3 lakh and for fintechs, less than Rs 0.25 lakh.

Also, increasing disbursements in Tier 3 and below cities has led to higher disbursement volumes of low ticket size loans.

Disbursement in Tier 1, 2, 3, 4 and 5 cities



Disbursement volume classified by ticket size



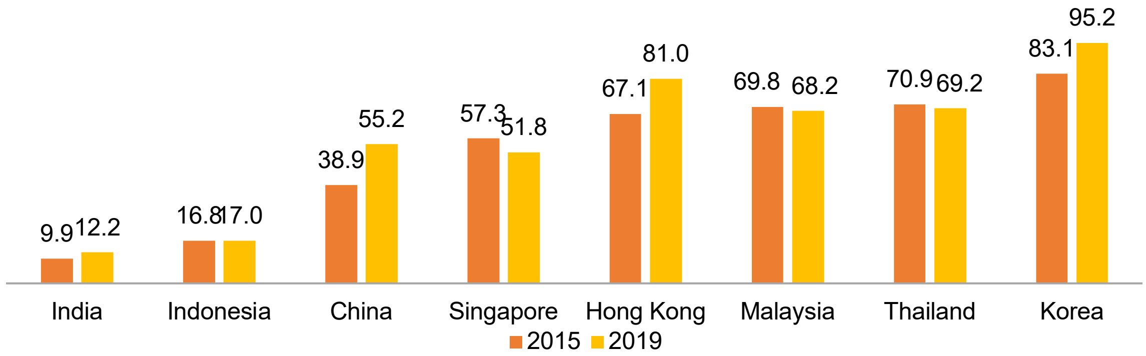
Source: Bureau data, CRISIL Research

Factors driving personal loans growth in India:

The decline in the interest rate cycle and rationalisation of personal loan rates over the past few years has resulted in borrowers preferring formal lenders over money lenders.

That effect of the pandemic aside, a number of factors are favourable to the growth of personal loans in the coming years. Broadly, these are:

Strong growth potential – India has the lowest household debt to gross domestic product (GDP) ratio across select Asian countries

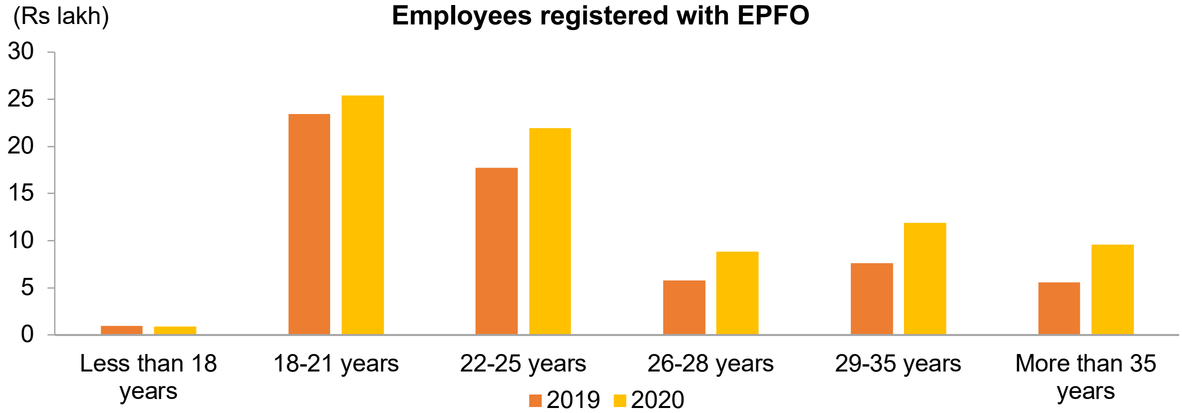


Source: Bank of International Settlements

The indebtedness of households, or more precisely household-debt-to-GDP ratio of a country, is a suitable indicator to measure the future potential of the personal loan segment. Comparing household-debt-to-GDP ratio of India and south-east Asian economies suggests that India continues to lag other nations and hence has strong growth potential. With players focusing on increasing penetration mainly in under-penetrated areas, this ratio is expected to increase over the medium term.

Increase in potential customer base through higher formal sector employment

As the graph shows, the number of employees registered with the Employee provident fund has risen over the years. Another notable factor is that the proportion of employees in EPFO in the 18-35 age bracket are in majority and have registered robust growth. This uptick in the population of young individuals with purchasing power has pushed up personal loan disbursements in the past two fiscals and will continue doing so in the future.



Source: epfindia, CRISIL Research

- **Lower turnaround time (TAT) –** Customers are strongly guided by the TAT in their choice of financial institution for their needs. Most salaried individuals today are tech-savvy and prefer a digital interface which obviates paper work or branch visits. Customised and simplified products made possible through technological advancements increasingly cater to customer needs. While technology has enabled sanction of these loans within a few hours, disbursements take 2-3 days as they require requisite documentation and checks. Fintechs have the lowest TAT, followed by NBFCs.

- **Falling interest rates** – The interest rate depends on the customer profile and the underlying credit score.

From the lenders perspective, lower interest rates are financially viable due the decreasing cost of borrowings for them as well as availability of enhanced data sources and analytical capacities which promote better risk mitigation. Furthermore, the decline in the interest rate cycle and rationalisation of personal loan rates over the past few years has resulted in borrowers preferring formal lenders over moneylenders.

- **Changing lifestyles and spending habits**: Favourable consumer demographics, rising incomes, and higher spending habits, coupled with a general change in mindset to satisfy needs by availing of credit, augur well for the personal loan market. This was one of the prominent factors in personal loan growth prior to the pandemic.
- **Increasing usage of non-traditional data in credit decision-making, enhancing the comfort level of lenders**: With the advent of digital lending, the elongated period to collect documents has shortened, drastically reducing the timeline for the whole process. The major upshot of digitisation to the lending system in India is that the entire process of availing of a loan has effectively become paperless. All documents such as identity and address proof are submitted online via scanning.

  Also, the verification of documents is also automated to shorten the process and save on manpower. With the use of alternative data such as mobile phones, payments and social behaviour, automated credit assessment process is gaining traction.

The personal loans segment, with its attractive risk-reward potential, has become highly competitive over the past couple of years with aggressive competition from both banks and NBFCs (including fintech). NBFCs have grown much faster than banks in this space, partly supported by low base and the advent of new players in this segment.

Large NBFCs focus on individuals with good repayment capabilities (mostly salaried customers). However, there are many small NBFCs, present in semi-urban and rural areas that extend small ticket sized personal loans to customers with low or no credit score and charge relatively high interest rates to compensate for the risk.

Gross NPAs in the personal loan book of NBFCs were 2.5-3% in fiscal 2019 and rose to 3-3.5% in fiscal 2020. This is expected to increase further to 4-4.5% during fiscal 2021. The NPAs are highest in the over Rs 10 lakh ticket size loans, which comprises only ~7% of the total outstanding book.

As per the feedback from NBFCs, 30-35% of the book was under moratorium till August 31, 2020 and they are still in the process of forming the restructuring policy. CRISIL, however, does not expect major restructuring in this segment. For the restructured cases, the NBFCs will need to create 10% capital provisioning towards the restructured portfolio. This will bring down the return on assets (ROA), but on the other hand, reduce NPAs which otherwise would have been even higher (in the absence of restructuring).

Restructuring on personal loans has been allowed for the first time. However, since this segment is categorised as one of the riskier ones in the current scenario, lenders would focus more on collections rather than disbursing fresh loans, till such time the situation stabilises.

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 15 for a discussion of the risks and uncertainties related to such statements and also "Risk Factors" on page 16 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the 12 months ended March 31 of that year. Unless otherwise indicated, the financial information included herein is based on the Reformatted Financial Statements as at and for Fiscals 2020, 2019, 2018, 2017 and 2016, our Nine-months Limited Review Financial Results as at and for the nine months ended December 31, 2020. For further information, see "Financial Statements" on page 159.

*Unless otherwise indicated, industry and market data used in the context of NBFCs in this section has been derived from the report "NBFC Report 2020" issued by CRISIL Limited dated September 2020 (the "**CRISIL Report**") prepared and issued by CRISIL.*

In this section, unless the context otherwise requires, a reference to "our Company" is a reference to Dhani Loans and Services Limited on a standalone basis, while any reference to "we", "us" or "our" is a reference to Dhani Loans and Services Limited on a consolidated basis.

Overview

Our Company is a non-deposit taking systemically important NBFC registered with the RBI and a 100% subsidiary of Dhani Services Limited (formerly Indiabulls Ventures Limited), a listed Indian company.

We focus primarily on providing personal loans and business loans, which includes unsecured SME loans and secured SME loans. As on the date of this Draft Shelf Prospectus, we have catered to the financial requirements of our customers by disbursing over 5.75 million loans.

We are part of the Dhani group. Our Promoter, Dhani Services Limited (formerly Indiabulls Ventures Limited) is a consumer business that provides digital healthcare and digital transactional finance to its customers. Dhani Services Limited (formerly Indiabulls Ventures Limited), was incorporated in 1995.

We have developed an end-to-end personal loan fulfilment mobile based application "Dhani", which is an automated mode of lending that enables loan application, risk analysis, credit approval, underwriting and disbursal processes to be carried out electronically. As at December 31, 2020, we have disbursed loans to customers in over 200 cities in India through our "Dhani" mobile application, enabling us to operate on a pan-India basis.

Our Company has set up its lending business primarily driven by analytics driven digital lending platform, which enables delivery of customized offerings to loan applicants. Our Company has made significant investments in technology which enables faster application-based disbursals, thus reducing the operating costs and containing risk. Our Company's robust credit underwriting model processes the same information as required in any traditional underwriting process including credit history, income and demographic details etc.

Our Company has developed robust analytical lending models and scorecards. We believe our investments in analytics in today's digital era will provide us with a competitive edge over traditional players which are dependent on a branch-based model to acquire and service customers.

The Company is highly capitalized and will continue operating with a focus to increase its customer franchise and at the same time operate at conservative gearing levels.

We have obtained a credit rating of "AA-" from CARE (Outlook: Stable) and "AA" from Brickwork (Outlook: Stable). We have also received short-term credit rating of "A1+" from CARE and Brickwork. These ratings signify a high degree of safety, regarding timely servicing of financial obligations and low credit risk. The credit rating of

"A1+" signifies the highest short term credit rating. We believe that our ratings result in a lower cost of funds for the Company.

Our loan book has grown from ₹ 40,018.32 million as at March 31, 2018 to ₹ 47,092.47 million as at March 31, 2020. As on December 31, 2020 our loan book amounted to ₹ 53,237.19 million.

Our borrowings as at December 31, 2020 and March 31, 2020 amounted to ₹ 34,583.62 million and ₹ 47,529.75 million, respectively. We rely on long-term and medium-term borrowings from banks; amongst others, including issuances of non-convertible debentures. We have a diversified lender base comprising public sector undertakings ("**PSUs**"), private banks, mutual funds, provident funds and others. We also sell down parts of our portfolios through securitization and/or direct assignment of loan receivables to various banks or mutual funds.

As at March 31, 2020, our gross NPAs as a percentage of our AUM was 0.94%, and our net NPAs as a percentage of our AUM was 0.36%. As of December 31, 2020, March 31, 2020, March 31, 2019 and March 31, 2018, our capital to risk (weighted) assets ratio was 51.23%, 58.92%, 37.70% and 36.67%, respectively.

Our consolidated revenue from operations increased from ₹ 7,000.44 million in Fiscal 2018 to ₹ 26,790.26 million in the Fiscal 2020 at a CAGR of 95.63%. We incurred a loss after tax of ₹ 374.27 million in Fiscal 2020 as compared to a profit after tax of ₹ 3,845.16 million in Fiscal 2019 and ₹ 1,915.22 million in the Fiscal 2018. For the nine month period ending December 31, 2020, our total income was ₹ 9,967.11 million and our profit after tax for the period was ₹ 243.19 million.

Summary of our key operational and financial parameters on a standalone basis.

For the nine-month period ended December 31, 2020 (under Ind AS):

(₹ in million)

Parameters	As at and for the nine months period ended December 31, 2020
	Ind AS
Equity	42,837.32
Total Borrowings of which	34,583.62
Debt securities	7,579.14
Borrowings (other than debt securities and subordinated liabilities)#	27,004.48
Subordinated Liabilities	-
Property, Plant and Equipment and Other Intangible assets*	2,251.46
Financial assets (other than cash and cash equivalents, other bank balances and loans)	22,736.95
Non-financial assets (including deferred tax assets)**	2,944.06
Cash and cash equivalents	5,092.67
Bank balances other than cash and cash equivalents	2,370.82
Financial liabilities (other than debt securities and borrowings)	5,435.03
Non-financial liabilities	444.93
Loan book as per IND AS (Net off ECL Provision)	47,904.94
Interest Income	7082.38
Finance Costs	3491.82
Impairment on financial instruments	865.09
Total Comprehensive Income	538.61
Gross NPA (%)(As a percentage of AUM)	1.37
Net NPA (%)(As a percentage of AUM)	0
CRAR - Tier I Capital Ratio (%)	49.10%

 # including pass through certificates.
** including right-of-use asset.*
*** excluding right-of-use asset, property, plant and equipment, intangible assets under development and other intangible assets.*

For Fiscal 2019 and Fiscal 2020 (under Ind AS):

(₹ in million)

Parameters	Fiscal 2020	Fiscal 2019
	Ind AS	Ind AS
Equity	42,377.38	43,681.29
Total Borrowings of which	47,529.75	75,631.16
Debt securities	7,967.72	17,348.62
Borrowings (other than debt securities and subordinated liabilities)#	39,562.03	58,282.54
Subordinated Liabilities	-	-
Property, Plant and Equipment and Other Intangible assets*	3,382.56	852.43
Financial assets (other than cash and cash equivalents, other bank balances and loans)	24,619.14	6,245.28
Non-financial assets (including deferred tax assets)**	2,592.42	1,636.62
Cash and cash equivalents	19,668.69	9,307.85
Bank balances other than cash and cash equivalents	3,379.85	1,453.88
Financial liabilities (other than debt securities and borrowings)	4,850.43	4,906.01
Non-financial liabilities	680.55	358.93
Loan book as per IND AS (Net off ECL Provision)	41,795.45	105,081.33
Interest Income	17,594.50	14,670.49
Finance Costs	7,396.61	5,594.78
Impairment on financial instruments	8,162.52	1,030.13
Total Comprehensive Income	615.37	3,999.04
Gross NPA (%)(As a percentage of AUM)	0.94%	0.75%
Net NPA (%)(As a percentage of AUM)	0.36%	0.24%
CRAR - Tier I Capital Ratio (%)	52.66%	37.12%
CRAR - Tier II Capital Ratio (%)	6.27%	0.58%

 # including pass through certificates.

** including right-of-use asset.*

*** excluding right-of-use asset, property, plant and equipment, intangible assets under development and other intangible assets.*

For Fiscal 2018 (under I GAAP):

(₹ in million)

Parameters	Fiscal 2018
	IGAAP
Net-worth	16,778.73
Total Debt of which:	
Non-current Maturities of Long Term Borrowing	24,591.28
Short Term Borrowing	6,000.00
Current Maturities of Long Term Borrowing	818.44
Net Fixed Assets	468.37
Non-Current Assets (Excluding Fixed Assets & Assets Under Management)	783.70
Cash and Bank Balances	9,486.61
Current Investments	3,764.45
Current Assets (Excluding Cash and Bank Balances & Current Investments & Assets Under Management)	683.99
Current Liabilities (Excluding Short term borrowing, Current Maturities of Long Term Borrowing)	6,849.74
Non-Current Liabilities (excluding long term borrowings)	167.25
Assets Under Management	40,018.32

Parameters	Fiscal 2018
	IGAAP
Off Balance Sheet Assets	-
Interest Income	3,362.17
Interest Expenses	1,367.94
Provisioning & Write-offs (net of recoveries)	262.55
PAT	1,915.22
Gross NPA (%)(As a percentage of AUM)	0.05%
Net NPA (%)(As a percentage of AUM)	0.05%
Tier I Capital Adequacy Ratio (%)-Standalone	36.31%
Tier II Capital Adequacy Ratio (%)-Standalone	0.36%

Summary of our key operational and financial parameters on a consolidated basis.

For the nine -month period ended December 31, 2020 (under Ind AS):

(₹ in million)

Parameters	As at and for the nine months period ended December 31, 2020
	Ind AS
Equity	42,307.13
Total Borrowings of which	37,873.25
Debt securities	7,579.14
Borrowings (other than debt securities and subordinated liabilities)#	30,294.11
Subordinated Liabilities	0
Property, Plant and Equipment and Other Intangible assets*	2,634.30
Financial assets (other than cash and cash equivalents, other bank balances and loans)	15,002.59
Non-financial assets (including deferred tax assets)**	6,200.21
Cash and cash equivalents	5,265.29
Bank balances other than cash and cash equivalents	3,623.87
Financial liabilities (other than debt securities and borrowings)	6,580.75
Non-financial liabilities	486.34
Loan book as per IND AS (Net off ECL Provision)	54,521.21
Interest Income	7,405.52
Finance Costs	3,613.51
Impairment on financial instruments	921.18
Total Comprehensive Income	243.72
Gross NPA (%)(As a percentage of AUM)	1.37
Net NPA (%)(As a percentage of AUM)	0

 # including pass through certificates.
**including right-of-use asset.*
*** excluding right-of-use asset, property, plant and equipment, intangible assets under development and other intangible assets.*

For Fiscal 2020 and Fiscal 2019 (under Ind AS):

(₹ in million)

Parameters	Fiscal 2020	Fiscal 2019
	Ind AS	Ind AS
Equity	42,593.75	44,476.79
Total Borrowings of which		
Debt securities	7,967.72	17,348.62

Parameters	Fiscal 2020	Fiscal 2019
	Ind AS	Ind AS
Borrowings (other than debt securities and subordinated liabilities)#	40,366.79	70,151.75
Subordinated Liabilities	-	-
Property, Plant and Equipment and Other Intangible assets*	3,968.74	932.64
Financial assets (other than cash and cash equivalents, other bank balances and loans)	16,358.95	18,325.34
Non-financial assets (including deferred tax assets)**	5,186.83	2,519.11
Cash and cash equivalents	19,909.14	9,496.89
Bank balances other than cash and cash equivalents	3,872.46	1,504.62
Financial liabilities (other than debt securities and borrowings)	5,468.66	5,243.33
Non-financial liabilities	884.85	786.91
Loan book as per IND AS (Net off ECL Provision)	47,985.65	1,05,228.80
Interest Income	18,219.75	14,952.19
Finance Costs	8,577.26	6,280.17
Impairment on financial instruments	8,964.98	1,035.06
Total Comprehensive Income	-299.91	3,838.59
Gross NPA (%)(As a percentage of AUM)	0.94%	0.75%
Net NPA (%)(As a percentage of AUM)	0.36%	0.23%

 # including pass through certificates.
** including right-of-use asset.*
*** excluding right-of-use asset, property, plant and equipment, intangible assets under development and other intangible assets*

Our Company's Evolution

Our Company was incorporated as 'Malpani Securities Private Limited', a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated October 27, 1994 issued by the RoC. Subsequently, the name of our Company was changed to 'Shivshakti Financial Services Private Limited' pursuant to a fresh certificate of incorporation dated January 13, 2010. This change in name was carried out by the erstwhile promoters of our Company prior to the acquisition of our Company by Dhani Services Limited (formerly Indiabulls Ventures Limited) in the year 2013. Our Company was subsequently converted to a public limited company pursuant to a resolution passed in the extra-ordinary general meeting of our shareholders held on October 7, 2014 and a fresh certificate of incorporation issued by the RoC on February 5, 2015. As a result of such conversion, the name of our Company was changed from 'Shivshakti Financial Services Private Limited' to 'Shivshakti Financial Services Limited'. Thereafter, the name of our Company was changed to 'IVL Finance Limited' pursuant to a fresh certificate of incorporation dated October 19, 2016.

After our Company commenced its MSME and consumer lending business we had made an application to the RBI for change in name from 'IVL Finance Limited' to 'Indiabulls Consumer Finance Limited' after which the name of our Company was changed to 'Indiabulls Consumer Finance Limited' pursuant to a fresh certificate of incorporation dated September 18, 2018.

Thereafter, upon commencement of our digital business operations through our mobile based application, "Dhani", the name of our Company was changed to 'Dhani Loans and Services Limited' and a fresh certificate of incorporation, consequent upon change of name was issued by the RoC on July 7, 2020.

We received a certificate of registration from the RBI to carry on the business of a NBFC without accepting public deposit on May 30, 1998 having registration number B-14.00909. Subsequently, we were issued a fresh certificate of registration having registration number B-14.00909 dated April 12, 2010 in lieu of the earlier certificate, due to change in name of our Company. Upon conversion of our Company from a private limited company to public limited company, we were issued a fresh certificate of registration having registration number B-14.00909 dated March 19, 2015 in lieu of the earlier certificate. Further, upon change of name of our Company from 'Shivshakti Financial Services Limited' to 'IVL Finance Limited', we received a new certificate of registration bearing registration number B-14.00909 dated December 13, 2016. Subsequently, upon change of name of our Company from 'IVL Finance Limited' to 'Indiabulls Consumer Finance Limited', we received a new certificate of registration bearing registration number B-14.00909 dated November 2, 2018. Subsequently, upon change of name of our Company from 'Indiabulls Consumer Finance Limited' to 'Dhani Loans and Services Limited', we received a new certificate of registration bearing registration number B-14.00909 dated August 21, 2020. We currently operate under the "Dhani" brand name.

Our Company has the following subsidiaries:

- Transerv Limited (formerly known as Transerv Private Limited) ("**Transerv**"):

  Transerv has been authorized by the RBI under the Payment and Settlement Systems Act, 2007, as amended, to issue and operate semi-closed prepaid payment instruments, pursuant to which Transerv operates a wallet service under the brand 'Dhani Pay'. It is also authorised to issue digital and physical Rupay Cards for its customers.

- Indiabulls Investment Advisors Limited ("**IIAL**"):

  IIAL is engaged in marketing of non-discretionary wealth management products.

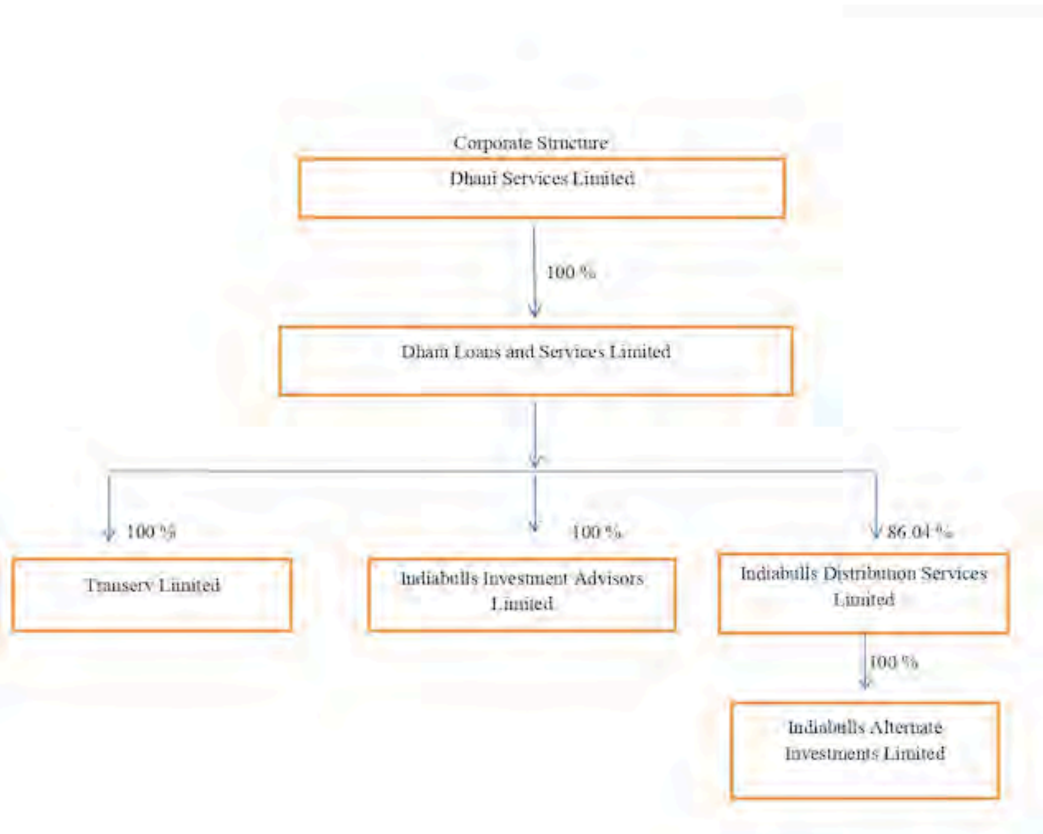
- Indiabulls Distribution Service Limited ("**IDSL**"):

  IDSL is engaged in marketing of non-discretionary wealth management products.

- Indiabulls Alternate Investments Limited ("**IAIL**"):

  IAIL is engaged primarily in the business of investment management, marketing, fund raising, advising and administration of SEBI registered alternative investment funds.

Corporate Structure



Our Strengths

Our primary strengths are as follows:

Strong brand recognition and operational and business linkages.

We are part of the Dhani group and we believe that our relationship with the Dhani group provides brand recall and we will continue to derive significant marketing and operational benefits.

We believe that the Dhani brand is well recognized and associated with governance and compliance structure, and high quality customer centric services. We believe that being part of the Dhani group significantly enhances our ability to attract new clients. We believe that the brand value and scale of the business operations of the Dhani group provides us with an advantage in an increasingly competitive market. We intend to continue to leverage the brand value of the Dhani group to grow our business.

Our country wide reach and customer sourcing models allow us to market our products across India which has helped scale our business.

Our lending business is sourced digitally as well as through partners, direct selling agents and sales team. We also conduct site verification visits and interviews with the applicant. We have centralized credit hubs, where our underwriting processes are carried out by our credit team. We have also entered into arrangements with certain verification agencies supervised by our internal management to conduct site visits to verify identity and other information of applicants in certain cases. On the sanction of a loan amount, repayment terms are set out up on completion of all documentation requirements by the applicant. Due to our presence across India, we have established a diverse customer base, situated across India.

Additionally, our customer sourcing and marketing models have resulted in scalable growth. Our customer sourcing includes sourcing of customers by our partners and sourcing of customer through our "Dhani" mobile application, which is aimed at providing an integrated and automated loan processing platform for our customers. A significant part of our personal loans business is being originated through the "Dhani" mobile application platform. The mobile application is aimed at providing our personal loan customers with the convenience of making a loan application at any time through the "Dhani" mobile platform. The "Dhani" mobile platform is available across Android and IOS operating systems. Through such mobile application platforms, customers are able to apply for the loan through easy-to-use product accessible on mobile platforms, receive loan decision within a relatively short period of time, and organize loan disbursement seamlessly. The number of devices on which the Dhani application is installed have increased from ₹ 23.99 million as on December 31, 2018 to ₹ 50.91 million as on December 31, 2019 and ₹ 104.12 million as on December 31, 2020 at a CAGR of 117%. As at December 31, 2020, we have disbursed loans to customers in over 200 cities in India through our "Dhani" mobile application, enabling us to operate on a pan-India basis.

Our customer origination initiatives involve different forms of marketing campaigns. Our digital marketing initiatives include advertisements over the internet and developing our loan product brand recall over social media. Customer origination for our "Dhani" mobile application and personal loan portfolio will be through an online and mobile application-based model. We have also developed product demonstration videos in vernacular languages which we distribute through digital media.

Extensive use of technology for credit assessment of our loan products to enable faster response time.

Our mobile application platform, "Dhani", is equipped to run credit checks (based on well identified parameters) and process disbursements. The platform is capable of generating credit scorecards after considering all factors including an individual's internal credit rating, information from external credit bureaus and other details. Our platform is powerful enough to handle large volume of data required to evaluate customer applications and flexible enough to capitalize on changing customer preferences, market trends and regulatory requirements.

We have entered into arrangements with data analytics companies and financial technology services providers to develop our automated loan platform. We have seamlessly integrated our loan application and processing operations with the customer demographic data available with credit bureau reports, and credit history of the applicant, in order to identify and generate appropriate credit scores. In order to support our mobile application-based loan process, we have developed a decision engine comprising our data analytics technology to provide simplified and competitive financing options to customers.

We expect to further strengthen our presence as a technology-enabled financing company by adopting advanced analytics to simplify credit assessments and financing decisions and enable a short turnaround time credit decisions and automated loan sanction processes across India. In the event any further documentation is required to complete the automated data analytics process contemplated by such mobile application loan sanction process, the relevant applicant is contacted by support teams to enable collection of relevant documentation.

We believe that our online loan application process, based on a number of credit and borrower eligibility criteria, will provide a more customer friendly option compared to traditional loan application processes that requires manual review and credit decisions, which is resource-intensive, time-consuming and may lead to inconsistent results.

Robust risk management framework along with strong in-house loan monitoring and collections teams.

Risk management forms an integral part of our business and we recognize the importance of risk management towards our long-term success. Over the years, we continue to develop our capabilities in the following four key areas:

Risk exposure policy: We have implemented a comprehensive centralized risk exposure policy, covering, amongst others, credit risks, market risks (including interest rate risks), liquidity risks, operational risks, technology risks, and regulatory risks, and maintain a comprehensive system of internal controls. Our risk exposure policy acts as a governing framework, laying out parameters for personnel from our senior management to the staff at our branches. The policy assists in assessing trade-offs between risks undertaken and value and growth generated and provides clear guiding principles and consequent de-centralisation for our businesses.

Risk evaluation parameters and early warning signals: Risk evaluation parameters provide an overview across different risk measurement criteria based on our centralised risk exposure policy. We increasingly leverage risk measurement and analytics to generate early warning capabilities and to use those to make decentralized and largely objective decisions, and to drive our collection and repossession strategy, against which we seek to minimize deviations. We seek to emphasize regular project and payment monitoring, which tie into our key risk parameters and early warning signals which helps in timely identification of portfolios with increasing risk, enabling timely remedial measures, as applicable.

Treasury risk management: This gives the ability to effectively manage market risk (including interest rate risks) emanating from our key financing businesses. We have set up a robust governance framework to monitor and manage the market risk operations.

Risk-adjusted pricing: This tool is aimed at tracking transaction level and portfolio level actual pricing and loan terms as compared to risk-adjusted pricing, providing us clarity on risk-adjusted returns broken down by types and categories of loans.

As of March 31, 2020, and December 31, 2020, our Gross Stage 3 assets accounted for 0.94% and 1.37%, respectively, of our total loans outstanding.

Additionally, our strong in-house loan monitoring and collections teams keeping NPAs in check. Customers can track loan repayment based on outstanding tenure of loans, number of instalments due and defaults, if any. We also monitor compliance with terms and conditions of the relevant credit facilities. Accounts of borrowers with larger exposure are specifically reviewed periodically, and our collection team is responsible for following up on any delinquent borrowers. We have established a collection team to ensure a consistent and stringent collection process. We also closely monitor our collection team in order to ensure regulatory compliant loan repayments as well as to provide quality customer service. Our collection personnel are trained to assist our customers in understanding applicable repayment options and payment modes and ensure appropriate arrangements are made for the repayment of the loan. We use various collection strategies for delinquent loans, including settlements and restructured payment plans. We may also outsource collection activities to third parties. We may engage debt collection companies or dispose of loan portfolios that we are unable to collect to such debt collection companies.

Robust balance sheet with strong capital adequacy.

We are subject to capital adequacy ratio ("**CAR**") requirements which are prescribed by the RBI. We are currently required to maintain a minimum 15.00% CAR as prescribed under the prudential norms of the RBI, based on our total capital to risk weighted assets as part of our governance policy. We maintain capital adequacy higher than the statutorily prescribed CAR. As at December 31, 2020, our CAR, which was computed on the basis of the applicable RBI requirements, was 51.23 %, as compared to the minimum capital adequacy requirement of 15.00% as stipulated by the RBI. As at March 31, 2020, our CAR, which was computed on the basis of the applicable RBI requirements, was 58.92%. With a significantly high CAR of 51.23 % as at December 31, 2020, our balance sheet is well capitalised over the statutorily prescribed CAR of 15 %. We also believe that we benefit from a liquid balance sheet with a high net worth and a comfortable capital to risk weighted assets ratio. As at December 31, 2020, we had standalone cash and cash equivalent (including liquid investments) of ₹ 15,928.13 million.

Experienced and professional management team.

We have a professional and experienced management team who is supported by a capable and motivated pool of employees. Each of our businesses are led by senior executives who are, generally, also responsible for certain organisational functions of our Company. Our senior managers have diverse experience in various financial services businesses across functions related to our business. Our senior managers have an in-depth understanding of the specific industry, products and geographic regions they cover, which enables them to appropriately lead and provide guidance to our employees. Our Board has extensive experience in the financial services and banking industries in India. Further, we have instituted several training and mentorship programs for our junior and mid-management employees. We have successfully recruited and retained talented employees from a variety of backgrounds, including credit evaluation, risk management, treasury, technology and marketing.

Our Strategies

***Customised, innovative and customer friendly lending*.**

As part of our strategy to focus on our lending business, we intend to customize and introduce new loan products and evaluate other financing opportunities. Our Company also intends to improve our lending processes and distribution channels. We focus on providing a seamless customer experience and differentiated solutions to meet the specific needs of particular customer demographics like our customized products such as, "Dhani One Freedom", that offers customers an instant credit line with the convenience of converting their daily spends into a loan and repay in three easy EMI's; and "Dhani Credit Line", which is a completely online and paperless instant credit product.

We believe that our customer service initiatives coupled with the use of technology will allow us to maintain our presence in the lending market and secure both new and repeat business in our lending operations.

Leverage our financial strength and improved ratings to increase our competitiveness, diversify our funding mix and reduce our funding costs.

Our cost of borrowings is driven by our credit ratings, our financial discipline and our business performance. We have obtained a credit rating of "AA-" from CARE (Outlook: Stable) and "AA" from Brickwork (Outlook: Stable). We have also received short-term credit rating of "A1+" from CARE and Brickwork. These ratings signify the high degree of safety, regarding timely servicing of financial obligations and low credit risk, thus resulting in a lower cost of funds for us. The credit rating of "A1+" signifies the highest short-term credit rating. Based on our ratings, we expect to continue to source funding at competitive rates from the debt capital markets and reduce our proportion of bank financing to reduce our overall funding costs. Reduction in our cost of borrowings in turn allows us to competitively price our products to our customers. We believe that this competitive pricing combined with our loan service levels will allow us to attract more customers with good credit records, to grow our portfolio and attain a higher incremental market share.

We also seek to continue to use a variety of funding sources to optimize funding costs, protect interest margins and maintain a diverse funding portfolio that will enable us to further achieve funding stability and liquidity.

Our funding mix is as follows:

(₹ in million)

Source of funding (INDAS)	As at December 31, 2020	Fiscal 2020
Loans from banks and others	21,657.71	30,095.66
Cash Credit	Nil	250.77
Non-convertible debentures and other debt instruments	7,579.14	7,967.72

Source of funding (INDAS)	As at December 31, 2020	Fiscal 2020
Commercial papers	Nil	Nil
Subordinated debt	Nil	Nil
Securitisation Liabilities	5,346.77	9,215.60
Total	34,583.62	47,529.75

Securitization and sell down of our loan products.

We sell down part of our loans portfolio through securitization and/or direct assignment of loan receivables to various financial institutions, which results in an additional source of liquidity for us. As on December 31, 2020, 45.69 % of our assets under management were sold down through securitization and/or direct assignment.

We believe that securitisation of our loans under direct assignment structure enable us to earn the spread on the underlying loans without any requirement of capital. As on December 31, 2020, securitization of loans under direct assignment was 39.63 % of our assets under management. We will continue to undertake securitization transactions to increase our capital adequacy ratio and increase the efficiency of our loan portfolio.

Continue to maintain prudent risk management policies for our assets under management.

We believe that the success of our business is dependent on our ability to consistently implement and streamline our risk management policies. As we focus on building a large AUM, we will continue to maintain strict risk management standards to manage credit risks and promote a robust recovery process.

Leverage on technology to improve customer reach and operating efficiency.

We also intend to further develop and strengthen our technology platform to support our growth and improve the quality of our services. We will continue to update our systems and use latest technology to streamline out credit approval, administration and monitoring processes to meet customer requirements on a real-time basis. We believe that improvements in technology will also reduce our operational and processing time, thereby improving our efficiency and allowing us to provide better service to our customers.

Our Product Portfolio

We offer unsecured personal loans targeted at a wide range of customers that meet our eligibility criteria. These eligibility criteria include age restrictions, such as minimum age at the time of loan application, and maximum age at the time of maturity of such loan. Other eligibility criteria for borrowers include minimum income levels based on residential location and income sources, as well as specific employment conditions, and certain banking and credit history requirements.

We also offer business loans to SMEs, MSMEs and other enterprises, which may be secured or unsecured in nature. Our business loans are primarily targeted at self-employed manufacturers, wholesalers, retailers and professionals such as doctors, architects and chartered accountants amongst others.

Asset Quality

We maintain our asset quality by adhering to credit evaluation standards, limiting exposure and interacting with customers directly and regularly. We ensure prompt collection and proper storage of post-disbursement documents. We periodically inspect our customers and the assets financed on a random basis, either by ourselves or by internal auditors. The Company believes it follows the necessary risk management policies to ensure that the asset quality of its credit book remains comfortable. As a prudent practice, our Company has decided to adopt RBI stipulated provisioning norms and where necessary, more stringent and conservative norms. Our provisioning policy also factors in the characteristics of different client segments, loans, and underlying security given the complexities and probabilities involved in recovery of loans disbursed over time. Accordingly, we have adopted different provisioning policies for our financing businesses as follows:

As of March 31, 2020, and December 31, 2020, our Gross Stage 3 assets accounted for 0.94% and 1.37% respectively, of our total loans outstanding.

LENDING POLICIES AND PROCEDURES

Overview

We are an NBFC registered with the RBI, which is the regulator for NBFC in India. The RBI stipulates prudential guidelines, directions and circulars in relation to NBFCs.

Within the RBI guidelines, directions and circulars, NBFCs can establish their own credit approval processes. As such, once a company has obtained an NBFC license, the terms, credit levels, and interest rates of loans and any credit approvals would be based upon the NBFC's established internal credit approval processes framed in accordance with applicable regulations by the RBI. Each NBFC undergoes annual inspections by the RBI. The inspections are exhaustive and can last for a period of three to four weeks during which the regulators review the NBFC's adherence to regulatory guidelines, scrutinize the loan book and individual loan files, including security documents, review the functioning of the Board of Directors and its committees and their adherence to minutes of various internal meetings, review the NPA and delinquent cases, review and evaluate the credit approval policies and credit assessment standards, review implementation of decisions and policies of the Board of Directors and review adherence to prescribed formats in the filing of regulatory reports.

We have a strong team of experienced officers in our credit appraisal and risk management teams to develop and implement our credit approval policies. Our credit approval policies focus on credit structure, credit approval authority, customer selection and documentation provided by the customer. Our risk management and appraisal systems are regularly reviewed and upgraded to address changes in the external environment.

Our loan offerings cater to a broad cross-section of Indian businesses and consumers. The lending policies that we have in place are aimed at ensuring that our loan portfolio remains of a high quality. We also maintain prudent provisioning and write-off policies in respect of our NPAs in line with regulatory requirements.

Lending Policies

Our lending products and policies are aligned to the specific needs of diverse categories of our customer base. To ensure this, each of our business segments maintains its own internal credit policies and approval processes, which are in line with our established risk evaluation criteria.

Personal Loan: Credit Policy and Approval Process

We have product-specific policies in place in order to manage the credit risks associated with the loans granted by these businesses. Various aspects of credit risk management are addressed by different processes and teams and are designed to manage risks at different stages of the financing process, i.e. both pre- and post-disbursement.

Credit Assessment Process

With inputs from portfolio trends over the years in our Personal Loan business, we have built analytics based proprietary decision management algorithms and evaluation metrics. The credit decisions are therefore standardised, template driven and generally objective. These statistical models generally consist of variables attributable to demographics, credit repayment history, monthly / annual income, and asset selection that assist in the evaluation of the credit-worthiness of the borrower. In cases of asset finance loans or loans against property, the asset's value and income-generating capability forms an integral component of the credit assessment process. For all cases, diligence is undertaken in respect of know-your-customer policies, credit references and banking history, as applicable.

Eligibility Criteria

One of the key eligibility criteria for approving a customer's loan is the customer's repayment capacity, which is determined by factors such as the customer's age, educational qualification, bank statements, number of dependents and the stability and continuity of the customer's income, and, if applicable, the co-applicant's income, assets and liabilities. Subject to the regulatory limits, the amount of the loan is determined on the basis of our evaluation of the repayment capacity of the customer and the value of the relevant property. Value of the property is assessed by empanelled valuers. We also carry out legal diligence of the property through our empanelled lawyers. Loans are generally required to be repaid in equated monthly instalments over an agreed period.

Upon completion of the initial evaluation and approval process, we execute the loan documentation, ensuring that we perfect security over the collateral, wherever applicable. We perform know-your-customer checks with the customer information in our files. We aim to appraise customers and complete disbursement within short turn-around-times while adhering to our internal standards and regulatory requirements.

Loan Administration and Monitoring

We give our customers an option to pay using methods such as cash, cheque, automated clearing house and other electronic modes of payment - at a frequency that is fixed after determining the customer's expected cash flow. For cash collections, our field executives visit customers to collect instalments as they become due. We engage with the customers through call- centres, SMS or face to face meetings, in accordance with the payment behaviour of a customer.

We track loan repayment schedules on a monthly basis and monitor instalments due and loan defaults. We ensure that all customer accounts are reviewed periodically, with customers who have larger exposures or missed payments reviewed more frequently. We carry out portfolio-level monitoring on a regular basis to help us take appropriate decisions for steering the portfolio in the desired direction.

Collection and Recovery

We have asset management teams across our businesses whose responsibility is to streamline the asset management activities for individual business segments. We believe that this helps the respective business groups to focus on business generation and collections while expert teams deal with NPA management, re-possessions and resales of assets in a timely and efficient manner. We also believe that this enables the timely involvement of recovery experts in the debtor management process.

Our asset management teams generally have a collection function which manages all accounts moving into the delinquency stage. These accounts are managed through either the collection of dues or the repossession and resale of assets through appropriate legal measures. In addition, these teams are responsible for identifying signs of delinquency at an early stage, implementing appropriate recovery measures in order to prevent the degradation of accounts, repossession of assets in cases of wilful default, storing and valuation of assets, obtaining best possible prices on resale, minimizing repossession sale losses, instituting appropriate legal action (in conjunction with the legal team) and obtaining property details of the customer for attachment of the assets, wherever applicable.

Customer Appraisal and Approval Process

We have dedicated units that appraise and approve loan applications. We have robust credit approval process which has both rule based credit assessment for certain products as well as physical journey based credit assessment. Underlying principle of complete credit assessment at each customer level using all relevant information is maintained in both rule based as well as physical credit assessment of the customer. We follow an exhaustive internal appraisal process that includes, amongst other things, checking the following:

- applicant's credit worthiness;
- applicant's repayment sources and ability;
- quality, value and enforceability of the collateral (wherever applicable);
- purpose and end-use of the loan; and
- past repayment behavior basis bureau information.

The customer appraisal process includes two way assessment. For Personal loan products we have a rule based approval process, where a customer is required to provide demographic information, submit valid documents, bank details, etc. Then, we also take details from credit bureaus and assess customer's credibility. Post collation of all information about the customer, credit assessment is done through a system and reviewed by credit officer wherever required before final approval. All applications by prospective customers must be submitted in our standardized forms. Prospective customers are required to submit pre-defined KYC documents, including proof of name, date of birth, address and signature, as well as bank account details.

Once a prospective customer has submitted a completed application, the automated decoding process is conducted and in certain cases relevant company officials who may verify various details and empaneled third-party agencies may conduct various on-site checks to verify the prospective customer's work and home addresses, as well as telephone numbers. We check the credit history and credit worthiness of the customer on credit bureau to ascertain the financial obligations of the customer and to ensure that the customer has a clean repayment track record, such as consumer credit reports for delays/ defaults by the borrower. We may also carry out various reference checks with the customer's bankers/debtors/creditors. Internally, we check our databases for any information and feedback on the customer. For mortgage product, other than customer assessment, there is complete property /collateral assessment, where carry out title and legal checks, including CERSAI checks, on the collateral to ensure that we have the first and sole charge on it. We conduct property valuations internally and may also engage external property valuers to assess the property. Additional checks may be undertaken by our fraud control unit to verify customer credentials.

Once the application review process is completed, the loan is sanctioned by the mandated approval authority. A credit decision is then communicated to the customer.

Before disbursing the loan, we take repayment instruments, as permitted under applicable law, from the customer for the loan repayments.

Customer Service

We believe that call-centers and an emphasis on superior customer service will be significant drivers as we continue to grow our lending business and introduce our mobile application based loan processing platform "Dhani". We primarily target personal loans and loans for businesses. We continue to focus on improving customer experience and satisfaction by evaluating customer information derived from website analytics, customer satisfaction surveys, call center feedback and call monitoring. We also outsource our customer service activities to specialized agencies in order to cater to our customers.

Asset Recovery and Non-Performing Loans

By way of notification dated October 24, 2018, we have been notified as a Financial Institution covered under Section 2(1)(m)(iv) of the SARFAESI Act which enables us to initiate proceedings under the provisions of the SARFAESI Act for recovery of dues under NPA Accounts.

Further, in the event that our customer's repayment instrument for repayment of principal or EMI payment are dishonored on account of insufficiency in funds, we undertake proceedings under the Negotiable Instruments Act, 1881 (as amended). The Payment and Settlement Systems Act, 2007 (as amended) against the customers for asset recovery and NPAs. Upon the receipt of the relevant information and documents, proceedings under the Negotiable Instruments Act, 1881 (as amended) may be initiated by serving a notice demanding payment. If no payment is received within the stipulated period, a criminal complaint is filed before the competent court having jurisdiction to try the case. After the trial, if the accused person(s) are convicted, they are liable for imprisonment or fine or both.

We also initiate arbitration proceedings based on arbitration clauses in our loan agreements. Once the arbitrator accepts the request for appointment, he/ she sends acceptance in writing to all the parties to the dispute and calls upon the claimant to file the statement of claim. We file our statement of claim before the arbitrator and if required, an application under the Arbitration and Conciliation Act, 1996 (as amended) seeking appropriate interim reliefs. If the respondent(s) do not appear in the arbitration proceedings even after due service, they are proceeded *ex-parte*. The proceedings are conducted as per procedure laid down in law and by the arbitrator. After adjudication, *ex-parte* or otherwise, an award is passed by the arbitrator.

The following table sets forth details of our non-performing loans (in absolute terms and also as a percentage of AUM) and our cumulative provision as at March 31, 2020, 2019 and 2018:

Particulars	Standalone		
	As at March 31		
	2020	2019	2018
	(in ₹ million, except percentages)		
Gross NPAs	909.49	841.30	20.80
% of gross NPAs to AUM	0.94%	0.75%	0.05%
Net NPAs	345.98	263.14	18.72
% of net NPAs to AUM	0.36%	0.24%	0.05%
Total cumulative provision – loans and other assets	5,297.02	1,248.73	165.39

Liability Management

We have a robust liability management program that leads to stable borrowings at reasonable costs. We have lending relationships with Indian public sector banks, private banks, and others financial institutions.

We rely on long-term and medium-term borrowings from banks; amongst others, including issuances of non-convertible debentures. We have a diversified lender base comprising public sector undertakings ("**PSUs**"), private banks, mutual funds, provident funds and others. We also sell down parts of our portfolios through securitization and/or direct assignment of loan receivables to financial institutions, which results in an additional source of liquidity for us.

Our Asset Liability Committee reviews the structural mismatches in our liquidity statement, as per the guidelines of the RBI and other regulatory or statutory bodies. Depending upon inherent nature of required assets and prevailing interest rate view, the committee provides guidance on borrowing instruments and overall debt composition. Our Asset Liability Committee also reviews risk management policies related to liquidity, interest rates and investment policies periodically. Other functions include monitoring market risk management systems, compliance with the asset liability management policy and prudent gaps and tolerance limits and reporting systems set out by the Board and ensuring adherence to the regulatory guidelines; monitoring our business strategy in line with our budget and risk management practices; reviewing the effects of changes in market conditions and recommending the action needed to adhere to the organization's internal limits related to liquidity and interest rate risk management.

Risk Management

Our Company is exposed to variety of risks such as credit, interest rate and liquidity, amongst others. Our Company has robust framework which involves risk identification, assessment and mitigation planning. Our Company's robust analytical model during lending has enabled to mitigate credit risk. In order to mitigate liquidity risk, we ensure that the short-term and long-term funding resources are favourably matched with deployment of funds. Further, our strong risk management team ensures effective credit operations structure.

Our Audit Committee acts as a link between the statutory and internal auditors and our Board. Our Audit Committee oversees our financial reporting process, reviews our financial statements and relevant disclosures, auditors' independence and performance, effectiveness of our audit process and adequacy of internal control systems and recommends the appointment and remuneration of the auditors to the Board. Our Audit Committee is entitled to obtain external professional advice where required.

Based on the information supplied by the applicant regarding the applicant's financial and employment status, and the banking and credit history of such applicant drawn from credit bureaus and other sources, internally developed credit assessment algorithms and the minimum eligibility criteria for applicants, we identify the applicable credit score for the applicant. The following factors are also typically taken into account in determining the credit score of an applicant: credit card usage, nature of loans availed in the past, as well as the credit history, including whether timely repayments were made on previous or existing loans. Our credit risk model involves customer credit insights developed from customer data available through the applicant's financial and other records available publicly or provided by the applicant, which we believe enables us to develop credit scoring methodologies to provide more accurate credit scores and associated credit pricing. We believe that such integrated credit scoring methodology provides for automated loans processing. We also continue to monitor risks in the lending business and modify our underwriting policy basis requirements from time to time.

Interest Rate Risk

We are in the business of lending. We borrow funds at floating and/ or fixed rates of interest, and we extend credit at floating and fixed rates of interest. Our profitability is linked to interest rates. This exposes us to an interest rate risk. Consequently, exposure to interest rate fluctuations and increases needs to be managed in order to mitigate the risk.

As at December 31, 2020, a significant majority of our loan assets and borrowings were fixed rate. Our business is impacted by a change in interest rates although the floating rate loans only re-price on a periodic basis. Our balance sheet consists of Indian Rupee denominated assets and liabilities. Consequently, movements in domestic interest rates constitute the source of interest rate risk.

This risk is managed on the balance sheet by the management team with the guidance of our asset liability management committee. The committee actively reviews the assets and liabilities position of our Company and gives directions to the finance and treasury teams in managing the same.

For more information on our liquidity risk, see "*Risk Factors – We are vulnerable to the volatility in interest rates and we may face interest rate and maturity mismatches between our assets and liabilities in the future which may cause liquidity issues"* on page 19.

Liquidity Risk

Any liquidity risk arising due to non-availability of adequate funds at an appropriate cost is minimized through a mix of strategies, including asset securitization and assignment and temporary asset liability gap. We constantly monitor our liquidity under the guidance of the asset liability management committee and the investment committee.

We classify our assets and liabilities as current and non-current based on their contracted maturities. However, our classification of assets and liabilities into various maturity profiles reflects various adjustments for prepayments and renewals in accordance with the guidelines issued by the RBI. We manage our balance sheet while drawing new debt and extending credit so as to minimize potential asset-liability mismatches.

Asset Liability Management

We require a sizeable working capital. As a result, our day-to-day liquidity management is a critical function. As our loan book scales up, the business requires greater attention to the management of liabilities.

We have formed an Asset Liability Management Committee ("**ALCO**"). The Asset Liability Management (the "**ALM**") statement of our Company is prepared on a monthly basis to track the inflows and outflows of our Company. The ALM statement is placed before the ALCO periodically. Since we have a mixed lending portfolio comprising short term and long-term loans, we make efforts to match the maturity of liabilities with the maturity of assets. We structure the treasury assets to maintain sufficient liquidity, address the capital needs of the business and manage interest rate risks. We focus on enterprise-wide risk management which ensures optimum returns while preserving our capital.

Concentration Risk

We have laid down portfolio concentration limits which are reviewed on a quarterly basis to ensure that the overall portfolio is within the approved limits to minimize concentration risk to any particular business segment, industry, group, geography or borrower. Further, we have identified risk hotspots which are closely monitored to identify any earlier signs of weakness. Based on the severity of the identified risk hotspots, appropriate business strategies are developed to mitigate these risks through, for instance, sell-downs, securitizing or reducing the loan component.

At portfolio level, the credit risks are managed through risk dashboards where critical information is captured on a monthly basis. The organization also monitors risk through appropriate early warning signals to identify, isolate and manage risk proactively.

Asset Impairment Risk

Asset impairment risks may arise due to the increase in delinquencies and decrease in the value of the security over time (for secured loans). The selling price of a re-possessed asset may be less than the total amount of loan and interest outstanding in such borrowing and we may be unable to realize the full amount lent to our customers due to such a decrease in the value of the collateral/security. We may also face certain execution difficulties during the process of seizing collateral. We engage experienced repossession agents to repossess assets of defaulting customers. We ensure that these repossession agents follow legal procedures and take appropriate care in dealing with customers for seizing assets.

Capital Adequacy Ratio

NBFCs are required to maintain a minimum CRAR norm of 15% of the risk weighted assets and risk adjusted value of off-balance sheet items before declaring any dividends. The table below sets forth our standalone CRAR as at December 31, 2020, March 31, 2020, March 31, 2019 and March 31, 2018:

(*₹ in million, except percentages*)

Particulars	**Standalone**			
	For the nine month period ended December 31, 2020	**For the Fiscal Year ended March 31,**		
		2020	**2019**	**2018**
Tier I Capital *(₹ in million)*	30,506.41	29,959.12	42,656.93	16,457.41
Tier II Capital *(₹ in million)*	1,322.33	3,565.49	670.58	165.39
Total Capital *(₹ in million)*	31,828.74	33,524.61	43,327.51	16,622.80
Total Risk Weighted Assets *(₹ in million)*	62,125.68	56,894.81	1,14,921.19	45,320.05
Capital Adequacy Ratio				
Tier I Capital (as a Percentage of Total Risk Weighted Assets (%))	49.10%	52.66%	37.12%	36.31%
Tier II Capital (as a Percentage of Total Risk Weighted Assets (%))	2.13%	6.27%	0.58%	0.36%
Total Capital (as a Percentage of Total Risk Weighted Assets (%))	51.23%	58.93%	37.70%	36.67%

Credit Risk

Credit risk is the risk of loss that may result from a borrower's or counterparty's failure to meet the contractual obligation of repaying debt as per the agreed terms. Credit risk is actively monitored and controlled by our integrated risk management committee. The committee reviews and updates the credit policy, which is strictly adhered to by our underwriting teams. Our extensive local presence also enables us to maintain regular direct contact with our customers. The underwriting team works closely with our fraud control unit, which uses internal and external sources to identify all possible fraudulent loan applications.

Operational risk management

Our Risk Management Committee manages the integrated risk which includes credit risk, liquidity risk, interest rate risk and operational risk. Our Board is informed about the risk assessment and risk reduction procedures undertaken. Our Board periodically reviews the risk management policies and practices followed by our Company.

Operational risk is the risk of loss resulting from (i) inadequate or failed internal processes, (ii) people and systems, or (iii) external events. Operational risk is associated with human errors, system failures, and inadequate procedures and controls. Operational risk exists in any kind of products and business activities.

We have identified certain types of the operational risk events which are more likely to result in substantial losses to our business. These include (i) credit risk, (ii) technology risk, (iii) employee risk, (iv) regulatory risk and (v) the risks arising from fraud and anti-money laundering transactions.

We have implemented strategies and methods to safeguard against these risks:

Credit risk

We have an in-house internal audit team, which conducts periodic audits for all our businesses and functions.

We use multiple variables, across our financing businesses, such as industry performance, analysis of our loan portfolio, market share of a particular asset, our channel partner's turnover, among others, to develop and update our evaluation and assessment metrics. These evaluation and assessment metrics are utilized for credit assessments of customers. Evaluation and assessment metrics help us to deliver standardized credit assessments and faster turnaround time to customers. These evaluation and assessment metrics are updated at regular intervals in order to accurately assess risk parameters and status of loans disbursed.

Technology risk

We have an in-house IT team, which ensures that the software and hardware systems are continuously upgraded and safeguarded against any kind of technology related threats. The IT team is responsible for ensuring that the occurrence and frequency of IT downtimes is kept to a minimum. The team is also responsible for the accessibility of our IT system to authorized users and password management.

Our data analytics team carries out various analysis across the lifecycle of the customer (acquisition, customer management, collections and repossession/recovery) for our businesses. Application scorecard built by our analytics team helps us to assess the credit worthiness of the customer and enables us to onboard customers with only acceptable level of risk on our books while the behaviour scorecard built by the analytics team helps us manage our delinquency threshold as well as credit operations cost for the business. Given the rising cost of acquiring customers, we have also built and implemented attrition/churn scorecard to manage the overall churn in our customer bases. Our risk management framework is further supported by extensive use of data analysis which is not only limited to statistical and econometric analysis but also includes advance analytics like machine learning (both supervised and unsupervised) as well. Based on our key risk parameters, we have deployed algorithms to trigger early warning signals, for each of our business segments. These early warning signals rely on in-depth data analysis and utilize extensive data collected over the course of our operations across the lifecycle of the customer.

We have also instituted security protocols such as firewalls, intrusion prevention system to detect and stop threats and have separations for internet facing applications and critical internal applications. We periodically assess our IT infrastructure and applications to find potential security threats and remedy threats discovered as well as monitor critical applications and systems for any suspicious activity. We have internal policies for acceptable use of corporate systems, confidential data, email, mobile devices and passwords. We also have deployed tools such as 'data loss prevention' and 'identity and access management' to handle different threats and unauthorised access to our systems and networks.

Employee risk

We have implemented an effective screening programme to conduct pre-employment background checks. Adequate and proper reference checks and screening of the prospective employee's credentials are conducted prior to recruitment.

Regulatory risk

Any communication received by us, including legal notices, customer letters, banks communications, regulatory notices or orders are promptly recorded and forwarded to the relevant departments who are required to process such communication in a timely manner. This process is managed by our in-house regulatory compliance team.

Fraud and anti-money laundering transactions

At the time of appraisal of a loan or a business proposal, we review the underlying documents from KYC as well as money laundering and fraud prevention perspectives. Our fraud control unit also conducts spot checks or a random basis. We also ensure the preservation of records in compliance with the Prevention of Money Laundering Act of 2002.

Competition

The financial services industry is highly competitive and we expect competition to intensify in the future. We face competition in the lending business from domestic and international banks as well as other NBFCs and private unorganized lenders. Banks are increasingly expanding into retail loans in the rural and semi-urban areas of India. We are exposed to the risk that these banks continue to expand their operations into the markets in which we operate, which would result in greater competition and lower spreads on our loans. In particular, many of our competitors may have operational advantages in terms of access to cost-effective sources of funding and in implementing new technologies and rationalising related operational costs.

Insurance

We maintain a director's and officers' liability policy covering our directors and officers against claims arising out of legal and regulatory proceedings and monetary demands for damages. We also maintain a group personal accident and business travel accident policy for our employees. These insurance policies are generally valid for a year and are renewed annually.

Intellectual Property

As part of our lending business, our Company has obtained registrations for its trademarks, which include, among others, "Dhani", "Dhani Pay" and "Dhani Phone Se Loan" and "Dhani EMI" for our mobile application based lending business. Additionally, we have applied for trademark registration of the logo "Dhani Loans and Services" under various classes, which are currently pending registration.

See also "*Risk Factors – We may be unable to protect our logos, brand names and other intellectual property rights which are critical to our business*." on page 35.

Legal Proceedings

We are party to various legal proceedings which arise primarily in the ordinary course of our operations. For further details, please see "*Outstanding Litigations and Defaults*" on page 175.

Human Resources

As at December 31, 2020, we had 11,619 full time employees. Each of our businesses are led by senior executives who are generally, also responsible for certain organisational functions at the group level. Our senior managers have diverse experience in various financial services and functions related to our business. We have instituted training and mentorship programs for our junior and mid-management employees and we intend to continue investing in recruiting, training and maintaining a rewarding work environment. We have recruited and retained talented employees from a variety of backgrounds, including credit evaluation, risk management, treasury, technology and marketing. We will continue to attract talented employees through our recruitment and retention initiatives. In addition to our full-time employees, we have arrangements with various contractors for contract labour services including for our housekeeping and manned security requirements. Our performance appraisal system helps to analyse the qualitative aspects of our business and managerial dimensions of our employees.

Corporate Social Responsibility ("**CSR**")

Our CSR initiatives are carried out through the Indiabulls Foundation, a trust established for this purpose, focused on healthcare, education, art and culture, nutrition, sanitation and rural development. CSR activities conducted include free surgeries at impoverished rural areas, contributions to schools and other educational institutions across India, and animal welfare projects. We have also set up a CSR committee that is responsible for implementing our initiatives through the Indiabulls Foundation. For the financial year ended March 31, 2020, our expenditure towards CSR initiatives was ₹ 62.66 million on a consolidated basis.

Property

Our registered office is located at M-62 and M-63, First Floor, Connaught Place, New Delhi – 110 001, India. We also have a corporate office in New Delhi and Mumbai, India. Our registered office, corporate offices and branches are located at premises leased or licensed to us.

HISTORY AND OTHER CORPORATE MATTERS

Our Company was incorporated as 'Malpani Securities Private Limited', a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation issued by the RoC, dated October 27, 1994. Subsequently, the name of our Company was changed to 'Shivshakti Financial Services Private Limited' pursuant to a fresh certificate of incorporation dated January 13, 2010. Pursuant to a resolution passed in the extra-ordinary general meeting of our shareholders held on October 7, 2014 and a fresh certificate of incorporation issued by the RoC on February 5, 2015, our Company was converted into a public limited company. Subsequently, the name of our Company was changed to 'IVL Finance Limited' pursuant to a fresh certificate of incorporation dated October 19, 2016. Pursuant to a fresh certificate of incorporation dated September 18, 2018, the name of our Company was changed to 'Indiabulls Consumer Finance Limited'. Thereafter, the name of our Company was changed to 'Dhani Loans and Services Limited' and a fresh certificate of incorporation, consequent upon change of name was issued by the RoC on July 7, 2020.

We received a certificate of registration from the RBI to carry on the business of a NBFC without accepting public deposit on May 30, 1998 having registration number 14.00909. Subsequently, we were issued a fresh certificate of registration having registration number B-14.00909 dated April 12, 2010 in lieu of the earlier certificate, due to change in name of our Company. Upon conversion of our Company from a private limited company to public limited company, we were issued a fresh certificate of registration having registration number B-14.00909 dated March 19, 2015 in lieu of the earlier certificate. Further, upon change of name of our Company from 'Shivshakti Financial Services Limited' to 'IVL Finance Limited', we received a new certificate of registration bearing registration number B-14.00909 dated December 13, 2016. Further, upon change of name of our Company from 'IVL Finance Limited' to 'Indiabulls Consumer Finance Limited', we received a new certificate of registration bearing registration number B-14.00909 dated November 2, 2018. Subsequently, upon change of name of our Company from 'Indiabulls Consumer Finance Limited' to 'Dhani Loans and Services Limited', we received a new certificate of registration bearing registration number B-14.00909 dated August 21, 2020.

Our Registered Office is located at M 62 & 63, First Floor, Connaught Place, New Delhi - 110001. We are registered with the Registrar of Companies, NCT of Delhi and Haryana under CIN U74899DL1994PLC062407.

Change in registered office of our Company

The registered office of our Company was shifted from First Floor, 51, Hauz Khas Village, New Delhi – 110 016 to M - 62 & 63, First Floor, Connaught Place, New Delhi – 110 001 with effect from July 17, 2014.

Main objects of our Company

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

1. To carry on the business of stock and share broking and its allied matters such as acting as underwriters, sub-underwriters, brokers to issue of securities, dealers in securities, buying, selling, transferring, hypothecating and holding of shares, debentures and securities of all kinds and description. Merchant banks for the purpose of issue of shares/ debentures and securities of all kinds. Lead managers or co-managers, brokers and sub-brokers of stocks and new issue of shares, debentures and securities of all kinds and description, registrars to the issue of securities, share transfer agents, investment business, portfolio management, corporate counseling, investment and financial consultants, finance and discount brokers, foreign exchange brokers (with the permission of RBI and other authorities), advisors and consultants to the issue of securities of all kinds and types in all their aspects in India or outside and manage/arrange mergers and acquisitions.

2. To invest in, acquire and hold, buy or sell or otherwise dispose of or deal in securities of any kind, shares, debentures, debenture stocks, securities, properties, bonds, units, obligations and securities issued or guaranteed by any government, state, union territory, municipal or civil body, financial institutions commercial papers, negotiable instruments and paper instruments of all types and kinds.

3. To carry on the business of merchant banking in all its aspects, to act as managers to issue and offers, whether by way of public offer or otherwise of shares, stocks, debentures, bonds, units, participation certificates, deposit certificates, notes, bill, warrants or any other instruments whether or not transferable or negotiable, commercial or other paper or scripts (hereinafter collectively referred to as the "**securities**") to act as agents of and or dealers in the securities in the course of merchant banking business, to act as discount house for any of securities, to act as financial consultants, advisors and counselors in investment and capital markets, to underwrite, sub-

underwrite or to provide stand-by or procurement arrangements, to issue guarantees or to give any other commitments for subscribing or agreeing to subscribe or procure, agree to procure subscription for the securities to manage portfolio investments, to provide financial and investment assistance for the purposes herein, to act as an issue house, registrar to issue, transfer agents, for the securities, to manage and administer computer centers and clearing houses for the securities to form syndicate of consortia of managers, agents and purchase for or of any of the securities, to act as brokers, dealers, and agents of or in connection with the securities, bullions and precious metals, to syndicate any financial arrangement whether in domestic market or in international market and whether by way of any loans, guarantees, export and yard credits, to undertake the work of factoring of bills and other commercial papers and to arrange and/or co-ordinate documentation and negotiable in this regard.

4. To hold investments in various step-down subsidiaries for investing, acquiring, holding, purchasing or procuring equity shares, debentures, bonds, mortgages, obligations, securities of any kind issued or guaranteed by the Company.

5. To provide investment advisory services on the internet or otherwise; provide financial consultancy in the area of personal and corporate finance; publish books and CD ROMs and any other information related to the above; to conduct the business of hybrid financial instruments; to conduct depository participant services; to conduct de-materialisation and re-materialisation of shares; set up depository participant centers at various regions in India and to perform all related, incidental, ancillary and allied services.

6. To receive funds, deposits and investments from the public, Government agencies, financial institutions and corporate bodies; grant advances and loans; conduct advisory services related to banking activities, project financing, funding of mergers and acquisition activities; fund management and activities related to money market operations; to carry on the business of portfolio management services, investment advisory services; custodial services; asset management services; leasing and hire purchase; mutual fund services and to act as brokers of real estate and financial instruments.

7. To carry on the business of financing; provide lease and hire purchase services; to provide consultancy in the area of lease and hire purchase financing and to operate mutual funds; receive funds from investors; equity or debt instrument research activity instrument in debt and/or equity instruments.

Awards and Recognitions

We have received the following awards:

Financial Year	Particulars
2019	Award for 'Best Use of Mobile in a Digital Campaign' at the Digital Industry Awards part of the 2nd Chief Digital Officer Summit
2019	Awards for 'Best Mobile Search Campaign (Bronze)' and 'Best Display Campaign (Bronze)' at India Digital Awards, 2019
2019	Awarded to Indiabulls group for 'Innvoation of the Year- Fintech' at Inflection organized by NASSCOM

Key terms of our Material Agreements

a. Share purchase agreement dated March 20, 2020 between our Company, and certain shareholders of the Company and DSL along with certain of its shareholders

Our Company has acquired 55,00,000 equity shares of face value of ₹ 10 each of IIAL, representing 100% of the issued and paid-up share capital of IIAL, pursuant to a share purchase agreement dated March 20, 2020, between the Company and certain shareholders of the Company as the purchasers and DSL along with certain of its shareholders as sellers. Pursuant to the acquisition, IIAL has become wholly owned subsidiary of our Company. Subsequent to this, the Company has further invested ₹ 3,500.00 million in the equity share capital of IIAL.

b. Share purchase agreement dated April 1, 2020 between the promoters of Transerv and the Company

Our Company has acquired 33,72,885 equity shares of face value of ₹ 10 each, aggregating to 52.06% of the issued and paid-up equity share capital of TranServ on a fully diluted basis pursuant to a share purchase agreement dated April 1, 2020 between the promoters of TranServ as the sellers and the Company as acquirer. Further, our Company acquired 3,85,041 equity shares aggregating to 5.94% of the issued and paid-up equity share capital of TranServ on a fully diluted basis pursuant to a share purchase agreement dated April 1, 2020 between the promoters of TranServ as the sellers and the Company as acquirer. Pursuant to the acquisitions, TranServ has become wholly owned subsidiary of our Company.

Our Subsidiaries

See "*Our Business*" on page 105.

REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. Taxation statutes such as the IT Act, Central Sales Tax Act, 1956 and applicable local sales tax statutes, labour regulations such as the Employees State Insurance Act, 1948 and the Employees Provident Fund and Miscellaneous Act, 1952, and other miscellaneous regulations such as the Trade and Merchandise Marks Act, 1958 and applicable Shops and Establishments statutes apply to us as they do to any other Indian company and therefore have not been detailed below. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye-laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

For the purposes of this section, references to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification are to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended from time to time.

Investors shall carefully consider the information described below, together with the information set out in other sections of this Draft Shelf Prospectus including the financial statements before making an investment decision relating to the NCDs, as any changes in the regulations and policies could have a material adverse effect on our Company's business.

The major regulations governing our Company are detailed below:

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 NBFCs ("**NBFCND**").

As at September 1, 2016, the RBI issued an updated Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, (as updated from time to time) applicable to all NBFC-NDSI's.

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 percent of its total assets (netted off by intangible assets) and income from financial assets should be more than 50 percent of the gross income. Both these tests are required to be satisfied in order to determine the principal business of a company.

Every NBFC is required to submit to the RBI a certificate, from its statutory auditor within one month from the date of finalisation of the balance sheet and in any case, not later than December 30 of that year, stating that it is engaged in the business of non-banking financial institution requiring it to hold a certificate of registration.

NBFCs are primarily governed by the RBI Act, the Master Direction – Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016, Peer to Peer Lending Platform (Reserve Bank) Directions, 2017 ("**Peer to Peer Regulations**"), Reserve Bank Commercial Paper

Directions, 2017 (“**Commercial Papers Directions**”) and the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016. In addition to these regulations, NBFCs are also governed by various circulars, notifications, guidelines and directions issued by the RBI from time to time.

Although by definition, NBFCs are permitted to operate in similar sphere of activities as banks, there are a few important and key differences. The most important such distinction is that an NBFC cannot accept deposits repayable on demand – in other words, NBFCs can only accept fixed term deposits. Thus, NBFCs are not permitted to issue negotiable instruments, such as cheques which are payable on demand.

Section 45-IA of the RBI Act makes it mandatory for every NBFC to get itself registered with the Reserve Bank in order to be able to commence any of the aforementioned activities.

Further, an NBFC may be registered as a deposit accepting NBFC (“**NBFC-D**”) or as a non-deposit accepting NBFC (“**NBFC-ND**”). NBFCs registered with RBI are further classified as:

- Asset finance companies;
- Investment companies;
- Systemically Important Core Investment Company;
- Loan companies and/or
- Infrastructure finance companies.
- Infrastructure debt fund - NBFCs;
- NBFC - micro finance institutions;
- NBFC –Factors;
- Mortgage guarantee companies;
- NBFC- non-operative financial holding company; and
- Non-Banking Financial Company-Peer to Peer Lending Platform.

RBI, by way of circular bearing reference number RBI/2018-19/130 DNBR (PD) CC.No.097/03.10.001/2018-19 dated February 22, 2019, has harmonised different categories of NBFCs into fewer ones, based on the principle of regulation by activity rather than regulation by entity. Accordingly, RBI has merged the three categories of NBFCs viz. Asset Finance Companies (AFC), Loan Companies (LCs) and Investment Companies (ICs) into a new category called NBFC - Investment and Credit Company (NBFC-ICC). Further, differential regulations relating to bank’s exposure to the three categories of NBFCs viz., AFCs, LCs and ICs were harmonised. Further, a deposit taking NBFC-ICC shall invest in unquoted shares of another company which is not a subsidiary company or a company in the same group of the NBFC, an amount not exceeding twenty per cent of its owned fund.

Our Company has been classified as an NBFC-ND-SI.

Systemically Important NBFC-NDs

As per the NBFC Master Directions, the revised the threshold for defining systemic significance for NBFCs-ND in the light of the overall increase in the growth of the NBFC sector. NBFCs-ND-SI will henceforth be those NBFCs-ND which have asset size of ₹ 500 crores and above as per the last audited balance sheet. Moreover, as per this amendment, all NBFCs-ND with assets of ₹ 500 crores and above, irrespective of whether they have accessed public funds or not, shall comply with prudential regulations as applicable to NBFCs-ND-SI. NBFCs- ND-SI is required to comply with conduct of business regulations if customer interface exists. All systemically important NBFCs are required to maintain a minimum Capital to Risk-Weighted Assets Ratio of 15%.

Rating of NBFCs

Pursuant to the RBI circular DNBS (PD) CC. No.134/03.10.001/2008-2009 dated February 04, 2009, all NBFCs with an asset size of ₹ 100 crores are required to, as per RBI instructions to, furnish information about downgrading or upgrading of the assigned rating of any financial product issued by them within 15 days of a change in rating.

Prudential Norms

The RBI Master Circular on Non-Banking Financial Company – Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 (“**ND-SI-Directions**”), amongst other requirements prescribe guidelines on NBFC-ND regarding income recognition, asset classification, provisioning requirements, constitution of audit committee, capital adequacy requirements, concentration of credit/investment and norms relating to infrastructure loans. The ND-SI-Directions state that the credit/ investment norms shall not apply to a systemically important non-banking financial company not accessing public funds in India, either directly or indirectly, and not issuing guarantees.

Corporate governance norms

As per the ND-SI-Directions, all NBFC-ND-SI are required to adhere to certain corporate governance norms, including constitution of an audit committee, a nomination committee, an asset liability management committee and risk management committee. NBFCs are required to furnish to the RBI a quarterly statement on change of directors, and a certificate from the managing director of the NBFC that fit and proper criteria in selection of the directors has been followed. Further, all applicable NBFCs shall have to frame their internal guidelines on corporate governance with the approval of its board of directors, enhancing the scope of the guidelines without sacrificing the spirit underlying the above guidelines and it shall be published on the company's web-site, if any, for the information of various stakeholders constitution of a nomination committee, a risk management committee and certain other norms in connection with disclosure, transparency and connected lending has also been prescribed in the RBI Master Circular. Further, RBI vide notification dated November 10, 2014 has mandated the Audit Committee to ensure that an information systems audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced by the company. RBI has also mandated the NBFCs to have a policy to ascertain the 'fit and proper criteria' at the time of appointment of directors and on a continuing basis.

Provisioning Requirements

An NBFC-ND, after taking into account the time lag between an account becoming non-performing, its recognition, the realisation of the security and erosion overtime in the value of the security charged, shall make provisions against sub-standard assets, doubtful assets and loss assets in the manner provided for in the Prudential Norms Directions.

In the interests of counter cyclicality and so as to ensure that NBFCs create a financial buffer to protect them from the effect of economic downturns, RBI vide their circular no. DNBS.PD.CC. No.207/ 03.02.002 /2010-11 dated January 17, 2011, introduced provisioning for Standard Assets by all NBFCs. NBFCs are required to make a general provision at 0.25% of the outstanding standard assets. RBI vide their circular no. DNBR (PD) CC No. 037/03.01.001/2014-15 dated June 11, 2015 raised the provision for standard assets to 0.40% to be met by March 2018. The provisions on standard assets are not reckoned for arriving at net NPAs. The provisions towards Standard Assets are not needed to be netted from gross advances but shown separately as 'Contingent Provisions against Standard Assets' in the balance sheet. NBFCs are allowed to include the 'General Provisions on Standard Assets' in Tier II capital which together with other 'general provisions/ loss reserves' will be admitted as Tier II capital only up to a maximum of 1.25% of the total risk-weighted assets.

Capital Adequacy Norms

Every systemically important NBFC-ND is required to maintain, with effect from April 1, 2007, a minimum capital ratio consisting of Tier I and Tier II capital of not less than 15% of its aggregate risk weighted assets on balance sheet and of risk adjusted value of off-balance sheet items is required to be maintained. Also, the total of the Tier II capital of a NBFC-MFI shall not exceed 100% of the Tier I capital.

Tier-I Capital has been defined in the ND-SI Directions as, owned funds as reduced by investment in shares of other NBFCs and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, 10% of the owned fund and perpetual debt instruments issued by a systemically important NBFC-ND in each year to the extent it does not exceed 15% of the aggregate Tier I capital of such company as on March 31 of the previous accounting year.

Owned Funds has been defined in the ND-SI Directions as, paid-up equity capital, preference shares which are compulsorily convertible into equity, free reserves, balance in share premium account; capital reserve representing surplus arising out of sale proceeds of asset, excluding reserves created by revaluation of assets; less accumulated loss balance, book value of intangible assets and deferred revenue expenditure, if any.

Tier - II Capital has been defined in the ND-SI Directions, includes the following (a) preference shares other than those which are compulsorily convertible into equity; (b) revaluation reserves at discounted rate of 55%; (c) general provisions (including that for standard assets) and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one-and-one-fourth percent of risk weighted assets; (d) hybrid debt capital instruments; and (e) subordinated debt to the extent the aggregate does not exceed Tier - I capital; and (f) perpetual debt instrument issued by a systemically important NBFC-ND, which is in excess of what qualifies for Tier I Capital to the extent that the aggregate Tier-II capital does not exceed 15% of the Tier -I capital.

Hybrid debt means, capital instrument, which possess certain characteristics of equity as well as debt.

Subordinated debt means a fully paid up capital instrument, which is unsecured and is subordinated to the claims of other creditors and is free from restrictive clauses and is not redeemable at the instance of the holder or without the consent of the supervisory authority of the NBFC. The book value of such instrument is subjected to discounting as prescribed.

Exposure Norms

In order to ensure better risk management and avoidance of concentration of credit risks, the RBI has, in terms of the Master Direction, prescribed credit exposure limits for financial institutions in respect of their lending to single/ group borrowers. Credit exposure to a single borrower shall not exceed 15% of the owned funds of the systemically important NBFC-ND, while the credit exposure to a single group of borrowers shall not exceed 25% of the owned funds of the systemically important NBFC-ND. Further, the systemically important NBFC-ND may not invest in the shares of another company exceeding 15% of its owned funds, and in the shares of a single group of companies exceeding 25% of its owned funds. However, this prescribed ceiling shall not be applicable on a NBFC-ND-SI for investments in the equity capital of an insurance company to the extent specifically permitted by the RBI. Any NBFC-ND-SI not accessing public funds, either directly or indirectly may make an application to the RBI for modifications in the prescribed ceilings Any systemically important NBFC-ND classified as asset finance company by RBI, may in exceptional circumstances, exceed the above ceilings by 5% of its owned fund, with the approval of its Board of Directors. The loans and investments of the systemically important NBFC-ND taken together may not exceed 25% of its owned funds to or in single party and 40% of its owned funds to or in single group of parties. A systemically important ND-NBFC may, make an application to the RBI for modification in the prescribed ceilings. Further, NBFC ND SI may exceed the concentration of credit/investment norms, by 5% for any single party and by 10% for a single group of parties, if the additional exposure is on account of infrastructure loan and/or investment.

Further, RBI vide circular bearing reference number RBI/2018-19/130 DNBR (PD) CC.No.097/03.10.001/2018- 19 dated February 22, 2019, has harmonised different categories of NBFCs into fewer ones, based on the principle of regulation by activity rather than regulation by entity. Accordingly, RBI has merged the three categories of NBFCs viz. Asset Finance Companies (AFC), Loan Companies (LCs) and Investment Companies (ICs) into a new category called NBFC - Investment and Credit Company (NBFC-ICC). Further differential regulations relating to bank's exposure to the three categories of NBFCs viz., AFCs, LCs and ICs were harmonised. Further, a deposit taking NBFC-ICC shall invest in unquoted shares of another company which is not a subsidiary company or a company in the same group of the NBFC, an amount not exceeding twenty per cent of its owned fund.

Asset Classification

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

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

Further, such class of assets would not be entitled to be upgraded merely as a result of rescheduling, unless it satisfies the conditions required for such upgradation. At present every NBFC is required to make a provision for standard assets at 0.40%.

Other stipulations

All NBFCs are required to frame a policy for demand and call loan that includes provisions on the cut-off date for recalling the loans, the rate of interest, periodicity of such interest and periodical reviews of such performance.

The prudential norms also specifically prohibit NBFCs from lending against its own shares.

Net Owned Fund

Section 45-IA of the RBI Act provides that to carry on the business of a NBFC, an entity would have to register as an NBFC with the RBI and would be required to have a minimum net owned fund of ₹ 2 crores. For this purpose, the RBI Act has defined "net owned fund" to mean:

Net Owned Fund - The aggregate of the paid-up equity capital and free reserves as disclosed in the latest balance sheet of the company, after deducting (i) accumulated balance of losses, (ii) deferred revenue expenditure, (iii) deferred tax asset (net); and (iv) other intangible assets; and further reduced by the amounts representing, (i) investment by such companies in shares of

(i) its subsidiaries, (ii) companies in the same group, (iii) other NBFCs; and

(ii) the book value of debentures, bonds, outstanding loans and advances (including hire purchase and lease finance) made to, and deposits with (i) subsidiaries of such companies; and (ii) companies in the same group, to the extent such amount exceeds 10% of (a) above.

Further, in accordance with RBI/DNBR/2016-17/45 Master Direction DNBR.PD.008/03.10.119/2016-17 dated September 1, 2016 (as amended), which provides that a non-banking financial company holding a certificate of registration issued by the RBI and having minimum net owned fund of less than ₹ 2 crores may continue to carry on the business of non-banking financial institution, if such company achieves net owned fund of ₹ 2 crores before April 1, 2017.

Reserve Fund

In addition to the above, Section 45-IC of the RBI Act requires NBFCs to create a reserve fund and transfer therein a sum of not less than 20% of its net profits earned annually before declaration of dividend. Such a fund is to be created by every NBFC irrespective of whether it is a ND NBFC or not. Such sum cannot be appropriated by the NBFC except for the purpose as may be specified by the RBI from time to time and every such appropriation is required to be reported to the RBI within 21 days from the date of such appropriation.

Maintenance of liquid assets

The RBI through notification dated January 31, 1998, as amended has prescribed that every NBFC shall invest and continue to invest in unencumbered approved securities valued at a price not exceeding the current market price of such securities an amount which shall, at the close of business on any day be not less than 10% in approved securities and the remaining in unencumbered term deposits in any scheduled commercial bank; the aggregate of which shall not be less than 15% of the public deposit outstanding at the last working day of the second preceding quarter.

NBFCs such as the Company, which do not accept public deposits, are subject to lesser degree of regulation as compared to a NBFC-D and are governed by the RBI's Non- Deposit Accepting Companies Directions.

An NBFC-ND is required to inform the RBI of any change in the address, telephone no's, etc. of its Registered Office, names and addresses of its directors/auditors, names and designations of its principal officers, the specimen signatures of its authorised signatories, within one month from the occurrence of such an event. Further, an NBFCND would need to ensure that its registration with the RBI remains current.

All NBFCs (whether accepting public deposits or not) having an asset base of ₹ 100 crores or more or holding public deposits of ₹ 20 crores or more (irrespective of asset size) as per their last audited balance sheet are required to comply with the RBI Guidelines for an Asset-Liability Management System.

Similarly, all NBFCs are required to comply with "Know Your Customer Guidelines - Anti Money Laundering Standards" issued by the RBI, with suitable modifications depending upon the activity undertaken by the NBFC concerned.

*Reserve Bank of India (Know Your Customer (KYC)) Master Directions, 2016 dated February 25, 2016, as amended ("**RBI KYC Directions**")*

The RBI KYC Directions are applicable to every entity regulated by the RBI, specifically, scheduled commercial banks, regional rural banks, local area banks, primary (urban) co-operative banks, state and central co-operative banks, all India financial institutions, NBFCs, miscellaneous non-banking companies and residuary non-banking companies, amongst others. In terms of the RBI KYC Directions, every entity regulated thereunder is required to formulate a KYC policy which is duly approved by the board of directors of such entity or a duly constituted committee thereof. The KYC policy formulated in terms of the RBI KYC Directions is required to include four key elements, being customer acceptance policy, risk management, customer identification procedures and monitoring of transactions. It is advised that all NBFC'S adopt the same with suitable modifications depending upon the activity undertaken by them and ensure that a proper policy framework of anti-money laundering measures is put in place. The RBI KYC Directions provide for a simplified procedure for opening accounts by NBFCs. It also provides for an enhanced and simplified due diligence procedure. It has prescribed detailed instructions in relation to, inter alia, the due diligence of customers, record management, and reporting requirements to Financial Intelligence Unit – India. The RBI KYC Directions have also issued instructions on sharing of information while ensuring secrecy and confidentiality of information held by Banks and NBFCs. The regulated entities must also adhere to the reporting requirements under Foreign Account Tax Compliance Act and Common Reporting Standards. The RBI KYC Directions also require the regulated entities to ensure compliance with the requirements/obligations under international agreements. The regulated entities must also pay adequate attention to any money-laundering and financing of terrorism threats that may arise from new or developing technologies, and ensure that appropriate KYC procedures issued from time to time are duly applied before introducing new products/services/technologies. The RBI KYC Directions were updated on 20 April 2018 to enhance the disclosure requirements under the Prevention of Money-Laundering Act, 2002 and in accordance with the Prevention of Money-Laundering Rules vide Gazette Notification GSR 538 (E) dated June 1, 2017 and the final judgment of the Supreme Court in the case of Justice K.S. Puttaswamy (Retd.) & Another v. Union of India (Writ Petition (Civil) 494/2012). The Directions were updated to accommodate authentication as per the AADHAR (Targeted Delivery of Financial and Other Subsidies, Benefits and Services) Act, 2016 and use of an Indian resident's Aadhar number as a document for the purposes of fulfilling KYC requirement.

The RBI KYC Directions were further updated on January 9, 2020 with a view to leveraging the digital channels for customer identification process by regulated entities, whereby the RBI has decided to permit video-based customer identification process as a consent based alternate method of establishing the customer's identity, for customer onboarding.

Accounting Standards & Accounting policies

Subject to the changes in Indian Accounting Standards ("**IAS**") and regulatory environment applicable to a NBFC we may change our accounting policies in the future and it might not always be possible to determine the effect on the statement of profit and loss of these changes in each of the accounting years preceding the change. In such cases our profit/loss for the preceding years might not be strictly comparable with the profit/loss for the period for which such accounting policy changes are being made. The Ministry of Corporate Affairs has amended the existing IAS vide Companies (Indian Accounting Standards) (Amendment) Rules, 2017 on March 17, 2017 and the same is applicable to our Company from April 1, 2018.

Master Direction dated September 29, 2016 on Monitoring of Frauds in NBFCs (Reserve Bank) Directions, 2016

All NBFC-ND-SIs shall put in place a reporting system for frauds and fix staff accountability in respect of delays in reporting of fraud cases to the RBI. An NBFC-ND-SI is required to report all cases of fraud of ₹ 1 lakhs and above, and if the fraud is of ₹ 1 crores or above, the report should be sent in the prescribed format within three weeks from the date of detection thereof. The NBFC-ND-SI shall also report cases of fraud by unscrupulous borrowers and cases of attempted fraud.

Reporting by Statutory Auditor

The statutory auditor of the NBFC-ND is required to submit to the Board of Directors of the company along with the statutory audit report, a special report certifying that the Directors have passed the requisite resolution mentioned above, not accepted any public deposits during the year and has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it. In the event of non-compliance, the statutory auditor are required to directly report the same to the RBI.

Master Direction – Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016

In addition to the report made by the auditor under Section 143 of the Companies Act, 2013 on the accounts of an NBFC-ND-SI, the auditor shall make a separate report to the Board of Directors of the company on inter alia examination of validity of certificate of registration obtained from the RBI, whether the NBFC is entitled to continue to hold such certificate of registration in terms of its Principal Business Criteria (financial asset / income pattern) as on March 31 of the applicable year, whether the NBFC is meeting the required net owned fund requirement, whether the board of directors has passed a resolution for non-acceptance of public deposits, whether the company has accepted any public deposits during the applicable year, whether the company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it, whether the capital adequacy ratio as disclosed in the return submitted to the Bank in form NBS- 7, has been correctly arrived at and whether such ratio is in compliance with the minimum CRAR prescribed by the Bank, whether the company has furnished to the Bank the annual statement of capital funds, risk assets/exposures and risk asset ratio (NBS-7) within the stipulated period, and whether the non-banking financial company has been correctly classified as NBFC Micro Finance Institutions (MFI).

Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016

All NBFCs are required to put in place a reporting system for filing various returns with the RBI. An NBFC-ND-SI is required to file on a quarterly basis a return on important financial parameters, including components of assets and liabilities, profit and loss account, exposure to sensitive sectors etc., NBS-7 on prudential norms on a quarterly basis, multiple returns on asset-liability management to address concerns regarding inter alia asset liability mismatches and interest rate risk, quarterly report on branch information, and Central Repository of Information on Large Credits ("**CRILC**") on a quarterly basis as well as all Special Mention Accounts-2 ("**SMA-2**") status on a weekly basis to facilitate early recognition of financial distress, prompt steps for resolution and fair recovery for lenders.

Master Direction on Information Technology Framework for the NBFC Sector, 2017

All systemically important NBFCs must implement the security enhancement requirements under the Master Direction with respect to enhancing security of its Information Technology/Information Security Framework ("**IT**") business continuity planning, disaster recovery and management. NBFCs must constitute an IT Strategy Committee and IT Steering Committee and formulate an IT and Information Security Policy in furtherance of the same. Further, a Cyber Crisis Management Plan must be formulated to address cyber intrusions and attacks. It has to be implemented by applicable NBFCs by June 2018.

Directions on Managing Risks and Code of Conduct in Outsourcing of Financial Services by NBFCs, 2017

With a view to put in place necessary safeguards applicable to outsourcing of activities by NBFCs, the RBI has issued directions on managing risks and code of conduct in outsourcing of financial services by NBFCs ("**Risk Management Directions**"). The Risk Management Directions specify that core management functions like internal auditing, compliance functions, decision making functions such as compliance with KYC norms shall not be outsourced by NBFCs. Further, the Risk Management Directions specify that outsourcing of functions shall not limit its obligations to its customers.

Financing of NBFCs by bank

The RBI has issued guidelines *vide* a circular dated bearing number DBOD No. FSD. BC.46/24.01.028/2006-07 dated December 12, 2006 relating to the financial regulation of systemically important NBFC-NDs and the relationship of banks with such institutions. In particular, these guidelines prohibit banks from lending to NBFCs for the financing of certain activities, such as (i) bill discounting or rediscounting, except where such discounting arises from the sale of commercial vehicles and two wheelers or three wheelers, subject to certain conditions; (ii) unsecured loans or corporate deposits by NBFCs to any company; (iii) investments by NBFCs both of current and long term nature, in any company; (iv) all types of loans and advances by NBFCs to their subsidiaries, group companies//entities; and (v) further lending to individuals for the purpose of subscribing to an initial public offer.

Also, the RBI through its notification bearing number DBR.BP.BC.No.25/21.06.001/2018-19 dated February 22, 2019 it was specified that that exposures to all NBFCs, excluding Core Investment Companies (CICs), will be risk weighted as per the ratings assigned by the rating agencies registered with SEBI and accredited by the RBI, in a manner similar to that of corporates as prescribed under extant RBI guidelines.

Norms for excessive interest rates

In addition, the RBI has introduced *vide* a circular bearing reference number RBI/ 2006-07/ 414 dated May 24, 2007 whereby RBI has requested all NBFCs to put in place appropriate internal principles and procedures in determining interest rates and processing and other charges. In addition to the aforesaid instruction, the RBI has issued a Master Circular on Fair Practices Code dated July 1, 2015 for regulating the rates of interest charged by the NBFCs. These circulars stipulate that the board of each NBFC is required to adopt an interest rate model taking into account the various relevant factors including cost of funds, margin and risk premium. The rate of interest and the approach for gradation of risk and the rationale for charging different rates of interest for different categories of borrowers are required to be disclosed to the borrowers in the application form and expressly communicated in the sanction letter. Further, this is also required to be made available on the NBFCs website or published in newspapers and is required to be updated in the event of any change therein. Further, the rate of interest would have to be an annualized rate so that the borrower is aware of the exact rates that would be charged to the account.

Supervisory Framework

In order to ensure adherence to the regulatory framework by systemically important ND-NBFCs, the RBI has directed such NBFCs to put in place a system for submission of an annual statement of capital funds, and risk asset ratio etc. as at the end of March every year, in a prescribed format. This return is to be submitted electronically within a period of three months from the close of every financial year. Further, a NBFC is required to submit a certificate from its statutory auditor that it is engaged in the business of non-banking financial institution with requirement to hold a certificate of registration under the RBI Act. This certificate is required to be submitted within one month of the date of finalisation of the balance sheet and in any other case not later than December 30 of that particular year. Further, in addition to the auditor's report under Section 143 of the Companies Act, 2013 the auditors are also required to make a separate report to the Board of Directors on certain matters, including correctness of the capital adequacy ratio as disclosed in the return NBS-7 to be filed with the RBI and its compliance with the minimum CRAR, as may be prescribed by the RBI. Where the statement regarding any of the items referred relating to the above, is unfavorable or qualified, or in the opinion of the auditor the company has not complied with the regulations issued by RBI , it shall be the obligation of the auditor to make a report containing the details of such unfavourable or qualified statements and/or about the non-compliance, as the case may be, in respect of the company to the concerned Regional Office of the Department of Non-Banking Supervision of the Bank under whose jurisdiction the registered office of the company is located.

Asset Liability Management

The RBI has prescribed the Guidelines for Asset Liability Management ("**ALM**") System in relation to NBFCs ("**ALM Guidelines**") that are applicable to all NBFCs through a Master Circular on Miscellaneous Instructions to All Non-Banking Financial Companies dated July 1, 2015. As per this Master Circular, the NBFCs (engaged in and classified as equipment leasing, hire purchase finance, loan, investment and residuary non-banking companies) meeting certain criteria, including, an asset base of ₹ 10,000 lakhs, irrespective of whether they are accepting / holding public deposits or not, or holding public deposits of ₹ 2,000 lakhs or more (irrespective of the asset size) as per their audited balance sheet as of March 31, 2001, are required to put in place an ALM system. The ALM Guidelines mainly address liquidity and interest rate risks. In case of structural liquidity, the negative gap (i.e. where outflows exceed inflows) in the 1 to 30/31 days' time-bucket should not exceed the prudential limit of 15% of cash outflows of each time-bucket and the cumulative gap of up to one year should not exceed 15% of the cumulative cash outflows of up to one year. In case these limits are exceeded, the measures proposed for bringing the gaps within the limit should be shown by a footnote in the relevant statement.

Foreign Investment Regulations

Foreign investment in Indian securities is regulated through the Consolidated Foreign Direct Investment ("**FDI**") Policy and Foreign Exchange Management Act, 1999 ("**FEMA**"). The government bodies responsible for granting foreign investment approvals are the concerned ministries/ departments of the Government of India and the RBI. The Union Cabinet has approved phasing out the Foreign Investment Promotion Board, as provided in the press release dated May 24, 2017. Accordingly, pursuant to the office memorandum dated June 5, 2017, issued by the Department of Economic Affairs, Ministry of Finance, approval of foreign investment under the FDI policy has been entrusted to concerned ministries/departments. Subsequently, the Department of Industrial Policy & Promotion ("**DIPP**") issued the Standard Operating Procedure (SOP) for Processing FDI Proposals on June 29, 2017 (the "**SOP**"). The SOP provides a list of the competent authorities for granting approval for foreign investment for sectors/activities requiring Government approval. For sectors or activities that are currently under automatic route but which required Government approval earlier as per the extant policy during the relevant period, the concerned administrative ministry/department shall act as the competent authority (the "**Competent Authority**") for the grant of post facto approval of foreign investment. In circumstances where there is a doubt as to which department shall act as the Competent Authority, the DIPP shall identify the Competent Authority. The DIPP has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendment to FEMA. In case of any conflict FEMA prevails.

The Consolidated FDI Policy consolidates the policy framework in place as on August 27, 2017. Further, on January 4, 2018 the RBI released the Master Direction on Foreign Investment in India. Under the approval route, prior approval from the FIPB or RBI is required. FDI for the items/activities that cannot be brought in under the automatic route may be brought in through the approval route. Approvals are accorded on the recommendation of the FIPB, which is chaired by the Secretary, DIPP, with the Union Finance Secretary, Commerce Secretary and other key Secretaries of the Government of India as its members.

As per the sector specific guidelines of the Government of India, 100% FDI/ Non-Resident Indian ("**NRI**") investments are allowed under the automatic route in certain NBFC activities subject to compliance with guidelines of the RBI in this regard.

The Recovery of Debts due to Banks and Financial Institutions Act, 1993

The Recovery of Debts due to Banks and Financial Institutions Act, 1993 (the "**DRT Act**") provides for establishment of the Debts Recovery Tribunals (the "**DRTs**") for expeditious adjudication and recovery of debts due to banks and public financial institutions or to a consortium of banks and public financial institutions. Under the DRT Act, the procedures for recovery of debt have been simplified and time frames have been fixed for speedy disposal of cases. The DRT Act lays down the rules for establishment of DRTs, procedure for making application to the DRTs, powers of the DRTs and modes of recovery of debts determined by DRTs. These include attachment and sale of movable and immovable property of the defendant, arrest of the defendant and defendant's detention in prison and appointment of receiver for management of the movable or immovable properties of the defendant.

The DRT Act also provides that a bank or public financial institution having a claim to recover its debt may join an ongoing proceeding filed by some other bank or public financial institution against its debtor at any stage of the proceedings before the final order is passed by making an application to the DRT.

On June 7, 2019, the RBI released the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions 2019 ("**Prudential Framework**") with a view to providing a framework for early recognition, reporting and time bound resolution of stressed assets, applicable to Seheduled Commercial Banks (excluding Regional Rural Banks), All India Term Financial Institutions (NABARD, NHB, EXIM Bank and SIDBI), Small Finance Banks, NBFC-Ds and NBFC-ND-SIs. With the introduction of the Prudential Framework, all extant instructions on resolution of stressed assets such as Framework for Revitalising Distressed Assets, Corporate Debt Restructuring Scheme, Flexible Structuring of Existing Long Term Project Loans, Strategic Debt Restructuring Scheme, Change in Ownership outside SDR and Scheme for Sustainable Structuring of Stressed Assets shall stand withdrawn with immediate effect. The Joint Lenders' Forum has also been discontinued. Consequently, for the resolution of stressed assets, lenders may hereafter proceed only under the Prudential Framework. Unlike the prior frameworks, it appears that the Prudential Framework is intended to provide a fair amount of flexibility to lenders to use their commercial and economic judgment to put in place a resolution strategy.

The Prevention of Money Laundering Act, 2002

The RBI has issued a Master Circular dated July 1, 2015 to ensure that a proper policy frame work for the Prevention of Money Laundering Act, 2002 ("**PMLA**") is put into place. The PMLA seeks to prevent money laundering and provides for confiscation of property derived from, or involved in money laundering and for other matters connected therewith or incidental thereto. It extends to all banking companies, financial institutions, including NBFCs and intermediaries. Pursuant to the provisions of PMLA and the RBI guidelines, all NBFCs are advised to appoint a principal officer for internal reporting of suspicious transactions and cash transactions and to maintain a system of proper record (i) for all cash transactions of value of more than ₹ 10 lakhs; (ii) all series of cash transactions integrally connected to each other which have been valued below ₹ 10 lakhs where such series of transactions have taken place within one month and the aggregate value of such transaction exceeds ₹ 10 lakhs. Further, all NBFCs are required to take appropriate steps to evolve a system for proper maintenance and preservation of account information in a manner that allows data to be retrieved easily and quickly whenever required or when requested by the competent authorities. Further, NBFCs are also required to maintain for at least ten years from the date of transaction between the NBFCs and the client, all necessary records of transactions, both domestic or international, which will permit reconstruction of individual transactions (including the amounts and types of currency involved if any) so as to provide, if necessary, evidence for prosecution of persons involved in criminal activity.

Additionally, NBFCs should ensure that records pertaining to the identification of their customers and their address are obtained while opening the account and during the course of business relationship, and that the same are properly preserved for at least ten years after the business relationship is ended. The identification records and transaction data is to be made available to the competent authorities upon request.

RBI Notification dated December 3, 2015 titled "Anti-Money Laundering (AML)/ Combating of Financing of Terrorism (CFT) – Standards" states that all regulated entities (including NBFCs) are to comply with the updated FATF Public Statement and document 'Improving Global AML/CFT Compliance: on-going process' as on October 23, 2015.

The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002

The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (the "**SARFAESI Act**") regulates the securitization and reconstruction of financial assets of banks and financial institutions. The SARFAESI Act provides for measures in relation to enforcement of security interests and rights of the secured creditor in case of default.

The RBI has issued guidelines to banks and financial institutions on the process to be followed for sales of financial assets to asset reconstruction companies. These guidelines provide that a bank or a financial institution may sell financial assets to an asset reconstruction company provided the asset is a NPA. A bank or financial institution may sell a financial assets only if the borrower has a consortium or multiple banking arrangements and at least 75% by value of the total loans to the borrower are classified as a NPA and at least 75% by the value of the banks and financial institutions in the consortium or multiple banking arrangement agree to the sale. These assets are to be sold on a "without recourse" basis only.

The SARFAESI Act provides for the acquisition of financial assets by securitisation company or reconstruction company from any bank or financial institution on such terms and conditions as may be agreed upon between them. A securitization company or reconstruction company having regard to the guidelines framed by the RBI may, for the purposes of asset reconstruction, provide for measures such as the proper management of the business of the borrower by change in or takeover of the management of the business of the borrower, the sale or lease of a part or whole of the business of the borrower and certain other measures such as rescheduling of payment of debts payable by the borrower and enforcement of security.

Additionally, under the provisions of the SARFAESI Act, any securitization company or reconstruction company may act as an agent for any bank or financial institution for the purpose of recovering its dues from the borrower on payment of such fee or charges as may be mutually agreed between the parties.

Insolvency and Bankruptcy Code, 2016 (the "IB Code")

The IB Code primarily enables time-bound reorganisation and insolvency resolution of debtors. The primary objectives of the IB Code are:

i. to consolidate and amend the laws relating to reorganisation and insolvency resolution of corporate persons, partnership firms and individuals in a time bound manner for maximisation of value of assets of such persons;

ii. to promote entrepreneurship, availability of credit and balance the interests of all the stakeholders, including alteration in the order of priority of payment of Government dues; and

iii. to establish an Insolvency and Bankruptcy Board of India.

The IB Code specifies two different sets of adjudicating authorities to exercise judicial control over the insolvency and liquidation processes:

i. In case of companies, limited liability partnerships and other limited liability entities, National Company Law Tribunals ("**NCLT**") shall act as the adjudicating authority; and appeals therefrom shall lie with the National Company Law Appellate Tribunal ("**NCLAT**").

ii. In case of individuals and partnerships, Debt Recovery Tribunal ("**DRT**") shall act as the adjudicating authority; and appeals therefrom shall lie with the Debt Recovery Appellate Tribunal ("**DRAT**").

The Supreme Court of India shall have appellate jurisdiction over NCLAT and DRAT. The IB Code governs two corporate insolvency processes, i.e. (i) insolvency resolution; and (ii) liquidation:

i. *Insolvency resolution:* Upon a default by a corporate debtor, a creditor or the debtor itself may initiate insolvency resolution proceedings. The IB Code prescribes a timeline of 180 days for the insolvency resolution process, subject to a single extension of 90 days, during which there shall be a moratorium on the institution or continuation of suits of the debtor, or interference with its assets. During such period, the creditors and the debtor will be expected to negotiate and finalise a resolution plan, with the assistance of insolvency resolution professionals to be appointed by a committee of creditors formed for this purpose. Upon approval of such a plan by the adjudicating authority, the same shall become binding upon the creditors and the debtor.

ii. *Liquidation:* In the event that no insolvency resolution is successfully formulated, or if the adjudicating authority so decides, a liquidation process may be initiated against the debtor. A liquidator is appointed, who takes the assets and properties of the debtor in his custody and verifies claims of creditors, before selling such assets and properties and distributing the proceeds therefrom to creditors.

The bankruptcy of an individual can be initiated by the debtor, the creditors (either jointly or individually) or by any partner of a partnership firm (where the debtor is a firm), only after the failure of the Insolvency Resolution Process (IRP) or non-implementation of repayment plan. The bankruptcy trustee is responsible for administration of the estate of the bankrupt and for distribution of the proceeds on basis of the priority set out in the IB Code.

In addition, the IB Code establishes and provides for the functioning of the Insolvency and Bankruptcy Board of India ("**IBBI**") which functions as the regulator for matters pertaining to insolvency and bankruptcy. The IBBI exercises a range of legislative, administrative and quasi-judicial functions, *inter alia* in relation to the registration, regulation and monitoring of insolvency professional agencies, insolvency professionals and information utilities; publish information, data, research and studies as may be specified; constitute committees as may be required; and make regulations and guidelines in relation to insolvency and bankruptcy.

Companies Act, 2013

The Companies Act, 2013 ("**Companies Act**") has been notified by the Government of India on August 30, 2013 (the "**Notification**"). Under the Notification, Section 1 of the Companies Act has come into effect and the remaining provisions of the Companies Act have and shall come into force on such dates as the Central Government has notified and shall notify. Section 1 of the Companies Act deals with the commencement and application of the Companies Act and among others sets out the types of companies to which the Companies Act applies. Further the Ministry of Corporate Affairs has by their notifications dated September 12, 2013 and March 26, 2014 notified certain sections of the Companies Act, which have come into force from September 12, 2013 and April 1, 2014.

The Companies Act provides for, among other things, changes to the regulatory framework governing the issue of capital by companies, corporate governance, audit of financial statements, corporate social responsibility, requirements for independent directors, director's liability, class action suits, and the inclusion of women directors on the boards of companies. The Companies Act is complemented by a set of rules that set out the procedure for compliance with the substantive provisions of the Companies Act. As mentioned above, most of the provisions of the Companies Act, 2013 have already come into force and the rest shall follow in due course.

Under the Companies Act every company having net worth of ₹ 500 crores or more, or turnover of ₹ 1,000 crores or more or a net profit of ₹ 5 crores or more during the immediately preceding financial year shall constitute a corporate social responsibility committee, which shall shall formulate a corporate social responsibility policy. Further, the board of every such company shall ensure that the company spends, in every financial year, at least two percent of the average net profits of the company made during the three immediately preceding financial years in pursuance of its corporate social responsibility policy.

Registration of a charge under the Companies Act 2013

Under the Companies Act 2013, our Company is required to register a charge on its property or assets or any of its undertakings, whether tangible or otherwise by filing the relevant form with the RoC along with the instrument creating this charge within 30 days of its creation by paying a prescribed fee. No charge created by a company will be taken into account by the liquidator or any other creditor unless it is duly registered and a certificate of registration of such charge is given by the Registrar of Companies.

If the particulars of a charge are not filed within the aforesaid period but filed within a period of 300 days of such creation or modification, in cases of charges created before the commencement of the Companies (Amendment) Act, 2019, or within a period of 60 days, in cases of charges created on or after the commencement of the Companies (Amendment) Act, 2019, an additional fee shall be levied. Further, our Company is required to keep at its registered office a register of charges and enter therein particulars of all the charges registered with the RoC on any of the property, assets or undertakings of our Company as well as particulars of any modification of a charge and satisfaction of charge. The entries in the register of charges of the Company shall be made forthwith after the creation, modification or satisfaction of charge, as the case may be.

Where a charge is registered with the RoC, they will issue a certificate of registration of such charge to the person in whose favour the charge is created.

Laws Relating to Employment

Shops and Establishments legislations in various states

The provisions of various Shops and Establishments legislations, as applicable, regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of *inter-alia* registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

Labour Laws

India has stringent labour related legislations. Our Company is required to comply with various labour laws, including the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, the Payment of Wages Act, 1936, the Payment of Gratuity Act, 1972 and the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

Laws relating to Intellectual Property

The Trade Marks Act, 1999 and the Indian Copyright Act, 1957 *inter-alia* govern the law in relation to intellectual property, including brand names, trade names and service marks and research works.

In addition to the above, our Company is required to comply with the provisions of the Companies Act, 2013, the Foreign Exchange Management Act, 1999, various tax related legislations and other applicable statutes.

Regulatory measures on account of the COVID-19 pandemic

The RBI has issued circulars, the Statement of Developmental and Regulatory Policies dated May 22, 2020 and Monetary Policy Statement, 2020-2021: Resolution of Monetary Policy Committee dated May 22, 2020 announcing certain additional regulatory measures with an aim to revive growth and mitigate the impact of COVID-19 on business and financial institutions in India, including:

(a) permitting banks to grant a moratorium of six months on all term loan instalments and working capital facilities sanctioned in the form of cash credit/overdraft ("**CC/OD**"), falling due between March 1, 2020 and August 31, 2020, subject to the fulfilment of certain conditions;

(b) permitting the recalculation of 'drawing power' of working capital facilities sanctioned in the form of cash/ credit overdraft facilities by reducing the margins till the extended period, being August 31, 2020, and permitting lending institutions to restore the margins to the original levels by March 31, 2021;

(c) permitting the increase in the bank's exposures to a group of connected counterparties from 25% to 30% of the eligible capital base of the bank, up to June 30, 2021;

(d) deferring the recovery of the interest applied in respect of all working capital facilities sanctioned in the form of cash/credit overdraft facilities during the period from March 1, 2020 to August 31, 2020;

(e) permitting lending institutions to convert the accumulated interest on working capital facilities up to the deferment period (up to August 31, 2020) into a funded interest term loan which shall be repayable not later than the end of the current financial year (being, March 31, 2021);

(f) permitting the lending institutions to exclude the moratorium period wherever granted in respect of term loans as stated in(a) above, from the number of days past-due for the purpose of asset classification under the income recognition and asset classification norms, in respect of accounts classified as standard as on February 29, 2020, even if overdue;

(g) permitting the lending institutions to exclude deferment period on recovery of the interest applied, wherever granted as stated in (d) above, for the determination of out of order status, in respect of working capital facilities sanctioned in the form of CC/OD where the account is classified as standard, including special mention accounts, as on February 29, 2020; and

(h) requiring lending institutions to make general provisions of not less than 10% of the total outstanding of accounts in default but standard as on February 29, 2020 and asset classification benefit is availed, to be phased over two quarters as provided:(i) not less than 5% for the quarter ended March 31, 2020; and (ii) not less than 5% for the quarter ended June 30, 2020, subject to certain adjustments.

Further, RBI has on August 6, 2020 notified the "Resolution framework for COVID-19 related stress" (the "**Resolution Framework**"). Pursuant to the Resolution Framework, RBI has on September 7, 2020, which requires all lending institutions to mandatorily consider certain specified key ratios while finalizing the resolution plans in respect of eligible borrowers (in terms of the Resolution Framework).

OUR MANAGEMENT

Board of Directors

The general supervision, direction and management of our Company, its operations and business are vested in the Board, which exercises its power subject to the Memorandum and Articles of Association of our Company and the requirements of the applicable laws. Our Company currently has eight Directors on its Board.

The composition of the Board is in conformity with section 149 of the Companies Act, 2013. At our Company's annual general meeting, one-third of the Directors for the time being who are liable to retire by rotation shall retire from office. A retiring director is eligible for re-election. The quorum for meetings of the Board of Directors is one-third of the total number of Directors, or two Directors, whichever is higher, provided that where at any time the number of interested Directors exceeds or is equal to two-third of the total strength the number of remaining Directors present at the meeting, being not less than two, shall be the quorum.

Out of the seven Directors, we have one Whole-time Director and Chief Executive Officer, four Non-Executive Directors and two Independent Directors on our Board

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

Name, Address, DIN, Nationality, Occupation, Term and Date of Appointment/Re-Appointment	Age	Designation	Other Directorships (as on the date of the Draft Shelf Prospectus)
Mr. Pinank Jayant Shah **Address:** Flat No. 5, Prabhudas Building No. 9A, St. Xaviers School Road, Opp. Church Vile Parle, (West) Mumbai, Maharashtra – 400 056 **DIN:** 07859798 **Nationality:** Indian **Occupation:** Professional **Term:** For a period of five years, commencing from September 14, 2017 **Date of appointment:** September 14, 2017	41	Whole-time Director and Chief Executive Officer	• Dhani Services Limited *(formerly Indiabulls Ventures Limited)* • TranServ Limited
Mr. Gagan Banga **Address:** Flat No. 103, 1st Floor, Tower A, Raheja Vivarea, Dr. A.L. Nair Road, Sane Guruji Marg, Mahalaxmi, Mumbai-400011, Maharashtra **DIN:** 00010894 **Nationality:** Indian **Occupation:** Professional **Term:** Liable to retire by rotation	45	Non-Executive Director	• Dhani Services Limited *(formerly Indiabulls Ventures Limited)* • Indiabulls Housing Finance Limited • GSB Advisory Services Private Limited • Indiabulls Distribution Services Limited

Name, Address, DIN, Nationality, Occupation, Term and Date of Appointment/Re-Appointment	Age	Designation	Other Directorships (as on the date of the Draft Shelf Prospectus)
Date of appointment: March 22, 2018			
Mr. Ajit Kumar Mittal **Address:** 42, Gitanjali, Minoo Deasi Marg, Near Radio Club, Colaba, Mumbai- 400005 **DIN:** 02698115 **Nationality:** Indian **Occupation:** Professional **Term:** Liable to retire by rotation **Date of appointment:** September 14, 2017	61	Non-Executive Director	• Indiabulls Housing Finance Limited • Indiabulls Trustee Company Limited • Indiabulls Commercial Credit Limited • Indiabulls Asset Reconstruction Company Limited • Indiabulls Life Insurance Company Limited • Yaarii Digital Integrated Services Limited *(formerly Indiabulls Integrated Services Limited)* • TranServ Limited
Mr. Nafees Ahmed **Address:** Flat no. 4, Akash Ganga Society, Plot no. GH-3, Near Huda Market, Sector 56, Gurgaon, Haryana-122011 **DIN:** 03496241 **Nationality:** Indian **Occupation:** Professional **Term:** Liable to retire by rotation **Date of appointment:** September 14, 2017	48	Non-Executive Director	• Lorena Developers Limited • Lorena Real Estate Limited • Lorena Infrastructure Limited • Lorena Constructions Limited • Parmida Properties Limited • Lorena Builders Limited • Parmida Developers Limited* • Ivonne Infrastructure Limited
Ms. Preetinder Virk **Address:** H. No.- 1139, Sector – 13, Urban Estate, Karnal, Haryana – 132001 **DIN:** 02398827 **Nationality:** Indian **Occupation:** Lawyer **Term:** Liable to retire by rotation **Date of appointment:** December 4, 2018	38	Non-Executive Director	• Securitrust Corporate Services Private Limited • Indiabulls Asset Management Company Limited • Indiabulls Infraestate Limited Indiabulls Property Management Trustee Pte Limited
Brig. Labh Singh Sitara (Retd.) **Address:** H. No. 50, New Officers Colony, Patiala, Punjab – 147 001	81	Independent Director	• SORIL Infra Resources Limited

Name, Address, DIN, Nationality, Occupation, Term and Date of Appointment/Re-Appointment	Age	Designation	Other Directorships (as on the date of the Draft Shelf Prospectus)
DIN: 01724648 **Nationality:** Indian **Occupation:** Ex-army officer **Term:** For a period of five years, commencing from September 14, 2017 **Date of appointment:** September 14, 2017			
Dr. Narendra Damodar Jadhav **Address:** House No. 32, Dr. Rajendra Prasad Road, Near Andhra Bhawan, New Delhi, Delhi – 110001 **DIN:** 02435444 **Nationality:** Indian **Occupation:** Member of Parliament (Rajya Sabha) **Term: Term:** For a period of three years, commencing from November 17, 2020 **Date of appointment:** November 17, 2020	67	Independent Director	• Sustainable Agro-Commercial Finance Limited • Tata Teleservices Limited • Tata Teleservices (Maharashtra) Limited • Jain Irrigation Systems Limited • Dhani Services Limited *(formerly Indiabulls Ventures Limited)*

******Parmida Properties Limited is under the process of striking off.*

Brief biographies of our Directors

Mr. Pinank Jayant Shah, aged 41 years, is a Whole-time Director on our Board and Chief Executive Officer of our Company. He holds a bachelor's degree in commerce from Mumbai University and a master's degree in management studies (finance) from Jamnalal Bajaj Institute of Management Studies. He has over 16 years of experience in retail lending, corporate lending and fund raising. Prior to joining our Company, he was associated with Indiabulls Housing Finance Limited and Housing Development Finance Corporation Limited.

Mr. Gagan Banga, aged 45 years, is a Non-Executive Director on our Board. He holds a post-graduate diploma in management from Goa Institute of Management. He has over 18 years' of experience in the business of NBFCs and HFCs. He has been named amongst the most valuable chief executive officers by BW Business world.

Mr. Ajit Kumar Mittal, aged 61 years, is a Non-Executive Director on our Board. He holds a bachelor's degree in arts, a master's degree in economics from Kurukshetra University, and a master's degree in science (business administration programme) from the University of Illinois, USA. Prior to joining our Company, Mr. Mittal was associated with the RBI in various positions, including as its general manager (banking supervision).

Mr. Nafees Ahmed, aged 48 years, is a Non-Executive Director on our Board. He holds a bachelor's degree in chemical engineering from the Indian Institute of Technology, Delhi. He has more than 13 years of experience in the IT sector. He was awarded "The Digital Innovators - Honoree 2017" at CIO100 Symposium and Awards

Ceremony, “CIO Power list 2017 – Mobility Icon” and “50 Most Innovative CIOs/ CTOs of India” by India’s Greatest.com.

Ms. Preetinder Virk, aged 38 years, is a Non-Executive Director on our Board. She holds a bachelor’s degree in commerce from Kurukshetra University and a bachelor’s degree in law from Panjab University. She has been associated with Indiabulls Housing Finance Limited and previously, worked with Brahma City Private Limited and HDB Financial Services Limited (formerly Atlas Documentary Facilitators Company Private Limited).

Brig. Labh Singh Sitara (Retd.), aged 81 years, is an Independent Director on our Board. He holds a bachelor’s degree in economics from the Punjab University. He has previously served in the Indian army and has been awarded with Dhyan Chand Award for lifetime achievement in games and sports by Ministry of Youth Affairs and Sports in the year 2004. He has won medals in the Asian Games in the year 1966 and 1970 and has also served as an honorary advisor to the Sports Department of the Government of Punjab and as a member of the planning committee of the Athletics Federation of India.

Dr. Narendra Damodar Jadhav, aged 67 years, is an Independent Director on our Board. He holds a Ph.D. in Economics from Indiana University, USA, and bachelor's and master’s degrees from Bombay University, Mumbai. Currently, he is a Member of the Rajya Sabha nominated by the President of India. He has previously served in various esteemed positions including as Advisor to the Executive Director of the International Monetary Fund (1998-2001), Principal Advisor and Chief Economist, Department of Economic Analysis and Policy, Reserve Bank of India (2004-06), Vice-Chancellor of the University of Pune (2006-09), and Member, Planning Commission (2009-2014) in the rank of a Union Minister of State. He is recipient of numerous national and international awards and the prestigious title of the Commander of the Order of Academic Palmes by the Government of France.

Relationship with other Directors

None of the directors of the Company are related to each other.

Confirmations

No Director in our Company is a Director, or is otherwise associated in any manner, with any company that appears in the list of the vanishing companies as maintained by the Ministry of Corporate Affairs, wilful defaulter list maintained by the RBI or Export Credit Guarantee Corporation of India Limited or any other regulatory or governmental authority.

No Director in our Company is, or was, a director of any listed company, which has been or was delisted from any recognised stock exchange, during the term of his/her directorship in such company.

None of our Directors have committed any violation of securities laws in the past and no proceedings in such regard are pending against any of our Directors.

None of our Directors is restrained or prohibited or debarred by the Board from accessing the securities market or dealing in securities in any other manner.

None of our Directors are in default of payment of interest or repayment of principal amount, in respect of debt securities issued to the public, for a period of more than six months.

Compensation of Directors

The Nomination and Remuneration Committee determines and recommends to the Board the compensation to Directors. The Board of Directors or the shareholders, as the case may be, approve the compensation to Directors.

a. The following table sets forth the compensation paid by our Company, to our Whole-time Director for the Fiscal Years, 2020, 2019 and 2018 (excluding the value of retirement benefits and perquisites on employee stock options):

(₹ in million)

Whole-time Director	Total remuneration (including salary and other benefits*)		
	Fiscal 2020	Fiscal 2019	Fiscal 2018
Mr. Pinank Jayant Shah	70.21	103.56	20.02

b. The following table sets forth the compensation paid by our Company to our current Non-Executive Directors for Fiscal Years, 2020, 2019 and 2018:

(₹ in million)

Non-Executive Director	Total remuneration (including salary and other benefits*)		
	Fiscal 2020	Fiscal 2019	Fiscal 2018
Mr. Gagan Banga	Nil	Nil	Nil
Mr. Ajit Kumar Mittal	0.34	0.59	Nil
Mr. Nafees Ahmed	6.48	11.09	Nil
Ms. Preetinder Virk	0.22	0.11	Nil

c. The following table sets forth the sitting fees paid by our Company to our existing Independent Directors for the Fiscal Years, 2020, 2019 and 2018

(₹ in million)

Name of Director	Total sitting fees		
	Fiscal 2020	Fiscal 2019	Fiscal 2018
Brig. Labh Singh Sitara (Retd.)	0.44	0.76	Nil
Dr. Narendra Damodar Jadhav	Nil	Nil	Nil

d. Details of remuneration payable or paid to the Director by the Subsidiaries and associate companies of the Company for the Fiscal Years, 2020, 2019 and 2018:

Nil

Borrowing powers of the Board

Pursuant to resolution passed by the shareholders of our Company on September 20, 2018 in accordance with provisions of 180(1)(c) and all other applicable provisions of the Companies Act and Articles of Association, the Board has been authorised to borrow sums of money as they may deem necessary for the purpose of the business of our Company, which together with the monies already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business), may exceed at any time, the aggregate of the paid-up capital of our Company and its free reserves (that is to say, reserves, not set apart for any specific purposes), provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 120,000 million.

Interest of Directors/ Promoter of our Company

Our Executive Director may be deemed to be interested to the extent of remuneration paid by our Company as well as to the extent of reimbursement of expenses payable to them. Our Non-Executive Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other reimbursement of expenses and profit linked incentives payable to them.

Our Directors, including Independent Directors, may also be regarded as interested in the Equity Shares, if any, held by them and also to the extent of any dividend payable to them and other distributions in respect of the Equity Shares. The Directors, including Independent Directors, may also be regarded as interested in the Equity Shares held by or that may be subscribed by and allotted to the companies, firms and trust, in which they are interested as directors, members, partners or trustees.

Our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners. Except as otherwise stated in this Draft Shelf Prospectus and statutory registers maintained by our Company in this regard, we have not entered into any contract, agreements, arrangements during the preceding two years from the date of this Draft Shelf Prospectus in which our Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements, arrangements which are proposed to be made with them. None of the Directors have any interest in immovable property acquired or proposed to be acquired by the Company in the preceding two years as of the date of this Draft Shelf Prospectus.

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

Other than as disclosed in this Draft Shelf Prospectus, there are no outstanding transactions other than in the ordinary course of business undertaken by our Company, in which the Directors are interested. Further, our Company has not availed any loans from the Directors which are currently outstanding.

Our Company believes that its Board is constituted in compliance with the Companies Act, 2013. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas.

Except as disclosed hereinabove and the section titled *"Risk Factors"* on page 16, the Directors do not have an interest in any venture that is involved in any activities similar to those conducted by our Company.

Shareholding of Directors including details of qualification shares held by Directors as on the date of this Draft Shelf Prospectus:

None of the Directors hold any Equity Shares, qualification shares or any outstanding options in our Company.

Shareholding of Directors in subsidiaries companies including details of qualification shares held by Directors as on the date of this Draft Shelf Prospectus:

None of the Directors hold any Equity Shares, qualification shares or any outstanding options in any of our subsidiary companies.

Appointment of any relatives of Directors to an office or place of profit

None of our Directors' relatives have been appointed to an office or place of profit.

Changes in the Directors of our Company during the last three years preceding the date of this Draft Shelf Prospectus:

The Changes in the Board of Directors of our Company in the three years preceding the date of this Draft Shelf Prospectus are as follows:

S. No.	Name, Designation	DIN	Date of appointment/ resignation	Reasons	Date of appointment in case of resignation
1.	Ms. Preetinder Virk, Non-Executive Director	02398827	December 4, 2018	Appointment	-
2.	Ms. Manjari Ashok Kacker, Non-Executive Director	06945359	December 4, 2018	Resignation	April 3, 2018
3.	Mr. Gagan Banga, Non-Executive Director	00010894	March 22, 2018	Appointment	-
4.	Mr. Alok Kumar Misra, Independent Director	00163959	March 21, 2021	Ceased to be director on account of completion of tenure	March 22, 2018 and re-appointed on January 23, 2020 w.e.f. March 22, 2020 to March 21, 2021
5.	Dr. Narendra Damodar Jadhav, Additional Director	02435444	November 17, 2020	Appointment	-

Committees of Board of Directors

1. Audit Committee

The Audit Committee was last reconstituted on March 22, 2021. The terms of reference of this committee were last amended on September 14, 2017. The Audit Committee comprises three members: Brig. Labh Singh Sitara (Retd.), Dr. Narendra Damodar Jadhav and Mr. Ajit Kumar Mittal. Brig. Labh Singh Sitara (Retd.) is the Chairman of the Audit Committee.

The terms of reference of the Audit Committee, *inter-alia*, include:

- To oversee the financial reporting process and disclosure of financial information;
- To review with management, annual financial statements and ensure their accuracy and correctness before submission to the Board;
- To review with management and internal auditors, the adequacy of internal control systems, approving the internal audit plans/reports and reviewing the efficacy of their function, discussion and review of periodic audit reports including findings of internal investigations;
- To recommend the appointment of the auditors and their remuneration;
- To review and approve required provisions to be maintained as per IRAC norms and write off decisions and regulatory requirements on Balance Sheet Disclosures;
- To hold discussions with the Auditors;
- Review and monitoring of the auditor' independence and performance and effectiveness of the audit process;
- Examination of the auditor' report on financial statements of the Company (in addition to the examination of the financial statements) before submission to the Board;
- Approval of any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings and assets of the Company, wherever it is necessary;
- Monitoring the end use of funds raised through public offers and related matters as and when such funds are raised and also reviewing the utilization of the funds so raised for purposes other than those stated in the relevant offer document, if any, and making appropriate recommendations to the Board in this regard;
- Review and monitoring of the performance of the statutory auditors and effectiveness of the audit process;
- To hold post audit discussions with the auditors to ascertain any area of concern;
- To review the whistle blower mechanism; and
- Approval to the appointment of the Chief Financial Officer after assessing the qualifications , experience and background etc. of the candidate.
- Review of information system audit of the internal systems and processes to access the operational risks faced by the Company and also ensures that the information system audit of the internal systems and processes is conducted periodically.

2. **Nomination and Remuneration Committee** ("**NRC**")

NRC was last reconstituted on March 22, 2021. The terms of reference of this committee were last amended on September 14, 2017. NRC comprises of three members: Brig. Labh Singh Sitara (Retd.), Dr. Narendra Damodar Jadhav and Mr. Nafees Ahmed. Brig. Labh Singh Sitara (Retd.) is the Chairman of NRC.

The terms of reference of the Nomination and Remuneration Committee, *inter-alia*, include:

- To ensure 'fit and proper' status of all the directors on a continuing basis;
- To identify and advice Board in the matter of appointment of new Directors and senior management personnel's;
- To recommend to the Board, appointment, removal and compensation terms of the Executive Directors;
- To assist the Board in determining and implementing the Company's Policy on the remuneration of Executive Directors; and
- To review the evaluation of director's performance.

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

CSR was last reconstituted on December 4, 2018. The terms of reference of this committee were last amended on April 23, 2018. CSR comprises of four members: Brig. Labh Singh Sitara (Retd.), Mr. Pinank Jayant Shah, Mr. Ajit Kumar Mittal and Ms. Preetinder Virk. Brig. Labh Singh Sitara (Retd.) is the Chairman of the CSR Committee.

The terms of reference of the Corporate Social Committee, *inter-alia*, include:

- To recommend to the Board, the CSR activity to be undertaken by the Company;
- To approve the expenditure to be incurred on the CSR activity;
- To oversee and review the effective implementation of the CSR activity; and

- To ensure compliance of all related applicable regulatory requirements.

4. **Asset Liability Management Committee** ("**ALCO**")

Asset Liability Management Committee was last reconstituted on September 14, 2017. The terms of reference of this committee were last amended on April 23, 2018. Asset Liability Management Committee comprises of four members: Mr. Pinank Jayant Shah, Mr. Ajit Kumar Mittal, Mr. Nafees Ahmed and Mr. Manish Rustagi. Mr. Pinank Jayant Shah is the Chairman of the Asset Liability Management Committee.

The terms of reference of the Asset Liability Management Committee, *inter-alia*, include:

- Review of Assets and Liabilities position of the Company and Liquidity risk Management and give directions to Finance/Treasury Team in the event of ALM mismatches beyond permissible limit as set out by the Committee.
- Management of Interest Risk and product pricing, launching of new products.
- Periodical review of PLR and recommend for change for the benchmark rate of the Company.
- Approval of Inter corporate loans to holding company and the associate companies.
- To measure the future cash flow as per maturity profile.
- Analyzing various risks like liquidity risk, interest rate risk, investment risk and business risks.
- Assessment of opportunity cost and maintenance of liquidity.
- Evaluate market risk involved in launching of new products.
- Decide the transfer pricing policy of the Company.
- To approve the business plan, targets and their regular reviews.

5. **Integrated Risk Management Committee** ("**IRMC**")

Integrated Risk Management Committee was last reconstituted on April 25, 2019. The terms of reference of this committee were last amended on April 23, 2018. Integrated Risk Management Committee comprises of five members: Mr. Ajit Kumar Mittal, Mr. Amit Ajit Gandhi, Mr. Sanjeev Kashyap, Mr. Mahesh Arora and Mr. Manish Rustagi. Mr. Ajit Kumar Mittal is the Chairman of the Integrated Risk Management Committee.

The terms of reference of the Integrated Risk Management Committee, *inter-alia*, include:

- Approve the Credit/Operation Policy and its review / modification from time to time.
- Review of Customer complaints received by Regulators, Courts, Legal body or internal complaints.
- Review of Grievance Redressal Mechanism and Customers Services.
- Review of applicable regulatory requirements.
- Approve all the functional policies of the Company.
- Review of Branch Audit Report/Concurrent Audit Report of Treasury.
- Review Compliances of lapses.
- Place appropriate mechanism in the system to cater Fraud while dealing with customers/approval of loans etc.
- Review of profile of the high loan Customers and periodical review of the same.
- Review of implementation of FPCs, KYC and PMLA guidelines.
- Define loan sanctioning authorities for various types/values of loans.
- Any other matter involving Risk to the asset /business of the Company.
- Evaluation of the risk management systems (in addition to the internal control systems).

6. Investment Committee

Investment Committee was last reconstituted on September 14, 2017. The terms of reference of this committee were last amended on April 23, 2018. Investment Committee comprises of four members: Mr. Pinank Jayant Shah, Mr. Amit Ajit Gandhi, Mr. Rajeev Lochan Agrawal and Mr. Manish Rustagi. Mr. Pinank Jayant Shah is the Chairman of the Investment Committee.

The terms of reference of the Investment Committee, *inter-alia*, include:

- To help the Company to gainfully deploy the surplus funds available from time to time and creation of long term assets for the Company.
- To periodically review and ensure that all the investments made by the Company are in consonance / compliance with the Investment Policy adopted by the Company.
- To review and approve the amendments in the Investment Policy.
- To decide on engagement of brokers, its terms and conditions, commissions etc.,
- To decide and perform periodical review of classification of investment as well as the inter-changing of the classifications of investment (e.g., held to maturity, held for trading, held for sale).

7. IT Strategy Committee

The IT Strategy Committee was last re-constituted on November 17, 2020. This committee comprises of Brig. Labh Singh Sitara (Retd.) as the Chairman and Mr. Nafees Ahmed and Mr. Sandeep Kadam as other members.

The terms of reference of the IT Strategy Committee, *inter-alia*, include:

- Approving IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place;
- Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business;
- Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable;
- Monitoring the method that management uses to determine the IT resources needed to achieve strategic goals and provide high level direction for sourcing and use of IT resources;
- Ensuring proper balance of IT investments for sustaining ICFL growth and becoming aware about exposure towards IT risks and controls.

Additionally, our Company has constituted operational committees of its Board, such as Management Committee, Bond Issue Committee, Demand and Call Loan Committee and Allotment Committee.

Key Managerial Personnel of our Company

Following are the Key Managerial Personnel of our Company:

S. No.	Name	Designation
1.	Mr. Pinank Jayant Shah	Chief Executive Officer
2.	Mr. Rajeev Lochan Agrawal	Chief Financial Officer
3.	Mr. Manish Rustagi	Company Secretary and Compliance Officer

Related Party Transaction

For details in relation to the related party transactions entered by our Company during the Fiscal 2020, 2019, 2018, 2017 and 2016, as per the requirements under "Accounting Standard 18 – Related Party Transactions" or "Indian Accounting Standard 24 – Related Party Disclosures", as the case may be, refer to the chapter "*Financial Statements*" on page 159.

OUR PROMOTER

Profile of our Promoter

Our promoter is Dhani Services Limited (*formerly Indiabulls Ventures Limited*) ("**DSL**").

DSL was originally incorporated as 'GPF Securities Private Limited' on June 9, 1995 at Delhi and Haryana as a private limited company under the Companies Act, 1956. DSL was converted into a public limited company consequent to a special resolution passed by its shareholders at the EGM held on October 31, 2003 and the name of DSL was changed to Orbis Securities Limited. A fresh certificate of incorporation consequent upon conversion to public limited company was issued on January 5, 2004. The name of DSL was changed to Indiabulls Securities Limited and a fresh certificate of incorporation consequent upon change of name was issued on February 16, 2004. The name of DSL was further changed to Indiabulls Ventures Limited and a fresh certificate of incorporation consequent upon change of name was issued on March 12, 2015. Further, the name of DSL was changed to Dhani Services Limited and a fresh certificate of incorporation consequent upon change of name was issued on October 6, 2020.

DSL is engaged in business of lending, asset reconstruction, securities broking, wealth management and third party distribution of products and it operates through its various subsidiaries. Its equity shares are listed on NSE and BSE and its Global Depository Receipts are listed on the Luxembourg Stock Exchange.

Interest of our Promoter in our Company

Our Promoter does not have any interest in our Company other than the dividend paid as our shareholder, loans provided to us by our Promoter, sharing infrastructure and common services. For further details, please see related party transactions in the section "*Financial Statements*" on page 159.

Other understandings and confirmations

DSL has confirmed that it has not been identified as wilful defaulter by the RBI or any other governmental authority nor is it in default of payment of interest or repayment of principal amount in respect of debt securities issued by it to the public, if any, for a period of more than six months.

No violations of securities laws have been committed by DSL in the past or are currently pending against DSL. DSL is not debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by SEBI or any other authority or refused listing of any of the securities issued by such entity by any stock exchange in India or abroad.

Details of shareholding of DSL in our Company as on December 31, 2020:

Total number of Equity Shares	Number of Equity Shares in demat form	Total shareholding as %of total number of Equity Shares	Number of Equity Shares pledged	% of Equity Shares pledged with respect to the Equity Shares owned by DSL
61,188,000	61,187,994*	100	Nil	Nil

** 6 Equity Shares are held by certain individual nominees holding one share each in physical form, as nominees of DSL.*

None of the shares of our Company, held by DSL, are pledged or otherwise encumbered.

Shareholding pattern of DSL as on December 31, 2020:

Summary Statement holding of specified securities

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Equity shares with voting rights	----	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	**Promoter & Promoter Group**	6	139195429	35788434		174983863	28.69	139195429	19683639	158879068	27.74	0	28.22	33800000	19.32	0	0.00	174983863
(B)	**Public**	72338	368165030	47120684		415285714	68.08	368165030	25903608	394068638	68.81	10076800	68.60	33600000	8.09	0	0.00	415269983
(C)	**Non Promoter-Non Public**					0												
(C1)	**Shares underlying DRs**	1	0	0	54433	54433	0	54433		54433	0.01	0		0	0	0	0.00	54433
(C2)	**Shares held by Employes Trusts**	1	19700000	0	0	19700000	3.23	19700000		19700000	3.44	0	3.18	0	0	0	0.00	19700000
	Total:	**72346**	**527060459**	**82909118**	**54433**	**610024010**	**100.00**	**527114892**	**45587247**	**572702139**	**100.00**	**10076800**	**100.00**	**67400000**	**11.05**	**0**	**0.00**	**610008279**

Statement showing shareholding pattern of the Promoter and Promoter Group

gory	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities: No of Voting Rights: Fully paid-up equity shares	Number of Voting Rights held in each class of securities: No of Voting Rights: Partly paid up equity shares	Number of Voting Rights held in each class of securities: No of Voting Rights: Total	Number of Voting Rights held in each class of securities: Total as a % of (A+B+C)	No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares: No.	Number of Locked in Shares: As a % of total Shares held	Number of Shares pledged or otherwise encumbered: No.	Number of Shares pledged or otherwise encumbered: As a % of total Shares held	Number of equity shares held in dematerialized form
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	**Indian**																		
(a)	**Individuals/Hindu undivided Family**		1	22143566	9408927	0	31552493	5.17	22143566	5174910	27318476	4.77	0	5.09	0	0.00	0	0.00	31552493
	SAMEER GEHLAUT	AFMPG9469E		22143566	9408927		31552493	5.17	22143566	5174910	27318476	4.77	0	5.09	0	0.00	0	0.00	31552493
(b)	**Central Government/State Government(s)**		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	**Financial Institutions/Banks**		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	**Any Other**		5	117051863	26379507	0	143431370	23.51	117051863	14508729	131560592	22.97	0	23.13	33800000	23.57	0	0.00	143431370
	ORTHIA PROPERTIES PRIVATE LIMITED	AABCO2309Q		32256317	9367460		41623777	6.82	32256317	5152103	37408420	6.53	0	6.71	0	0.00	0	0.00	41623777
	ORTHIA CONSTRUCTIONS PRIVATE LIMITED	AABCO2307A		27772392	9301943		37074335	6.08	27772392	5116069	32888461	5.74	0	5.98	0	0.00	0	0.00	37074335
	ZELKOVA BUILDERS PRIVATE LIMITED	AAACZ5953G		23223154	7710104		30933258	5.07	23223154	4240557	27463711	4.80	0	4.99	0	0.00	0	0.00	30933258
	INUUS PROPERTIES PRIVATE LIMITED	AACCI1953M		17000000	0		17000000	2.79	17000000		17000000	2.97	0	2.74	17000000	100.00	0	0.00	17000000
	INUUS DEVELOPERS PRIVATE LIMITED	AACCI1928E		16800000	0		16800000	2.75	16800000		16800000	2.93	0	2.71	16800000	100.00	0	0.00	16800000
	Sub-Total (A)(1)		**6**	**139195429**	**35788434**	**0**	**174983863**	**28.69**	**139195429**	**19683639**	**158879068**	**27.74**	**0**	**28.22**	**33800000**	**19.32**	**0**	**0.00**	**174983863**
(2)	**Foreign**						0	0.00			0	0.00		0.00		0.00		0.00	
(a)	**Individuals (Non-Resident Individuals/Foreign Individuals**		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0

gory	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Fully paid-up equity shares	Partly paid up equity shares	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(b)	**Government**		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	**Institutions**		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	**Foreign Portfolio Investor**		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	**Any Other**		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)		**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		**6**	**139195429**	**35788434**	**0**	**174983863**	**28.69**	**139195429**	**19683639**	**158879068**	**27.74**	**0**	**28.22**	**33800000**	**19.32**	**0**	**0.00**	**174983863**

"Details of shares which remain unclaimed may be given here along with details such as no. of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc." Not applicable

Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding calculated as per SCRR, 1957 as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Fully paid-up equity shares	Partly paid-up equity shares	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	**Institutions**																		
(a)	**Mutual Funds**		3	90955	0		90955	0.01	90955		90955	0.02	0	0.01	0	0.00	0	0.0000	90955
(b)	**Venture Capital Funds**		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00	0	0.0000	0
(c)	**Alternate Investment Funds**		1	3690	0		3690	0.00	3690		3690	0.00	0	0.00	0	0.00	0	0.0000	3690
(d)	**Foreign Venture Capital Investor**		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00	0	0.0000	0
(e)	**Foreign Portfolio Investors**		116	159912618	10506321		170418939	27.94	159912618	5778477	165691095	28.93	0	27.48	25200000	6.07	0	0.0000	170418939
	JASMINE CAPITAL INVESTMENTS PTE LTD	AADCJ8832D		48441871	7287296		55729167	9.14	48441871	4008013	52449884	9.16	0	8.99	0	0.00	0	0.0000	55729167
	STEADVIEW CAPITAL MAURITIUS LIMITED	AAQCS1253G		25458797	1095774		26554571	4.35	25458797	602676	26061473	4.55	0	4.28	0	0.00	0	0.0000	26554571
	RIBBIT CAYMAN IN HOLDINGS VI LTD	AAKCR1784M		10500000	0		10500000	1.72	10500000	0	10500000	1.83	0	1.69	10500000	2.53	0	0.0000	10500000
	KORA MASTER FUND LP	AADAK8636N		10266112	0		10266112	1.68	10266112	0	10266112	1.79	0	1.66	0	0.00	0	0.0000	10266112
	NWI EMERGING MARKET FIXED INCOME MASTER FUND LTD.	AAHCN1687Q		8400000	0		8400000	1.38	8400000	0	8400000	1.47	0	1.35	8400000	2.02	0	0.0000	8400000
	BNP PARIBAS ARBITRAGE - ODI	AAGFB5324G		7025220	0		7025220	1.15	7025220	0	7025220	1.23	0	1.13	0	0.00	0	0.0000	7025220
(f)	**Financial Institutions/Banks**		2	4200500	0		4200500	0.69	4200500	0	4200500	0.73	0	0.68	4200000	1.01	0	0.0000	4200500
(g)	**Insurance Companies**		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.0000	0
(h)	**Provident Funds/Pension Funds**		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.0000	0
(i)	**Any Other**		1	4200000	0		4200000	0.69	4200000	0	4200000	0.73	0	0.68	4200000	1.01	0	0.0000	4200000

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding calculated as per SCRR, 1957 as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities: No of Voting Rights: Fully paid-up equity shares	Partly paid-up equity shares	Total	Total as a % of (A+B+C)	No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares: No.	As a % of total Shares held	Number of Shares pledged or otherwise encumbered: No.	As a % of total Shares held	Number of equity shares held in dematerialized form
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
	Sub Total (B)(1)		123	168407763	10506321	0	178914084	29.33	168407763	5778477	174186240	30.41	0	28.85	33600000	8.09	0	0.0000	178914084
(2)	**Central Government/State Government(s)/President of India**		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00	0	0.0000	0
	Sub Total (B)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.0000	0
(3)	**Non-Institutions**																		
(a)	**i. Individual shareholders holding nominal share capital up to Rs.2 lakhs**		70609	27313569	7925476		35239045	5.78	27313569	4346244	31659813	5.53	738200	5.80	0	0.00	0	0.0000	35223314
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs		62	37729141	5256714		42985855	7.05	37729141	2891193	40620334	7.09	9338600	8.44	0	0.00	0	0.0000	42985855
	DIVYESH BHARAT SHAH	AFAPD0331A		8855216	1981687		10836903	1.78	8855216	1089927.85	9945144	1.74	440000	1.82	0	0.00	0	0.0000	10836903
(b)	**NBFCs Registered with RBI**		4	42198	2343		44541	0.01	42198	1288.65	43487	0.01	0	0.01	0	0.00	0	0.0000	44541
(c)	**Employee Trusts**		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00	0	0.0000	0
(d)	**Any Other (specify)**																		
(e)	**BODIES CORPORATE**		589	55776034	12151740		67927774	11.14	55776034	6683457	62459491	10.91	0	10.96	0	0.00	0	0.0000	67927774
	TUPELO CONSULTANCY LLP	AALFT6432C		9668130	4709132		14377262	2.36	9668130	2590023	12258153	2.14	0	2.32	0	0.00	0	0.0000	14377262
	BRIJKISHOR TRADING PRIVATE LIMITED	AACCB8393A		8300000	1556250		9856250	1.62	8300000	855938	9155938	1.60	0	1.59	0	0.00	0	0.0000	9856250
	SHUBHI CONSULTANCY SERVICES LLP	ACVFS7166E		5991486	1025132		7016618	1.15	5991486	563822.6	6555309	1.14	0	1.13	0	0.00	0	0.0000	7016618
	NON RESIDENT INDIANS		774	1093870	95690		1189560	0.20	1093870	52630	1146500	0.20	0	0.19	0	0.00	0	0.0000	1189560
	Resident Indian HUF		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.0000	0

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding calculated as per SCRR, 1957 as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities: No of Voting Rights: Fully paid-up equity shares	Number of Voting Rights held in each class of securities: No of Voting Rights: Partly paid-up equity shares	Number of Voting Rights held in each class of securities: No of Voting Rights: Total	Number of Voting Rights held in each class of securities: Total as a % of (A+B+C)	No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares: No.	Number of Locked in Shares: As a % of total Shares held	Number of Shares pledged or otherwise encumbered: No.	Number of Shares pledged or otherwise encumbered: As a % of total Shares held	Number of equity shares held in dematerialized form
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
	Trusts		2	4700	0		4700	0.00	4700	0	4700	0.00	0	0.00	0	0.00	0	0.0000	4700
	CLEARING MEMBERS/ HOUSE		171	898425	79112		977537	0.16	898425	43511.6	941937	0.16	0	0.16	0	0.00	0	0.0000	977537
	Foreign Companies		2	76743908	11103288		87847196	14.40	76743908	6106808.4	82850716	14.47	0	14.17	0	0.00	0	0.0000	87847196
	TAMARIND CAPITAL PTE LTD	AAACO9131D		75667545	11103288		86770833	14.23	75667545	6106808.4	81774353	14.28	0	13.99	0	0.00	0	0.0000	86770833
	IEPF		1	151902	0		151902	0.02	151902	0	151902	0.03	0	0.02	0	0.00	0	0.0000	151902
	Escrow Account		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.0000	0
	FOREIGN BODIES DR		1	3520	0		3520	0.00	3520	0	3520	0.00	0	0.00	0	0.00	0	0.0000	3520
	Sub Total (B)(3)		**72215**	**199757267**	**36614363**	**0**	**236371630**	**38.75**	**199757267**	**20125132**	**219882399**	**38.39**	**10076800**	**39.75**	**0**	**0.00**	**0**	**0.0000**	**236355899**
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		**72338**	**368165030**	**47120684**	**0**	**415285714**	**68.08**	**368165030**	**25903608**	**394068638**	**68.81**	**10076800**	**68.60**	**33600000**	**8.09**	**0**	**0.0000**	**415269983**

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Sr No.	Name of shareholder	Name of PAC	No. of Shares	holding%
1	Tamarind Capital Pte Ltd	Jasmine Capital investments PTE Ltd	86770833	14.22
2	Jasmine Capital investments PTE Ltd	Tamarind Capital Pte Ltd	55729167	9.14
3	STEADVIEW CAPITAL MAURITIUS LIMITED	ABG CAPITAL	26554571	4.35
4	ABG CAPITAL	STEADVIEW CAPITAL MAURITIUS LIMITED	430082	0.07
5	TIMF Holdings	Think India Opportunities Master Fund LP	3780000	0.62
6	Think India Opportunities Master Fund LP	TIMF Holdings	2520000	0.41

"Details of shares which remain unclaimed may be given here along with details such as no. of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc." Not applicable

Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding calculated as per SCRR, 1957 as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of total voting rights			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Fully paid-up equity shares	Partly paid-up equity shares	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	**Custodian/DR Holder**		**7**	**0**	**0**	**54433**	**54433**	**0.01**	**54433**	**0**	**54433**	**0.01**	**0**	**NA**	**0**	**0.00**	**0**	**0.00**	**54433**
	DEUTSCHE BANK TRUST COMPANY AMERICAS	AACCD4898E		0	0	54433	54433	0.01	54433		54433	0.01	0	NA	0	0.00	0	0.00	54433
(2)	**Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations 2014)**		**1**	**19700000**	**0**	**0**	**19700000**	**3.23**	**19700000**	**0**	**19700000**	**3.44**	**0**	**3.18**	**0**	**0.00**	**0**	**0.00**	**19700000**
	Udaan Employee Welfare Trust ("**Udaan -EWT**" (Formerly Indiabulls Ventures Limited Employees Welfare Trust)	AABTI7821G		19700000	0		19700000	3.23	19700000		19700000	3.44	0	3.18	0	0.00	0	0.00	19700000
	Total Non-Promoter-Non Public Shareholding = (1)+(2)		**2**	**19700000**	**0**	**54433**	**19754433**	**3.24**	**19754433**	**0**	**19754433**	**3.45**	**0**	**3.18**	**0**	**0.00**	**0**	**0.00**	**19754433**

Statement showing details of Significant Beneficial Owners (SBOs)

S. No.	Details of the SBO (I)			Details of the registered owner (II)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect:* (III)					Date of creation / acquisition of significant beneficial interest # (XI)
							Whether by virtue of:					
	Name	PAN/ Passport no. in case of foreign national	Nationality	Name	PAN/ Passport no. in case of foreign national	Nationality	Shares (%)	Voting rights (%)	Rights on distributable dividend or any other distribution (%)	Exercise of control	Exercise of significant influence	
1	Sameer Gehlaut	AFMPG9469E	Indian	Orthia Properties Private Limited	AABCO2309Q	Indian Company	6.82	6.53	6.53	No	No	November 11, 2011
2	Sameer Gehlaut	AFMPG9469E	Indian	Orthia Constructions Private Limited	AABCO2307A	Indian Company	6.08	5.74	5.74	No	No	April 7, 2015
3	Sameer Gehlaut	AFMPG9469E	Indian	Zelkova Builders Private Limited	AAACZ5953G	Indian Company	5.07	4.80	4.80	No	No	April 9, 2013
4	Sameer Gehlaut	AFMPG9469E	Indian	Innus Properties Private Limited	AACCI1953M	Indian Company	2.79	2.97	2.97	No	No	June 11, 2018
5	Sameer Gehlaut	AFMPG9469E	Indian	Innus Developers Private Limited	AACCI1928E	Indian Company	2.75	2.93	2.93	No	No	June 11, 2018

*** In case the nature of the holding/ exercise of the right of a SBO falls under multiple categories specified under (a) to (e) under Column III, multiple rows for the same SBO shall be inserted accordingly for each of the categories.**

 # This column shall have the details as specified by the listed entity under Form No. BEN-2 as submitted to the Registrar.

Note: ‘Voting & dividend rights in respect of partly paid up equity shares of the Company shall be in proportion to the paid-up value on these Shares.’

Board of Directors of DSL as on date of the Draft Shelf Prospectus:

1. Mr. Sameer Gehlaut, chairman & CEO
2. Mr. Pinank Jayant Shah, executive director
3. Mr. Divyesh B. Shah, executive director & COO
4. Mr. Gagan Banga, non- executive director
5. Mr. Praveen Kumar Tripathi, independent director
6. Dr. Narendra Damodar Jadhav, independent director
7. Mr. Anish Ernest Williams, non-executive director
8. Mrs. Fantry Mein Jaswal, independent director
9. Mr. Vijay Chugh, independent director
10. Mr. Rakesh Mohan Garg, independent director

SECTION V-FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Independent Auditors' Report on Reformatted Ind AS Consolidated Financial Statements

The Board of Directors,
Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)
M-62 & 63, First Floor,
Connaught Place,
New Delhi – 110 001, India

Proposed public issue by Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) ("Company" or the "Issuer") of secured redeemable non-convertible debentures of face value of ₹ 1,000 each ("NCDs") for an amount aggregating upto ₹ 1,000 crores ("Shelf Limit") ("Issue")

Dear Sirs,

1. We have examined the attached Reformatted Ind AS Consolidated Financial Statements of Dhani Loans and Services Limited (formerly known as Indiabulls Consumer Finance Limited) comprising the Reformatted Consolidated Statement of Assets and Liabilities as at March 31, 2020 and March 31, 2019, the Reformatted Consolidated Statement of Profit and Loss (including other comprehensive income), the Reformatted Consolidated Statement of Changes in Equity, the Reformatted Consolidated Statement of Cash Flows for the years ended March 31, 2020 and March 31, 2019 and a summary of significant accounting policies and other explanatory information (collectively, the "Reformatted Ind AS Consolidated Financial Statements"), annexed to this report, for the purpose of inclusion in the Draft Shelf Prospectus, the Shelf Prospectus and the respective Tranche Prospectus(es), (collectively the "Offering Documents") to be filed by the Company with the Securities and Exchange Board of India ("SEBI") BSE Limited, National Stock Exchange of India Limited (collectively referred to as "the Stock Exchanges") and Registrar of Companies, National Capital Territory of Delhi and Haryana (the "ROC"), in connection with the proposed Issue. The Reformatted Ind AS Consolidated Financial Statements

have been prepared by the management of the Company on the basis of Note 3 of Annexure V to the Reformatted Ind AS Consolidated Financial Statements, which has been approved by the Board of Directors of the Company on March 24, 2021 by taking into consideration the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act");

b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended ("SEBI Debt Regulations") issued by SEBI; and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).

2. The accompanying Reformatted Ind AS Consolidated Financial Statements are derived from the audited consolidated financial statements (the “Audited Consolidated Financial Statements”) of the Company for the respective years audited by us as referred to in paragraph 3 below.

3. We expressed our unmodified opinion on the Audited Consolidated Financial Statements of the Company as of and for the years ended March 31, 2020 and March 31, 2019 *vide* our reports dated June 26, 2020 and April 25, 2019.

4. The figures included in the Reformatted Ind AS Consolidated Financial Statements, do not reflect the effect of events that occurred subsequent to the date of the reports on the respective years referred to in paragraph 3 above.

5. The audit report issued by us on the Audited Consolidated Financial Statements for the year ended March 31, 2020, includes the following emphasis of matter paragraph:

Emphasis of matter

We draw attention to Note 58 to the accompanying consolidated financial statements, which describes the uncertainty relating to the effects of COVID-19 pandemic outbreak on the Group’s operations that are dependent on future developments, and the impact thereof on the impairment assessment of financial assets outstanding as at 31 March 2020. Our opinion is not modified in respect of this matter.

Management’s Responsibility for the Reformatted Ind AS Consolidated Financial Statements

6. Management is responsible for the preparation of the Reformatted Ind AS Consolidated Financial Statements, as mentioned in paragraph 1 above, for inclusion in the Offering Documents to be filed by the Company in connection with the Issue, on the basis of accounting described in Note 3 of Annexure V to the Reformatted Ind AS Consolidated Financial Statements. Management’s responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the Reformatted Ind AS Consolidated Financial Statements that are free from material misstatement, whether due to fraud and error. The Management and the Board of Directors are also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations that determine the reported amounts and disclosures in the Reformatted Ind AS Consolidated Financial Statements.

Auditor’s Responsibility

7. We have examined such Reformatted Ind AS Consolidated Financial Statements taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated January 20, 2021 in connection with the proposed Issue;

   b) The requirements of Section 26 of Part I of Chapter III of the Act read with provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended) and the SEBI Debt Regulations; and

   c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI (the "Guidance Note").

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by the ICAI.

Opinion

9. In our opinion, the Reformatted Ind AS Consolidated Financial Statements for the years ended March 31, 2020 and March 31, 2019, examined by us, has been prepared by the Company by taking into consideration the requirement of Section 26 of Part I of Chapter III of the Act read with provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended) and the SEBI Debt Regulations.

10. This report should not in any way be construed as a re-audit and consequently, re-issuance or re-dating of any of the previous audit reports issued by us on the Audited Consolidated Financial Statements.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Other matters

12. We did not audit the financial statements of 4 subsidiaries, whose financial statements reflects total assets of ₹ 149,408.82 lakhs and net assets of ₹ 81,366.33 lakhs as at 31 March 2020, total revenues of ₹ 21,717.43 lakhs and net cash inflows amounting to ₹ 514.20 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries are based solely on the reports of the other auditors.

    The consolidated financial statements also include the Holding Company's share of net loss (including other comprehensive income) of ₹ 2.84 lakhs for the year ended 31 March 2019, as considered in consolidated financial statements, in respect of one associate, whose financial statements have not been audited by us. These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, and matters identified and disclosed under key audit matters section above and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate are based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Holding Company.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on, the work done by and the reports of the other auditors and on the financial statements certified by the management.

13. The comparative consolidated financial statements for the year ended 31 March 2019 includes financial statements of Indiabulls Distribution Services Limited and Indiabulls Investment Advisor Limited, acquired during the year from the ultimate Holding Company, Indiabulls Ventures Limited, which were audited by another firm of Chartered Accountant, M/s A Sardana & Co., who have expressed unmodified opinions on the respective financial statements for the year ended 31 March 2019 *vide* their audit reports dated 24 April 2019 and 24 April 2019 respectively. Our opinion on the consolidated financial statements is not modified in respect of this matter.

14. The Company had prepared separate set of statutory financial statements for the year ended 31 March 2018 in accordance with Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) on which we issued our audit report dated 23 April 2018. These previously issued statutory financial statements as of and for the year ended 31 March 2018 have been adjusted for the differences in the accounting principles adopted by the Holding Company on transition to Ind AS. We have audited these adjustments made by the management. Our opinion is not modified in respect of this matter.

15. At the request of the Company, we have also examined the following Consolidated Financial Information of the Company as at and for the years ended March 31, 2020 and March 31, 2019 respectively:

    Statement of Dividend, enclosed as Annexure A

Restrictions on use

16. This report is addressed to and is provided to enable the Company for inclusion in the Offering Documents, to be filed by the Company in connection with the Issue with the Stock Exchanges, ROC and with the SEBI. The Reformatted Ind AS Consolidated Financial Statements may, therefore, not be suitable for another purpose or distributed to any other person, without our prior written consent.

For **Walker Chandiok & LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Sd/-
Khushroo B. Panthaky
Partner
Membership Number: 042423
UDIN: 21042423AAAABV6220

Place: Mumbai
Date: 24 March 2021

DHANI LOAN AND SERVICES LIMITED
(Formerly known as Indiabulls Consumer Finance Limited)
Annexure - I
Reformatted Consolidated Statement of Assets and Liabilities
(All amounts are in Indian Rupees in million unless stated otherwise)

	Annexure V Note	As at 31 March 2020	As at 31 March 2019
ASSETS			
Financial assets			
(a) Cash and cash equivalents	6	19,909.14	9,496.89
(b) Bank balances other than cash and cash equivalents	7	3,872.46	1,504.62
(c) Receivables			
Trade receivables	8	1,311.51	2,003.37
Other receivables	9	586.52	996.54
(d) Loans	10	47,985.65	1,05,228.80
(e) Investments	11	5,875.40	5,854.69
(f) Other financial assets	12	8,585.52	9,470.74
Total financial assets		**88,126.20**	**1,34,555.65**
Non-financial assets			
(a) Current tax assets (net)	13	1,339.80	401.83
(b) Deferred tax assets (net)	14	795.06	635.81
(c) Investment accounted for using the equity method	15	-	356.76
(d) Property, plant and equipment	16A	674.63	371.62
(e) Right-of-use assets	16B	2,282.03	-
(f) Intangible assets under development	16C	54.26	24.61
(g) Goodwill	16D	358.67	-
(h) Other intangible assets	16E	957.82	536.41
(i) Other non-financial assets	17	2,693.30	1,124.71
Total non-financial assets		**9,155.57**	**3,451.75**
TOTAL ASSETS		**97,281.77**	**1,38,007.40**
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
(a) Derivative financial instruments	18	-	20.94
(b) Payables			
Trade payables	19		
(i) total outstanding dues of micro enterprises and small enterprises		0.24	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		720.54	585.42
Other payables	20		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		339.83	219.19
(c) Debt securities	21	7,967.72	17,348.62
(d) Borrowings (other than debt securities)	22	40,366.79	70,151.75
(e) Lease liabilities	23	2,410.77	-
(f) Other financial liabilities	24	1,997.28	4,417.78
Total financial liabilities		**53,803.17**	**92,743.70**
Non-financial Liabilities			
(a) Provisions	25	268.46	359.94
(b) Other non-financial liabilities	26	616.39	426.97
Total non-financial liabilities		**884.85**	**786.91**
EQUITY			
(a) Equity share capital	27	611.88	611.88
(b) Other equity	28	40,817.59	43,864.41
Equity attributable to the owners of the Holding Company		**41,429.47**	**44,476.29**
Non controlling interest		1,164.28	0.50
Total equity		**42,593.75**	**44,476.79**
TOTAL LIABILITIES AND EQUITY		**97,281.77**	**1,38,007.40**

The accompanying notes form an integral part of these Reformatted Consolidated Ind AS Financial Informaion.

This is the Reformatted Consolidated Statement of Assets and Liabilities referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No. : 001076N/N500013

For and on behalf of the Board of Directors

Sd/-
Khushroo B. Panthaky
Partner
Membership No.: 042423

Sd/-
Pinank Jayant Shah
Whole Time Director & Chief Executive Officer
DIN: 07859798

Sd/-
Nafees Ahmed
Director
DIN: 03496241

Sd/-
Rajeev Lochan Agrawal
Chief Financial Officer

Sd/-
Manish Rustagi
Company Secretary

Place: Mumbai
Date: 24 March 2021

Place: Mumbai
Date: 24 March 2021

Place: Gurugram
Date: 24 March 2021

DHANI LOAN AND SERVICES LIMITED
(Formerly known as Indiabulls Consumer Finance Limited)
Annexure - II
Reformatted Consolidated Statement of Profit and Loss
(All amounts are in Indian Rupees in million unless stated otherwise)

		Annexure V Note	For the year ended 31 March 2020	For the year ended 31 March 2019
I.	**Revenue from operations**			
	Interest income	29	18,219.75	14,952.19
	Dividend income	30	493.49	253.48
	Fees and commission income	31	1,897.56	2,094.60
	Net gain on fair value changes	32	12.56	53.79
	Net gain on derecognition of financial assets	33	6,166.90	325.76
	Total revenue from operations		**26,790.26**	**17,679.82**
II.	Other income	34	46.55	72.47
III.	**Total income (I + II)**		**26,836.81**	**17,752.29**
IV.	**Expenses**			
	Finance costs	35	8,577.26	6,280.17
	Fees and commission expense	36	283.08	24.91
	Impairment on financial assets	37	8,964.98	1,035.06
	Employee benefits expenses	38	4,350.97	2,723.60
	Depreciation and amortisation	39	996.73	228.58
	Other expenses	40	4,245.43	2,212.87
	Total expenses		**27,418.45**	**12,505.19**
V.	**(Loss)/profit before share of (loss)/ profit of an associate and tax (III - IV)**		**(581.64)**	**5,247.10**
VI.	Share of loss in an associate		-	(0.28)
VII.	**(Loss)/ profit before tax (V + VI)**		**(581.64)**	**5,246.82**
VIII.	**Tax expense**	41		
	Current tax		118.13	1,555.84
	Deferred tax credit		(325.50)	(154.18)
	Total tax expenses		**(207.37)**	**1,401.66**
IX.	**(Loss)/ profit for the year (VII - VIII)**		**(374.27)**	**3,845.16**
X.	**Other comprehensive income**			
	(i) Items that will not be reclassified to profit or loss			
	(a) Remeasurement loss on defined benefit plans		(6.53)	(9.63)
	(b) Income-tax relating to items that will not be reclassified to profit and loss		1.64	3.06
	(ii) Items that will be reclassified to profit or loss			
	(a) Remeasurement of business model on assignment transaction		105.90	-
	(b) Income-tax relating to items that will be reclassified to profit or loss		(26.65)	-
	Total other comprehensive income (net of taxes)		**74.36**	**(6.57)**
XI.	**Total comprehensive income for the year (IX + X)**		**(299.91)**	**3,838.59**
	Net profit after tax attributable to -			
	Owners of the Holding Company		(414.77)	3,845.16
	Non controlling interests		40.50	-
			(374.27)	**3,845.16**
	Other comprehensive income attributable to -			
	Owners of the Holding Company		73.06	(6.57)
	Non controlling interests		1.30	-
			74.36	**(6.57)**
	Total comprehensive income attributable to -			
	Owners of the Holding Company		(341.71)	3,838.59
	Non controlling interests		41.80	-
			(299.91)	**3,838.59**
XII.	**Earnings per equity share:**	42		
	Basic (₹)		(6.78)	76.37
	Diluted (₹)		(6.78)	68.85
	Face value per equity share (₹)		10.00	10.00

The accompanying notes form an integral part of these Reformatted Consolidated Ind AS Financial Information.

This is Reformatted Consolidated Statement of Profit and Loss referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No. : 001076N/N500013

Sd/-
Khushroo B. Panthaky
Partner
Membership No.: 042423

Place: Mumbai
Date: 24 March 2021

For and on behalf of the Board of Directors

Sd/-
Pinank Jayant Shah
Whole Time Director & Chief Executive Officer
DIN: 07859798

Sd/-
Nafees Ahmed
Director
DIN: 03496241

Sd/-
Rajeev Lochan Agrawal
Chief Financial Officer

Sd/-
Manish Rustagi
Company Secretary

Place: Mumbai
Date: 24 March 2021

Place: Mumbai
Date: 24 March 2021

DHANI LOAN AND SERVICES LIMITED
(Formerly known as Indiabulls Consumer Finance Limited)
Annexure - III
Reformatted Consolidated Statement of Cash Flows
(All amounts are in Indian Rupees in million unless stated otherwise)

Particulars		For the year ended 31 March 2020	For the year ended 31 March 2019
Cash flow from operating activities :			
(Loss) / profit before tax		(581.64)	5,246.82
Adjustments for:			
Depreciation and amortisation		996.73	228.58
Excess provisions written back		(19.58)	(52.49)
Net gain on fair value changes		(12.56)	(53.79)
(Profit) /loss on sale of property, plant and equipment (net)		(0.04)	0.02
Gain on derecognition of financial assets		-	(27.80)
Gain on sale of loan portfolio through assignment		(3,962.13)	(298.07)
Provision for employee benefits		122.68	40.14
Interest expenses on leasing arrangement		258.11	-
Impairment on financial assets		8,964.98	1,035.06
Effective interest rate adjustment for financial instruments		265.92	(210.29)
Share based payments to employees		150.46	345.65
Operating profit before working capital changes		**6,182.93**	**6,253.83**
Adjustments for:			
(Increase)/decrease in trade receivables		(105.66)	33.36
Decrease in other receivables		410.02	207.87
Decrease/(increase) in loans		49,379.84	(66,017.62)
Decrease/(increase) in other financial assets		3,142.93	(7,449.04)
(Increase) in other non-financial assets		(386.34)	(460.72)
(Decrease) in derivative financial instruments		(46.52)	(112.45)
Increase in trade payables		122.33	303.98
Increase in other payables		139.70	211.47
(Decrease) in other financial liabilities		(2,569.66)	(2,498.78)
(Decrease)/increase in provisions		(224.87)	102.66
Increase in other non-financial liabilities		240.53	71.63
Cash generated from /(used in) operating activities		**56,285.23**	**(69,353.81)**
Income taxes paid (net of refunds)		(1,043.04)	(1,695.37)
Net cash generated from /(used in) operating activities	**A**	**55,242.19**	**(71,049.18)**
Cash flows from investing activities :			
Purchase of property, plant and equipments, intangible assets under development and intangible assets (including capital advances)		(1,880.49)	(756.98)
Proceeds from disposal of property, plant and equipment		5.01	-
Payment made for acquisition of subsidiary		(955.90)	(356.76)
Proceeds from sale of investment		17.44	1,618.54
Net cash (used in)/ generated from investing activities	**B**	**(2,813.94)**	**504.80**
Cash flows from financing activities :			
Proceeds from issue of equity shares (including premium) (net of share issue expense)		-	22,971.98
Share issue expenses paid		(26.96)	-
Proceeds from debt securities		4,182.03	78,653.97
Repayment of debt securities		(13,750.00)	(64,641.92)
Proceeds from borrowings (other than debt securities)		29,758.30	1,02,883.28
Repayment of borrowings (other than debt securities)		(51,447.41)	(68,691.06)
Lease payments		(564.02)	-
Dividends paid (including dividend distribution tax)		(2,083.87)	(557.93)
Net cash (used in)/ generated from financing activities	**C**	**(33,931.93)**	**70,618.32**
Net increase in cash and cash equivalents (A+B+C+E)	**D**	**18,572.78**	**73.94**
Cash and cash equivalent of subsidiary acquired	E	76.46	-
Cash and cash equivalents at the beginning of the year	F	1,328.12	1,254.18
Cash and cash equivalents at the end of the year (D+E+F)		**19,900.90**	**1,328.12**

DHANI LOAN AND SERVICES LIMITED
(Formerly known as Indiabulls Consumer Finance Limited)
Consolidated Statement of cash flows for the year ended 31 March 2020
(All amounts are in Indian Rupees in lakh unless stated otherwise)

Notes:

1. The above Reformatted Consolidated Statement of Cash Flows has been prepared under the " Indirect Method " as set out in Indian Accounting Standard (Ind AS) -7 'Statement of Cash Flows' as specified under section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

2. **Cash and cash equivalents as at the end of the year include:**

	As at 31 March 2020	**As at 31 March 2019**
Cash and cash equivalents (as per note 6) *	19,909.14	9,496.89
Less: Bank overdraft (as per note - 22)	(8.24)	(8,168.77)
	19,900.90	**1,328.12**

*Refer note 7(i) for restriction of cash and cash equivalents

3 For disclosures relating to changes in liabilities arising from financing activities, refer note- 46.

The accompanying notes form an integral part of these Reformatted Consolidated Ind AS Financial Information.
This is Reformatted Consolidated Statement of Cash Flows referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No. : 001076N/N500013

Sd/-
Khushroo B. Panthaky
Partner
Membership No.: 042423

Place: Mumbai
Date: 24 March 2021

For and on behalf of the Board of Directors

Sd/-
Pinank Jayant Shah
Whole Time Director &
Chief Executive Officer
DIN: 07859798

Sd/-
Nafees Ahmed
Director
DIN: 03496241

Sd/-
Rajeev Lochan Agrawal
Chief Financial Officer

Sd/-
Manish Rustagi
Company Secretary

Place: Mumbai
Date: 24 March 2021

Place: Mumbai
Date: 24 March 2021

DHANI LOAN AND SERVICES LIMITED
(Formerly known as Indiabulls Consumer Finance Limited)
Annexure - IV
Reformatted Consolidated Statement of Changes in Equity
(All amounts are in Indian Rupees in million unless stated otherwise)

A. Equity share capital (refer note - 27)

	Balance as at 1 April 2018	Changes during the year	Balance as at 31 March 2019	Changes during the year	Balance as at 31 March 2020
Equity share capital	245.52	366.36	611.88	-	611.88

B. Other equity (refer note - 28)

Particulars	Securities premium	Capital redemption reserve	Reserve Fund (U/s 45-IC of RBI Act, 1934)	Share options outstanding account	Retained earnings	Change in fair value of loan assets through other comprehensive income	Other Component of Equity	Deemed equity contribution by Holding Company	Debenture redemption reserve	Capital reserve	General reserve	Total attributable to equity shareholders of the Holding Company	Total non-controlling interest	Total
Balance as at 1 April 2018	14,392.32	10.00	418.68	248.76	2,303.07	-	-	85.12	-	-	81.58	17,539.53	-	17,539.53
Profit for the year	-	-	-	-	3,845.16	-	-	-	-	-	-	3,845.16	-	3,845.16
Other comprehensive income (net of tax)	-	-	-	-	(6.57)	-	-	-	-	-	-	(6.57)	-	(6.57)
Transfer from retained earnings	-	-	799.81	-	(841.46)	-	-	-	41.65	-	-	-	-	-
Issue of equity shares	25,356.12	-	-	-	-	-	-	-	-	-	-	25,356.12	-	25,356.12
Adjustment of compulsory convertible preference shares (refer note 27A)	(2,695.00)	-	-	-	-	-	-	-	-	-	-	(2,695.00)	-	(2,695.00)
Share based payment to employees	-	-	-	345.65	-	-	-	-	-	-	-	345.65	-	345.65
Transfer to retained earnings	-	-	-	(1.28)	1.28	-	-	-	-	-	-	-	-	-
Equity component for financial guarantee	-	-	-	-	-	-	-	37.45	-	-	-	37.45	-	37.45
Dividends (including dividend distribution tax) during the year (Rs. 18.85 per share)	-	-	-	-	(557.93)	-	-	-	-	-	-	(557.93)	-	(557.93)
Non-controlling interests on acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	0.50	0.50
Balance as at 31 March 2019	**37,053.44**	**10.00**	**1,218.49**	**593.13**	**4,743.55**	**-**	**-**	**122.57**	**41.65**	**-**	**81.58**	**43,864.41**	**0.50**	**43,864.91**

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DHANI LOAN AND SERVICES LIMITED
(Formerly known as Indiabulls Consumer Finance Limited)
Annexure - IV
Reformatted Consolidated Statement of Changes in Equity
(All amounts are in Indian Rupees in million unless stated otherwise)

B. Other equity (refer note - 28) (continued)

Particulars	Securities premium	Capital redemption reserve	Reserve Fund (U/s 45-IC of RBI Act, 1934)	Share options outstanding account	Retained earnings	Change in fair value of loan assets through other comprehensive income	Other Component of Equity	Deemed equity contribution by Holding Company	Debenture redemption reserve	Capital reserve	General reserve	Total attributable to equity shareholders of the Holding Company	Total non-controlling interest	Total
Balance as at 1 April 2019	**37,053.44**	**10.00**	**1,218.49**	**593.13**	**4,743.55**	**-**	**-**	**122.57**	**41.65**	**-**	**81.58**	**43,864.41**	**0.50**	**43,864.91**
Loss for the year	-	-	-	-	(481.93)	-	-	-	-	-	-	(481.93)	107.66	(374.27)
Other comprehensive income (net of tax)	-	-	-	-	(4.89)	79.25	-	-	-	-	-	74.36	-	74.36
Transfer from retained earnings	-	-	108.51	-	(108.51)	-	-	-	-	-	-	-	-	-
Transfer from debenture redemption reserve during the year	-	-	-	-	41.65	-	-	-	(41.65)	-	-	-	-	-
Share based payment expense	-	-	-	150.46	-	-	-	-	-	-	-	150.46	-	150.46
Non-controlling interests on acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	1,056.12	1,056.12
Share issue expenses	-	-	-	-	(26.96)	-	-	-	-	-	-	(26.96)	-	(26.96)
Transfer to other component of equity	-	-	-	(64.36)	-	-	64.36	-	-	-	-	-	-	-
Equity component for financial guarantee	-	-	-	-	-	-	-	14.17	-	-	-	14.17	-	14.17
Transfer to retained earnings	-	-	-	(19.22)	19.22	-	-	-	-	-	-	-	-	-
Dividends (including dividend distribution tax) during the year (₹ 28.25 per share)	-	-	-	-	(2,083.87)	-	-	-	-	-	-	(2,083.87)	-	(2,083.87)
Acquisition adjustment of subsidiaries	-	-	-	(0.55)	(53.43)	-	-	-	-	(627.68)	(11.39)	(693.05)	-	(693.05)
Balance as at 31 March 2020	**37,053.44**	**10.00**	**1,327.00**	**659.46**	**2,044.83**	**79.25**	**64.36**	**136.74**	**-**	**(627.68)**	**70.19**	**40,817.59**	**1,164.28**	**41,981.87**

The accompanying notes form an integral part of these Reformatted Consolidated Ind AS Financial Information.

This is Reformatted Consolidated Statement of Changes in Equity referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No. : 001076N/N500013

Sd/-
Khushroo B. Panthaky
Partner
Membership No.: 042423

Place: Mumbai
Date: 24 March 2021

For and on behalf of the Board of Directors

Sd/-
Pinank Jayant Shah
Whole Time Director &
Chief Executive Officer
DIN: 07859798

Sd/-
Nafees Ahmed
Director
DIN: 03496241

Sd/-
Rajeev Lochan Agrawal
Chief Financial Officer

Sd/-
Manish Rustagi
Company Secretary

Place: Mumbai
Date: 24 March 2021

Place: Gurugram
Date: 24 March 2021

Note - 1 Group overview

Dhani Loan and Services Limited (formerly known as Indiabulls Consumer Finance Limited) ('DLSL', 'the Holding Company', 'the Company') along with its subsidiaries and associate, collectively referred to as 'the Group' in following notes. The Group's primary businesses are "Financing and Related activities" and "Broking and Related activities". Financing and Related activities include business of financing and investing related activities. Broking and related activities include business of cross selling of real estate and providing other ancillary services relating to broking activities. The Holding Company is a non-deposit accepting Non-Banking Financial Company ('NBFC-ND') and is registered as a Non-Banking Financial Company with the Reserve Bank of India ("RBI") under section 45-IA of the Reserve bank of India Act, 1934. The Holding is domiciled in India and its registered office is situated at M-62 and 63, First Floor, Connaught Place, New Delhi – 110001.

Note - 2 General information and statement of compliance with Ind AS

These Reformatted Consolidated Ind AS Financial Information have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Group has uniformly applied the accounting policies during the periods presented in this consolidated financial statements.

These Reformatted Consolidated Financial Statements for the year ended 31 March 2020 are the consolidated financial statements which has been prepared in accordance with Ind AS.

The Reformatted Consolidated Ind AS Financial Information for the year ended 31 March 2020 are authorized and approved for issue by the Board of Directors on 24 March 2021.

Note - 3 Basis of preparation

The Reformatted Consolidated Ind AS Financial Information of the Company comprise of the Reformatted Consolidated Ind AS Statements of Assets and Liabilities as at 31 March 2020 and 31 March 2019, the related Reformatted Consolidated Ind AS Statement of Profit and Loss (including other comprehensive income), the Reformatted Consolidated Ind AS Statement of Cash Flows, the Reformatted Consolidated Ind AS Statement of Changes in Equity for the years ended 31 March 2020 and 31 March 2019, and the summary of significant accounting policies and other explanatory information (collectively, the Reformatted Consolidated Ind AS 'Financial Information' or 'Consolidated Financial Statements').

The Reformatted Consolidated Ind AS Financial Information have been prepared by the management in connection with the proposed issue of non-convertible debentures of the Company to be listed on BSE Limited and National Stock Exchange of India (collectively the "Stock Exchanges" in accordance with the requirements of section 26 of the act, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation 2008, ("SEBI Debt Regulations") issued by Securities and Exchange Board of India ("SEBI"), as amended from time to time and related clarifications issued by the Stock Exchanges.

The Consolidated Financial Statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the consolidated financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities and share based payments which are measured at fair values as explained in relevant accounting policies.

Note - 4 Basis of consolidation

Subsidiaries

The consolidated financial statements comprise financial statements of the Holding Company and its subsidiaries. Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. The Group can have power over the investee even if it owns less than majority voting rights i.e. rights arising from other contractual arrangements. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Statement of profit and loss [including other comprehensive income ('OCI')] of subsidiaries acquired or disposed of during the period are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable.

The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's statement of profit and loss and net assets that is not held by the Group. Statement of profit and loss balance [including other comprehensive income ('OCI')] is attributed to the equity holders of the Holding Company and to the non-controlling interest basis the respective ownership interests and such balance is attributed even if this results in controlling interests having a deficit balance.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. Such a change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

Note - 4 Basis of consolidation (continued)

Associate
An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control those policies. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.
Interest in associates are accounted for using the equity method, after initially being recognized at cost. The carrying amount of the investment is adjusted thereafter for the post acquisition change in the share of net assets of the investee, adjusted where necessary to ensure consistency with the accounting principles and policies of the Group. The consolidated statement of profit and loss (including the other comprehensive income) includes the Group's share of the results of the operations of the investee. Dividends received or receivable from associates are recognized as a reduction in the carrying amount of the investment. Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interests in associates.

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group. Acquisition costs are expensed as incurred.

Business combination

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their acquisition-date fair values. Goodwill is measured as excess of the aggregate of the fair value of the consideration transferred, the amount recognized for non-controlling interests and fair value of any previous interest held, over the fair value of the net of identifiable assets acquired and liabilities assumed. If the fair value of the net of identifiable assets acquired and liabilities assumed is in excess of the aggregate mentioned above, the resulting gain on bargain purchase is recognized in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognizes the gain directly in equity as capital reserve, without routing the same through other comprehensive income.

Business combinations involving entities or businesses under common control have been accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognize any new assets or liabilities.

Note - 5 Summary of significant accounting policies

I Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures. Actual results may differ from these estimates.

Significant management judgements
Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

Business model assessment - The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Impairment of financial assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Expected credit loss ('ECL') – The measurement of expected credit loss allowance for financial assets measured at amortised cost requires use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. likelihood of customers defaulting and resulting losses). The Group makes significant judgements with regard to the following while assessing expected credit loss:

· Determining criteria for significant increase in credit risk;

· Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL; and
· Establishing groups of similar financial assets for the purposes of measuring ECL.

Note - 5 Summary of significant accounting policies (continued)

I Significant management judgement in applying accounting policies and estimation uncertainty (Continued)

Provisions – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Significant estimates

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

The consolidated Financial Statements have been prepared using the significant accounting policies and measurement bases summarised below. These were used throughout all periods presented in the consolidated financial statements, except where the Group has applied certain accounting policies and exemptions upon transition to Ind AS.

a. Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group. All other repair and maintenance costs are recognised in consolidated statement of profit and loss as incurred.

Subsequent measurement (depreciation and useful lives)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on a straight-line basis, computed on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013. Leasehold improvements are amortised over the duration of the lease.

Asset class	Useful life
Furniture and fixtures	10 years
Vehicles	8-10 years
Office equipment	5 years
Computer equipment	3 years
Server and Networks	6 years
Leasehold improvements	Over the period of lease

Property, plant and equipment individually costing up to INR 5,000 are fully depreciated in the year of acquisition. Depreciation is calculated on pro rata basis from the date on which the asset is ready for use or till the date the asset is sold or disposed.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the consolidated statement of profit and loss, when the asset is derecognised.

II Summary of significant accounting policies (continued)

b. Intangible assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent measurement (amortisation)

Intangible assets consisting of software are amortised on a straight line basis over a period of 4 years from the date when the assets are available for use. The estimated useful life (amortisation period) of the intangible assets is arrived basis the expected pattern of consumption of economic benefits and is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

c. Intangible assets under development

Intangible assets under development represents expenditure incurred in respect of intangible assets under development and are carried at cost. Cost includes development cost, borrowing costs and other direct expenditure necessary to create, produce and prepare the asset to be capable of operating in the manner intended by management. These are recognised as assets when the Group can demonstrate following recognition requirements:

· The development costs can be measured reliably
· The project is technically and commercially feasible
· The Group intends to and has sufficient resources to complete the project
· The Group has the ability to use or sell the such intangible asset
· The asset will generate probable future economic benefits.

Amortisation of the asset begins when development is complete and the asset is available for use.

d. Revenue recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115, Revenue from contracts with customers, outlines a single comprehensive model of accounting for revenue arising from contracts with customers.

The Group recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

The Group recognises revenue from the following sources:

Interest income

Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate ('EIR'). The EIR on financial asset after netting off the fees received and cost incurred approximates the effective interest rate of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.

Income from assignment transactions

Gains arising out of direct assignment transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the direct assignment is entered into with the assignee, also known as the right of excess interest spread (EIS). The future EIS basis the scheduled cash flows on execution of the transaction, discounted at the applicable rate entered into with the assignee is recorded upfront in the statement of profit and loss. EIS evaluated and adjusted for ECL and expected prepayment.

Interest on investments and deposits

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

II Summary of significant accounting policies (continued)

Commission income

Income from commissions / brokerage is recognised on accrual basis, generally as set out under the terms of contracts / agreements with respective customer.

Revenue from Digital Wallet Service & Merchant Fee

Revenue from digital services is recognized for providing payment gateway aggregation services and as a platform for merchant transactions executed through the wallets provided to customers through payment gateways, on a periodic basis as and when transactions are settled. Wallet maintenance fees in relation to facilitating wallet transactions and maintenance of related technical platforms is recognized on an accrual basis. Merchant fees from wallet transaction are recognized on the basis of successful pay-out of wallet usage to the respective merchants. The settlements are done daily for such transactions with the merchants. Revenue from banking correspondence services are recognised on accrual basis in accordance with the terms and conditions of the underlying mandates entered into with bank. The Group provides card enabled prepaid payment program management and remittance services. In such contracts, revenue is recognised as and when transactions are done through cards.

Dividend income

Dividend income is recognised when the right to receive payment of the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Net gain on fair value changes

The Group designates certain financial assets for subsequent measurement at fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI). The Group recognises gains on fair value change of financial assets measured at FVTPL and realised gains on derecognition of financial asset measured at FVTPL and FVOCI on net basis.

Miscellaneous income

All other income is recognized on an accrual basis, when there is no uncertainty in the ultimate realization/collection.

e. Borrowing costs

Borrowing costs directly attributable to the acquisition and/or construction of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the consolidated statement of profit and loss as incurred basis the effective interest rate method.

f. Taxation

Tax expense recognized in consolidated statement of profit and loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealised tax loss are recognised to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Group’s forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside consolidated statement of profit and loss (either in other comprehensive income or in equity).

II Summary of significant accounting policies (continued)

g. Employee benefits

Short-term employee benefits

Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

Other long-term employee benefits

The Group also provides the benefit of compensated absences to its employees which are in the nature of long-term employee benefit plan. Liability in respect of compensated absences becoming due and expected to availed after one year from the Balance Sheet date is estimated in the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to consolidated statement of profit and loss in the year in which such gains or losses are determined.

Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

Defined contribution plans

The Group has a defined contribution plans namely provident fund, pension fund, labour welfare fund and employees state insurance scheme. The contribution made by the Group in respect of these plans are charged to the consolidated statement of profit and loss.

Defined benefit plans

The Group has unfunded gratuity as defined benefit plan where the amount that an employee will receive on retirement is defined by reference to the employee’s length of service and final salary. The liability recognised in the balance sheet for defined benefit plans as the present value of the defined benefit obligation (DBO) at the reporting date. Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains/losses resulting from re-measurements of the liability are included in other comprehensive income.

h. Share based payments

Share based compensation benefits are provided to employees via Dhani Services Limied, formerly known as Indiabulls Ventures Limited, (‘Ultimate Holding Company’) Employee Stock Option Plans (ESOPs). The employee benefits expense is measured using the fair value of the employee stock options and is recognised over vesting period with a corresponding increase in equity. The vesting period is the period over which all the specified vesting conditions are to be satisfied. On the exercise of the employee stock options, the employees of the Holding Company will be allotted Ulitmate Holding Company’s equity shares.

i. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits and short-term highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value. For cash flow statement purposes, cash and cash equivalents includes bank overdrafts that are repayable on demand and form an integral part of the Group’s cash management.

j. Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:
· Possible obligations which will be confirmed only by future events not wholly within the control of the Group or
· Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

II Summary of significant accounting policies (continued)

k. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement
Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

Non-derivative financial assets

Subsequent measurement

i. Financial assets carried at amortised cost – a financial asset is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.

ii. Financial assets carried at fair value through other comprehensive income (FVOCI):

A financial asset is measured at FVOCI if both the following conditions are met:
(a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows and selling financial assets, and
(b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

FVOCI instruments are subsequently measured at fair value with gains and losses arising due to changes in fair value recognised in OCI. Interest income and impairment gains or losses are recognised in the statement of profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified to the statement of profit or loss.

iii. Investments in equity instruments – Investments in equity instruments which are held for trading are classified as at fair value through profit or loss (FVTPL). For all other equity instruments, the Group makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Group transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

iv. Investments in mutual funds – Investments in mutual funds are measured at fair value through profit and loss (FVTPL).

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.
In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:
Level 1 financial instruments: Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Group has access to at the measurement date. The Group considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.
Level 2 financial instruments: Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life.
Level 3 financial instruments: Those that include one or more unobservable input that is significant to the measurement as whole. Based on the Group's business model for managing the investments, the Group has classified its investments and securities for trade at FVTPL.
Financial liabilities are carried at amortised cost using the effective interest rate method. For trade and other payables the carrying amount approximates the fair value due to short maturity of these instruments.

II Summary of significant accounting policies (continued)

De-recognition of financial assets

Financial assets (or where applicable, a part of financial asset or part of a group of similar financial assets) are derecognised (i.e. removed from the Group's balance sheet) when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. Further, if the Group has not retained control, it shall also derecognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer.

Non-derivative financial liabilities

Subsequent measurement

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit and loss.

Convertible debentures

Convertible debentures are separated into liability and equity components basis the terms of the contract. On issuance of the convertible debentures, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as financial liability measured at amortised cost until it is extinguished on conversion. The remainder of the proceeds is recognised in equity since conversion option meets the fixed for fixed criteria.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative contracts

The Group enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit and loss using mark to market information.

The Group also enters into certain derivative contracts (futures) to hedge risks which are designated as hedges of the fair value of recognised assets i.e. investment in equity instrument (fair value hedge). For hedge assessment, the hedging relationship must meet conditions with respect to documentation, strategy and economic relationship of the hedged transaction. In case of fair value, the change in fair value of derivative is recognised in the consolidated statement of profit and loss along with change in fair value of underlying asset.

l. Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. The Group factors historical trends and forward looking information to assess expected credit losses associated with its assets and impairment methodology applied depends on whether there has been a significant increase in credit risk.

Loan assets

The Group follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

· **Stage 1** (1-30 days) includes loan assets that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date.

· **Stage 2** (31-60 days) includes loan assets that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment.

· **Stage 3** (more than 90 days) includes loan assets that have objective evidence of impairment at the reporting date.

II Summary of significant accounting policies (continued)

The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets. ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default, defined as follows:

Probability of Default (PD) - The PD represents the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired" above), either over the next 12 months (12 months PD), or over the remaining lifetime (Lifetime PD) of the obligation.

Loss Given Default (LGD) – LGD represents the Group's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and preference of claim and availability of collateral or other credit support.

Exposure at Default (EAD) – EAD is based on the amounts the Group expects to be owed at the time of default. For a revolving commitment, the Group includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.

Forward-looking economic information is included in determining the 12-month and lifetime PD, EAD and LGD. The assumptions underlying the expected credit loss are monitored and reviewed on an ongoing basis.

Trade receivables

In respect of trade receivables, the Group applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets

In respect of its other financial assets, the Group assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Group compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Write-offs

Financial assets are written off either partially or in their entirety to the extent that there is no realistic prospect of recovery. Any subsequent recoveries are credited to impairment on financial instrument in consolidated statement of profit and loss.

m. Impairment of non-financial assets

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. Recoverable amount is higher of an asset's net selling price and its value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the consolidated statement of profit and loss. If at the reporting date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

n. Earnings per equity share

Basic earnings per equity share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per equity share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o. Segment reporting

The Group identifies segment basis the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are regularly reviewed by the CODM ('chief operating decision maker') in deciding how to allocate resources and in assessing performance.

II Summary of significant accounting policies (continued)

p. Foreign currency

Functional and presentation currency

Items included in the financial statement of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements have been prepared and presented in Indian Rupees (₹), which is the Holding Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction. Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.
Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the consolidated statement of profit and loss in the year in which they arise.

q. Classification of leases –
The Group enters into leasing arrangements for various premises. The assessment (including measurement) of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/terminate etc. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.

Leases
Till previous year, assets acquired on leases where a significant portion of risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease rental are charged to statement of profit and loss on straight-line basis except where scheduled increase in rent compensate the lessor for expected inflationary costs.
For any new contracts entered into on or after 1 April 2019, the Group considers whether a contract is, or contains a lease (the transition approach has been explained and disclosed in Note 44). A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

Classification of leases
The Group enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/purchase etc.

Recognition and initial measurement
At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

Subsequent measurement
The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

At lease commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Groups incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset.

The Group has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in statement of profit and loss on a straight-line basis over the lease term.

r. Dividend
Provision is made for the amount of any dividend declared on or before the end of the reporting period but not distributed at the end of the reporting period, being appropriately authorised and no longer at the discretion of the Company. The final dividend on shares is recorded as a liability on the date of approval by the shareholders, and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

s. Indian Accounting Standards issued but not yet effective
Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There are no new Indian Accounting Standards that have issued but have not been effective.

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 6
Cash and cash equivalents

	As at 31 March 2020	As at 31 March 2019
Cash on hand	0.83	0.44
Balance with banks		
- Current accounts	18,404.00	8,691.68
- Fixed deposits with original maturity of less than 3 months [refer note 7(i)]	1,504.31	804.77
	19,909.14	**9,496.89**

Note - 7
Bank balances other than cash and cash equivalents

	As at 31 March 2020	As at 31 March 2019
Fixed deposits with original maturity of more than 3 months [refer note 7(i)]	3,511.15	1,504.62
In earmarked balances :		
- Earmarked balances	361.31	-
	3,872.46	**1,504.62**

(i) The amount under lien as security against overdraft facility availed, assets securitised, bank guarantee and margin money are as follows (included above in note 6 and 7):

Particulars	As at 31 March 2020	As at 31 March 2019
Overdraft facilities	1,091.29	774.44
Securitisations	2,336.02	621.24
Bank guarantee	2.53	2.53
Margin money	-	111.33
	3,429.84	**1,509.54**

Note - 8
Trade receivables

	As at 31 March 2020	As at 31 March 2019
Receivables, considered good (unsecured)	1,311.51	2,003.37
Receivables which have significant increase in credit risk	709.47	228.86
	2,020.98	2,232.23
Less: impairment loss allowance	(709.47)	(228.86)
	1,311.51	**2,003.37**

Note - 9
Other receivables

	As at 31 March 2020	As at 31 March 2019
Receivables, considered good (unsecured)	586.52	996.54
Receivables which have significant increase in credit risk	389.46	100.73
	975.98	**1,097.27**
Less: impairment loss allowance	(389.46)	(100.73)
	586.52	**996.54**

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 10
Loans

	As at 31 March 2020		
	At amortised cost	**At fair value through other comprehensive income***	**Total**
(a) Loans			
- Secured	11,619.05	313.35	11,932.40
- Unsecured	30,567.70	4,592.37	35,160.07
(b) Inter-Corporate deposits	6,190.20	-	6,190.20
Total gross	48,376.95	4,905.72	53,282.67
Less: impairment loss allowance	(5,268.66)	(28.36)	(5,297.02)
Total net	**43,108.29**	**4,877.36**	**47,985.65**
(i) Secured by tangible assets	11,502.86	313.35	11,816.21
(ii) Secured by other assets	116.19	-	116.19
(iii) Unsecured	36,757.90	4,592.37	41,350.27
Total gross	**48,376.95**	**4,905.72**	**53,282.67**
Less: impairment loss allowance	-5,268.66	-28.36	-5,297.02
Total net	**43,108.29**	**4,877.36**	**47,985.65**
Loans in India			
(i) Public sector	-	-	-
(ii) Others	48,376.95	4,905.72	53,282.67
Total gross	**48,376.95**	**4,905.72**	**53,282.67**
Less: impairment loss allowance	(5,268.66)	(28.36)	(5,297.02)
Total net	**43,108.29**	**4,877.36**	**47,985.65**

Loans

	As at 31 March 2019		
	At amortised cost	**At fair value through other comprehensive income***	**Total**
(a) Loans			
- Secured	49,608.34	-	49,608.34
- Unsecured	56,721.72	-	56,721.72
(b) Inter-Corporate deposits	147.47	-	147.47
Total gross	1,06,477.53	-	1,06,477.53
Less: impairment loss allowance	(1,248.73)	-	(1,248.73)
Total net	**1,05,228.80**	**-**	**1,05,228.80**
(i) Secured by tangible assets	49,430.67	-	49,430.67
(ii) Secured by other assets	177.67	-	177.67
(iii) Unsecured	56,869.19	-	56,869.19
Total gross	**1,06,477.53**	**-**	**1,06,477.53**
Less: impairment loss allowance	(1,248.73)	-	(1,248.73)
Total net	**1,05,228.80**	**-**	**1,05,228.80**
Loans in India			
(i) Public sector	-	-	-
(ii) Others	1,06,477.53	-	1,06,477.53
Total gross	**1,06,477.53**	**-**	**1,06,477.53**
Less: impairment loss allowance	(1,248.73)	-	(1,248.73)
Total net	**1,05,228.80**	**-**	**1,05,228.80**

*During the year ended 31 March 2020, the Holding Company has entered into series of bilateral assignment transactions against outstanding loan portfolio. In the light of this, the management has concluded that the business model for loan against property, business installments loan and personal loan has changed from "hold to collect" to "hold to collect and sell". Accordingly, the Holding Company had reclassified its eligible portfolio from amortised category to fair value through other comprehensive income (FVOCI) category and hence recorded a fair value gain in other comprehensive income.

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 11
Investments

	As at 31 March 2020	As at 31 March 2019
Measured at fair value through profit or loss:		
Mutual funds -		
Indiabulls Short Term Fund - Direct Plan - Growth [Numbers of units 58,519.58 (31 March 2019: nil) Net Assets Value "NAV": ₹ 1,738.98 (31 March 2019: ₹ nil) per unit]	101.76	-
Invesco India Liquid Fund - Direct Plan Growth [Numbers of units: nil (31 March 2019: 194,585.50) Net Assets Value "NAV" ₹ Nil (31 March 2019: ₹ 2,572.44) per unit]	-	500.56
Indiabulls Arbitrage Fund - direct plan - growth [Numbers of units 1,391,865.94 (31 March 2019: nil) Net Assets Value "NAV": ₹ 14.39 (31 March 2019: ₹ nil) per unit]	20.03	-
Indiabulls Banking & PSU Debt Fund - direct plan - growth [Numbers of units 190,417.92 (31 March 2019: nil) Net Assets Value "NAV": ₹ 1,078.36 (31 March 2019: ₹ nil) per unit]	205.34	-
Indiabulls Dynamic Bond Fund - direct plan - growth [Numbers of units 45,037.17 (31 March 2019: nil) Net Assets Value "NAV": ₹ 1,124.53 (31 March 2019: ₹ nil) per unit]	50.65	-
Indiabulls Savings Income Fund - direct plan - growth (Erstwhile Monthly Income Plan until 06.03.18) [Numbers of units 6,689,052.7 (31 March 2019: nil) Net Assets Value "NAV": ₹ 14.33 (31 March 2019: ₹ nil) per unit]	95.86	-

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 11
Investments (continued):

	As at 31 March 2020	As at 31 March 2019
Indiabulls Income fund- Direct Plan - Growth [Numbers of units: 8,557,972.37 (31 March 2019: 6,246,745.81) Net Assets Value "NAV": ₹ 17.72 (31 March 2019: ₹ 16.35) per unit]	151.63	102.15
Indiabulls Income fund- Direct Plan - Growth [Numbers of units 144,865.09 (31 March 2019: 487,557.47) Net Assets Value "NAV": ₹ 1,116.05 (31 March 2019: ₹ 1,043.53) per unit]	161.68	508.78
Indiabulls Ultra Short term fund- Direct Plan- Growth [Numbers of units: nil (31 March 2019: 544,893.74) Net Assets Value "NAV" ₹ nil (31 March 2019: ₹ 1,866.21) per unit]	-	1,016.89
UTI Liquid Cash Plan - Direct Growth Plan [Numbers of units: nil (31 March 2019: 81,778.44) Net Assets Value "NAV" ₹ nil (31 March 2019: ₹ 3,060.74) per unit]	-	250.30
JM Large Cap Fund - Dividend option [Numbers of units nil (31 March 2019: 116,117,193.26) Net Assets Value "NAV" ₹ nil (31 March 2019: ₹ 26.91) per unit]	-	3,124.79
Axis Liquid Fund - Direct Growth [Numbers of units: nil (31 March 2019: 76.54) Net Assets Value "NAV" ₹ nil (31 March 2019: ₹ 2,073.52) per unit]	-	0.16
Aditya Birla Sun life liquid fund- Growth- Direct Plan [Numbers of units: nil (31 March 2019: 528.17) Net Assets Value "NAV" ₹ Nil (31 March 2019: ₹ 300.44) per unit]	-	0.16
HDFC Liquid Fund - Direct Plan- Growth [Numbers of units: nil (31 March 2019: 43.14) Net Assets Value "NAV" ₹ nil (31 March 2019: ₹ 3,678.29) per unit]	-	0.16
ICICI Prudential Liquid Fund - Direct Growth Plan [Numbers of units: nil (31 March 2019: 547.05) Net Assets Value "NAV" ₹ nil (31 March 2019: ₹ 276.42) per unit]	-	0.16
Kotak Liquid Fund - Direct Plan Growth [Numbers of units: nil (31 March 2019: 41.92) Net Assets Value "NAV" ₹ nil (31 March 2019: ₹ 3,784.33) per unit]	-	0.16
Reliance Liquid Fund - Direct Growth Plan [Numbers of units: nil (31 March 2019: 43.14) Net Assets Value "NAV" ₹ nil (31 March 2019: ₹ 3,678.29) per unit]	-	0.16
SBI Liquid Fund - Direct Growth [Numbers of units: nil (31 March 2019: 54.19) Net Assets Value "NAV" ₹ nil (31 March 2019: ₹ 2,928.57) per unit]	-	0.16
Indiabulls India Opportunities Fund	28.56	27.75
Investment in debt securities -		
2,000 (31 March 2019: 25) non convertible debentures of Housing Development Finance Corporation Limited	2,073.45	261.75
1,450 (31 March 2019: nil) non convertible debentures of LIC Housing Finance Limited	1,502.12	-
5,000 (31 March 2019: nil) certificate of deposit of IndsInd Bank Limited	465.82	-
1,000 (31 March 2019: nil) non convertible debentures of Power Finance Corporation Limited	1,018.50	-
(At Cost)*		
Investments in group companies (equity shares):		
Pushpanjli Finsolutions Limited [Numbers of shares : nil (31 March 2019: 6.01 million) Face value ₹ nil (31 March 2019: ₹ 10) per share]	-	60.10
Auxesia Soft Solutions Limited [Numbers of shares : nil (31 March 2019: 0.5 million) Face value ₹ nil (31 March 2019: ₹ 10) per share]	-	0.50
Total	**5,875.40**	**5,854.69**

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 11
Investments (continued):

	As at 31 March 2020	As at 31 March 2019
Investments outside India	-	-
Investments in India	5,875.40	5,854.69
Total	**5,875.40**	**5,854.69**

* Equity investments in subsidiaries are measured at cost as per the provisions of Ind AS 27 on 'Separate Financial Statements'.

Note - 12
Other financial assets

	As at 31 March 2020	As at 31 March 2019
(a) Interest spread on assigned assets	4,451.77	298.07
Less: allowance for Impairment Loss	(191.57)	-
Net Interest spread on assigned assets	**4,260.20**	**298.07**
(b) Loan to employees	67.01	20.71
(c) Advances for purchase of shares	760.65	-
(d) Deposit for mark to market margin account	-	58.18
(e) Security deposits		
(i) Deposits for underwriting/distribution of real estate projects	3,326.34	8,996.54
(ii) Deposits with others	150.68	99.54
Less: impairment loss allowance	(2.01)	(2.30)
	3,475.01	**9,093.78**
(f) Other recoverable	22.65	-
	8,585.52	**9,470.74**

Note - 13
Current tax assets (net)

	As at 31 March 2020	As at 31 March 2019
Advance income tax (including tax deducted at source) [Net of provision for taxation]	1,339.80	401.83
	1,339.80	**401.83**

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 14
Deferred tax assets (net)

	As at 31 March 2020	As at 31 March 2019
Deferred tax assets:		
Provision for contingencies	0.96	19.66
Impairment loss allowance	1,540.31	433.71
Disallowances u/s. 40A(7) of the Income-tax Act, 1961	43.30	34.17
Disallowances u/s. 43B of the Income-tax Act, 1961	24.01	11.73
Tax losses carried forward	-	48.08
Financial assets measured at amortised cost	191.10	10.72
Financial liabilities measured at amortised cost	32.78	-
Lease equalisation reserve	-	10.99
Share based payments	166.14	207.42
Minimum alternate tax credit entitlement	62.93	65.75
Others	31.11	-
Deferred tax assets (A):	**2,092.64**	**842.23**
Deferred tax liability:		
Financial assets measured at fair value through profit and loss	-	0.80
Difference between book balance and tax balance of property, plant and equipment	148.51	54.09
Derecogntion of financial instruments measured under amortised cost category	1,122.42	103.44
Financial assets measured at fair value through other comprehensive income	26.65	-
Financial assets measured at amortised cost	-	16.32
Financial liabilities measured at amortised cost	-	31.77
Deferred tax liability (B):	**1,297.58**	**206.42**
Deferred tax assets (net) (A-B)	**795.06**	**635.81**

Movement in deferred tax assets (net)	**Balance as at 1 April 2019**	**Recognised in profit and loss**	**Recognised in other comprehensive income**	**Other movement**	**Balance as at 31 March 2020**
Deferred tax assets:					
Provision for contingencies	19.66	(18.70)	-	-	0.96
Impairment loss allowance	433.71	1,106.60	-	-	1,540.31
Disallowances u/s. 40A(7) of the Income-tax Act, 1961	34.17	9.13	-	-	43.30
Disallowances u/s. 43B of the Income-tax Act, 1961	11.73	10.64	1.64	-	24.01
Tax losses carried forward	48.08	(48.08)	-	-	-
Financial assets measured at amortised cost	10.72	180.38	-	-	191.10
Financial liabilities measured at amortised cost	-	32.78	-	-	32.78
Lease equalisation reserve	10.99	(10.99)	-	-	-
Share based payments	207.42	(41.28)	-	-	166.14
Minimum alternate tax credit entitlement	65.75	(2.82)	-	-	62.93
Others	-	31.11	-	-	31.11
Total (A):	**842.23**	**1,248.77**	**1.64**	**-**	**2,092.64**
Deferred tax liabilities:					
Financial assets measured at fair value through profit and loss	0.80	(0.80)	-	-	-
Difference between book balance and tax balance of property, plant and equipment	54.09	(46.82)	-	141.24	148.51
Financial assets measured at fair value through other comprehensive income	-	-	26.65	- -	26.65
Derecogntion of financial instruments measured under amortised cost category	103.44	1,018.98	-	- -	1,122.42
Financial assets measured at amortised cost	16.32	(16.32)	-	-	-
Financial liabilities measured at amortised cost	31.77	(31.77)	-	-	-
Total (B):	**206.42**	**923.27**	**26.65**	**141.24**	**1,297.58**
Deferred tax assets (net) (A-B)	**635.81**	**325.50**	**(25.01)**	**(141.24)**	**795.06**

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 14
Deferred tax assets (net) (continued):

Movement in deferred tax assets (net)	Balance as at 1 April 2018	Recognised in profit and loss	Recognised in other comprehensive income	Other movement	Balance as at 31 March 2019
Deferred tax assets:					
Provision for contingencies	2.62	17.04	-	-	19.66
Impairment loss allowance	179.39	254.32	-	-	433.71
Disallowances u/s. 40A(7) of the Income-tax Act, 1961	18.72	15.45	-	-	34.17
Disallowances u/s. 43B of the Income-tax Act, 1961	5.37	3.30	3.06	-	11.73
Tax losses carried forward	57.70	(9.62)	-	-	48.08
Financial assets measured at amortised cost	114.47	(103.75)	-	-	10.72
Lease equalisation reserve	4.00	6.99	-	-	10.99
Share based payments	86.09	121.33	-	-	207.42
Minimum alternate tax credit entitlement	62.93	2.82	-	-	65.75
Total (A):	**531.29**	**307.88**	**3.06**	**-**	**842.23**
Deferred tax liabilities:					
Financial assets measured at fair value through profit and loss	7.09	(6.29)	-	-	0.80
Difference between book balance and tax balance of property, plant and equipment	31.62	22.47	-	-	54.09
Derecogntion of financial instruments measured under amortised cost category	-	103.44	-	-	103.44
Financial assets measured at amortised cost	-	16.32	-	-	16.32
Financial liabilities measured at amortised cost	14.01	17.76	-	-	31.77
Total (B):	**52.72**	**153.70**	**-**	**-**	**206.42**
Deferred tax assets (net) (A-B)	**478.57**	**154.18**	**3.06**	**-**	**635.81**

Note - 15
Investment accounted for using equity method

	As at 31 March 2020	As at 31 March 2019
Investment in associate (unquoted, at cost)		
Nil (31 March 2019: 2,137,981) equity shares of ₹ 10 each, of Transerv Limited	-	357.04
Less : Share of loss in associate (refer note - 60C)	-	(0.28)
	-	**356.76**

Notes:

a) Equity investments in associate are measured at cost as per provision of Ind AS 27 on 'Seperate Financial Statements'.

b) The Group had acquired 33% equity stake of "TranServ Limited" (formerly known as "TranServ Private Limited") (hereinafter referred to as "Investee") on 29 March 2019. The Group exercises significant influence over the investee and accordingly, the same has been accounted for as an "Associate" as per the provisions of Ind AS 28 "Investments in associates and joint venture".

DHANI LOAN AND SERVICES LIMITED
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Annexure - V
Summary of significant accounting policies and other explanatory information to Reformatted Consolidated Ind AS Financial Information for the year ended 31 March 2020
(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 16A
Property, plant and equipment

	Furniture and fixtures	Vehicles#	Office equipment	Computers	Server and networks	Freehold land	Total
Gross block (at cost)							
As at 1 April 2018	43.40	41.52	30.08	146.38	-	-	**261.38**
Additions during the year	36.86	5.41	36.58	150.73	-	1.30	230.88
Sales/adjustment during the year	-	-	0.24	0.08	-	-	0.32
As at 31 March 2019	**80.26**	**46.93**	**66.42**	**297.03**	**-**	**1.30**	**491.94**
Addition on acquisition of subsidiary	0.03	-	0.12	1.91	-	-	2.06
Additions during the year	295.95	5.40	63.13	62.73	28.72	-	455.93
Sales/adjustment during the year	0.81	5.75	0.50	0.27	-	-	7.33
As at 31 March 2020	**375.43**	**46.58**	**129.17**	**361.40**	**28.72**	**1.30**	**942.60**
Accumulated depreciation							
As at 1 April 2018	2.90	6.26	3.62	24.34	-	-	**37.12**
Depreciation during the year	6.67	7.56	9.92	59.35	-	-	83.50
Sales/adjustment during the year	-	-	0.22	0.08	-	-	0.30
As at 31 March 2019	**9.57**	**13.82**	**13.32**	**83.61**	**-**	**-**	**120.32**
Addition on acquisition of subsidiary	0.02	-	0.08	1.22	-	-	1.32
Depreciation during the year	24.14	7.79	22.15	92.46	2.15	-	148.69
Sales/adjustment during the year	0.63	1.09	0.49	0.15	-	-	2.36
As at 31 March 2020	**33.10**	**20.52**	**35.06**	**177.14**	**2.15**	**-**	**267.97**
Net Block as at 31 March 2019	**70.69**	**33.11**	**53.10**	**213.42**	**-**	**1.30**	**371.62**
Net Block as at 31 March 2020	**342.33**	**26.06**	**94.11**	**184.26**	**26.57**	**1.30**	**674.63**

Includes vehicles having carrying value of ₹ 6.18 million which are hypothecated to banks against the respective loans.
(a) Refer note Note - 45B, for disclosure of contractual commitments to be executed on capital account for property, plant and equipment.

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 16B
Right-of-use assets

	Building office premises
As at 1 April 2019	**-**
Reclassified on account of adoption of Ind AS 116	2,338.97
Additions during the year	515.99
Deletion	(138.29)
Depreciation during the year	(434.64)
As at 31 March 2020	**2,282.03**

Note - 16C
Intangible assets under development

As at 1 April 2018	6.82
Additions during the year	125.00
Capitalised during the year	(107.21)
As at 31 March 2019	**24.61**
Additions during the year	78.53
Capitalised during the year	(48.88)
As at 31 March 2020	**54.26**
As at 31 March 2019	**24.61**

Note - 16D
Goodwill on consolidation

	Goodwill on consolidation
As at 1 April 2018	-
Add: Adjustment on acquisition	-
Less: Adjustment on disposal of subsidiary	-
As at 31 March 2019	**-**
Add: Adjustment on acquisition	358.67
Less: Adjustment on disposal of subsidiary	-
As at 31 March 2020	**358.67**

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(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 16E

Other intangible assets	**Software**
Gross block (at cost)	
As at 1 April 2018	399.78
Additions during the year	348.12
Sales/adjustment during the year	-
As at 31 March 2019	**747.90**
Addition on acquisition of subsidiary	146.75
Additions during the year	778.66
Sales/adjustment during the year	-
As at 31 March 2020	**1,673.31**
Accumulated amortisation	
As at 1 April 2018	66.41
Amortisation during the year	145.08
Sales/adjustment during the year	-
As at 31 March 2019	**211.49**
Addition on acquisition of subsidiary	90.60
Amortisation during the year	412.02
Impairment during the year	1.38
Sales/adjustment during the year	-
As at 31 March 2020	**715.49**
Net Block as at 31 March 2019	**536.41**
Net Block as at 31 March 2020	**957.82**

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(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 17
Other non-financial assets

	As at 31 March 2020	As at 31 March 2019
(a) Capital advances	1,359.87	181.40
(b) Prepaid expenses	153.82	338.11
(c) Balance with government authorities	549.66	334.01
(d) Advances to suppliers	395.66	268.02
(e) Advance against assigned assets	230.31	-
(f) Others	3.98	3.17
	2,693.30	**1,124.71**

Note - 18
Derivative financial instruments

	As at 31 March 2020		As at 31 March 2019	
	Notional amounts	Liabilities	Notional amounts	Liabilities
Part I				
Index linked derivatives	-	-	1,228.22	20.94
Total derivative financial instruments	**-**	**-**	**1,228.22**	**20.94**
Part II				
Included are derivatives held for hedging and risk management purpose as follows:				
(i) Undesignated derivatives				
- Index linked derivatives	-	-	1,228.22	20.94
Total derivative financial instruments	**-**	**-**	**1,228.22**	**20.94**

Note - 19
Trade payables

	As at 31 March 2020	As at 31 March 2019
(a) Total outstanding due to micro enterprises and small enterprises (i)	0.24	-
(b) Total outstanding due to creditors other than micro enterprises and small enterprises	720.54	585.42
	720.78	**585.42**

(i) Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED):
Details of trade payable dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars	**As at 31 March 2020**	**As at 31 March 2019**
Principal amount remaining unpaid to any supplier and service provider at the end of each reporting year	0.24	-
Interest due thereon	-	-
Interest paid by the Group in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid as at end of the year	-	-

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the auditors.

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 20
Other payables

	As at 31 March 2020	As at 31 March 2019
(a) Total outstanding due to micro enterprises and small enterprises (i)	-	-
(b) Total outstanding due to creditors other than micro enterprises and small enterprises	339.83	219.19
	339.83	**219.19**

(i) Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:
Details of other payable dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars	As at 31 March 2020	As at 31 March 2019
Principal amount remaining unpaid to any supplier and service provider at the end of each reporting year	-	-
Interest due thereon	-	-
Interest paid by the Group in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid as at end of the year	-	-

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the auditors.

Note - 21
Debt securities (at amortised cost)

	As at 31 March 2020	As at 31 March 2019
Unsecured		
Non- convertible debentures - secured (i)	7,967.72	7,848.62
Commercial papers (unsecured) (ii)	-	9,500.00
Total	**7,967.72**	**17,348.62**
Debt securities in India	7,967.72	17,348.62
Debt securities outside India	-	-
Total	**7,967.72**	**17,348.62**

DHANI LOAN AND SERVICES LIMITED
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Note - 21
Debt securities (at amortised cost) (Continued)
Note:
i) Secured redeemable non convertible debentures (payable at par unless otherwise stated) include:

Particulars	As at 31 March 2020	As at 31 March 2019
10.6% redeemable non-convertible debentures of face value ₹ 1 million each redeemed on 14 November 2019.	-	1,691.18
10.75% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 May 2021 in one instalment.	3,740.42	3,709.28
10.75% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 May 2021 in one instalment.	272.69	243.90
10.40% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 May 2022 in one instalment.	321.13	319.29
10.90% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 May 2022 in one instalment.	746.42	742.15
10.90% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 May 2022 in one instalment.	260.54	233.26
10.50% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 March 2024 in one instalment.	463.48	461.80
11.00% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 March 2024 in one instalment.	257.05	256.12
11.00% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 March 2024 in one instalment.	213.85	191.64
10.00% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 31 July 2020 in one instalment.	131.27	-
10.27% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2021 in one instalment.	69.19	-
10.25% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2021 in one instalment.	36.21	-
9.95% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2022 in one instalment.	118.26	-
10.41% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2022 in one instalment.	116.71	-
10.40% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2022 in one instalment.	44.24	-
10.13% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2024 in one instalment.	148.60	-
10.61% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2024 in one instalment.	121.60	-
10.60% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2024 in one instalment.	45.16	-
10.00% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 10 October 2020 in one instalment.	618.73	-
10.12% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 6 September 2021 in one instalment.	11.99	-
10.10% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 6 September 2021 in one instalment.	5.03	-
9.81% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 6 September 2022 in one instalment.	29.33	-

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 21
Debt securities (at amortised cost) (Continued)

Particulars	As at 31 March 2020	As at 31 March 2019
10.27% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 6 September 2022 in one instalment.	22.19	-
10.25% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 6 September 2022 in one instalment.	8.94	-
10.04% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 6 September 2024 in one instalment.	37.39	-
10.52% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 6 September 2024 in one instalment.	116.48	-
10.50% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 6 September 2024 in one instalment.	10.82	-
Total	**7,967.72**	**7,848.62**

Non-convertible debentures are secured by way of first ranking pari-passu charge on the current assets (including investments) of the Holding Company, both present and future; and on present and future loan assets of the Holding , including all monies receivable for the principal amount and interest thereon.

ii) Unsecured commercial papers:

Particulars	As at 31 March 2020	As at 31 March 2019
This amount is repayable in one instalment in June 2019.	-	500.00
This amount is repayable in one instalment in May 2019.	-	4,500.00
This amount is repayable in one instalment in May 2019.	-	1,250.00
This amount is repayable in one instalment in June 2019.	-	2,000.00
This amount is repayable in one instalment in May 2019.	-	1,250.00
Total	**-**	**9,500.00**

Commercial paper carried an interest in the range of 8.75 % per annum to 9.50% per annum

Note - 22
Borrowings (other than debt securities) (at amortised cost)

	As at 31 March 2020	As at 31 March 2019
Term loans		
- From banks - secured (i)	30,095.66	49,969.99
Loans from related parties		
- Ultimate Holding Company of Group- unsecured (ii)	793.00	6,447.00
Loans repayable on demand from banks- secured	250.77	1,472.96
Bank overdraft-secured (iii)	8.24	8,168.77
Vehicle loans from bank - secured (iv)	3.51	10.18
Liability against securitised assets	9,215.61	4,082.85
Total	**40,366.79**	**70,151.75**
Borrowings in India	40,366.79	70,151.75
Borrowings outside India	-	-
Total	**40,366.79**	**70,151.75**

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 22
Borrowings (other than debt securities) (at amortised cost) (continued):

i) Term loans from banks includes:

Particulars	**As at 31 March 2020**	**As at 31 March 2019**
This loan is repayable in 13 quarterly equated instalments commencing from December 2017 with last instalment falling due in year 2019-20.	-	268.31
This loan is repayable in 16 quarterly equated instalments with moratorium period of 1 years from the date of disbursement. Loan repayment commencing from December 2018 with last instalment falling due in year 2022-23.	624.67	874.37
This loan is repayable in 13 quarterly equated instalments commencing from December 2017 with last instalment falling due in year 2019-20.	-	940.49
This loan is repayable in one instalment in April 2019.	-	1,499.96
This loan is repayable in 2 equated annual instalments with moratorium period of 48 months from the date of disbursement. Loan repayment commencing from September 2021 with last instalment falling due in year 2022-23.	2,989.64	2,984.45
This loan is repayable in 2 equated annual instalments with moratorium period of 48 months from the date of disbursement. Loan repayment commencing from September 2021 with last instalment falling due in year 2022-23.	2,989.15	2,983.72
This loan is repayable in 2 equated annual instalments with moratorium period of 36 months from the date of disbursement. Loan repayment commencing from September 2021 with last instalment falling due in year 2022-23.	4,998.82	4,998.21
This loan is repayable in one instalment in September 2019.	-	9,991.85
This loan is repayable in 2 equated annual instalments with moratorium period of 48 months from the date of disbursement. Loan repayment commencing from June 2022 with last instalment falling due in year 2023-24.	1,496.69	1,495.47
This loan is repayable in 13 equated quarterly instalments with first instalment due at the end of 3 months from the date of disbursement. Loan repayment commencing from September 2018 with last instalment falling due in year 2021-22.	460.74	767.13
This loan is repayable in 12 equated quarterly instalments which shall commence from the quarter end during which the limit is disbursed. Loan repayment commencing from December 2018 with last instalment falling due in year 2021-22.	989.00	1,637.81
This loan is repayable in one instalment in September 2019.	-	3,000.00
This loan is repayable in one instalment in September 2020.	2,942.18	-
This loan is repayable in 18 equated monthly instalments after moratorium of 7 months. Loan repayment commencing from May 2019 with last instalment falling due in year 2020-21.	3,878.49	9,918.44
This loan is repayable in five years with instalments of ₹ 750.00 million each to be paid for the first six instalments and instalments of ₹ 1,00.00 million each to be paid for the last five instalments. Loan repayment commencing from January 2019 with last instalment falling due in year 2023-24.	2,744.40	4,237.98
This loan is repayable in five years with instalments of ₹ 450.00 million each to be paid for the first six instalments and instalments of ₹ 60.00 million each to be paid for the last five instalments. Loan repayment commencing from July 2019 with last instalment falling due in year 2024-25.	2,094.82	-
This loan is repayable in five years with instalments of ₹ 546.00 million each to be paid for the first six instalments and instalments of ₹ 72.80 million each to be paid for the last five instalments. Loan repayment commencing from July 2019 with last instalment falling due in year 2024-25.	2,541.78	3,628.24
This loan is repayable in 3 equated instalments of ₹ 2,500 million each at the end of 3rd, 4th and 5th year after a moratorium period of 2 years.	745.28	743.56
This working capital demand loan is repayable in one instalment in June 2020.	600.00	-
Total	**30,095.66**	**49,969.99**

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 22

Borrowings (other than debt securities) (at amortised cost) (continued):

a. Secured by way of first pari-passu charge over loans and advances, receivables and current assets (including cash and cash equivalents, investments in debt mutual funds and liquid mutual funds) and future book debts of the Holding Company

b. Interest rate on term loans varies from 8.70% to 10.75% per annum (31 March 2019 - 8.90% to 10.75% per annum).

(ii) Loan from related party carries rate of interest range between 8.25% to 14.90% per annum and shall be repaid within 5 years as per the terms of the agreement

iii) Overdraft from banks are secured against pleadge of fixed deposits of the Group (31 March 2019: pledge of fixed deposits and corporate guarantee of the Ultimate Holding Company) and carries interest at the rate of 0.75% per annum in addition to the respective interest paid on the pledge of fixed deposit.

iv) Vehicle loans are secured against hypothecation of the vehicles purchased. The rate of interest of such term loans ranges between 8.75% to 10.30% per annum (as at 31 March 2019: 7.75% to 10.30% per annum). The term loans are repayable in equated monthly installments of 5 years.

Note - 23

Lease Liabilities

	As at 31 March 2020	As at 31 March 2019
Lease liabilities (refer note - 44)	2,410.77	-
	2,410.77	**-**

Note - 24

Other financial liabilities

	As at 31 March 2020	As at 31 March 2019
Interest accrued on debt securities	75.06	41.00
Interest accrued on borrowings (other than debt securities)	137.92	80.80
Temporary overdraft bank balances as per books	1,089.83	4,050.18
Payable towards assignment transactions	281.09	108.90
Expenses payable	143.68	136.90
Other payable	269.70	-
	1,997.28	**4,417.78**

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 25
Provisions

	As at 31 March 2020	As at 31 March 2019
Provision for employee benefits:		
Provision for gratuity (refer note 48 (ii))	173.86	101.68
Provision for compensated absences	93.61	34.60
For others		
Provision for contingencies*	0.99	223.66
	268.46	**359.94**

* Disclosure under Ind AS - 37 "Provisions, Contingent Liabilities and Contingent Assets": Movements in each class of provision during the financial year, are set out below:

Particulars	Amount
Balance as at 1 April 2018	**137.79**
Additional provision recognised	221.22
Amounts used during the year	(135.35)
Balance as at 31 March 2019	**223.66**
Additional provision recognised	-
Amount used during the year	(222.67)
Balance as at 31 March 2020	**0.99**

Note - 26
Other non-financial liabilities

	As at 31 March 2020	As at 31 March 2019
Lease equalisation reserve	-	31.45
Payable to Ultimate Holding Company of Group for purchase of shares	-	55.00
Advance from customers	117.04	107.82
Statutory liabilities	499.35	232.70
	616.39	**426.97**

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 27
Equity share capital

	As at 31 March 2020		As at 31 March 2019	
	No. of shares	Amount	No. of shares	Amount
(i) Authorised				
Equity shares of face value of ₹ 10 each	8,00,00,000	800.00	8,00,00,000	800.00
	8,00,00,000	**800.00**	**8,00,00,000**	**800.00**

(ii) Issued, subscribed and paid up

	As at 31 March 2020		As at 31 March 2019	
	No. of shares	Amount	No. of shares	Amount
Issued, subscribed and fully paid up:				
Equity shares of face value of ₹ 10 each	6,11,88,000	611.88	6,11,88,000	611.88
	6,11,88,000	**611.88**	**6,11,88,000**	**611.88**

(iii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the financial year :

Equity shares

	For the year ended 31 March 2020		For the year ended 31 March 2019	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	6,11,88,000	611.88	2,45,51,565	245.52
Add: Issued during the year	-	-	3,66,36,435	366.36
Balance at the end of the year	**6,11,88,000**	**611.88**	**6,11,88,000**	**611.88**

(iv) Terms/rights attached to equity shares
The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to received remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(v) Shares held by shareholders each holding more than 5% shares and holding company:

No. of shareholders	As at 31 March 2020		As at 31 March 2019	
	No. of shares	% of holding	No. of shares	% of holding
Dhani Services Limited and its nominees (Ultimate Holding Company)	6,11,88,000	100%	6,11,88,000	100%

As per records of the Holding Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(vi) The Holding Company has not issued any bonus shares during the current year and five years immediately preceeding current year.

(vii) There are no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issue and bought back during the last five years.

(All amounts are in Indian Rupees in million unless stated otherwise)

Note 27 A

Instruments entirely equity in nature

	As at 31 March 2020		As at 31 March 2019	
	No. of shares	**Amount**	**No. of shares**	**Amount**
A. Authorised				
Preference shares of face value of ₹ 10 each	55,00,000	55.00	55,00,000	55.00
	55,00,000	**55.00**	**55,00,000**	**55.00**
B. Issued, subscribed and paid up				
Compulsorily convertible preference shares of face value of ₹ 10 each	-	-	-	-
	-	-	-	-

C. Reconciliation of the compulsory convertible preference shares outstanding at the beginning and at the end of the reporting year

	As at 31 March 2020		As at 31 March 2019	
	No. of shares	**Amount**	**No. of shares**	**Amount**
Balance at the beginning of the year	-	-	55,00,000	55.00
Add: Issued during the year	-	-	-	-
Less: Adjusted during the year*			(55,00,000)	(55.00)
Balance at the end of the year	-	-	-	-

* During the year ended 31 March 2019, the Holding Company had modified the terms of these convertible preference shares from being compulsorily convertible to optionally convertible on 12 March 2019. Later on, these preference shares were redeemed on 15 March 2019 at the transaction value.

D. Terms/rights attached to equity shares / compulsory convertible preference shares

The Holding Company has only one class of preference shares having a par value of Rs. 10 per share. These can be converted in equity shares at any time up to 20 years from date of issuance. These shares carry 0.001% as dividend percentage which is to be paid as and when declare and approve by Board of directors.

E. No preference shares have been bought back during the period of five years immediately preceding 31 March 2020.

F. No preference shares have been issued for consideration other than cash during the period of five years immediately preceding 31 March 2020.

Note - 28

Other equity

	As at 31 March 2020	As at 31 March 2019
Statutory reserves	1,327.00	1,218.49
Capital reserve	(627.68)	-
Securities premium	37,053.44	37,053.44
Capital redemption reserve	10.00	10.00
Debenture redemption reserve	-	41.65
Other component of equity	64.36	-
Deemed equity contribution by Ultimate Holding Company of Group	136.74	122.57
General reserve	70.19	81.58
Share options outstanding account	659.46	593.13
Retained earnings	2,044.83	4,743.55
Change in fair value of loan assets through other comprehensive income	79.25	-
Equity attributable to the owners of the Holding Company	**40,817.59**	**43,864.41**
Total non- controlling interest	1,164.28	0.50
Total other equity	**41,981.87**	**43,864.91**

Note - 28
Other equity (continued)

Nature and purpose of other reserves:

Statutory reserves
The reserve is created as per the provision of Section 45(IC) of Reserve Bank of India Act, 1934. This is a restricted reserve and no appropriation can be made from this reserve fund except for the purpose as may be prescribed by Reserve Bank of India.

Capital reserve
Capital reserve represents reserves created pursuant to the business combination upto year end.

Securities premium

Securities premium represents premium received on issue of shares. The account can be utilised in accordance with the provisions of the Act.

Capital redemption reserve
The same had been created in accordance with provisions of the Act on account of redemption of preference shares.

Debenture redemption reserve
The Act requires Companies that issue debentures to create as debenture redemption reserve from annual profits until such debentures are redeemed. The Company is required to transfer a specified percentage (as provided in the Companies Act, 2013) of the outstanding redeemable debentures to debenture redemption reserve. However, pursuant to the Companies (Share Capital and Debentures) Amendment Rules, 2019 notified on 16 August 2019 by Ministry of Corporate Affairs (MCA), debenture redemption reserve is not required for debentures issued by All India Financial Institutions regulated by Reserve Bank of India and Banking Companies for both public as well as privately placed debentures.

Change in fair value of loan assets through other comprehensive income
This reserve has been created against change in business model for loan against property ("LAP"), business installments loan and personal loan from " hold to collect" to "hold to collect and sale".

General reserve
The Group is required to create a general reserve out of the profits when the Group declares dividend to shareholders.

Share option outstanding account
The reserve is used to recognise the fair value of the options issued to employees of the Company under Ultimate Holding Company of Group ESOP's plan.

Deemed equity contribution by Ultimate Holding Company of Group
The reserve has been created against initial measurement of financial guarantee (given by Ultimate Holding Company of Group) at fair value.

Other component of equity
The reserve has been created against excercised amount of employee stock option (issued by Ultimate Holding Company of Group).

Retained earnings
Retained earning is a free reserve, retained from Company's profit to meet future obligations. This amount can be distributed by the Company as dividend to its equity shareholders, considering the requirement of the Companies Act, 2013.

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(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 29
Interest income

	For the year ended 31 March 2020	For the year ended 31 March 2019
On financial assets measured at amortised cost -		
- Interest on loans	17,204.03	14,588.77
- Interest on deposits with banks	233.50	75.36
- Other interest income	563.78	174.95
On financial assets measured at fair value through profit or loss -		
Interest income from investments		
- Bonds	63.81	85.61
- Commercial paper	120.06	17.42
- Commercial deposits	34.57	10.08
Total	**18,219.75**	**14,952.19**

Note - 30
Dividend income

	For the year ended 31 March 2020	For the year ended 31 March 2019
Dividend on investments	493.49	253.48
Total	**493.49**	**253.48**

Note - 31
Fees and commission income

	For the year ended 31 March 2020	For the year ended 31 March 2019
Commission and brokerage income	334.20	906.10
Foreclosure fees and other related income	913.86	1,183.31
Management fee	24.01	5.19
Remittance and marchant program	12.90	-
Digital wallet program	612.59	-
Total	**1,897.56**	**2,094.60**

Note - 32
Net gain on fair value changes

	For the year ended 31 March 2020	For the year ended 31 March 2019
Net gain/(loss) on financial instruments at fair value through profit or loss		
On trading portfolio		
- Investments	38.14	119.20
- Derivatives	(25.58)	(65.41)
Total net gain on fair value changes	**12.56**	**53.79**
Fair value changes		
- Realised	9.59	46.37
- Unrealised	2.97	7.42
Total net gain on fair value changes	**12.56**	**53.79**

Note - 33
Net gain on derecognition of financial assets

	For the year ended 31 March 2020	For the year ended 31 March 2019
Gain on sale of loan portfolio through assignment	6,166.90	315.80
Gain on derecognition of financial instruments	-	9.96
	6,166.90	**325.76**

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 34
Other income

	For the year ended 31 March 2020	For the year ended 31 March 2019
Net gain on ineffective portion of hedges	-	19.61
Excess provisions written back	19.58	52.49
Profit on sale of property, plant and equipment (net)	0.10	-
Rental income	26.32	-
Miscellaneous income	0.55	0.37
Total	**46.55**	**72.47**

Note - 35
Finance costs

	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest on borrowings	5,731.63	4,930.18
Interest on debt securities	1,424.72	1,093.88
Other interest expense	1,403.49	102.12
Other borrowing costs	17.42	153.99
Total	**8,577.26**	**6,280.17**

Note - 36
Fees and commission expense

	For the year ended 31 March 2020	For the year ended 31 March 2019
Commission expense	10.77	24.91
Digital wallet expenses	272.31	-
Total	**283.08**	**24.91**

Note - 37
Impairment on financial assets (measured at amortised cost)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Impairment allowance on loans	4,350.41	1,030.13
Impairment allowances on trade receivables and others	802.06	3.43
Impairment allownace on interest spread on assigned assets	191.57	-
Loans, trade receivable and other financial assets write off	3,620.94	-
Measured at cost		
Investments written off	-	1.50
Total	**8,964.98**	**1,035.06**

Note - 38
Employee benefits expenses

	For the year ended 31 March 2020	For the year ended 31 March 2019
Salaries and wages	4,066.91	2,294.59
Contribution to provident fund and other funds	54.61	37.57
Share-based payments to employees	150.46	345.65
Staff welfare expenses	78.99	45.79
Total	**4,350.97**	**2,723.60**

Note - 39
Depreciation and amortisation

	For the year ended 31 March 2020	For the year ended 31 March 2019
Depreciation on property, plant and equipment	148.69	83.50
Amortisation on intangible assets	412.02	145.08
Impairment of intangible assets	1.38	-
Depreciation on right-of-use assets	434.64	-
Total	**996.73**	**228.58**

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 40
Other expenses

	For the year ended 31 March 2020	For the year ended 31 March 2019
Lease rent	32.41	317.04
Rates and taxes	29.11	8.48
Office maintenance	129.12	101.16
Repairs and maintenance - others	19.26	15.63
Travelling and conveyance	129.47	55.65
Communication costs	190.58	157.64
Printing and stationery	25.80	20.87
Software expenses	174.33	122.31
Electricity expenses	45.91	29.25
Payment to statutory auditors #	5.12	7.68
Legal and professional charges	2,483.26	1,182.67
Bank charges	242.21	36.31
Web hosting expenses	5.14	3.71
Recruitment expenses	-	2.18
Business promotion	498.78	122.15
Corporate social responsibility expenses (refer note- 47)	62.66	28.41
Loss on modification/derecognition of financial assets	140.19	-
Miscellaneous expenses	32.08	1.73
Total	**4,245.43**	**2,212.87**

# Payment to statutory auditors: (excluding goods and services tax)		
As auditor		
- audit and limited review	5.12	7.49
- in connection with issue of securities*	3.54	1.34
For reimbursement of expenses	-	0.19

*recognised as transaction cost

Note - 41
Tax expense

	For the year ended 31 March 2020	For the year ended 31 March 2019
Current tax		
Income tax for current year	118.13	1,555.84
Deferred tax		
Deferred tax credit	(325.50)	(154.18)
Income tax expense reported in the statement of profit and loss	**(207.37)**	**1,401.66**

The major components of tax expense and its reconciliation to expected tax expense based on the enacted tax rate applicable to the Company is 25.17% (31 March 2019: 29.12%) and the reported tax expense in statement of profit and loss are as follows:

	For the year ended 31 March 2020	For the year ended 31 March 2019
Reconciliation of effective tax rate		
Accounting (loss)/profit before tax expense	(581.64)	5,247.10
Income tax rate	**25.17%**	**29.12%**
Expected tax expense	**(146.39)**	**1,527.96**
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Tax impact on items exempt under income-tax	(117.27)	(157.11)
Tax impact on deductions allowed under income-tax	(3.44)	13.03
Tax impact of expenses which will never be allowed	21.11	56.05
Income chargeable under capital gain (difference of tax rates)	29.61	(145.99)
Earlier years tax adjustments (net)	0.10	0.02
Tax losses for which no deferred tax was recognised	138.79	44.36
Tax impact of difference in tax rate on certain items	(87.93)	63.26
Others	(41.95)	0.08
Income-tax expense	**(207.37)**	**1,401.66**

Change in tax rate
The decrease of the Indian corporate tax rate from 25% to 22% is effective from 1 April 2019 (The Taxation Laws (Amendment) Ordinance, 2019 No. 15 of 2019 dated 22 September 2019). As a result, the relevant deferred tax balances have been remeasured.

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 42
Earnings per equity share

	For the year ended 31 March 2020	For the year ended 31 March 2019
(Loss)/profit available for equity shareholders	**(414.77)**	**3,845.16**
<u>**Basic/diluted earnings per equity share:**</u>		
Weighted average number of equity shares used for computing basic earnings per equity share	6,11,88,000	5,03,46,686
Effect of dilution:		
Add: Preference shares*	-	55,00,000
Weighted average number of equity shares used in computing diluted earnings per equity share	6,11,88,000	5,58,46,686
Face value of equity share (₹)	10.00	10.00
Earnings per equity share -		
- Basic (₹)	(6.78)	76.37
- Diluted (₹)	(6.78)	68.85

* During the year ended 31 March 2019, the Holding Company modified the terms of these convertible preference shares from being compulsorily convertible to optionally convertible on 12 March 2019. Later on these preference shares were redeemed on 15 March 2019 at the transaction value.

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(All amounts are in Indian Rupees in million unless stated otherwise)

Note 43
Business Combination

I. Acquisition of Transerv Limited

On 1 April 2019, the Holding Company, has further acquired 9% shareholding in "Transerv Limited" (formerly known as Transerv Private Limited) and the Holding Company's total shareholding in Transerv Limited stood at 42%. By virtue of control as per Ind AS 110 - Consolidated Financial Statement, "Transerv Limited" has become subsidiary of the Group and same is consolidated in the consolidated financial statements for the financial year 2019-20.

Fair value of identifiable assets acquired and liabilities assumed as on the date of acquisition is as below:

Particulars		Amount
Financial assets		
Bank balance other than cash and cash equivalents		81.14
Trade receivables		4.54
Loans		2.13
Other financial assets		89.67
		177.48
Non-financial assets		
Current tax assets		13.06
Property, plant and equipment		0.75
Intangible assets under development		1.02
Other intangibles		617.35
Other non-financial assets		3.77
		635.95
Total assets (A)		**813.43**
Financial liabilities		
Trade payables		13.03
Other payables		0.52
Other financial liabilities		149.16
		162.71
Non-financial liabilities		
Provisions		4.2
Other non-financial liabilities		3.86
		8.06
Total liabilities (B)		**170.77**
Fair value of identifiable net assets (C=A-B)		**642.66**
Less : cash paid to obtain control	**D**	140.25
Less : investment in subsidiary	**E**	356.759
Less : non-controlling interest	**F**	363.08
Less: deferred tax on intangible assets	**G**	141.24
Goodwill (D+E+F+G-C)		**358.67**

The resultant provisional goodwill amounts to ₹ 358.67 million. Goodwill paid reflects the premium for gaining immediate entry to wallet business with all the regulatory permits and clearances which will enable the Group to participate in the wallet business market.

(All amounts are in Indian Rupees in million unless stated otherwise)

Note 43
Business Combination (continued)

II. Accounting for business combination under common control

As per Ind AS 103 - Business combinations, common control business transaction includes transactions, such as transfer of subsidiaries, between entities within the Group and the business combination under common control is being accounted for using pooling of interest method.

The following accounting has been followed
(a) The assets and liabilities of the combining entities are reflected at their carrying values.
(b) No adjustments are made to reflect fair values, or recognise any new assets or liabilities.
(c) The financial information in the financial statements in respect of prior periods has been as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.

A Acquisition of Indiabulls Distribution Services Limited

On 26 March 2020, Indiabulls Distribution Services Limited ("IDSL") issued and allotted 308,220 equity shares to Indiabulls Consumer Finance Limited. After allotment of said shares ICFL holds 86.04% share of IDSL and IDSL become subsidiary of the Company. Earlier, IDSL was wholly owned subsidiary of Dhani Services Limited (the Holding Company of ICFL) from the date of its incorporation and therefore it was a business combination under common control as per Appendix C of Ind AS 103. As per Ind AS 103, common control business transaction includes transactions, such as transfer of subsidiaries, between entities within the Group. As per Para 8 of Ind AS 103, the business combination under common control is being accounted for using pooling of interest method.

Particulars	**Amount**
Cost of acquisition	4,500.01
Carrying value of identifiable net assets	679.45
Non-controlling interest	95.53
Capital reserve	(5,179.46)
Other Equity	4,934.37

Indiabulls Alternate Investments Limited (a wholly owned subsidiary of IDSL) was also acquired in the abovementioned transaction.

As per para II (c) above, for the purpose of preparation of consolidated financial statements, the financial statements of previous period is and these entities are included in the consolidated financial statements when they came under common control. Therefore, IDSL is included in the financials from the start of the prior period 1 April 2018.

B Acquisition of Indiabulls Investment Advisors Limited

On 20 March 2020, Dhani Loan and Services, formerly known as Indiabulls Consumer Finance Limited, acquired 100% shares of Indiabulls Investment Advisors Limited ("IIAL") from Dhani Services Limited (the Holding Company of DLSL). IIAL was wholly owned subsidiary of Dhani Services Limited from the date of its incorporation and therefore it was a business combination under common control as per Appendix C of Ind AS 103. As per Ind AS 103, common control business transaction includes transactions, such as transfer of subsidiaries, between entities within the Group. As per Para 8 of Ind AS 103, the business combination under common control is being accounted for using pooling of interest method.

Particulars	**Amount**
Consideration transferred	55.00
Carrying value of identifiable net assets	(358.35)
Capital reserve	(413.35)
Other equity	(800.88)

As per para II (c) above, for the purpose of preparation of consolidated financial statements, the financial statements of previous period is and these entities are included in the consolidated financial statements when they came under common control. Therefore, IIAL is included in the financials from the start of the prior period 1 April 2018.

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 44
Leases

The Group has leases for office buildings. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use "ROU" assets. The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublease the asset to another party, the right-of-use asset can only be used by the Group. Some leases contain an option to extend the lease for a further term. The Group is prohibited from selling or pledging the underlying leased assets as security. For leases over office buildings and other premises the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Group is required to pay maintenance fees in accordance with the lease contracts.

A Lease payments not included in measurement of lease liability
The expense relating to payments not included in the measurement of the lease liability is as follows:

Particulars	**Year ended 31 March 2020**
Short-term leases	3.77
Leases of low value assets	-
Variable lease payments	-

B Total cash outflow for leases for the year ended 31 March 2020 was ₹ 567.78 million.

C The Group has total commitment for short-term leases of ₹ Nil as at 31 March 2020.

D Maturity of lease liabilities

The lease liabilities are secured by the related underlying assets. Future minimum lease payments were as follows:

31 March 2020	**Minimum lease payment due**						
	Within 1 year	**1 - 2 Years**	**2 - 3 Years**	**3 - 4 Years**	**4 - 5 Years**	**More than 5 years**	**Total**
Lease Payment	548.96	559.70	486.16	423.98	397.89	944.18	3,360.87
Interest Expense	236.33	201.28	163.58	133.49	102.45	112.99	950.12
Net Present Value	**312.63**	**358.42**	**322.58**	**290.49**	**295.44**	**831.19**	**2,410.75**

E Variable lease payments are expensed in the period they are incurred. Expected future cash outflow as at 31 March 2020 is of Rs. Nil.

F

The table below describe the nature of the Group's lease activities by type of right-of -use asset recognised on balance sheet :

Right of use assets	**Number of leases**	**Range of remaining term**	**Average remaining lease term**	**Number of leases with extension option**	**Number of leases with purchase option**	**Number of leases with termination option**
Office Building	231	2.03 Month to 105.53 Month	81.95 Month	-	-	231

G The total future cash outflows as at 31 March 2020 for leases that had not yet commenced is of ₹ 54.36 million.

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 44
Leases (continued):

H Impact on transition

1 Effective 1 April 2019, the Group has adopted Ind AS 116 "Leases" and applied modified retrospective approach to all lease contracts existing as at 1 April 2019. On transition, the adoption of new standard resulted in recognition of lease liability of ₹ 2,314.65 million and corresponding right of use asset of ₹ 2,338.97 million.

2 For contracts in place as at 1 April 2019, Group has elected to apply the definition of a lease from Ind AS 17 and has not applied Ind AS 116 to arrangements that were previously not identified as lease under Ind AS 17.

3 The Group has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of Ind AS 116, being 1 April 2019.

4 Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Company has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of Ind AS 116.

5 On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets the Group has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straightline basis over the remaining lease term.

6 For those leases previously classified as finance leases, the right-of-use asset and lease liability are measured at the date of initial application at the same amounts as under Ind AS 17 immediately before the date of initial application.

7 On transition to Ind AS 116 the weighted average incremental borrowing rate applied to lease liabilities recognised was 10.50%.

8 The following is a reconciliation of total operating lease commitments at 31 March 2019 (as disclosed in the financial statements for the year ended 31 March 2019) to the lease liabilities recognised at 1 April 2019:

Particulars	Amount
Total operating lease commitments disclosed as at 31 March 2019	3,314.08
Recognition exemptions:	
Leases of low value assets	-
Leases with remaining lease term of less than 12 months	-
Variable lease payments not recognised	-
Operating lease liabilities before discounting	3,314.08
Discounting impact (using incremental borrowing rate)	(999.43)
Operating lease liabilities	2,314.65
Finance lease obligations under Ind AS 17	-
Total lease liabilities recognised under Ind AS 116 at 1 April 2019	**2,314.65**

Following are the changes in the carrying value of right of use assets for the year ended 31 March 2020:

Particulars	Year ended 31 March 2020
Balance as at 1 April 2019	-
Reclassified on account of adoption of Ind AS 116	2,338.97
Additions	515.99
Deletion	(138.29)
Depreciation*	(434.64)
Balance as at 31 March 2020	**2,282.03**

*The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss.

The following is the movement in lease liabilities during the year ended 31 March 2020:

Particulars	Year ended 31 March 2020
Balance as at 1 April 2019	-
Adjustment on account of Ind AS 116	2,314.65
Additions	501.36
Finance cost accrued during the period	258.11
Deletion	(99.33)
Payment of lease liabilities	(564.02)
Balance as at 31 March 2020	**2,410.77**

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 45
A. Contingent liabilities not provided for in respect of:

Particulars	As at 31 March 2020	As at 31 March 2019
Claims against the group not acknowledged as debts in respect of -		
- Cases under Income-tax Act, 1961 (refer note (i-ii) below)	19.26	9.66
Total	**19.26**	**9.66**

(i) Demand pending u/s 143(3) :-

a. For ₹ 9.60 million with respect to FY 2018-19 (Previous year ₹ Nil) against Income tax matter in dispute, Group is hopeful of succeeding in appeals and does not expect any significant liabilities to materialise.

b. For ₹ 9.30 million with respect to FY 2012-13 (Previous year ₹ 9.30 million) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeals).

(ii) Demand pending u/s 143(3) read with section 153A of the Income-tax Act, 1961:-
a. For ₹ 0.17 million with respect to FY 2014-15 (Previous year ₹ 0.17 million) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeals).

b. For ₹ 0.19 million with respect to FY 2015-16 (Previous year ₹ 0.19 million) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeals).

B. Commitments:

Particulars	As at 31 March 2020	As at 31 March 2019
Capital commitment for purchse of property, plant and equipment (net of capital advances paid)	59.63	115.46

Note- 46
Reconciliation of liabilities arising from financing activities
The changes in the Group's liabilities arising from financing activities can be classified as follows:

Particulars	Debt securities	Borrowings (other than debt securities)	Lease liabilities	Total
Balance as at 1 April 2018	3,500.00	35,973.96	-	**39,473.96**
Cash flows:				
- Repayment	(64,641.92)	(76,789.95)	-	(1,41,431.87)
- Proceeds	78,653.97	1,11,052.05 #	-	1,89,706.02
Non cash:				
- Amortisation of upfront fees and others	(163.43)	(84.31)	-	(247.74)
Balance as at 31 March 2019	**17,348.62**	**70,151.75**	**-**	**87,500.37**
Adjustment on account of Ind AS 116			2,314.65	2,314.65
Cash flows:				
- Repayment	(13,750.00)	(59,616.18)	(564.02)	(73,930.20)
- Proceeds	4,182.03	29,766.55 #	-	33,948.58
Non cash:				
- Amortisation of upfront fees and others	187.07	64.67	-	251.74
- Addition during the year (net)	-	-	402.03	402.03
- Others	-	-	258.11	258.11
Balance as at 31 March 2020	**7,967.72**	**40,366.79**	**2,410.77**	**50,745.28**

This includes repayment of ₹ 8,160.52 million in current year and proceeds of ₹ 69.88 million in last year from bank overdraft which is considered under cash and cash equivalents in the cash flow statement.

(All amounts are in Indian Rupees in million unless stated otherwise)

Note- 47
(i) Corporate social responsibility expenses

In accordance with the provisions of section 135 of the Companies Act 2013, the Board of Directors of the Company (where CSR provisions are applicable) had constituted a Corporate Social Responsibility (CSR) Committee. In terms with the provisions of the said Act, the Group was to spend a sum of ₹ 62.66 million (31 March 2019: ₹ 28.41 million) towards CSR activities during the year ended 31 March 2020. The details of amount actually spent by the Group are as follow:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
(a) Gross amount required to be spent by the Group	62.66	28.41
(b) Amount spent on -		
- Construction/acquisition of any asset	-	-
- Any other purpose other than above*	62.66	28.41
(c) Amount unpaid	-	-
Total	**62.66**	**28.41**

*Contribution towards donation/corpus fund paid to Indiabulls Foundation

Note - 48
Employee benefits

(i) Defined contribution plans:
The Group pays fixed contribution to provident fund at predetermined rates to a registered provident fund administered by the Government of India, which invests the funds in permitted securities. Both the Company and employees make predetermined contributions to the Provident Fund. The contributions are normally based on a certain proportion of the employee's salary. Amount of ₹ 54.61 million (31 March 2019 ₹ 37.57 million) pertaining to employers' contribution to provident and other fund is recognised as an expense and included in "Employee benefits expense".

(ii) Defined benefit plans:
The Group operates unfunded gratuity plan which provides lump sum benefits linked to the qualifying salary and completed years of service with the Group at the time of separation. Every employee who has completed 5 years of continuous service is entitled to receive gratuity at the time of his retirement or separation from the organisation, whichever is earlier. The gratuity benefit that is payable to any employee, is computed in accordance with the provisions of "The Payment of Gratuity Act, 1972".

Risks associated with plan provisions

Salary increases	Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Investment risk	If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the plan's liability.
Mortality & disability	Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

Based on the actuarial valuation report, the following table sets out the status of the gratuity plan and the amounts recognized in the Group's financial statements as at balance sheet date:

a.) Amount recognised in the balance sheet is as under:

Particulars	As at 31 March 2020	As at 31 March 2019
Present value of obligation	173.86	101.68
Fair value of plan assets	-	-
Net obligation recognised in balance sheet as provision	**173.86**	**101.68**

DHANI LOAN AND SERVICES LIMITED
(Formerly known as Indiabulls Consumer Finance Limited)
Annexure - V
Summary of significant accounting policies and other explanatory information to Reformatted Consolidated Ind AS Financial Information for the year ended 31 March 2020
(All amounts are in Indian Rupees in million unless stated otherwise)
Note - 48
Employee benefits (continued):

b.) Reconciliation of present value of defined benefit obligation:

Particulars	As at 31 March 2020	As at 31 March 2019
Balance at the beginning of the year	101.68	54.20
Current service cost	61.05	27.30
Interest cost	8.88	4.77
Actuarial loss recognised in other comprehensive income :		
- Demographic assumptions	(0.12)	-
- Financial assumptions	18.96	4.22
- Experience adjustment	(12.31)	(5.54)
Benefits paid	(10.34)	(4.24)
Acquisition adjustments on acquisition of subsidiary/ transfer of employees	6.08	20.97
Balance at the end of the year	**173.88**	**101.68**

c.) Expense recognised in profit or loss:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Current service cost	61.05	27.30
Interest cost	8.88	4.77
Total	**69.93**	**32.07**

d.) Remeasurement recognised in other comprehensive income:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Actuarial loss on defined benefit obligations	6.53	(1.32)
Total	**6.53**	**(1.32)**

e.) Actuarial assumptions
The following were the principal actuarial assumptions at the reporting dates:

Particulars	As at 31 March 2020	As at 31 March 2019
Discount rate	6.80%	7.65%
Salary escalation rate	5.00%	5.00%
Retirement age (years)	60	60
Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	100% of IALM (2006 - 08)
Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	3	3
From 31 to 44 years	2	2
Above 44 years	1	1
Weighted average duration	21.97	22.39

f.) Sensitivity analysis for gratuity liability

Particulars	As at 31 March 2020		As at 31 March 2019	
	Increase	Decrease	Increase	Decrease
Present value of obligation at the end of the year	173.86	173.86	101.68	101.68
Discount rate (0.5% movement)	(13.70)	15.49	(6.83)	7.52
Salary escalation rate (0.5% movement)	15.15	(13.94)	7.70	(7.04)

Sensitivities due to mortality and withdrawals are not material and hence impact of change due to these is not calculated.

Sensitivities as to rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable.

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 48
Employee benefits (continued):

g.) Expected maturity analysis of the defined benefit plans in future years

Particulars	**As at 31 March 2020**	**As at 31 March 2019**
Less than 1 year	2.90	2.28
Between 1-2 years	1.73	1.28
Between 2-5 years	8.33	4.26
Over 5 years	160.90	93.84
Total	**173.86**	**101.66**

Expected contribution for the next annual reporting period	**100.21**	**82.89**

(iii) Other long term employee benefit plans

The Group provides for compensated absences to its employees. The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Group records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The scheme is unfunded and liability for the same is recognised on the basis of actuarial valuation. A provision of ₹ 59.27 million (31 March 2019: ₹ 16.31 million) for the year have been made on the basis of actuarial valuation at the year end and debited to the Statement of Profit and Loss.

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(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 49
Employee stock option schemes:
The employees of the Group Company have been granted option as per the existing schemes of Dhani Services Limited ('the Ultimate Holding Company', 'DSL'). On exercise, the employees will be allotted shares of the the Ultimate Holding Company. The Group has accounted for charge related to its employees amounting to ₹ 150.46 million (31 March 2019 ₹ 345.66 million) with a corresponding credit to equity.

a) Employees Stock Option Scheme - 2008
During the financial year ended 31 March 2009, Dhani Services Limited ('the Ultimate Holding Company') had issued an Employee Stock Option Scheme titled “Indiabulls Ventures Limited Employee Stock Option Scheme - 2008” in accordance with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (“SEBI Guidelines”).

Under the Scheme, the Ultimate Holding Company was authorised to grant 20,000,000 Equity settled options to eligible employees including its directors (other than promoter directors) and employees of its subsidiary companies including their directors. All options under the Scheme are exercisable for Equity Shares of the Ultimate Holding Company. Employees covered by the plan were granted an option to purchase shares of the Ultimate Holding Company subject to the requirements of vesting.

A Compensation Committee constituted by the Board of Directors of the Ultimate Holding Company administered the plan. The Compensation Committee had granted, under the "Indiabulls Ventures Limited Employees Stock Option Scheme - 2008" (“IBVL ESOP - 2008”), 20,000,000 stock options representing an equal number of equity shares of face value ₹ 2 each in the Ultimate Holding Company, to the eligible employees, at an exercise price of ₹ 17.40 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 23 January 2009. The stock options so granted, shall vest in the eligible employees over a period of 10 years beginning from 25 January 2010 being the first vesting date. The options granted under each of the slabs, can be exercised by the grantees within a period of five years from the relevant vesting date.

Further, during the year ended 31 March 2017, the Compensation Committee of IBVL had regranted 9,700,000 stock options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value ₹ 2 each in the Ultimate Holding Company, to the eligible employees, at an exercise price of ₹ 24.15 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 30 June 2016. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 02 July 2017, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

Further, during the year ended 31 March 2018, the Compensation Committee of IBVL had regranted 500,000 and 880,600 stock options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value ₹ 2 each in the Ultimate Holding Company, to the eligible employees, at an exercise price of ₹ 219.65 per equity share and ₹ 254.85 per equity share, respectively, being the latest available closing market price on the National Stock Exchange of India Limited, as on 31 August 2017 and 23 March 2018, respectively. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 2 September 2018 and 25 March 2019 respectively, the first vesting date, the options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

Particulars	IBVL ESOP - 2008			
	20,000,000 options	9,700,000 options regranted	500,000 options regranted	880,600 options regranted
Exercise price (₹)	17.40	24.15	219.65	254.85
Expected volatility *	79.00%	42.97%	46.70%	47.15%
Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil
Option Life (Weighted Average) (in years)	11.00	6.00	6.00	6.00
Expected Dividends yield	22.99%	10.82%	1.27%	1.10%
Risk Free Interest rate	6.50%	7.45%	6.54%	7.56%
Fair value of the options **	0.84	4.31	106.31	130.05

* The expected volatility was determined based on historical volatility data.
** Fair value of the options is computed using the Black Scholes Merton Option Pricing Model and is certified by an independent firm of Chartered Accountants.

Note - 49
Employee stock option schemes:

b) Employees Stock Option Scheme - 2009
During the financial year ended 31 March 2010, the Ultimate Holding Company of Group had issued Employee Stock Option Scheme titled as 'Indiabulls Ventures Limited Employees Stock Option Scheme - 2009' ("IBVL ESOP - 2009"). Under the Scheme, the Ultimate Holding Company of Group was authorised to grant 20,000,000 options, representing equivalent number of equity shares of face value ₹ 2 each in one or more tranches at a price and on such terms and conditions as may be decided by the Compensation Committee, to the eligible employees of the Ultimate Holding Company of Group and its subsidiaries.

During the year ended 31 March 2010, the Compensation Committee constituted granted 10,000,000 stock options representing an equal number of Equity Shares of face value ₹ 2 each in the Ultimate Holding Company of Group, at an exercise price of ₹ 35.25 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 30 November 2009. The stock options so granted, shall vest uniformly over 10 years beginning from 2 December 2010 being the first vesting date. The option granted under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

During the year ended 31 March 2011, the Compensation Committee had further granted 2,050,000 Stock Options representing an equal number of equity shares of face value ₹ 2 each in the Ultimate Holding Company of Group, at an exercise price of ₹ 31.35 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 09 April 2010. As the options have been granted at intrinsic value. The Stock Options so granted, shall vest uniformly over 10 years beginning from 13 April 2011 being the first vesting date. The options granted under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

During the year ended 31 March 2016, the Compensation Committee had regranted under the IBVL ESOP - 2009 10,000,000 stock options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value of ₹ 2 each in the Ultimate Holding Company of Group, at an exercise price of ₹ 27.45 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 24 August 2015. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 26 August 2016, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date. During the year ended 31 March 2017, the Ultimate Holding Company of Group had received the request from various option holders to surrender 10,000,000 stock options, which was accepted by the Ultimate Holding Company of Group.

During the year ended 31 March 2017, the Compensation Committee had further regranted 9,500,000 and 10,000,000 Stock Options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value ₹ 2 each in the Ultimate Holding Company of Group, to the Eligible Employees, at an exercise price of ₹ 16 per equity share and ₹ 24.15 per equity share, respectively, being the latest available closing market price on the National Stock Exchange of India Limited, as on 11 May 2016 and 30 June 2016. As the options have been granted at intrinsic value. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 13 May 2017 and 02 July 2017 respectively, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date. During the year ended 31 March 2017, the Ultimate Holding Company of Group has received the request from various option holders to surrender 10,000,000 stock options, which was accepted by the Ultimate Holding Company of Group.

Note - 49
Employee stock option schemes (continued):

During the year ended 31 March 2018, the Compensation Committee had regranted 10,000,000 and 669,400 Stock Options (surrendered and lapsed options eligible for regrant) representing an equal number of Equity Shares of face value ₹ 2 each in the Ultimate Holding Company of Group, to the Eligible Employees, at an exercise price of ₹ 219.65 per equity share and ₹ 254.85 per equity share, respectively, being the latest available closing market price on the National Stock Exchange of India Limited, as on 31 August 2017 and 23 March 2018 respectively. As the options have been granted at intrinsic value. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 2 September 2018 and 25 March 2019 respectively, the first vesting date, the options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

IBVL ESOP - 2009

Particulars	10,000,000 options	2,050,000 options	10,000,000 options regranted & surrendered	9,500,000 options regranted	1,000,000 options regranted & surrendered	10,000,000 options regranted	669,400 options regranted
Exercise price (₹)	35.25	31.35	27.45	16.00	24.15	219.65	254.85
Expected volatility *	77.00%	48.96%	38.59%	40.74%	42.97%	46.70%	47.15%
Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Option life (weighted average)	10 Years	10 Years	7 Years	6 Years	6 Years	6 Years	6 Years
Expected dividends yield	13.48%	6.86%	9.16%	16.33%	10.82%	1.27%	1.10%
Risk free interest rate	7.50%	8.05%	6.50%	7.45%	7.45%	6.54%	7.56%
Fair value of the options (₹)**	6.48	9.39	4.77	1.38	4.31	106.31	130.05

* The expected volatility was determined based on historical volatility data.
** Fair value of the options is computed using the Black Scholes Merton Option Pricing Model and is certified by an independent firm of Chartered Accountants.

c) Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2019 (“Scheme”).

The Scheme has been adopted and approved pursuant to: (a) a resolution of the Board of Directors of the Ultimate Holding Ultimate Holding Company of Group of Group at its meeting held on 22 October 2019; and (b) a special resolution of the shareholders’ of the Ultimate Holding Company of Group passed through postal ballot on 4 December 2019, result of which were declared on 5 December 2019.

This Scheme comprises:
a. Indiabulls Ventures Limited Employees Stock Option Plan 2019 (“ESOP Plan 2019”)
b. Indiabulls Ventures Limited Employees Stock Purchase Plan 2019 (“ESP Plan 2019”)
c. Indiabulls Ventures Limited Stock Appreciation Rights Plan 2019 (“SARs Plan 2019”)

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the “SBEB Regulations”), the Ultimate Holding Company of Group has set up Indiabulls Ventures Limited - Employees Welfare Trust (Trust) for the purpose of implementation of the Scheme as per the terms of the respective Schemes as aforesaid. The Trust, in compliance with the “SBEB Regulations”, is authorised to purchase upto an aggregate of 10,500,000 (One Crore Five Lakhs) fully paid-up equity shares, being not more than 2% (Two percent) of the fully paid-up equity share capital of the Ultimate Holding Company of Group as on the date of approval of shareholders, from the secondary market.

d) Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2020 (“Scheme”)

The Scheme has been adopted and approved pursuant to: (a) a resolution of the Board of Directors of the Ultimate Holding Ultimate Holding Company of Group of Group at its meeting held on 23 January 2020; and (b) a special resolution of the shareholders’ of the Ultimate Holding Ultimate Holding Company of Group of Group passed through postal ballot on 20 March 2020, result of which were declared on 21 March 2020.

This Scheme comprises:
a. Indiabulls Ventures Limited Employees Stock Option Plan 2020 (“ESOP Plan 2020”)
b. Indiabulls Ventures Limited Employees Stock Purchase Plan 2020 (“ESP Plan 2020”)
c. Indiabulls Ventures Limited Stock Appreciation Rights Plan 2020 (“SARs Plan 2020”)

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the “SBEB Regulations”), the Ultimate Holding Ultimate Holding Company of Group of Group has set up Indiabulls Ventures Limited - Employees Welfare Trust (Trust) for the purpose of implementation of the Scheme as per the terms of the respective Schemes as aforesaid. The Trust, in compliance with the “SBEB Regulations”, is authorised to purchase upto an aggregate of 93,00,000 (Ninety Three Lakhs) fully paid-up equity shares, being not more than 2% (Two percent) of the fully paid-up equity share capital of the Ultimate Holding Ultimate Holding Company of Group of Group as on the date of approval of shareholders, from the secondary market.

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Note - 49
Employee stock option schemes (continued):

The other disclosures in respect of the above stock option schemes are as under:

	IBVL ESOP - 2008			
Total options under the scheme (Nos.)	**2,00,00,000**			
Options granted (Nos.)	**2,00,00,000**	**9,700,000 (regrant)**	**500,000 (regrant)**	**880,600 (regrant)**
Vesting period and percentage	Ten years, 1st Year - 15% 2nd year to 9th year - 10% each year 10th year - 5%	Uniformly over a period of five years	Uniformly over a period of five years	Uniformly over a period of five years
Vesting date	25th January each year, commencing 25 January 2010	2nd July each year, commencing 2 July 2017	2nd September each year, commencing 2 September 2018	25th March each year, commencing 25 March 2019
Exercise price (₹)	17.40	24.15	219.65	254.85
Outstanding as at 1 April 2018 (Nos.)	**12,77,866**	**97,00,000**	**5,00,000**	**8,80,600**
Granted/ regranted during the year (Nos.)	-	-	-	-
Exercised during the year (Nos.)	-	-	-	-
Expired during the year (Nos.)	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	4,06,950	-	-	1,87,000
Outstanding as at 31 March 2019 of the year (Nos.)	**8,70,916**	**97,00,000**	**5,00,000**	**6,93,600**
Vested and exercisable as at 31 March 2019 (Nos.)	8,70,916	38,80,000	1,00,000	1,38,720
Granted/ regranted during the year (Nos.)	-	-	-	-
Exercised during the year (Nos.)	8,70,916	50,50,800	-	25,800
Expired during the year (Nos.)	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	10,000	5,00,000	1,52,000
Outstanding as at 31 March 2020 (Nos.)	**-**	**46,39,200**	**-**	**5,15,800**
Vested and exercisable at the end of the year (Nos.)	-	7,69,200	-	1,92,640
Remaining contractual life (weighted months)	-	66	-	73

- Weighted average exercise price of share during the year ended 31 March 2020: ₹ 198.22 (31 March 2019: not applicable).

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 49
Employee stock option schemes (continued):

	IBVL ESOP - 2009						
Total options under the Scheme (Nos.)	2,00,00,000						
Options granted (Nos.)	**1,00,00,000**	**20,50,000**	**10,000,000 (regrant & surrendered)**	**9,500,000 (regrant)**	**10,000,000 (regrant & surrendered)**	**10,000,000 (regrant)**	**669,400 (regrant)**
Vesting period and percentage	Uniformly over a period of ten years	Uniformly over a period of ten years	Uniformly over a period of five years	Uniformly over a period of five years	Uniformly over a period of five years	Uniformly over a period of five years	Uniformly over a period of five years
Vesting date	December 2nd each year, commencing 2 December 2010	April 13th each year, commencing 13 April 2011	August 26th each year, commencing 26 August 2016	May 13th each year, commencing 13 May 2017	July 2nd each year, commencing 2 July 2017	September 2nd each year, commencing 2 September 2018	March 25th each year, commencing 25 March 2019
Exercise price (₹)	35.25	31.35	27.45	16.00	24.15	219.65	254.85
Outstanding as at 1 April 2018 (Nos.)	**-**	**1,50,000**	**-**	**71,52,500**	**-**	**99,70,000**	**6,69,400**
Granted/ regranted during the year (Nos.)	-	-	-	-	-	-	-
Exercised during the year (Nos.)	-	-	-	-	-	-	-
Expired during the year (Nos.)	-	-	-	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	-	-	6,64,800	-	90,000	4,50,000
Outstanding as at 31 March 2019 (Nos.)	**-**	**1,50,000**	**-**	**64,87,700**	**-**	**98,80,000**	**2,19,400**
Vested and exercisable as at 31 March 2019 (Nos.)	-	50,000	-	16,76,300	-	19,76,000	43,880
Exercised during the year (Nos.)	-	1,00,000	-	32,25,100	-	8,52,600	40,000
Expired during the year (Nos.)	-	-	-	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	-	-	1,65,000	-	1,95,500	-
Outstanding as at 31 March 2020 (Nos.)	**-**	**50,000**	**-**	**30,97,600**	**-**	**88,31,900**	**1,79,400**
Vested and exercisable at the end of the year (Nos.)	-	-	-	-	-	30,34,400	47,760
Remaining contractual life (weighted months)	-	60	-	67	-	67	77

- Weighted average exercise price of share during the year ended 31 March 2020: ₹ 187.29 (31 March 2019: not applicable).

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Note - 50
Segment reporting:
Segment information for the year ended 31 March 2020 as per Indian Accounting Standard 108 - 'Segment Reporting':

(A) Primary segment information (by business segments):

Particluars	For the year ended 31 March 2020					For the year ended 31 March 2019				
	Broking and related activities	Financing and related activities	Other operations	Inter-segment revenue	Total	Broking and related activities	Financing and related activities	Other operations	Inter-segment revenue	Total
(i) Segment revenue	1,357.26	25,796.12	40.74	(403.86)	26,790.26	1,215.29	16,480.59	32.53	(48.59)	17,679.82
(ii) Segment results	200.44	436.95	16.34	-	653.73	588.78	5,362.03	(7.70)	-	5,943.11
Unallocated income net of other unallocated expenditure					(56.79)					(10.63)
Interest expenditure					(1,178.58)					(685.39)
(Loss)/ profit before share of loss of an associate and tax					**(581.64)**					**5,247.09**
Share of loss in an associate					-					(0.28)
(Loss)/ profit before tax					**(581.64)**					**5,246.81**
Tax expense					207.37					(1,401.66)
(Loss)/ profit after tax					**(374.27)**					**3,845.15**
Total other comprehensive income					74.36					(6.57)
Total comprehensive income for the year					**(299.91)**					**3,838.58**
(iii) Segment assets	13,013.97	81,691.77	-		94,705.74	12,732.20	1,24,166.43	-		1,36,898.63
Unallocated corporate assets					2,576.03					1,108.79
Total assets					**97,281.77**					**1,38,007.42**
(iv) Segment liabilities	1,181.47	53,497.57	-		54,679.04	12,630.78	80,896.11	-		93,526.89
Unallocated corporate liabilities					8.97					3.74
Total liabilities					**54,688.01**					**93,530.63**
(v) Capital expenditure including capital advances given (net)										
Unallocated capital expenditure including capital advances					(1,880.49)					(756.98)
Total capital expenditure including capital advances					**(1,880.49)**					**(756.98)**
(vi) Depreciation and amortisation	56.79	939.94	-		996.73	39.49	189.08	-		228.57
Unallocated depreciation and amortisation					-					-
Total depreciation and amortisation					**996.73**					**228.57**
(vii) Non cash expenditure other than depreciation										
Unallocated non cash expenditure other than depreciation					9,087.66					1,075.20
Non cash expenditure other than depreciation					**9,087.66**					**1,075.20**

Note - 50

Segment reporting (continued):

(B) The Group operates solely in one Geographic segment namely "Within India" and hence no separate information for Geographic segment wise disclosure is required.

(C) The Group's primary business segments are reflected based on principal business activities carried on by the Holding Company and its subsidiary companies. The Group's primary businesses are 'Financing and Related activities' and 'Broking and Related activities'. Broking and related activities include business as a brokerage on cross-selling of real estate, and other ancillary services relating to broking activities. Financing and related activities include business financing loans and other ancillary services.

(D) Segment revenue, results, assets and liabilities include amounts identifiable to each segment and amounts allocated on a reasonable basis.

(E) The accounting policies adopted for segment reporting are in line with the accounting policies adopted for preparation of financial information as disclosed in Note 5.

Note - 51

Related party disclosures :

Nature of relationship	:	Names of related parties
(a) Detail of related parties :		
Ultimate Holding Company of the Group	:	Dhani Services Limited (formerly known as Indiabulls Venture Limited)
Fellow subsidiary companies	:	Indiabulls Securities Limited (formerly known as Indiabulls Commodities Limited)
(with whom transactions took place)	:	Pushpanjli Finsolutions Limited
	:	Auxesia Soft Solutions Limited
	:	Devata Tradelink Limited
	:	Evinos Buildwell Limited
	:	Evinos Developers Limited
	:	Savren Buildwell Limited
	:	Krathis Buildcon Limited
	:	Krathis Developers Limited
	:	Dhani Healthcare Limited (formerly known as Pushpanjli Fincon Limited)
	:	Indiabulls Infra Resources Limited
	:	Gyansagar Buildtech Limited
	:	Arbutus Constructions Limited
	:	Indiabulls Consumer Products Limited
	:	Indiabulls Asset Reconstruction Company Limited
Key management personnel	:	Mr. Pinank Jayant Shah, Whole Time Director and Chief Executive Officer
	:	Mr. Gagan Banga, Director
	:	Mr. Alok Kumar Mishra, Director
	:	Mr. Nafees Ahmed, Director
	:	Mr. Ajit Kumar Mittal, Director
	:	Mr. Labh Singh Sitara, Director
	:	Mrs. Preetinder Virk (from 4 December 2018), Director
	:	Mrs. Manjari Ashok Kacker (till 4 December 2018), Director
	:	Mr. Divyesh B Shah, Chief Executive Officer and Whole Time Director of Indiabulls Ventures Limited
Person exercising significant influence	:	Mr. Sameer Gehlaut

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Note - 51

Related party disclosures (continued):

(b) Transactions with related parties :

Natute of tranactions	Key management personnel		Ultimate Holding Company		Fellow subsidiaries	
	For the year ended		For the year ended		For the year ended	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Finance						
- Loans given (Maximum balance outstanding during the year):	-	-	6,050.00	-	8,165.53	243.77
- Loans taken (Maximum balance outstanding during the year):	-	-	25,305.20	21,127.58	165.54	150.00
Share capital						
- Issue of equity shares	-	-	-	25,722.48	-	-
Investment						
- Purchase of equity shares	-	-	55.00	-	2.50	-
- Sale of equity shares	-	-	215.05	-	-	-
Assets						
- Deposit for mark to margin account	-	-	-	4.25	-	-
Liabilities						
- Employee benefits transfer received	-	-	4.39	1.38	0.18	13.91
- Employee benefits transfer paid	-	-	0.41	19.07	0.84	-
Liability transferred by the Company (Provision for employee benefits)	-	-	-	5.16	-	-
Contingent liabilities						
- Fixed deposits pledged	-	-	-	8,710.00	-	-
Income						
- Interest income from loan	-	-	123.99	-	168.14	16.00
- Consultancy fee	-	-	-	40.00	-	-
- Reimbursement of expenses received	-	-	54.15	286.63	2.44	-
Expenses						
- Brokerage paid	-	-	1.44	2.56	-	-
- Interest expense	-	-	949.36	980.10	6.64	13.00
- Dividend paid	-	-	1,728.56	-	-	-
- Professional/ Consultancy charges	-	-	-	-	-	0.75
- Reimbursement of expenses paid	-	-	47.82	28.37	0.35	-
Non convertible debentures issued	-	1.00	-	-	-	-
Compensation to key management personnel						
- Short term employee benefits	26.71	28.22	-	-	-	-
- Sitting fees	1.20	2.18	-	-	-	-
- Post employee benefits- gratuity	0.20	1.32	-	-	-	-
- Other long-term benefits- compensated absences	0.80	1.28	-	-	-	-
- Share based payment expenses	49.34	84.43	-	-	-	-

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 51
Related party disclosures (continued):

(c) Balance outstanding at the end of the period :

Nature of tranactions	Key management personnel		Ultimate Holding Company		Fellow subsidiaries	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
(i) Loans given	-	-	-	-	6,190.20	2,446.31
(ii) Loans taken	-	-	793.00	6,447.00	-	-
(iii) Deposit for mark to market margin account	-	-	-	30.91	-	-
(iv) Fixed deposits pledged (excluding interest accrued)	-	-	-	8,710.00	-	-

Note: Related party relationships as given above are as identified by the Group.

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Note - 52
Financial instruments
A. Financial assets and liabilities
The carrying amounts of financial instruments by category are as follows:

Particulars	Note	As at 31 March 2020	As at 31 March 2019
Financial assets measured at fair value			
Investments measured at -			
- Fair value through profit and loss	Note - 11	5,875.40	5,794.09
- At cost	Note - 11	-	60.60
Loans measured at:			
Fair value through other comprehensive income	Note - 10	4,877.36	-
Financial assets measured at amortised cost			
Cash and cash equivalents	Note - 6	19,909.14	9,496.89
Bank balance other than cash and cash equivalents	Note - 7	3,872.46	1,504.62
Receivables -			
(i) Trade receivables	Note - 8	1,311.51	2,003.37
(ii) Other receivables	Note - 9	586.52	996.54
Loans	Note - 10	43,108.29	1,05,228.80
Security deposits	Note - 12	3,475.01	9,093.78
Other financial assets	Note - 12	5,110.51	376.96
Total		**88,126.20**	**1,34,555.65**

Financial liabilities measured at fair value			
Derivative financial instruments	Note - 18	-	20.94
Financial liabilities measured at amortised cost			
Trade payables	Note - 19	720.78	585.42
Other payables	Note - 20	339.83	219.19
Debt securities (including interest accrued)	Note - 21	8,042.78	17,389.62
Borrowings (other than debt securities) (including interest accrued)	Note - 22	40,504.71	70,232.55
Lease liabilities	Note - 23	2,410.77	-
Other financial liabilities	Note - 24	1,784.30	4,295.98
Total		**53,803.17**	**92,743.70**

B. Fair values hierarchy
Financial assets and financial liabilities are measured at fair value in the financial statements and are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

The categories used are as follows:
Level 1: Quoted prices (unadjusted) for identical instruments in an active market;
Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and
Level 3: Inputs which are not based on observable market data (unobservable inputs).

B.1 Financial assets and liabilities measured at fair value - recurring fair value measurements

As at 31 March 2020	Level 1	Level 2	Level 3	Total
Financial assets				
Investments at fair value through profit and loss				
Debt securities	5,059.89	-	-	**5,059.89**
Mutual fund	815.51	-	-	**815.51**
Loans measured at fair value through other comprehensive income				
Loans	-	-	4,877.36	**4,877.36**
Financial liabilities at fair value through profit and loss				
Derivative liability	-	-	-	**-**

As at 31 March 2019	Level 1	Level 2	Level 3	Total
Financial assets				
Investments at fair value through profit and loss				
Debt securities	261.75	-	-	**261.75**
Mutual funds	5,532.34	-	-	**5,532.34**
Financial liabilities at fair value through profit and loss				
Derivative liability	20.94	-	-	**20.94**

Valuation process and technique used to determine fair value
Specific valuation techniques used to value financial instruments include:
(a) the use of quoted market prices for quoted equity instruments and debt securities.
(b) the use of quoted market prices for derivative contracts at balance sheet date. For hedge related disclosures, refer note 55.
(c) the use of net asset value for certificate of deposits and mutual funds on the basis of the statement received from investee party.

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 52

Financial instruments (continued):

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements.

Particulars	Fair value		Significant unobservable inputs
	As at 31 March 2020	As at 31 March 2019	
Loans	4,905.72	-	Estimated cash flows and discount rate

Sensitivity analysis

Description	For the year ended 31 March 2020	For the year ended 31 March 2019
Impact of change in rates on total comprehensive income statement		
- Impact due to increase of 1.0%	40.48	-
- Impact due to decrease of 1.0%	(39.10)	-

Movement of loans measured using unobservable inputs (Level 3):

Particulars	As at 31 March 2020	As at 31 March 2019
As the beginning of the year	-	-
Add: Addition during the year	56,968.61	-
Less: Redeemed during the year	(52,168.79)	-
Add: Gain recognised in statement of profit and loss	105.90	-
As the end of the year	**4,905.72**	-

B.2 Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:

Particulars	As at 31 March 2020		As at 31 March 2019	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Cash and cash equivalents	19,909.14	19,909.14	9,496.89	9,496.89
Bank balance other than cash and cash equivalents	3,872.46	3,872.46	1,504.62	1,504.62
Receivables -				-
(i) Trade receivables	1,311.51	1,311.51	2,003.37	2,003.37
(ii) Other receivables	586.52	586.52	996.54	996.54
Loans	43,108.29	43,114.15	1,05,228.80	1,07,836.65
Security deposits	3,475.01	3,475.34	9,093.78	9,088.47
Other financial assets	5,110.51	5,445.66	376.96	379.89
Total	**77,373.44**	**77,714.78**	**1,28,700.96**	**1,31,306.43**
Financial liabilities				
Trade payables	720.78	720.78	585.42	585.42
Other payables	339.83	339.83	219.19	219.19
Debt securities	8,042.78	8,545.47	17,389.62	17,389.62
Borrowings (other than debt securities)	40,504.71	40,516.90	70,232.55	70,347.78
Lease liabilities	2,410.77	2,483.67	-	-
Other financial liabilities	1,784.30	1,784.30	4,295.98	4,295.98
Total	**53,803.17**	**54,390.95**	**92,722.76**	**92,837.99**

The following methods and assumptions were used to estimate the fair values for other assets and liabilities:

(i) The fair values of the Group’s fixed interest bearing loans are determined by applying discounted cash flows (‘DCF’) method. For variable rate interest-bearing loans, carrying value represent best estimate of their fair value.

(ii) The fair value of the Group's non interest bearing security deposits and other financial liabilities are determined by applying Discounted Cash Flows (DCF) method.

(iii) The fair values of the Group's fixed rate interest-bearing debt securities and borrowings are determined by applying discounted cash flows (‘DCF’) method, using discount rate that reflects the issuer’s borrowing rate as at the end of the reporting period. For variable rate interest-bearing debt securities and borrowings, carrying value represent best estimate of their fair value as these are subject to changes in underlying interest rate indices as and when the changes happen.

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Note - 53
Financial risk management

i. Risk Management

As a Non-Banking Financial Company (NBFC), the Group is exposed to various risks that are related to lending business and operating environment. The principal objective in Group 's risk management processes is to measure and monitor the various risks that Group is subject to and to follow policies and procedures to address such risks. Group 's risk management framework is driven by Board and its subcommittees including the Audit Committee, the Asset Liability Management Committee and the Risk Management Committee. Group gives due importance to prudent lending practices and have implemented suitable measures for risk mitigation, which include verification of credit history from credit information bureaus, personal verification of a customer's business and residence, technical and legal verifications, conservative loan to value, and required term cover for insurance. The major types of risk Group face in businesses are liquidity risk, credit risk and interest rate risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

In order to avoid excessive concentration of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

A) Credit risk

Credit risk arises from the potential that an obligor is either unwilling to perform on an obligation or its ability to perform such obligation is impaired resulting in economic loss to the company. The Group's exposure to credit risk is influenced mainly by cash and cash equivalents, bank balance other than cash and cash equivalents, investments, loan assets, trade receivables and other financial assets. The Group continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management

Based on business environment in which the Group operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. The Group assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Group assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

(i) Low credit risk
(ii) Moderate credit risk
(iii) High credit risk

The Group provides for expected credit loss based on the following:

Nature	**Assets covered**	**Basis of expected credit loss**
Low credit risk	Cash and cash equivalents, bank balance other than cash and cash equivalents, investments, loans, trade receivables, security deposits and other financial assets	12 month expected credit loss
Moderate credit risk	Loans	Life time expected credit loss
High credit risk	Loans, trade receivable, other receivable, security	Life time expected credit loss or fully provided for

Assets are written off when there is no reasonable expectation of recovery. The Group continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

Financial assets that expose the entity to credit risk*

Particulars	**As at 31 March 2020**	**As at 31 March 2019**
(i) Low credit risk		
Cash and cash equivalents	19,909.14	9,496.89
Bank balance other than cash and cash equivalents	3,872.46	1,504.62
Trade receivables	602.04	1,774.51
Other receivables	197.06	895.81
Loans	50,153.03	1,03,653.66
Investments	5,875.40	5,794.09
Security deposits	3,473.00	9,091.48
Other financial assets	4,918.94	376.96
(ii) Moderate credit risk		
Loans	2,220.15	733.85
(iii) High credit risk		
Loans	909.49	841.29
Trade receivables	709.47	228.86
Other receivables	389.46	100.73
Other financial assets	191.57	-
Security deposits	2.01	2.30

* These represent gross carrying values of financial assets, without deduction for expected credit losses

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 53
Financial risk management (continued):

Cash and cash equivalents and bank deposits
Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.
Other financial assets measured at amortized cost
Other financial assets measured at amortized cost includes loans to employees, security deposits, interest spread on assigned assets and other recoverable. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

Loans
The Group closely monitors the credit-worthiness of the borrower's through internal systems and project appraisal process (wherever applicable) to assess the credit risk and define credit limits of borrower, thereby, limiting the credit risk to pre-calculated amounts. These processes include a detailed appraisal methodology, identification of risks and suitable structuring and credit risk mitigation measures. The Group assesses increase in credit risk on an ongoing basis for amounts loan assets that become past due and default is considered to have occurred when amounts receivable become one year past due.

The major guidelines for selection of the client includes:
• The client’s income and indebtedness levels
• The client must possess the required KYC documents
• Client must agree to follow the rules and regulations of the Group
• Credit bureau check – In order to deal with the problem of over extension of credit and indebtedness of the client, the Group undertakes credit bureau checks for every client. The credit bureau check helps the Group in identifying clients with poor repayment histories and multiple loans.

Category*	Inputs	Assumptions
Corporate borrowers	1. Historical data as per Industry trends	1. Recoverability assumptions for stage 3 loan assets and related assessment with value of collateral
Retail borrowers	2. Supplemental external information that could affect the borrowers behaviour 3. Discount rate is based on internal rate of return on the loan	2. Management judgement is applied to determine the economic scenarios and the application of probability weights

* The Group has used forward looking information in form of GDP growth rate and unemployment rate specific to the sector.

Assets are written off when there is no reasonable expectation of recovery. The Group continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

b) Credit risk exposure
i) Expected credit losses for financial assets other than loans

As at 31 March 2020	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	19,909.14	-	19,909.14
Bank balance other than cash and cash equivalents	3,872.46	-	3,872.46
Trade receivables	2,020.98	(709.47)	1,311.51
Other receivables	975.98	(389.46)	586.52
Security deposits	3,477.02	(2.01)	3,475.01
Other financial assets	5,302.08	(191.57)	5,110.51

As at 31 March 2019	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	9,496.89	-	9,496.89
Bank balance other than cash and cash equivalents	1,504.62	-	1,504.62
Trade receivables	2,232.23	(228.86)	2,003.37
Other receivables	1,097.27	(100.73)	996.54
Security deposits	9,096.08	(2.30)	9,093.78
Other financial assets	376.96	-	376.96

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 53

Financial risk management (continued):

Reconciliation of loss allowance provision from beginning to end of reporting period:

Reconciliation of loss allowance	Trade receivables	Other receivables	Other financial assets	Security deposits
Loss allowance on 1 April 2018	**244.93**	**128.42**	**-**	**1.80**
Impairment loss recognised during the year	30.62	-	-	0.50
Loss allowance written back	(46.69)	(27.69)	-	-
Write - offs	-	-	-	-
Loss allowance on 31 March 2019	**228.86**	**100.73**	**-**	**2.30**
Impairment loss recognised during the year	524.19	288.73	191.57	-
Loss allowance written back	(43.58)	-	-	(0.29)
Write - offs	-	-	-	-
Loss allowance on 31 March 2020	**709.47**	**389.46**	**191.57**	**2.01**

ii) Expected credit losses for loans

Definition of default:

The Company considers default in all cases when the borrower becomes 90 days past due on its contractual payments. 'The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets. ECL is the product of the probability of default, exposure at default and loss given default.

Changes in the gross carrying amount in relation to loans from beginning to end of reporting period:

Particulars	Stage 1	Stage 2	Stage 3
Gross carrying amount as at 1 April 2018	40,029.72	124.76	20.80
Assets originated and acquired	98,603.68	-	-
Net transfer between stages	(1,859.24)	888.33	970.90
Assets derecognised (excluding write offs)	(31,871.77)	(279.25)	(150.40)
Gross carrying amount as at 31 March 2019	**1,04,902.39**	**733.84**	**841.30**
Assets originated and acquired	1,23,278.90	-	-
Net transfer between stages	(12,102.53)	4,800.39	7,302.15
Assets derecognised (excluding write offs)	(1,65,925.73)	(3,314.09)	(7,233.95)
Gross carrying amount as at 31 March 2020	**50,153.03**	**2,220.14**	**909.50**

Reconciliation of loss allowance provision from beginning to end of reporting period:

Reconciliation of loss allowance	Stage 1	Stage 2	Stage 3
Loss allowance on 1 April 2018	120.92	12.53	16.71
Increase of provision due to assets originated during the year	413.52	-	-
Net transfer between stages	(813.40)	218.71	594.68
Loss allowance written back	719.72	(1.43)	(33.23)
Loss allowance on 31 March 2019	**440.76**	**229.81**	**578.16**
Increase of provision due to assets originated and purchased during the year	469.92	-	-
Impairment loss recognised during the year	(2,927.08)	479.72	2,447.36
Loss allowance written back	2,215.50	(75.14)	(2,462.00)
Loss allowance on 31 March 2020#	**199.10**	**634.39**	**563.52**

#The loss allowance above does not include management overlay provision for ₹ 3,900 million (31 March 2019 : ₹ Nil).

c) Concentration of loans

Prudent risk management involves the minimisation of concentration risk by diversifying the loan portfolio. Setting up exposure limit for particular industry, sector, geographical area, product, etc. is essential to reduce the concentration of the loan portfolio.

Particulars	As at 31 March 2020	As at 31 March 2019
Retail borrowers	40,133.35	73,891.78
Borrowers other than retail borrowers	13,149.32	32,585.75
Total	**53,282.67**	**1,06,477.53**

Loans secured against collateral

Group's secured portfolio has security base as follows::

Particulars	Value of loans	
	As at 31 March 2020	As at 31 March 2019
Secured by tangible assets	11,816.21	49,430.67
Secured by other assets	116.19	177.67

Wherever required, the Group holds other types of collateral and credit enhancements, such as cross-collateralisation on other assets of the borrower, pledge of securities, guarantees of promoters/proprietors, hypothecation of receivables via escrow account, hypothecation of receivables in other bank accounts, etc.

The Group does not physically possesses properties or other assets in its normal course of business but makes efforts toward recovery of outstanding amounts on delinquent loans. Once contractual loan repayments are more than 90 days past due, possession of property may be initiated. Possessed property is disposed of in the manner prescribed under the regulatory guidance to recover outstanding debt.

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 53

Financial risk management (continued):

B) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

The Group maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors the Group's liquidity positions (also comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. The Group also takes into account liquidity of the market in which the entity operates.

i) Financing arrangements

The Group had access to the following funding facilities:

As at 31 March 2020	Total facility	Drawn	Undrawn
- Expiring within one year	658.24	259.01	399.23
- Expiring beyond one year	-	-	-
Total	**658.24**	**259.01**	**399.23**

As at 31 March 2019	Total facility	Drawn	Undrawn
- Expiring within one year	13,949.67	13,336.73	612.94
- Expiring beyond one year	-	-	-
Total	**13,949.67**	**13,336.73**	**612.94**

ii) Maturities of financial assets and liabilities

The tables below analyse the Group financial assets and liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows:

As at 31 March 2020	Less than 1 year	1-3 years	More than 3 years	Total
Non-derivatives				
Cash and cash equivalent	19,912.18	-	-	19,912.18
Bank balance other than above	3,965.38	-	-	3,965.38
Trade receivables	928.44	825.42	287.26	2,041.12
Other receivable	48.37	407.14	520.47	975.98
Loans	34,814.28	18,730.53	31,942.56	85,487.37
Investments	5,846.84	-	28.56	5,875.40
Other financial assets	7,244.26	1,991.32	194.77	9,430.35
Total undiscounted financial assets	**72,759.75**	**21,954.41**	**32,973.62**	**1,27,687.78**
Non-derivatives				
Debt securities	1,552.66	6,502.06	1,739.77	9,794.49
Borrowings (other than debt securities)	21,984.37	21,955.44	1,825.91	45,765.72
Trade payables	720.78	-	-	720.78
Other payables	339.83	-	-	339.83
Lease liabilities	543.95	1,035.22	1,764.91	3,344.08
Other financial liabilities	1,784.30	-	-	1,784.30
Derivatives (net settled)				
Index linked derivatives	-	-	-	-
Total undiscounted financial liabilities	**26,925.89**	**29,492.72**	**5,330.59**	**61,749.20**
Net undiscounted financial assets/(liabilities)	**45,833.86**	**(7,538.31)**	**27,643.03**	**65,938.58**

As at 31 March 2019	Less than 1 year	1-3 years	More than 3 years	Total
Non-derivatives				
Cash and cash equivalent and other bank balance	10,385.85	680.18	-	11,066.03
Trade receivables	328.68	1,647.61	255.94	2,232.23
Other receivable	18.00	1,079.27	-	1,097.27
Loans	46,398.32	64,530.85	27,932.81	1,38,861.98
Investments	5,766.34	-	88.36	5,854.70
Other financial assets	7,817.67	1,657.54	197.20	9,672.41
Total undiscounted financial assets	**70,714.86**	**69,595.45**	**28,474.31**	**1,68,784.62**
Non-derivatives				
Debt securities	10,264.07	6,934.65	2,416.10	19,614.82
Borrowings (other than debt securities)	42,992.76	21,693.20	8,896.69	73,582.65
Trade payables	585.46	-	-	585.46
Other payables	181.94	-	-	181.94
Other financial liabilities	4,159.08	-	-	4,159.08
Derivatives (net settled)	-	-	-	-
Index linked derivatives	20.94	-	-	20.94
Total undiscounted financial liabilities	**58,204.25**	**28,627.85**	**11,312.79**	**98,144.89**
Net undiscounted financial assets/(liabilities)	**12,510.61**	**40,967.60**	**17,161.52**	**70,639.73**

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 53
Financial risk management (continued):

C) Market risk

a) Interest rate risk
i) Liabilities
The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2020, the Group is exposed to changes in market interest rates through debt securities and other borrowings at variable interest rates.

Interest rate risk exposure
Below is the overall exposure of the Group to interest rate risk:

Particulars	As at 31 March 2020	As at 31 March 2019
Variable rate liabilities		
Debt securities	-	-
Borrowings (other than debt securities)	22,965.43	43,581.46
Fixed rate liabilities		
Debt securities	7,967.72	17,348.62
Borrowings (other than debt securities)	17,401.36	26,570.29

Sensitivity
Below is the sensitivity of profit or loss in interest rates.

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest sensitivity on borrowings (other than debt securities)*		
Interest rates – increase by 0.50%	1,654.03	690.43
Interest rates – decrease by 0.50%	(1,654.03)	(690.43)

** Holding all other variables constant*

ii) Assets
The Group's term deposits and commercial paper/deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

c) Price risk
i) Exposure
The Group's exposure price risk arises from investments held and classified in the balance sheet at fair value through profit or loss. To manage the price risk arising from investments, the Group diversifies its portfolio of assets.

ii) Sensitivity
The table below summarises the impact of increases/decreases of the index on the Group's profit for the period:

Impact on profit after tax

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Mutual funds		
Net assets value – increase by 5%	40.78	276.62
Net assets value – decrease by 5%	(40.78)	(276.62)
Quoted debt securities		
Market price – increase by 5%	252.99	13.09
Market price – decrease by 5%	(252.99)	(13.09)

Note - 54
Capital Management
The Group's capital management objectives are
- to ensure the Group's ability to continue as a going concern
- to comply with externally imposed capital requirement and maintain strong credit ratings
- to provide an adequate return to shareholders

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group's various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Particulars	As at 31 March 2020	As at 31 March 2019
Debt securities (including interest accrued)	8,042.78	17,389.62
Borrowings (other than debt securities) (including interest accrued)	40,504.71	70,232.55
Total debt	**48,547.49**	**87,622.17**
Less : Cash and cash equivalents	(19,909.14)	(9,496.89)
Net debt	**28,638.35**	**78,125.28**
Equity attributable to the owners of the Holding Company	41,429.47	44,476.29
Net debt to equity ratio	**0.69**	**1.76**

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 55
Fair value hedges

A. Risk management strategy

The use of derivatives can give rise to price risk. The use of derivative instruments is subject to limits, authorities and regular monitoring by appropriate levels of management. The limits, authorities and monitoring systems are periodically reviewed by management and the Board. The price risk on derivatives is mitigated by changes in the valuation of the underlying assets, liabilities or transactions, as derivatives are used only for risk management purposes. The Group uses derivative instruments as part of its management of exposure to fluctuations in market price of equity investments. The derivative transactions are normally in the form of futures and these are subject to the Group guidelines and policies.

B. Hedge relationship

The Group has done investment in shares of Reliance Industries Limited. The Group enters into selling of future of Reliance Industries Limited to hedge its price risk. Gains and losses on these hedge transactions are substantially offset by the amount of gains or losses on the underlying assets. Net gains and losses are recognized in the statement of profit and loss.

Hedge ratio is the relationship between the quantity of the hedging instrument and the quantity of the hedged item. In the case, total principal payments under the transaction is hedged with futures of the equivalent amount and at the same dates. Hence the entity hedge 100% of its exposure on the transaction and is considered highly effective. The Group has entered into nifty future contracts which provide an economic hedge to a risk component of a transaction.

C Other hedge related disclosures

The fair value of the Group's derivative positions recorded under derivative financial liabilities are as follows:

31 March 2020

Type of hedge and risk	Change in fair value of hedging instrument	Maturity date	Change in value of hedged item used as a basis of recognising hedge effectiveness	Hedge ratio
Equity futures (loss)/gain	-	-	-	-

Particulars	Carrying amount of derivative liabilities	Carrying amount of investments	Amount charged to statement of profit and loss
Investments	-	-	-

31 March 2019

Type of hedge and risk	Change in fair value of hedging instrument	Maturity date	Change in value of hedged item used as a basis of recognising hedge effectiveness	Hedge ratio
Equity futures (loss)/gain	(263.39)	27-09-2018	283.01	1:1

Particulars	Carrying amount of derivative liabilities	Carrying amount of investments	Amount charged to statement of profit and loss
Investments	-	-	19.61

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 56

Transferred financial assets

A) Securitisation

In the course of its finance activity, the Group makes transfers of financial assets, where legal rights to the cash flows from the asset are passed to the counterparty and where the Group retains the rights to the cash flows but assumes a responsibility to transfer them to the counterparty.

The Group has securitized its loan assets to an unrelated and unconsolidated entities. As per the terms of the agreements, the Group is exposed to first loss default guarantee and cash collateral amounting in range of 14% to 18% of the amount securitised and therefore continues to be exposed to significant risk and rewards relating to the underlying receivables. Hence, these loan assets are not derecognised and proceeds received are presented as borrowings (other than debt seciurities).

The following tables provide a summary of financial assets that have been transferred in such a way that part or all of the transferred financial assets do not qualify for derecognition, together with the associated liabilities:

Securitisations	**As at 31 March 2020**	**As at 31 March 2019**
Gross carrying amount of securitised assets	8,911.25	4,219.70
Gross carrying amount of associated liabilities	9,215.61	4,082.86
Carrying value and fair value of securitised assets	9,256.79	4,311.20
Carrying value and fair value of associated liabilities	9,215.61	4,082.85
Net position	**41.19**	**228.35**

B) Assignment

During the year ended 31 March 2020, the Group has sold certain loans by way of direct bilateral assignment, as a source of finance. As per the terms of such deals, since the derecognition criteria as per Ind AS 109 are met, (including transfer of substantial risks and rewards) relating to assets being transferred to the buyer, the assets have been derecognised from the books of the Group.

The table below summarises the carrying amount of the derecognised financial assets measured at amortised cost and the gain/(loss) on derecognition.

Particulars	**As at 31 March 2020**	**As at 31 March 2019**
Carrying amount of de-recognised financial asset	58,883.79	6,064.81
Gain on sale of the de-recognised financial asset	6,166.90	325.76

Since the Group has derecognized the above loan assets in entirety, the whole of the interest spread at the present value (discounted over the expected life of the assets) is recognised on the date of derecognition itself as interest-only strip receivable and corresponding profit on derecognition of financial assets is recognized in the Statement of Profit and Loss.

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(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 57
Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. Derivatives have been classified to mature and/or be repaid within 12 months, regardless of the actual contractual maturities.

	As at 31 March 2020		As at 31 March 2019	
	Within 12 months	After 12 months	Within 12 months	After 12 months
ASSETS				
Financial assets				
Cash and cash equivalents	19,909.15	-	9,496.89	-
Bank balance other than cash and cash equivalents	3,842.00	30.46	832.64	671.98
Receivables	-	-	-	-
Trade receivables	606.28	705.24	297.82	1,705.55
Other receivables	29.07	557.45	18.00	978.54
Loans	23,765.73	24,219.92	45,448.83	59,779.97
Investments	5,846.84	28.56	5,766.34	88.36
Other financial assets	6,735.23	1,850.28	7,762.84	1,707.90
	60,734.30	**27,391.91**	**69,623.36**	**64,932.30**
Non-financial assets				
Current tax assets (net)	1,330.58	9.23	401.83	-
Deferred tax assets (net)	-	795.06	-	635.81
Investment accounted for using equity method	-	-	-	356.76
Property, plant and equipment	-	674.63	-	371.62
Right-of-use assets	415.81	1,866.22	-	-
Intangible assets under development	-	54.25	-	24.61
Goodwill	-	358.66	-	-
Other intangible assets	-	957.82	-	536.41
Other non-financial assets	1,338.74	1,354.56	1,020.42	104.29
	3,085.13	**6,070.43**	**1,422.25**	**2,029.50**
TOTAL ASSETS (A)	**63,819.43**	**33,462.34**	**71,045.61**	**66,961.80**
LIABILITIES				
Financial liabilities				
Derivative Financial Instruments	-	-	20.94	-
Payables				
Trade payables	-			
(i) total outstanding dues of micro enterprises and small enterprises	0.24	-	-	-
(ii) total outstanding dues of creditors other then micro enterprises and small enterprises	720.54	-	585.45	-
Other payables				
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) total outstanding dues of creditors other then micro enterprises and small enterprises	339.83	-	219.18	-
Debt securities	750.00	7,217.72	6,748.00	10,600.62
Borrowings (other than debt securities)	18,783.65	21,583.13	39,629.96	30,521.79
Lease liabilities	312.63	2,098.15	-	-
Other financial liabilities	1,997.28	-	4,417.78	-
	22,904.17	**30,899.00**	**51,621.31**	**41,122.41**
Non-financial Liabilities				
Provisions	6.44	262.02	227.03	132.90
Other non-financial liabilities	616.39	-	401.44	25.53
	622.83	**262.02**	**628.47**	**158.43**
TOTAL LIABILITIES (B)	**23,527.00**	**31,161.02**	**52,249.78**	**41,280.84**
NET (A-B)	**40,292.43**	**2,301.32**	**18,795.83**	**25,680.96**

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 58
Moratorium in accordance with the Reserve Bank of India (RBI) guideline and estimation uncertainty relating to COVID-19 global health pandemic

The Novel Corona virus (COVID-19) pandemic (declared as such by the World Health Organisation on 11 March 2020), has contributed to a significant decline and volatility in global and Indian markets, and a significant decrease in economic activity. On 24 March 2020, the Government of India announced a nation-wide lockdown till 14 April 2020, which was extended till 31 May 2020 through subsequent announcements, to contain the spread of the virus. This has led to significant disruptions and dislocations for individuals and businesses, impacting Group's regular operations and financial metrics including lending and collection activities due to inability of employees to physically reach borrowers.

Further, pursuant to the Reserve Bank of India's circulars dated 27 March 2020 and 23 May 2020 allowing lending institutions to offer moratorium to borrowers on payment of instalments falling due between 1 March 2020 and 31 August 2020, the Group has extended/will be extending moratorium to its borrowers in accordance with its Board approved policy. In management's view, providing moratorium to borrowers based on RBI directives, by itself is not considered to result in a significant increase in credit risk ("SICR") for such borrowers. Accordingly, considering the unique and widespread impact of COVID-19 pandemic, the Group has estimated expected credit losses based on the information available at this point in time to reflect, among other things, the deterioration in the macro-economic factors. Given the dynamic nature of the pandemic situation, these estimates are based on early indicators, subject to uncertainty and may be affected by the severity and duration of the pandemic, including governmental and regulatory measures and its effect on economy, the business and the financial metrics of the Group. The actual outcome could be different from that estimated by the Group.

In addition, the Group has also evaluated impact of this pandemic on impairment of financial assets based on internal and external information available upto the date of approval of financial statements. However, the impact assessment of COVID-19 is an ongoing process and the Group will continue to monitor any material changes in the future conditions.

COVID 19 Regulatory Package -
Asset classification and provisioning for the year ended 31 March 2020 pursuant to the notification Vide:DOR.No.BP.BC.63/21.04.048/2019-20 dated 17 April 2020:

Particulars	Amount
(i) Respective amounts in SMA/overdue categories, where the moratorium/deferment was extended, in terms of paragraph 2 and 3 of abovementioned the RBI circular.	894.25
(ii) Respective amount where asset classification benefits is extended	894.25
(iii) Provisions made during the quarter ended 31 March 2020 in terms of paragraph 5 of the above circular	89.43
(iv) Provisions adjusted during the respective accounting periods against slippages and the residual provisions in terms of paragraph 6	-

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 59

Additional information as required by paragraph 2 of the general instructions for preparation of consolidated financial statements to Schedule III to the Companies Act, 2013:

Name of the entity	As at 31March 2020							
	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent Company								
Dhani Loans and Services Limited (Formerly Indiabulls Consumer Finance Limited)	68.57%	29,205.08	(42.22%)	158.01	97.93%	72.83	(76.97%)	230.84
Subsidiaries (Indian)								
Indiabulls Investment Advisors Limited	6.33%	2,695.72	160.07%	(599.10)	(0.95%)	(0.71)	200.00%	(599.81)
Indiabulls Distribution Services Limited	20.09%	8,557.63	15.52%	(58.08)	0.00%	-	19.37%	(58.08)
Indiabulls Alternate Investments Limited	0.16%	70.05	(3.22%)	12.03	0.00%	-	(4.01%)	12.03
Transerv Limited (formerly Transerv Private Limited)	0.66%	279.59	(19.34%)	72.37	1.27%	0.94	(24.45%)	73.31
Non Controlling interest in all subsidiaries	**4.19%**	**1,785.69**	**(10.82%)**	**40.50**	**1.75%**	**1.30**	**(13.94%)**	**41.80**
Total	**100.00%**	**42,593.76**	**100.00%**	**(374.27)**	**100.00%**	**74.36**	**100%**	**(299.91)**

Note - 60
Group information

A. Information about subsidiary companies

Name of subsidiaries	Country of incorporation	% of holding and voting power either directly or indirectly through subsidiary	
		As at 31 March 2020	As at 31 March 2019
Indiabulls Investment Advisors Limited	India	100.00%	100.00%
Indiabulls Distribution Services Limited	India	86.04%	86.04%
Indiabulls Alternate Investments Limited	India	86.04%	86.04%
Transerv Limited (formerly known as Transerv Private Limited) (Entity was associate as on 31 March 2019) (Refer "C" - Information on Associates)	India	42.00%	-

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 60
Group information (continued):

B. Subsidiary with material non-controlling interests (NCI)
Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations.

Name of entity	Principal activities	Proportion of ownership interests	
		As at 31 March 2020	As at 31 March 2019
Transerv Limited	Wallet Business	58.00%	Not applicable

Summarised financial information for Transerv Limited is set out below:

Particulars	As at 31 March 2020	As at 31 March 2019
Financial assets	187.87	NA
Non-financial assets	914.95	
Total assets	**1,102.82**	
Financial liabilities	497.60	
Non-financial Liabilities	56.52	
Total liabilities	**554.12**	
Equity attributable to the owners of the Holding Company	77.97	
Non-controlling interests	470.73	

C. Information about associates

Name of associates	Country of incorporation	% of holding and voting power either directly or indirectly through subsidiary	
		As at 31 March 2020	As at 31 March 2019
Transerv Limited (formerly known as Transerv Private Limited)	India	-	33.00%

During the year ended 31 March 2019, the Group had 33% shareholding in Transerv Limited (formerly known as Transerv Private Limited). The Group exercises significant influence over Transerv Limited and accordingly, the same has been accounted for as an "Associate" as per the provisions of Ind AS 28 "Investments in associates and joint venture". The Group's interest in Transerv Limited was accounted for using the equity method in the consolidated financial statements. The following table illustrates the summarised financial information of the Group's investment in Transerv Limited:

Particulars	As at 31 March 2019
Total assets	260.55
Total liabilities	180.15
Equity	80.41
Total revenue for the period*	0.98
Total expenses for the period*	1.84
Loss for the period*	(0.86)
Group's share of loss for the period*	(0.28)

**from 29 March 2019 to 31 March 2019*

(i) The associate has commitments outstanding as at 31 March 2019.
(ii) The associate has no contingent liabilities as at 31 March 2019.
(iii) During the year ended 31 March 2020, the Group has further acquired 9% shareholding and total shareholding stood at 42%. By virtue of control as per Ind AS 110- Consolidated Financial Statement, "Transerv Limited" has become subsidiary of the Group and same is consolidated in the consolidated financial statements for the financial year 2019-20.

(All amounts are in Indian Rupees in million unless stated otherwise)

Note - 61

As at 31 March 2020, there were no dues required to be credited to the Investor Education and Protection Fund under Section 124(5) of the Act. (31 March 2019: ₹ Nil).

In terms of our report of even date attached.

For Walker Chandiok & Co LLP Chartered Accountants Firm's Registration No. : 001076N/N500013	**For and on behalf of the Board of Directors**			
Sd/- **Khushroo B. Panthaky** Partner Membership No.: 042423	Sd/- **Pinank Jayant Shah** Whole Time Director & Chief Executive Officer DIN: 07859798	Sd/- **Nafees Ahmed** Director DIN: 03496241	Sd/- **Rajeev Lochan Agrawal** Chief Financial Officer	Sd/- **Manish Rustagi** Company Secretary
Place: Mumbai Date: 24 March 2021	Place: Mumbai Date: 24 March 2021	**Place:** Gurugram Date: 24 March 2021		

Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)

Annexure A: Statement of Dividend

(All amounts in ₹ millions unless otherwise stated)

Statement on Dividend on Equity Share Capital

Particulars	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
Equity share capital	611.88	611.88
Face value per share (in ₹)	10.00	10.00
Amount of dividend #	1,728.56	462.80
Dividend per share (In ₹)	28.25	18.85
Rate of dividend (%)	282.50%	188.50%
Corporate dividend tax #	355.31	95.13

Statement on Dividend on Preference Share Capital

Particulars	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
Preference share capital	-	-
Face value per share (in ₹)	-	10.00
Amount of dividend #	-	0.00
Dividend per share (In ₹)	-	0.0001
Rate of dividend (%)	-	0.001%
Corporate dividend tax #	-	0.00

(#) Dividend on preference shares is ₹ 550 and Corporate Dividend Tax of ₹ 113 for year ended March 31, 2019.

This Statement of Dividend has been prepared based on Reformatted Ind AS Consolidated Financial Statements of the respective years.

For and on behalf of Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)

Sd/-
Authorised Signatory
Date: March 24, 2021

Independent Auditors' certificate on Statement of Capitalisation as at 31 March 2020

To
The Board of Directors
Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)
M-62 & 63, First Floor
Connaught Place
New Delhi – 110 001, India

1) This certificate is issued in accordance with the terms of our engagement letter dated 20 January 2021 with **Dhani Loans and Services Limited** (formerly known as Indiabulls Consumer Finance Limited) (the 'Company').

2) The accompanying Statement of Capitalisation as at 31 March 2020 (the 'Statement') has been prepared by the management of the Company for submission to Edelweiss Financial Services Limited and Trust Investment Advisors Private Limited, (hereinafter referred to as 'Lead Managers') as per the requirements specified in their email dated 06 January 2021 ('the Lead Manager's e-mail), in connection with the proposed public issue of of secured redeemable non-convertible debentures of face value of ₹ 1,000 each ("**NCDs**") for an amount up to ₹ 1,000 Crore (Indian Rupees One Thousand Crore) ("**Shelf Limit**") ("**Issue**"), as approved by the Board of Directors in its meeting dated 14 January 2019, in accordance with the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended (the 'SEBI Debt Regulations'), issued by the Securities and Exchange Board of India (the 'SEBI'). We have initialed the Statement for identification purposes only.

Management's Responsibility for the Statement

3) The preparation of the accompanying Statement, and the preparation and maintenance of all accounting and other relevant supporting records and documents, is the sole responsibility of the management of the Company. This responsibility includes design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4) The management is also responsible for ensuring compliance with the requirements of SEBI Debt Regulations and the Lead Manager's email, for the purpose of furnishing this Statement and for providing all relevant information to the Lead Managers.

Auditor's Responsibility

5) Pursuant to the requirement of the Lead Manager's e-mail, it is our responsibility to express reasonable assurance in the form of an opinion as to whether:

   a) the amounts stated in 'Pre-issue column' of the Statement have been accurately extracted from the Reformatted Ind AS Consolidated Financial Statements of the Company for the financial year ended 31 March 2020;

   b) the adjustments made to pre issue column to compute amounts of "Post-issue as adjusted" column is on account of assumed inflow of ₹ 10,000 millions, from the proposed Issue; and

   c) the Statement is arithmetically accurate.

6) The Reformatted Ind AS Consolidated Financial Statements of the Company, as referred to in paragraph 5 above, have been examined by us on which we have issued our report dated 24 March 2021. Such Reformatted Ind AS Consolidated Financial Statements has been extracted by the management of the Company from the audited consolidated financial statements for the financial year ended 31 March 2020, on which we have issued an unmodified audit opinion vide our audit report dated 25 June 2020. Our audit of these consolidated financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

7) We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' (the 'Guidance Note'), issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

8) We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by the ICAI.

Opinion

9) Based on the procedures performed above, evidences obtained and the information and explanations provided to us, along with representations provided by the management, in our opinion:

   a) the amounts stated in Pre-issue column' of the Statement have been accurately extracted from the Reformatted Ind AS Consolidated Financial Statements of the Company for the financial year ended 31 March 2020;

   b) the adjustments made to pre issue column to compute amounts of "Post-issue as adjusted" column is on account of assumed inflow of ₹ 10,000 millions, from the proposed Issue; and

   c) the Statement is arithmetically accurate.

Restriction on distribution or use

10) Our work was performed solely to assist you in meeting your responsibilities in relation to the proposed Issue as mentioned in paragraph 2 above. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.

11) This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submitting it to the Lead Managers, along with the accompanying Statement, in connection with the proposed Issue, and should not be used, referred to or distributed for any other purpose or any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Sd/-
Khushroo B. Panthaky
Partner
Membership No. 042423

UDIN No.:

Place: Mumbai
Date: 25 March 2021

Dhani Loans and Services Limited (Formerly Indiabulls Consumer Finance Limited)

Statement of Capitalisation

The capitalisation statement of the Company as at 31 March 2020 as adjusted post the issue is as follows:

(₹ **in millions)**

Sl. No.	Particulars	Pre-Issue as at 31 March 2020	Post-Issue
	Debt		
A.	Debt securities *	8,042.78	18,042.78
B.	Borrowings (other than debt securities) *	40,504.71	40,504.71
C.	**Total Debt (A + B)**	**48,547.49**	**58,547.49**
D.	Less: Cash and cash equivalents	19,909.14	19,909.14
E.	**Net Debt (C + D)**	**28,638.35**	**38,638.35**
	Total equity		
F.	Equity share capital	611.88	611.88
G.	Other equity	40,817.59	40,817.59
H.	Less: Deferred tax assets (net)	795.06	795.06
I.	**Total equity (F + G + H)**	**40,634.41**	**40,634.41**
J.	**Net Debt/Total Equity (E/I) (in times)**	**0.70**	**0.95**

* Debt securities and borrowings (other than debt securities) includes interest accrued of ₹ 75.06 millions and ₹ 137.92 millions respectively.

Note:

The Debt to Equity ratio mentioned above is on account of assumed inflow of ₹ 10,000 millions, from the proposed Issue. The actual Debt to Equity post the Issue would depend on actual position of debt and equity on the deemed date of allotment.

For and on behalf of Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)

Sd/-
Authorised Signatory

Independent Auditors' report on Accounting Ratios

To
The Board of Directors
Dhani Loans and Services Limited
(formerly Indiabulls Consumer Finance Limited)
M-62 & 63, First Floor,
Connaught Place,
New Delhi – 110 001, India

Proposed public issue by Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) ("Company" or the "Issuer") of secured redeemable non-convertible debentures of face value of ₹ 1,000 each ("NCDs") for an amount aggregating upto ₹ 1,000 crores ("Shelf Limit") ("Issue")

1. We, Walker Chandiok & Co LLP, the statutory auditors of the Company, have performed the procedures as requested by the Company and reproduced in paragraph 3 below in relation to the accompanied Statement on Accounting Ratios (Consolidated) as at 31 March 2020 and 31 March 2019 (the "Statement"), prepared by the management of the Company.

2. Our engagement was undertaken in accordance with the Standard on Related Services (SRS) 4400, 'Engagements to Perform Agreed-upon Procedures regarding Financial Information', issued by the Institute of Chartered Accountants of India (the "ICAI"). The sufficiency of these procedures is the sole responsibility of the management of the Company and we make no representation regarding the sufficiency of these procedures for your or any other purposes.

3. We have performed following procedures:

    a. Compared the items, included in the aforementioned Statement, with the corresponding amounts in the Reformatted Ind AS Consolidated Financial Statements of the Company as at and for the years ended 31 March 2020 and 31 March 2019.

    b. Proved the arithmetical accuracy of 'Accounting Ratios' as on 31 March 2020 and 31 March 2019.

4. Based on our aforementioned procedures, we hereby report that no exceptions were noted in respect of the procedures performed as stated in paragraph 3 above.

5. This report is to be read in conjunction with explanatory notes attached in annexure herewith.

6. Because the above procedures do not constitute either an audit or a review made in accordance with the generally accepted auditing standards in India, we do not express any assurance on the attached Statement. Had we performed additional procedures or had we performed an audit of the financial statements in accordance with the generally accepted auditing standards in India, other matters might have come to our attention that would have been reported to you.

7. This report has been issued solely at the request of the Company for use in connection with the proposed Issue by the Company and this report or extracts thereof may accordingly, be shared with Company's Lead Managers duly appointed in this regard or any other regulatory authority in connection with the proposed Issue and it is not to be used, circulated, quoted, or otherwise referred to for any other purpose without our prior written consent.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Sd/-
Khushroo B. Panthaky
Partner
Membership No: 042423

UDIN: 21042423AAAACB2400

Place: Mumbai
Date: 25 March 2021

Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)

Statement on Accounting Ratios (Consolidated)
(All amounts in ₹ million unless otherwise stated)

Particulars		**As at March 31, 2020**	**As at March 31, 2019**
Net profit/(loss) for the year (after tax), as reformatted, attributable to equity shareholders	A	(414.77)	3,845.16
Weighted average number of equity shares outstanding during the year used for computing Basic EPS (Nos.)	B	6,11,88,000	5,03,46,686
Add: Potential number of equity shares that could arise on issuance of compulsory convertible preference shares (Nos.)	C	-	55,00,000
Weighted average number of diluted equity shares outstanding during the year used for computing Diluted EPS (Nos.)	D= (B+C)	6,11,88,000	5,58,46,686
Reformatted Total Equity at the end of the year	E	41,429.47	44,476.29
No. of equity shares outstanding at the end of the year	F	6,11,88,000	6,11,88,000
Earnings per equity share:			
(1) Basic (₹)	A/B	(6.78)	76.37
(2) Diluted (₹)	A/D	(6.78)	68.85
Return on Total Equity:	A/E	-1.00%	8.65%
Net asset value ₹ per share:	E/F	677.08	726.88

Notes:

1 The figures disclosed above are based on the Reformatted Ind AS Consolidated Financial Statements of the Company.

2 The above statement should be read along with the Reformatted Ind AS Consolidated Financial Statements for the years ended 31 March 2020 and 31 March 2019.

3 The Ratios have been computed as below:

(i) Basic earnings per share (₹) = $\dfrac{\text{Net profit/(loss) for the year (after tax), as reformatted, attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$

(ii) Diluted earnings per share (₹) = $\dfrac{\text{Net profit/(loss) for the year (after tax), as reformatted, attributable to equity shareholders}}{\text{Weighted average number of diluted equity shares outstanding during the year}}$

(iii) Return of Total equity (%) = $\dfrac{\text{Net profit/(loss) for the year (after tax), as reformatted, attributable to equity shareholders}}{\text{Reformatted Total Equity at the end of the year}}$

(iv) Net asset value per equity share (₹) = $\dfrac{\text{Reformatted Total Equity at the end of the year}}{\text{Total number of equity shares outstanding at the end of the year}}$

4 Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

5 Total Equity includes Equity Share Capital and Other Equity

6 The above computation should be read with Note 42 - Earnings per equity share

For and on behalf of Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)

Sd/-
Authorised Signatory
Date: 25 March 2021

Independent Auditors' Report on Reformatted Ind AS Standalone Financial Statements

The Board of Directors,
Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)
M-62 & 63, First Floor,
Connaught Place,
New Delhi – 110 001, India

Proposed public issue by Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) ("Company" or the "Issuer") of secured redeemable non-convertible debentures of face value of ₹ 1,000 each ("NCDs") for an amount aggregating upto ₹ 1,000 crores ("Shelf Limit") ("Issue")

Dear Sirs,

1. We have examined the attached Reformatted Ind AS Standalone Financial Statements of Dhani Loans and Services Limited (formerly known as Indiabulls Consumer Finance Limited) comprising the Reformatted Standalone Statement of Assets and Liabilities as at March 31, 2020 and March 31, 2019, the Reformatted Standalone Statement of Profit and Loss (including other comprehensive income), the Reformatted Standalone Statement of Changes in Equity, the Reformatted Standalone Statement of Cash Flows for the years ended March 31, 2020 and March 31, 2019 and a summary of significant accounting policies and other explanatory information (collectively, the "Reformatted Ind AS Standalone Financial Statements"), annexed to this report, for the purpose of inclusion in the Draft Shelf Prospectus, the Shelf Prospectus and the respective Tranche Prospectus(es), (collectively the "Offering Documents") to be filed by the Company with the Securities and Exchange Board of India ("SEBI") BSE Limited, National Stock Exchange of India Limited (collectively referred to as "the Stock Exchanges") and Registrar of Companies, National Capital Territory of Delhi and Haryana (the "ROC"), in connection with the proposed Issue. The Reformatted Ind AS Standalone Financial Statements have been prepared by the management of the Company on the basis of Note 2 of Annexure V to the Reformatted Ind AS Standalone Financial Statements, which has been approved

by the Board of Directors of the Company on March 24, 2021 by taking into consideration the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act");

b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended ("SEBI Debt Regulations") issued by SEBI; and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).

2. The accompanying Reformatted Ind AS Standalone Financial Statements are derived from the audited standalone financial statements (the “Audited Standalone Financial Statements”) of the Company for the respective years audited by us as referred to in paragraph 3 below.

3. We expressed our unmodified opinion on the Audited Standalone Financial Statements of the Company as of and for the years ended March 31, 2020 and March 31, 2019 *vide* our reports dated June 26, 2020 and April 25, 2019.

4. The figures included in the Reformatted Ind AS Standalone Financial Statements, do not reflect the effect of events that occurred subsequent to the date of the reports on the respective years referred to in paragraph 3 above.

5. The audit report issued by us on the Audited Standalone Financial Statements for the year ended March 31, 2020, includes the following emphasis of matter paragraph:

Emphasis of matter

We draw attention to Note 55 to the accompanying standalone financial statements, which describes the uncertainty relating to the effects of COVID-19 pandemic outbreak on the Company’s operations that are dependent on future developments, and the impact thereof on the impairment assessment of financial assets outstanding as at 31 March 2020. Our opinion is not modified in respect of this matter.

Management’s Responsibility for the Reformatted Ind AS Standalone Financial Statements

6. Management is responsible for the preparation of the Reformatted Ind AS Standalone Financial Statements, as mentioned in paragraph 1 above, for inclusion in the Offering Documents to be filed by the Company in connection with the Issue, on the basis of accounting described in Note 2 of Annexure V to the Reformatted Ind AS Standalone Financial Statements. Management’s responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the Reformatted Ind AS Standalone Financial Statements that are free from material misstatement, whether due to fraud and error. The Management and the Board of Directors are also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations that determine the reported amounts and disclosures in the Reformatted Ind AS Standalone Financial Statements.

Auditor’s Responsibility

7. We have examined such Reformatted Ind AS Standalone Financial Statements taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated January 20, 2021 in connection with the proposed Issue;

   b) The requirements of Section 26 of Part I of Chapter III of the Act read with provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended) and the SEBI Debt Regulations; and

   c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI (the "Guidance Note").

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by the ICAI.

Opinion

9. In our opinion, the Reformatted Ind AS Standalone Financial Statements for the years ended March 31, 2020 and March 31, 2019, examined by us, has been prepared by the Company by taking into consideration the requirement of Section 26 of Part I of Chapter III of the Act read with provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended) and the SEBI Debt Regulations.

10. This report should not in any way be construed as a re-audit and consequently, re-issuance or re-dating of any of the previous audit reports issued by us on the Audited Standalone Financial Statements.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Other matters

12. The Company had prepared separate set of statutory financial statements for the year ended 31 March 2018 in accordance with Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) on which we issued our audit report dated 23 April 2018. These previously issued statutory financial statements as of and for the year ended 31 March 2018 have been adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS. We have audited these adjustments made by the management. Our opinion is not modified in respect of this matter.

13. At the request of the Company, we have also examined the following Standalone Financial Information of the Company as at and for the years ended March 31, 2020 and March 31, 2019 respectively:

    Statement of Dividend, enclosed as Annexure A

Restrictions on use

14. This report is addressed to and is provided to enable the Company for inclusion in the Offering Documents, to be filed by the Company in connection with the Issue with the Stock

Exchanges, ROC and with the SEBI. The Reformatted Ind AS Standalone Financial Statements may, therefore, not be suitable for another purpose or distributed to any other person, without our prior written consent.

For **Walker Chandiok & LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Sd/-
Khushroo B. Panthaky
Partner
Membership Number: 042423
UDIN: 21042423AAAABU3237

Place: Mumbai
Date: 24 March 2021

DHANI LOANS AND SERVICES LIMITED
(Formerly known as Indiabulls Consumer Finance Limited)
ANNEXURE I - REFORMATTED STANDALONE STATEMENT OF ASSETS AND LIABILITIES
(All amounts are in Indian Rupees in millions unless stated otherwise)

	Annexure V Note	As at 31 March 2020	As at 31 March 2019
ASSETS			
Financial assets			
Cash and cash equivalents	4	19,668.69	9,307.85
Bank balance other than cash and cash equivalents	5	3,379.85	1,453.88
Loans	6	41,795.45	1,05,081.33
Investments	7	19,399.15	5,766.34
Other financial assets	8	5,219.99	478.94
Total financial assets		**89,463.13**	**1,22,088.34**
Non-financial assets			
Current tax assets (net)	9	909.37	71.35
Deferred tax assets (net)	10	479.91	339.33
Investment accounted for using equity method	11	-	357.04
Property, plant and equipment	12(a)	630.84	309.33
Right-of-use assets	12(b)	2,209.50	-
Intangible assets under development	12(c)	54.26	24.61
Other intangible assets	12(d)	487.96	518.49
Other non-financial assets	13	1,203.14	868.90
Total non-financial assets		**5,974.98**	**2,489.05**
TOTAL ASSETS		**95,438.11**	**1,24,577.39**
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Derivative financial instruments	14	-	20.94
Payables			
Trade payables	15		
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		632.35	580.41
Other payables	16		
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		300.95	181.94
Debt securities	17	7,967.72	17,348.62
Borrowings (other than debt securities)	18	39,562.03	58,282.54
Lease liabilities	19	2,334.33	-
Other financial liabilities	20	1,582.80	4,122.72
Total financial liabilities		**52,380.18**	**80,537.17**
Non-financial liabilities			
Provisions	21	244.14	106.75
Other non-financial liabilities	22	436.41	252.18
Total non-financial liabilities		**680.55**	**358.93**
EQUITY			
Equity share capital	23	611.88	611.88
Other equity	25	41,765.50	43,069.41
Total equity		**42,377.38**	**43,681.29**
TOTAL LIABILITIES AND EQUITY		**95,438.11**	**1,24,577.39**

The accompanying notes form an integral part of these Reformatted Standalone Ind AS Financial Information.

This is the Reformatted Standalone Statement of Assets and Liabilities referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No. : 001076N/N500013

Sd/-
Khushroo B. Panthaky
Partner
Membership No.: 042423

Place: Mumbai
Date: 24 March 2021

For and on behalf of the board of directors

Sd/-
Pinank Jayant Shah
Whole Time Director & Chief Executive Officer
DIN: 07859798

Sd/-
Nafees Ahmed
Director
DIN: 03496241

Sd/-
Rajeev Lochan Agrawal
Chief Financial Officer

Sd/-
Manish Rustagi
Company Secretary

Place: Mumbai
Date: 24 March 2021

Place: Gurugram
Date: 24 March 2021

DHANI LOANS AND SERVICES LIMITED
(Formerly known as Indiabulls Consumer Finance Limited)
ANNEXURE II - REFORMATTED STANDALONE STATEMENT OF PROFIT AND LOSS
(All amounts are in Indian Rupees in millions unless stated otherwise)

	Annexure V Note	Year ended 31 March 2020	Year ended 31 March 2019
Revenue from operations			
Interest income	26	17,594.50	14,670.49
Dividend income	27	493.49	253.48
Fees and commission income	28	913.86	1,183.31
Net gain on fair value changes	29	-	75.35
Net gain on derecognition of financial assets	30	6,166.90	297.96
Total revenue from operations		**25,168.75**	**16,480.59**
Other income	31	-	19.61
Total income		**25,168.75**	**16,500.20**
Expenses			
Finance costs	32	7,396.61	5,594.78
Net loss on fair value changes	29	141.52	-
Impairment on financial assets	33	8,162.52	1,030.13
Employee benefits expense	34	4,178.45	2,299.26
Depreciation and amortisation	35	780.20	189.08
Other expenses	36	4,013.35	2,052.99
Total expenses		**24,672.65**	**11,166.24**
Profit before tax		496.10	5,333.96
Tax expense:	37		
Current tax		118.63	1,553.00
Deferred tax credit		(165.07)	(220.98)
Total tax expenses		**(46.44)**	**1,332.02**
Profit for the year		**542.54**	**4,001.94**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of post employment obligations		(8.58)	(4.46)
Income-tax expense relating to above items		2.16	1.56
Items that will be reclassified to profit or loss			
Remeasurement of business model on assignment transction		105.90	-
Income-tax expense relating to above items		(26.65)	-
Other comprehensive income		**72.83**	**(2.90)**
Total comprehensive income for the year		**615.37**	**3,999.04**
Earnings per equity share	38		
Basic (₹)		8.87	79.49
Diluted (₹)		8.87	71.66

The accompanying notes form an integral part of these Reformatted Standalone Ind AS Financial Information.

This is the Reformatted Standalone Statement of Profit and Loss referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No. : 001076N/N500013

For and on behalf of the board of directors

Sd/-
Khushroo B. Panthaky
Partner
Membership No.: 042423

Sd/-
Pinank Jayant Shah
Whole Time Director & Chief Executive Officer
DIN: 07859798

Sd/-
Nafees Ahmed
Director
DIN: 03496241

Sd/-
Rajeev Lochan Agrawal
Chief Financial Officer

Sd/-
Manish Rustagi
Company Secretary

Place: Mumbai
Date: 24 March 2021

Place: Mumbai
Date: 24 March 2021

Place: Gurugram
Date: 24 March 2021

DHANI LOANS AND SERVICES LIMITED

(Formerly known as Indiabulls Consumer Finance Limited)

ANNEXURE III - REFORMATTED STANDALONE STATEMENT OF CASH FLOWS

(All amounts are in Indian Rupees in millions unless stated otherwise)

		For the year ended 31 March 2020		For the year ended 31 March 2019	
A	**Cash flow from operating activities:**				
	Profit before tax		496.10		5,333.96
	Adjustments for :				
	Depreciation and amortisation	780.20		189.08	
	Impairment on financial instruments	8,162.52		1,030.13	
	Provision for gratuity and compensated absences	126.31		35.87	
	Finance cost	247.89		-	
	Loss/(profit) on fair value changes	141.52		(75.35)	
	Gain on sale of loan portfolio through assignment	(3,962.13)		(298.07)	
	Effective interest rate adjustment for financial instruments	265.92		(210.29)	
	Share based payments to employees	150.42		345.37	
			5,912.65		1,016.74
	Operating profit before working capital changes		**6,408.75**		**6,350.70**
	Adjustments for:				
	Loans	55,420.83		(66,086.34)	
	Other financial assets	(2,933.22)		(806.25)	
	Other non financial assets	(387.44)		(440.93)	
	Derivative liabilities	(20.94)		(47.04)	
	Trade payables	51.94		303.15	
	Other payables	119.01		145.94	
	Other financial liabilities	(2,539.92)		(2,187.08)	
	Provisions	2.49		44.33	
	Other non financial liabilties	184.23		121.45	
			49,896.98		(68,952.77)
	Cash generated from/(used in) operating activities		**56,305.73**		**(62,602.07)**
	Income taxes paid (including tax deducted at source)		(956.65)		(1,613.35)
	Cash generated from/(used in) operating activities		**55,349.08**		**(64,215.42)**
B	**Cash flow from investing activities:**				
	Purchase of property,plant and equipment, intangible assets under development and other intangible assets		(642.95)		(732.40)
	Investment made in subsidiaries/associates		(8,195.26)		(357.04)
	Purchase of other investments (net)		(5,222.03)		(1,202.73)
	Net cash used in investing activities		**(14,060.24)**		**(2,292.17)**
C	**Cash flow from financing activities:**				
	Proceeds from issue of equity shares (including premium)		-		25,722.48
	Redemption of preference shares (including premium)		-		(2,750.00)
	Proceeds from debt securities		4,182.03		78,653.97
	Repayment of debt securities		(13,750.00)		(64,641.92)
	Proceeds from borrowings (other than debt securities)		17,255.28		93,721.11
	Repayment of borrowings (other than debt securities)		(36,040.47)		(63,155.83)
	Payment of lease liabilities		(490.97)		-
	Dividends paid (including dividend distribution tax)		(2,083.87)		(557.93)
	Net cash (used in) / generated from financing activities		**(30,928.00)**		**66,991.88**
D	**Net increase in cash and cash equivalents (A+B+C)**		10,360.84		484.29
E	**Cash and cash equivalents at the beginning of the year**		9,307.85		8,823.55
F	**Cash and cash equivalents at the end of the year (D + E)**		**19,668.69**		**9,307.85**

DHANI LOANS AND SERVICES LIMITED

(Formerly known as Indiabulls Consumer Finance Limited)

ANNEXURE III - REFORMATTED STANDALONE STATEMENT OF CASH FLOWS

(All amounts are in Indian Rupees in millions unless stated otherwise)

Notes:

1 The above cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) -7 'Statement of Cash Flows' as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.

		As at 31 March 2020	As at 31 March 2019
2	Cash and cash equivalents as at the end of the year include:		
	Cash in hand	0.62	0.09
	Balances with banks:		
	- in current accounts	18,168.11	8,502.99
	- in term deposits with original maturity of less than three months*	1,499.96	804.77
	Cash and cash equivalents at the end of the year	**19,668.69**	**9,307.85**

*₹ 250.07 million (31 March 2019: ₹ 55.67 million) pledged for overdraft facilities availed by the Company

3 For disclosures relating to changes in liabilities arising from financing activities, refer note 50.

The accompanying notes form an integral part of these Reformatted Standalone Ind AS Financial Information.

This is the Reformatted Standalone Cash Flow Statement referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No. : 001076N/N500013

For and on behalf of the board of directors

Sd/-
Khushroo B. Panthaky
Partner
Membership No.: 042423

Sd/-
Pinank Jayant Shah
Whole Time Director &
Chief Executive Officer
DIN: 07859798

Sd/-
Nafees Ahmed
Director
DIN: 03496241

Sd/-
Rajeev Lochan Agrawal
Chief Financial Officer

Sd/-
Manish Rustagi
Company Secretary

Place: Mumbai
Date: 24 March 2021

Place: Mumbai
Date: 24 March 2021

Place: Gurugram
Date: 24 March 2021

DHANI LOANS AND SERVICES LIMITED

(Formerly known as Indiabulls Consumer Finance Limited)

ANNEXURE IV - REFORMATTED STANDALONE STATEMENT OF CHANGES IN EQUITY

(All amounts are in Indian Rupees in millions unless stated otherwise)

(A) Equity share capital (refer note 23)

Particulars	Balance as at 1 April 2018	Changes during the year	Balance at 31 March 2019	Changes during the year	Balance at 31 March 2020
Equity share capital	245.52	366.36	611.88	-	611.88

(B) Other equity (refer note 25)

Particulars	Securities premium	Capital redemption reserve	Reserve Fund (U/s 45-IC of RBI Act, 1934)	Share options outstanding account	Retained earnings	Change in fair value of loan assets through other comprehensive income	Other component of equity	Deemed equity contribution by Holding Company	Debenture redemption reserves	Total
Balance as at 1 April 2018	**14,392.32**	**10.00**	**418.68**	**243.98**	**1,434.26**	-	-	**85.12**	-	**16,584.36**
Profit for the year	-	-	-	-	4,001.94	-	-	-	-	4,001.94
Other comprehensive income (net of tax)	-	-	-	-	(2.90)	-	-	-	-	(2.90)
Transfer from retained earnings	-	-	799.81	-	(841.46)	-	-	-	41.65	-
Issue of equity shares	25,356.12	-	-	-	-	-	-	-	-	25,356.12
Adjustment of compulsory convertible preference shares (refer note 24)	(2,695.00)	-	-	-	-	-	-	-	-	(2,695.00)
Share based payment to employees	-	-	-	345.37	-	-	-	-	-	345.37
Transfer to retained earnings	-	-	-	(1.28)	1.28	-	-	-	-	0.00
Equity component for financial guarantee	-	-	-	-	-	-	-	37.45	-	37.45
Dividends (including dividend distribution tax) during the year	-	-	-	-	(557.93)	-	-	-	-	(557.93)
Balance as at 31 March 2019	**37,053.44**	**10.00**	**1,218.49**	**588.07**	**4,035.19**	**-**	**-**	**122.57**	**41.65**	**43,069.41**
Profit for the year	-	-	-	-	542.54	-	-	-	-	542.54
Other comprehensive income (net of tax)	-	-	-	-	(6.42)	-	-	-	-	(6.42)
Transfer from retained earnings	-	-	108.51	-	(108.51)	-	-	-	-	-
Transfer from debenture redemption reserve during the year	-	-	-	-	41.65	-	-	-	(41.65)	-
Transfer to change in value of loan assets	-	-	-	-	-	79.25	-	-	-	79.25
Share based payment to employees	-	-	-	150.42	-	-	-	-	-	150.42
Transfer to other component of equity	-	-	-	(61.04)	-	-	61.04	-	-	-
Equity component for financial guarantee	-	-	-	-	-	-	-	14.17	-	14.17
Transfer to retained earnings	-	-	-	(19.21)	19.21	-	-	-	-	-
Dividends (including dividend distribution tax) during the year (₹ 28.25 per share)	-	-	-	-	(2,083.87)	-	-	-	-	(2,083.87)
Balance as at 31 March 2020	**37,053.44**	**10.00**	**1,327.00**	**658.24**	**2,439.79**	**79.25**	**61.04**	**136.74**	**-**	**41,765.50**

The accompanying notes form an integral part of these Reformatted Standalone Ind AS Financial Information.

This is the Reformatted Standalone Statement of Change in Equity referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No. : 001076N/N500013

For and on behalf of the board of directors

Sd/-
Khushroo B. Panthaky
Partner
Membership No.: 042423

Sd/-
Pinank Jayant Shah
Whole Time Director & Chief Executive Officer
DIN: 07859798

Sd/-
Nafees Ahmed
Director
DIN: 03496241

Sd/-
Rajeev Lochan Agrawal
Chief Financial Officer

Sd/-
Manish Rustagi
Company Secretary

Place: Mumbai
Date: 24 March 2021

Place: Mumbai
Date: 24 March 2021

Place: Gurugram
Date: 24 March 2021

1. Company overview

Dhani Loans and Services Limited (formerly known as Indiabulls Consumer Finance Limited) ('the Company') is a public limited Company incorporated under the provisions of Companies Act, 1956 and is engaged in the business of financing and investing related activities. The Company is a non-deposit accepting Non-Banking Financial Company ('NBFC-ND') and is registered as a Non-Banking Financial Company with the Reserve Bank of India ("RBI") under section 45-IA of the Reserve Bank of India Act, 1934. The Company is domiciled in India and its registered office is situated at M-62 a 63, First Floor, Connaught Place, New Delhi – 110001.

In accordance with the provisions of Section 4, 13 and 14 and other applicable provisions of the Companies Act 2013 (the 'Act'), the members of the Company at their Extraordinary General Meeting held on 17 September 2018, accorded their approval to change the name of the Company. The Company has since received a fresh certificate of incorporation consequent upon change of name from the Registrar of Companies, National Capital Territory of Delhi & Haryana dated 18 September 2018 in respect of the said change. Accordingly, the name of the Company was changed from IVL Finance Limited to Indiabulls Consumer Finance Limited. Further, the members of the Company at their Extraordinary General Meeting held on 2 July 2020 accorded their approval to change the name of the Company. The Company has since received a fresh certificate of incorporation consequent upon change of name from the Registrar of Companies National Capital Territory of Delhi and Haryana dated 7 July 2020 in respect of the said change. Accordingly the name of the Company was changed from Indiabulls Consumer Finance Limited to Dhani Loans and Services Limited effective from 7 July 2020.

2. Basis of preparation

(i) The Reformatted Standalone Ind AS Financial Information of the Company comprise of the Reformatted Standalone Ind AS Statement of Assets and Liabilities as at 31 March 2020 and 31 March 2019, the related Reformatted Standalone Ind AS Statement of Profit and Loss (including other comprehensive income), the Reformatted Standalone Ind AS Statement of Cash Flows , the Reformatted Standalone Ind AS Statement of Changes in Equity for the years ended 31 March 2020 and 31 March 2019, and the summary of significant accounting policies and other explanatory information (collectively, the Reformatted Standalone Ind AS 'Financial Information' or 'Financial Statements').
The Reformatted Standalone Financial Information have been prepared by the management in connection with the proposed issue of non-convertible debentures of the Company to be listed on BSE Limited and National Stock Exchange of India (collectively the "Stock Exchanges" in accordance with the the requirements of section 26 of the Act, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation 2008, ("SEBI Debt Regulations") issued by Securities and Exchange Board of India "SEBI", as amended from time to time as related clarifications issued by the Stock Exchanges.

(ii) Statement of compliance with Indian Accounting Standards (Ind AS)

These Reformatted Standalone Ind AS Financial Information ("the Financial Statements") have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies for all the periods presented in these financial statements.

The Reformatted Standalone IndAS Financial Information are authorised and approved for issue by the Board of Directors on 24 March 2021.

(iii) Historical cost convention

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities and share based payments which are measured at fair values as explained in relevant accounting policies.

3. Summary of significant accounting policies

The financial statements have been prepared using the significant accounting policies and measurement bases summarised as below. These policies are applied consistently for all the periods presented in the financial statements.

a) Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in statement of profit and loss.

Subsequent measurement (depreciation method, useful lives and residual value)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on the straight line method over the useful life of the assets as prescribed under Part 'C' of Schedule II of the Act.

Asset class	Useful life
Computer equipment	3 years
Office equipment	5 years
Furniture and fixtures	10 years
Vehicles	8 years
Servers and networks	6 years
Leasehold improvements	Lower of useful life of the asset or lease term

Depreciation is calculated on pro rata basis from the date on which the asset is ready for use or till the date the asset is sold or disposed.
The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in the statement of profit and loss, when the asset is derecognised.

b) Intangible assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price including any import duties and other taxes (other than those subsequently recoverable from taxation authorities), borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent measurement (amortisation method, useful lives and residual value)

Intangible assets are amortised over a period of 4 years from the date when the assets are available for use. The estimated useful life (amortisation period) of the intangible assets is arrived basis the expected pattern of consumption of economic benefits and is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

c) Intangible assets under development

Intangible assets under development represents expenditure incurred in respect of intangible assets under development and are carried at cost. Cost includes development cost, borrowing costs and other direct expenditure necessary to create, produce and prepare the asset to be capable of operating in the manner intended by management. These are recognised as assets when the Company can demonstrate following recognition requirements:

- The development costs can be measured reliably
- The project is technically and commercially feasible
- The Company intends to and has sufficient resources to complete the project
- The Company has the ability to use or sell such intangible asset
- The asset will generate probable future economic benefits.

Amortisation of the asset begins when development is complete and the asset is available for use.

d) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and there exists reasonable certainty of its recovery. Revenue is measured at the fair value of the consideration received or receivable as reduced for estimated customer credits and other similar allowances.

i. Interest income

Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate ('EIR'). The EIR on financial asset after netting off the fees received and cost incurred approximates the effective interest rate of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.

ii. Net gain on fair value changes

The Company designates certain financial assets for subsequent measurement at fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI). The Company recognises gains on fair value change of financial assets measured at FVTPL and realised gains on derecognition of financial asset measured at FVTPL and FVOCI on net basis.

iii. Dividend income

Dividend income is recognised when the Company's right to receive dividend is established by the reporting date and no significant uncertainty as to collectability exists.

iv. Fees and commission income

Revenue from fee and commission is measured at fair value of the consideration received or receivable. Revenue is recognised as and when the Company satisfies the associated performance obligation in accordance with the identified contract with the customers and when there is no uncertainty in the ultimate realisation/collection

v. Income from assignment

Gains arising out of direct assignment transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the direct assignment is entered into with the assignee, also known as the right of excess interest spread (EIS). The future EIS basis the scheduled cash flows on execution of the transaction, discounted at the applicable rate entered into with the assignee is recorded upfront in the statement of profit and loss. EIS evaluated and adjusted for ECL and expected prepayment.

e) Borrowing costs

Borrowing costs that are directly attributable to the acquisition and/or construction of a qualifying asset, till the time such qualifying assets become ready for its intended use sale, are capitalised. Borrowing costs consists of interest and other cost that the Company incurred in connection with the borrowing of funds. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss as incurred basis the effective interest rate method.

f) Taxation

Tax expense recognised in Statement of Profit and Loss comprises the sum of deferred tax and current tax except to the extent it recognised in other comprehensive income or directly in equity.

Current tax comprises the tax payable or receivable on taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. Current tax is computed in accordance with relevant tax regulations. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised on unused tax loss, unused tax credits and deductible temporary differences to the extent it is probable that the future taxable profits will be available against which they can be used. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).

g) Employee benefits

Short-term employee benefits

Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

Other long-term employee benefits

The Company also provides the benefit of compensated absences to its employees which are in the nature of long-term employee benefit plan. Liability in respect of compensated absences becoming due and expected to availed after one year from the balance sheet date is estimated in the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to Statement of Profit and Loss in the year in which such gains or losses are determined.

Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

Defined contribution plans

The Company has a defined contribution plans namely provident fund, pension fund and employees state insurance scheme. The contribution made by the Company in respect of these plans are charged to the Statement of Profit and Loss.

Defined benefit plans

The Company has unfunded gratuity as defined benefit plan where the amount that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The liability recognised in the balance sheet for defined benefit plans as the present value of the defined benefit obligation (DBO) at the reporting date. Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains/losses resulting from re-measurements of the liability are included in other comprehensive income.

h) Share based payments

Share based compensation benefits are provided to employees via Dhani Services Limited (Formarly known as Indiabulls Ventures Limited) ('Holding Company') Employee Stock Option Plans (ESOPs). The employee benefits expense is measured using the fair value of the employee stock options and is recognised over vesting period with a corresponding increase in equity. The vesting period is the period over which all the specified vesting conditions are to be satisfied. On the exercise of the employee stock options, the employees of the Company will be allotted Holding Company's equity shares.

i) Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. Recoverable amount is higher of an asset's net selling price and its value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the reporting date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

j) Impairment of financial assets

Loan assets
The Company follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- Stage 1 (1-30 days) includes loan assets that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date.
- Stage 2 (31-60 days) includes loan assets that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment.
- Stage 3 (more than 90 days) includes loan assets that have objective evidence of impairment at the reporting date.

The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets. ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default, defined as follows:

Probability of Default (PD) - The PD represents the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired" above), either over the next 12 months (12 months PD), or over the remaining lifetime (Lifetime PD) of the obligation.

Loss Given Default (LGD) – LGD represents the Company's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and preference of claim and availability of collateral or other credit support.

Exposure at Default (EAD) – EAD is based on the amounts the Company expects to be owed at the time of default. For a revolving commitment, the Company includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.

Forward-looking economic information is included in determining the 12-month and lifetime PD, EAD and LGD. The assumptions underlying the expected credit loss are monitored and reviewed on an ongoing basis.

Other financial assets
In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Write-offs
Financial assets are written off either partially or in their entirety to the extent that there is no realistic prospect of recovery. Any subsequent recoveries are credited to impairment on financial instrument on statement of profit and loss.

k) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits and short-term highly liquid investments (certificate of deposits) that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value. For cash flow statement purposes, cash and cash equivalents includes bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

l) Equity investment in associate/subsidiaries

Investments representing equity interest in associate or subsidiaries is measured at cost in accordance with Ind AS 27 'Separate Financial Statements'.

m) Provisions, contingent assets and contingent liabilities

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

n) Financial instruments

A Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement
Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

Non-derivative financial assets

Subsequent measurement

i. Financial assets carried at amortised cost – a financial asset is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.

ii. Financial assets carried at fair value through other comprehensive income (FVOCI):

A financial asset is measured at FVOCI if both the following conditions are met:
(a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows and selling financial assets, and
(b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

FVOCI instruments are subsequently measured at fair value with gains and losses arising due to changes in fair value recognised in OCI. Interest income and impairment gains or losses are recognised in the statement of profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified to the statement of profit or loss.

iii. Investments in equity instruments – Investments in equity instruments which are held for trading are classified as at fair value through profit or loss (FVTPL). For all other equity instruments, the Company makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Company transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

iv. Investments in mutual funds – Investments in mutual funds are measured at fair value through profit and loss (FVTPL).

De-recognition of financial assets
Financial assets (or where applicable, a part of financial asset or part of a group of similar financial assets) are derecognised (i.e. removed from the Company's balance sheet) when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. Further, if the Company has not retained control, it shall also derecognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer.

Non-derivative financial liabilities

Subsequent measurement
Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities
A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Financial guarantee

Financial guarantee contracts are recognised as financial liability at the time guarantee is issued. The liability is initially measured at fair value and subsequently measured at higher of:

- The amount of loss allowance (calculated as described in policy for impairment of financial assets)
- The amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with principles of Ind AS.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative contracts

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit and loss using mark to market information.

The Company also enters into certain derivative contracts (futures) to hedge risks which are designated as hedges of the fair value of recognised assets i.e. investment in equity instrument (fair value hedge). For hedge assessment, the hedging relationship must meet conditions with respect to documentation, strategy and economic relationship of the hedged transaction. In case of fair value, the change in fair value of derivative is recognised in the statement of profit and loss along with change in fair value of underlying asset.

o) Earnings per equity share

Basic earnings per equity share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per equity share, the net profit or loss (interest and other finance cost associated) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

p) Segment reporting

The Company identifies segment basis the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are regularly reviewed by the CODM ('chief operating decision maker') in deciding how to allocate resources and in assessing performance.

q) Foreign currency

Functional and presentation currency
Items included in the financial statement of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements have been prepared and presented in Indian Rupees (₹), which is the Company's functional and presentation currency.

Transactions and balances
Foreign currency transactions are translated into the functional currency, by applying the exchange rates on the foreign currency amounts at the date of the transaction. Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognised in the Statement of Profit and Loss in the year in which they arise.

r) Classification of leases –
The Company enters into leasing arrangements for various premises. The assessment (including measurement) of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/terminate etc. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.

Leases
Till previous year, assets acquired on leases where a significant portion of risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease rental are charged to statement of profit and loss on straightline basis except where scheduled increase in rent compensate the lessor for expected inflationary costs.

For any new contracts entered into on or after 1 April 2019, the Company considers whether a contract is, or contains a lease (the transition approach has been explained and disclosed in Note 39). A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

Classification of leases
The Company enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/purchase etc.

Recognition and initial measurement
At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

Subsequent measurement
The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At lease commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset.

The Company has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in statement of profit and loss on a straight-line basis over the lease term.

s) Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures. Actual results may differ from these estimates.

Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

Business model assessment - The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortised cost that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Expected credit loss ('ECL') – The measurement of expected credit loss allowance for financial assets measured at amortised cost requires use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. likelihood of customers defaulting and resulting losses). The Company makes significant judgements with regard to the following while assessing expected credit loss:

- Determining criteria for significant increase in credit risk;
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL; and
- Establishing groups of similar financial assets for the purposes of measuring ECL.

Provisions – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Significant estimates

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

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(All amounts are in Indian Rupees in millions unless stated otherwise)

	As at 31 March 2020	As at 31 March 2019
Note - 4		
Cash and cash equivalents		
Cash on hand	0.62	0.09
Balances with banks		
- Current accounts	18,168.11	8,502.99
- Fixed deposit with original maturity of three months or less (refer note below)	1,499.96	804.77
	19,668.69	**9,307.85**

	As at 31 March 2020	As at 31 March 2019
Note - 5		
Bank balance other than cash and cash equivalents		
Fixed deposits with original maturity of more than 3 months (refer note below)	3,379.85	1,453.88
	3,379.85	**1,453.88**

Note:

The amount under lien as security against overdraft facility availed, assets securitised, bank guarantee and margin money are as follows (included above in note 4 and 5):

Particulars	As at 31 March 2020	As at 31 March 2019
Deposits pledged with banks for overdraft facilities availed by the Company	1,041.30	774.44
Deposits pledged for securitisations	2,336.02	621.24
Deposits pledged with banks against bank guarantees	2.53	2.53
Deposits pledged with National Stock Exchange of India as margin money	-	111.33
	3,379.85	**1,509.54**

	As at 31 March 2020		
	At amortised cost	At fair value through other comprehensive income*	Total
Note - 6			
Loans			
Secured	11,619.05	313.35	11,932.40
Unsecured	30,567.70	4,592.37	35,160.07
Total - Gross	**42,186.75**	**4,905.72**	**47,092.47**
Less: impairment loss allowance	(5,268.66)	(28.36)	(5,297.02)
Total - Net	**36,918.09**	**4,877.36**	**41,795.45**
Secured by tangible assets	11,502.86	313.35	11,816.21
Secured by other assets	116.19	-	116.19
Unsecured	30,567.70	4,592.37	35,160.07
Total - gross	**42,186.75**	**4,905.72**	**47,092.47**
Less: impairment loss allowance	(5,268.66)	(28.36)	(5,297.02)
Total - net	**36,918.09**	**4,877.36**	**41,795.45**
Loans in India			
(i) Public sector	-	-	-
(ii) Others	42,186.75	4,905.72	47,092.47
Total - gross	**42,186.75**	**4,905.72**	**47,092.47**
Less: impairment loss allowance	(5,268.66)	(28.36)	(5,297.02)
Total - net	**36,918.09**	**4,877.36**	**41,795.45**

(All amounts are in Indian Rupees in millions unless stated otherwise)

	As at 31 March 2019		
	At amortised cost	**At fair value through other comprehensive income***	**Total**
Loans			
Secured	49,608.34	-	49,608.34
Unsecured	56,721.72	-	56,721.72
Total - Gross	**1,06,330.06**	**-**	**1,06,330.06**
Less: impairment loss allowance	(1,248.73)	-	(1,248.73)
Total - Net	**1,05,081.33**	**-**	**1,05,081.33**
Secured by tangible assets	49,430.67	-	49,430.67
Secured by other assets	177.67	-	177.67
Unsecured	56,721.72	-	56,721.72
Total - gross	**1,06,330.06**	**-**	**1,06,330.06**
Less: impairment loss allowance	(1,248.73)	-	(1,248.73)
Total - net	**1,05,081.33**	**-**	**1,05,081.33**
Loans in India			
(i) Public sector	-	-	-
(ii) Others	1,06,330.06	-	1,06,330.06
Total - gross	**1,06,330.06**	**-**	**1,06,330.06**
Less: impairment loss allowance	(1,248.73)	-	(1,248.73)
Total - net	**1,05,081.33**	**-**	**1,05,081.33**

*During the year ended 31 March 2020, the Company has entered into series of bilateral assignment transactions against outstanding loan portfolio. In the light of this, the management has concluded that the business model for loan against property, business installments loan and personal loan has changed from "hold to collect" to "hold to collect and sell". Accordingly, the company had reclassified its eligible portfolio from amortised category to fair value through other comprehensive income (FVOCI) category and hence recorded a fair value gain in other comprehensive income.

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(All amounts are in Indian Rupees in millions unless stated otherwise)

	As at 31 March 2020	As at 31 March 2019
Note - 7		
Investments (at fair value through profit or loss)		
Investment in mutual funds		
- Indiabulls Income fund- Direct Plan - Growth [Number of units: 8,557,972.37 (31 March 2019: 6,246,745.81) Net Assets Value ("NAV"): ₹ 17.72 (31 March 2019: ₹ 16.35) per unit]	151.63	102.15
- Indiabulls Savings Fund- direct plan - growth [Number of units 144,865.09 (31 March 2019: 487,557.47) NAV: ₹ 1,116.05 (31 March 2019: ₹ 1,043.53) per unit]	161.68	508.78
- Indiabulls Short Term Fund - direct plan - growth [Number of units 58,519.58 (31 March 2019: nil) NAV: ₹ 1,738.98 (31 March 2019: ₹ nil) per unit]	101.76	-
- Indiabulls Arbitrage Fund - direct plan - growth [Number of units 1,391,865.94 (31 March 2019: nil) NAV: ₹ 14.39 (31 March 2019: ₹ nil) per unit]	20.03	-
- Indiabulls Banking & PSU Debt Fund - direct plan - growth [Number of units 190,417.92 (31 March 2019: nil) NAV: ₹ 1,078.36 (31 March 2019: ₹ nil) per unit]	205.34	-
- Indiabulls Dynamic Bond Fund - direct plan - growth [Number of units 45,037.17 (31 March 2019: nil) NAV: ₹ 1,124.53 (31 March 2019: ₹ nil) per unit]	50.65	-
- Indiabulls Savings Income Fund - direct plan - growth (Erstwhile Monthly Income Plan until 06.03.18) [Number of units 6,689,052.7 (31 March 2019: nil) NAV: ₹ 14.33 (31 March 2019: ₹ nil) per unit]	95.86	-
- Indiabulls Ultra Short term fund- direct plan- growth [Number of units: nil (31 March 2019: 544,893.74) NAV ₹ nil (31 March 2019: ₹ 1,866.21) per unit]	-	1,016.89
- Invesco India Liquid Fund- direct plan growth [Number of units: nil (31 March 2019: 194,585.50) NAV ₹ Nil (31 March 2019: ₹ 2,572.44) per unit]	-	500.56
- UTI Liquid Cash Plan - direct growth plan [Number of units: nil (31 March 2019: 81,778.44) NAV ₹ nil (31 March 2019: ₹ 3,060.74) per unit]	-	250.30
- JM Large Cap Fund - dividend option [Number of units nil (31 March 2019: 116,117,193.26) NAV ₹ nil (31 March 2019: ₹ 26.91) per unit]	-	3,124.79
- Axis Liquid Fund - direct growth [Number of units: nil (31 March 2019: 76.54) NAV ₹ nil (31 March 2019: ₹ 2,073.52) per unit]	-	0.16
- Aditya Birla Sun life liquid fund- growth- direct plan [Number of units: nil (31 March 2019: 528.17) NAV ₹ Nil (31 March 2019: ₹ 300.44) per unit]	-	0.16
- HDFC Liquid Fund - direct plan- growth [Number of units: nil (31 March 2019: 43.14) NAV ₹ nil (31 March 2019: ₹ 3,678.29) per unit]	-	0.16
- ICICI Prudential Liquid Fund - direct plan- growth [Number of units: nil (31 March 2019: 547.05) NAV ₹ nil (31 March 2019: ₹ 276.42) per unit]	-	0.16
- Kotak Liquid direct plan growth [Number of units: nil (31 March 2019: 41.92) NAV ₹ nil (31 March 2019: ₹ 3,784.33) per unit]	-	0.16
- Reliance Liquid Fund - direct plan growth plan [Number of units: nil (31 March 2019: 43.14) NAV ₹ nil (31 March 2019: ₹ 3,678.29) per unit]	-	0.16
- SBI Liquid fund direct growth [Number of units: nil (31 March 2019: 54.19) NAV ₹ nil (31 March 2019: ₹ 2,928.57) per unit]	-	0.16

(All amounts are in Indian Rupees in millions unless stated otherwise)

	As at 31 March 2020	As at 31 March 2019
Investment in debt securities		
2,000 (31 March 2019: 25) non convertible debentures of Housing Development Finance Corporation Limited	2,073.45	261.75
1,450 (31 March 2019: nil) non convertible debentures of LIC Housing Finance Limited	1,502.12	-
1,000 (31 March 2019: nil) non convertible debentures of Power Finance Corporation Limited	1,018.50	-
5,000 (31 March 2019: nil) certificate of deposit of Indusind Bank Limited	465.82	-
(At Cost)*		
Investment in subsidiaries companies		
In equity instruments		
TranServ Limited		
[Number of equity share 2,721,257 (31 March 2019: 2,137,981) face value ₹ 10 each] (refer note 11)	497.29	-
Indiabulls Distribution Services Limited		
[Number of equity share 308,220 (31 March 2019: nil) face value ₹ 10 each]	4,500.01	-
Indiabulls Investment Advisors Limited		
[Number of equity share 355,500,000 (31 March 2019: nil) face value ₹ 10 each]	3,555.00	-
In debt instruments		
344,828 (31 March 2019: nil) compulsorily convertible debenture ("CCDs") of Indiabulls Distribution Services Limited	5,000.01	-
	19,399.15	**5,766.34**
Investments outside India	-	-
Investments in India	19,399.15	5,766.34
Total	**19,399.15**	**5,766.34**

* Equity investments in subsidiaries are measured at cost as per the provisions of Ind AS 27 on 'Separate Financial Statements'

(i) During the year ended 31 March 2020, the Company has further acquired 9% equity stake of "TranServ Limited" (formerly known as "TranServ Private Limited"). Transerv Limited is controlled by the Company in accordance with the requirements of Ind AS 110, Consolidated Financial Statements. Further, subsequent to 31 March 2020, the Company has further acquired the remaining 58% stake in TranServ Limited making it wholly owned subsidiary of the Company.

(ii) During the year ended 31 March 2020, the Company has invested ₹ 5,000.01 millions in Compulsorily Convertible Debentures ("CCDs") of its subsidiary Indiabulls Distribution Services Limited ("IDSL") (erstwhile fellow subsidiary of the Company), bearing coupon rate of 10% per annum. The CCDs are convertible into equity shares of IDSL at the option of the Company on or before completion of 24 months from the date of subscription. Further, the Company has invested ₹ 4,500.01 millions in the equity shares of IDSL and acquired 86% equity stake of IDSL.

(iii) During the year ended 31 March 2020, the Company has acquired 100% holding in equity shares of Indiabulls Investment Advisors Limited ("IIAL"), (erstwhile fellow subsidiary of the Company) from Dhani Services Limited (Formarly known as Indiabulls Ventures Limited) for consideration of ₹ 55.00 millions and accordingly IIAL become a wholly owned subsidiary of the Company. Subsequent to this, the Company has further invested ₹ 3,500.00 millions in the equity share capital of IIAL.

	As at 31 March 2020	As at 31 March 2019
Note - 8		
Other financial assets		
Interest spread on assigned assets	4,451.77	298.07
Less: impairment loss allowance	(191.57)	-
Net interest spread on assigned assets	**4,260.20**	**298.07**
Security deposits	110.58	88.64
Deposit for mark to market margin account	-	58.18
Advance for purchase of shares	760.65	-
Advance to employees	65.91	16.05
Other recoverables	22.65	18.00
	5,219.99	**478.94**

(All amounts are in Indian Rupees in millions unless stated otherwise)

	As at 31 March 2020	As at 31 March 2019
Note - 9		
Current tax assets (net)		
Advance income-tax (including tax deducted at source) [Net of provision for taxation]	909.37	71.35
	909.37	**71.35**

	As at 31 March 2020	As at 31 March 2019
Note - 10		
Deferred tax assets (net)		
Deferred tax assets		
- Impairment loss allowance	1,360.86	291.59
- Disallowance under Section 40A(7) of the Income-tax Act, 1961	38.93	27.19
- Disallowance under Section 43B of the Income-tax Act, 1961	22.52	10.12
- Lease equalisation reserve	-	10.99
- Financial assets measured at amortised cost	53.16	-
- Financial liabilities measured at amortised cost	32.27	-
- Share based payments	165.66	205.94
Total (A)	**1,673.40**	**545.83**
Deferred tax liabilities		
- Derecogntion of financial instruments measured under amortised cost category	1,122.42	103.44
- Financial assets measured at amortised cost	-	16.32
- Financial liabilities measured at amortised cost	-	31.77
- Financial assets measured at fair value through other comprehensive income	26.65	-
- Depreciation and amortisation	44.42	54.97
Total (B)	**1,193.49**	**206.50**
Deferred tax assets(net) (A-B)	**479.91**	**339.33**

Movement in deferred tax assets

Particulars	**As at 31 March 2019**	**Recognised in profit and loss**	**Recognised in other comprehensive income**	**As at 31 March 2020**
Deferred tax assets				
- Impairment loss allowance	291.59	1,069.27	-	1,360.86
- Disallowance under Section 40A(7) of the Income-tax Act, 1961	27.19	9.58	2.16	38.93
- Disallowance under Section 43B of the Income-tax Act, 1961	10.12	12.40	-	22.52
- Lease equalisation reserve	10.99	(10.99)	-	-
- Share based payments	205.94	(40.28)	-	165.66
Deferred tax liabilities				
- Derecogntion of financial instruments measured under amortised cost category	(103.44)	(1,018.98)	-	(1,122.42)
- Financial assets measured at amortised cost	(16.32)	69.48	-	53.16
- Financial liabilities measured at amortised cost	(31.77)	64.04	-	32.27
- Financial assets measured at fair value through other comprehensive income	-	-	(26.65)	(26.65)
- Depreciation and amortisation	(54.97)	10.55	-	(44.42)
Deferred tax assets(net) (A-B)	**339.33**	**165.07**	**(24.49)**	**479.91**

Particulars	**As at 31 March 2018**	**Recognised in profit and loss**	**Recognised in other comprehensive income**	**As at 31 March 2019**
Deferred tax assets				
- Impairment loss allowance	14.86	276.73	-	291.59
- Disallowance under Section 40A(7) of the Income-tax Act, 1961	5.50	20.13	1.56	27.19
- Disallowance under Section 43B of the Income-tax Act, 1961	2.15	7.97	-	10.12
- Lease equalisation reserve	4.00	6.99	-	10.99
- Share based payments	84.43	121.51	-	205.94
- Financial assets measured at amortised cost	45.94	(62.26)	-	(16.32)
Deferred tax liabilities	-			
- Derecogntion of financial instruments measured under amortised cost category	-	(103.44)	-	(103.44)
- Financial liabilities measured at amortised cost	(14.01)	(17.76)	-	(31.77)
- Depreciation and amortisation	(26.08)	(28.89)	-	(54.97)
Deferred tax assets(net)	**116.79**	**220.98**	**1.56**	**339.33**

(All amounts are in Indian Rupees in millions unless stated otherwise)

	As at 31 March 2020	As at 31 March 2019
Note - 11		
Investment accounted for using equity method		
Investment in associate (at cost)		
Nil (31 March 2019: 2,137,981 equity shares of ₹ 10 each, of TranServ Limited [formerly known as 'TranServ Private Limited'], an associate)	-	357.04
	-	**357.04**

Notes

a) Equity investments in associate are measured at cost as per provision of IndAS 27 on 'Seprate Financial Statements'.

b) The Company had acquired 33% equity stake of "TranServ Limited" (formerly known as "TranServ Private Limited") (hereinafter referred to as "Investee") on 29 March 2019. The Company exercises significant influence over the investee and accordingly, the same has been accounted for as an "Associate" as per the provisions of Ind AS 28 "Investments in associates and joint venture".

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(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 12

Particulars	Gross Block				Accumulated depreciation				Net Block	
	As at 1 April 2019	Additions	Disposals/ adjustment	As at 31 March 2020	As at 1 April 2019	Additions	Deletion	As at 31 March 2020	As at 31 March 2020	As at 31 March 2019
a) Propery, plant and equipment										
Freehold land	1.30	-	-	1.30	-	-	-	-	1.30	1.30
Computers	259.58	62.45	-	322.03	59.42	83.77	-	143.19	178.84	200.16
Servers and networks	-	28.72	-	28.72	-	2.14	-	2.14	26.58	-
Office equipment	56.16	62.99	-	119.15	8.73	19.97	-	28.70	90.45	47.43
Furniture	54.32	295.17	-	349.49	4.58	20.96	-	25.54	323.95	49.74
Vehicles	12.84	5.40	5.75	12.49	2.14	1.72	1.09	2.77	9.72	10.70
Total	**384.20**	**454.73**	**5.75**	**833.18**	**74.87**	**128.56**	**1.09**	**202.34**	**630.84**	**309.33**
b). Right-of-use assets	**-**	**2,614.16**	**-**	**2,614.16**	**-**	**404.66**	**-**	**404.66**	**2,209.50**	**-**
c) Intangible asset under development	**24.61**	**78.53**	**48.88**	**54.26**	**-**	**-**	**-**	**-**	**54.26**	**24.61**
d) Other intangible assets										
Software	688.79	216.44	-	905.23	170.29	246.98		417.27	487.96	518.50
Total	**688.79**	**216.44**	**-**	**905.23**	**170.29**	**246.98**	**-**	**417.27**	**487.96**	**518.50**

Particulars	Gross Block				Accumulated depreciation				Net Block	
	As at 1 April 2018	Additions	Disposals/ adjustment	As at 31 March 2019	As at 1 April 2018	Additions	Deletion	As at 31 March 2019	As at 31 March 2019	As at 31 March 2018
a). Propery, plant and equipment										
Freehold land	-	1.30	-	1.30	-	-	-	-	1.30	-
Computers	113.77	145.81	-	259.58	12.06	47.36	-	59.42	200.16	101.71
Office Equipment	22.32	33.84	-	56.16	1.41	7.32	-	8.73	47.43	20.91
Furniture	24.27	30.05	-	54.32	0.67	3.91	-	4.58	49.74	23.60
Vehicles(i)	9.44	3.40	-	12.84	0.56	1.58	-	2.14	10.70	8.88
Total	**169.80**	**214.40**	**-**	**384.20**	**14.70**	**60.17**	**-**	**74.87**	**309.33**	**155.10**
b). Right-of-use assets	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
c). Intangible Asset under Development	**5.80**	**125.00**	**106.19**	**24.61**	**-**	**-**	**-**	**-**	**24.61**	**5.80**
d). Other intangible assets										
Software	348.85	339.94	-	688.79	41.38	128.91	-	170.29	518.50	307.47
Total	**348.85**	**339.94**	**-**	**688.79**	**41.38**	**128.91**	**-**	**170.29**	**518.50**	**307.47**

Notes:

i. For the year ended 31 March 2019, vehicles stated above comprises of vehicles pledged as security by the Company.

ii. Refer note 41 for disclosures of capital commitments for the acquisition of property, plant and equipment.

(All amounts are in Indian Rupees in millions unless stated otherwise)

	As at 31 March 2020	As at 31 March 2019
Note - 13		
Other non-financial assets		
Capital advances	127.56	180.76
Advances to suppliers	320.99	171.78
Prepaid expenses	143.17	313.26
Advance against assigned assets	230.31	-
Balance with government authorities	381.11	203.10
	1,203.14	**868.90**

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(All amounts are in Indian Rupees in millions unless stated otherwise)

	As at 31 March 2020		As at 31 March 2019	
	Notional amounts	Liabilites	Notional amounts	Liabilites
Note - 14				
Derivative financial instruments				
Part I				
Index linked deriviatives	-	-	1,228.22	20.94
Total derivative financial instruments	**-**	**-**	**1,228.22**	**20.94**
Part II				
Included are derivatives held for hedging and risk management purpose as follows:				
i. Undesignated derivatives				
- Index linked derivatives	-	-	1,228.22	20.94
Total Derivative financial instruments	**-**	**-**	**1,228.22**	**20.94**

	As at 31 March 2020	As at 31 March 2019
Note - 15		
Trade payables		
Total outstanding dues of micro enterprises and small enterprises (refer note 49)	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	632.35	580.41
	632.35	**580.41**

	As at 31 March 2020	As at 31 March 2019
Note - 16		
Other payables		
Total outstanding dues of micro enterprises and small enterprises (refer note 49)	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	300.95	181.94
	300.95	**181.94**

	As at 31 March 2020	As at 31 March 2019
Note - 17		
Debt securities (at amortised cost)		
Non- convertible debentures - secured (i)	7,967.72	7,848.62
Commercial papers - unsecured (ii)	-	9,500.00
Total	**7,967.72**	**17,348.62**
Debt securities in India	7,967.72	17,348.62
Debt securities outside India	-	-
Total	**7,967.72**	**17,348.62**

Note:
i) Secured redeemable non convertible debentures (payable at par unless otherwise stated) include:

Particulars	As at 31 March 2020	As at 31 March 2019
10.6% redeemable non-convertible debentures of face value ₹ 1 million each redeemed on 14 November 2019.	-	1,691.18
10.75% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 May 2021 in one instalment.	3,740.42	3,709.28
10.75% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 May 2021 in one instalment.	272.69	243.90
10.40% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 May 2022 in one instalment.	321.13	319.29
10.90% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 May 2022 in one instalment.	746.42	742.15
10.90% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 May 2022 in one instalment.	260.54	233.26
10.50% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 March 2024 in one instalment.	463.48	461.80
11.00% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 March 2024 in one instalment.	257.05	256.12
11.00% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 March 2024 in one instalment.	213.85	191.64

(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 17

Debt securities (at amortised cost) (continued):

10.00% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 31 July 2020 in one instalment.	131.27	-
10.27% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2021 in one instalment.	69.19	-
10.25% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2021 in one instalment.	36.21	-
9.95% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2022 in one instalment.	118.26	-
10.41% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2022 in one instalment.	116.71	-
10.40% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2022 in one instalment.	44.24	-
10.13% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2024 in one instalment.	148.60	-
10.61% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2024 in one instalment.	121.60	-
10.60% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2024 in one instalment.	45.16	-
10.00% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 10 October 2020 in one instalment.	618.73	-
10.12% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 06 September 2021 in one instalment.	11.99	-
10.10% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 06 September 2021 in one instalment.	5.03	-
9.81% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 06 September 2022 in one instalment.	29.33	-
10.27% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 06 September 2022 in one instalment.	22.19	-
10.25% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 06 September 2022 in one instalment.	8.94	-
10.04% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 06 September 2024 in one instalment.	37.39	-
10.52% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 06 September 2024 in one instalment.	116.48	-
10.50% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 06 September 2024 in one instalment.	10.82	-
Total	**7,967.72**	**7,848.62**

Non-convertible debentures is secured by way of first ranking pari-passu charge on the current assets (including investments) of the Company, both present and future; and on present and future loan assets of the Company, including all monies receivable for the principal amount and interest thereon.

ii) Unsecured commercial papers:

Particulars	**As at 31 March 2020**	**As at 31 March 2019**
This amount is repaid in one instalment in June 2019.	-	500.00
This amount is repaid in one instalment in May 2019.	-	4,500.00
This amount is repaid in one instalment in May 2019.	-	1,250.00
This amount is repaid in one instalment in June 2019.	-	2,000.00
This amount is repaid in one instalment in May 2019.	-	1,250.00
Total	**-**	**9,500.00**

Commercial paper carried an interest in the range of 8.75 % per annum to 9.50% per annum

DHANI LOANS AND SERVICES LIMITED
(Formerly known as Indiabulls Consumer Finance Limited)
ANNEXURE V - Summary of significant accounting policies and other explanatory information to Reformatted Standalone Ind AS Financial Information for the year ended 31 March 2020
(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 18
Borrowings (other than debt securities)(at amortised cost)

	As at 31 March 2020	As at 31 March 2019
Term loans		
- From banks - secured (i)	30,095.66	49,969.99
Loans from related parties		
- Holding Company - unsecured (ii)	-	2,752.00
Loans repayable on demand from banks- secured	250.77	1,472.97
Vehicle loans from bank - secured (iii)	-	4.73
Liabilities against securitised assets	9,215.60	4,082.85
Total (A)	**39,562.03**	**58,282.54**
Borrowings in India	39,562.03	58,282.54
Borrowings outside India	-	-
Total	**39,562.03**	**58,282.54**

i) Term loans from banks includes:

Particulars	**As at 31 March 2020**	**As at 31 March 2019**
This loan is repayable in 13 quarterly equated instalments commencing from December 2017 with last instalment falling due in year 2019-20.	-	268.31
This loan is repayable in 16 quarterly equated instalments with moratorium period of 12 months from the date of disbursement. Loan repayment commencing from December 2018 with last instalment falling due in year 2022-23.	624.67	874.37
This loan is repayable in 13 quarterly equated instalments commencing from December 2017 with last instalment falling due in year 2019-20.	-	940.49
This loan is repayable in one instalment in April 2019.	-	1,499.96
This loan is repayable in 2 equated annual instalments with moratorium period of 48 months from the date of disbursement. Loan repayment commencing from September 2021 with last instalment falling due in year 2022-23.	2,989.64	2,984.45
This loan is repayable in 2 equated annual instalments with moratorium period of 48 months from the date of disbursement. Loan repayment commencing from September 2021 with last instalment falling due in year 2022-23.	2,989.16	2,983.72
This loan is repayable in 2 equated annual instalments with moratorium period of 36 months from the date of disbursement. Loan repayment commencing from September 2021 with last instalment falling due in year 2022-23.	4,998.82	4,998.21
This loan is repayable in one instalment in September 2019.	-	9,991.85
This loan is repayable in 2 equated annual instalments with moratorium period of 48 months from the date of disbursement. Loan repayment commencing from June 2022 with last instalment falling due in year 2023-24.	1,496.69	1,495.47
This loan is repayable in 13 equated quarterly instalments with first instalment due at the end of 3 months from the date of disbursement. Loan repayment commencing from September 2018 with last instalment falling due in year 2021-22.	460.74	767.13
This loan is repayable in 12 equated quarterly instalments which shall commence from the quarter end during which the limit is disbursed. Loan repayment commencing from December 2018 with last instalment falling due in year 2021-22.	988.99	1,637.81
This loan is repayable in one instalment in September 2019.	-	3,000.00
This loan is repayable in one instalment in September 2020.	2,942.18	
This loan is repayable in 18 equated monthly instalments after moratorium of 7 months. Loan repayment commencing from May 2019 with last instalment falling due in year 2020-21.	3,878.49	9,918.44
This loan is repayable in five years with instalments of Rs. 750.00 million each to be paid for the first six instalments and instalments of ₹ 100.00 million each to be paid for the last five instalments. Loan repayment commencing from January 2019 with last instalment falling due in year 2023-24.	2,744.40	4,237.98
This loan is repayable in five years with instalments of ₹ 450.00 million each to be paid for the first six instalments and instalments of Rs. 60.00 million each to be paid for the last five instalments. Loan repayment commencing from July 2019 with last instalment falling due in year 2024-25.	2,094.82	-
This loan is repayable in five years with instalments of ₹ 546.00 million each to be paid for the first six instalments and instalments of Rs. 72.80 million each to be paid for the last five instalments. Loan repayment commencing from July 2019 with last instalment falling due in year 2024-25.	2,541.78	3,628.24
This working capital demand loan is repayable in one instalment in June 2020.	600.00	-
This loan is repayable in 3 equated instalments of ₹ 250.00 million each at the end of 3rd, 4th and 5th year after a moratorium period of 24 months.	745.28	743.56
Total	**30,095.66**	**49,969.99**

a. Secured by way of first pari-passu charge over loans and advances, receivables and current assets (including cash and cash equivalents, investments in debt mutual funds and liquid mutual funds) and future book debts.

b. Interest rate on term loans varies from 8.70% to 10.75% per annum (31 March 2019 - 8.90% to 10.75% per annum).

(ii) Loan from related party carries interest rate of 14.90% per annum and shall be repaid within 5 years as per the terms of the agreement

(iii) Vehicle loans were secured against hypothecation of the vehicles purchased. Such loans were repayable in equated monthly instalments for a period upto five years. Vehicle loans carried interest rate of 7.75% per annum.

(All amounts are in Indian Rupees in millions unless stated otherwise)

	As at 31 March 2020	As at 31 March 2019
Note - 19		
Lease liability		
Lease liability (refer note 40)	2,334.33	-
	2,334.33	**-**

	As at 31 March 2020	As at 31 March 2019
Note - 20		
Other financial liabilities		
Interest accrued on debt securities	75.06	41.00
Interest accrued on borrowings (other than debt securities)	137.92	79.56
Temporary overdraft bank balances as per books	1,088.73	3,893.26
Payable towards assignment transactions	281.09	108.90
	1,582.80	**4,122.72**

	As at 31 March 2020	As at 31 March 2019
Note - 21		
Provisions		
Provision for employee benefits:		
Provision for gratuity (refer note 39)	154.67	77.69
Provision for compensated absences	89.47	29.06
	244.14	**106.75**

	As at 31 March 2020	As at 31 March 2019
Note - 22		
Other non-financial liabilities		
Statutory liabilities	320.20	112.91
Advance from customers	116.21	107.82
Lease equalisation reserve	-	31.45
	436.41	**252.18**

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(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 23
Equity share capital

	As at 31 March 2020		As at 31 March 2019	
	Number	Amount	Number	Amount
A. Authorised				
Equity shares of face value of ₹ 10 each	8,00,00,000	800.00	8,00,00,000	800.00
	8,00,00,000	800.00	8,00,00,000	800.00
B. Issued, subscribed and paid up				
Equity shares of face value of ₹ 10 each	6,11,88,000	611.88	6,11,88,000	611.88
	6,11,88,000	611.88	6,11,88,000	611.88

C. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	For the year ended 31 March 2020		For the year ended 31 March 2019	
Equity shares	No. of shares	Amount	No. of shares	Amount
Opening balance at the beginning of the year	6,11,88,000	611.88	2,45,51,565	245.52
Add: issued during the year	-	-	3,66,36,435	366.36
Outstanding at the end of the year	6,11,88,000	611.88	6,11,88,000	611.88

D. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to received remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

E. Shares held by shareholders holding more than 5% shares and Holding Company:

Particulars	As at 31 March 2020		As at 31 March 2019	
	No. of shares	% of holding	No. of shares	% of holding
Dhani Services Limited and its nominees	6,11,88,000	100%	6,11,88,000	100%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

F. The Company has not issued any bonus shares during the current year and five years immediately preceeding current year.

G. There are no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issue and bought back during the last five years.

Note - 24
Instruments entirely equity in nature

	As at 31 March 2020		As at 31 March 2019	
	Number	Amount	Number	Amount
A. Authorised				
Preference shares of face value of ₹ 10 each	55,00,000	55.00	55,00,000	55.00
	55,00,000	55.00	55,00,000	55.00
B. Issued, subscribed and paid up				
Compulsorily convertible preference shares of face value of ₹ 10 each	-	-	-	-
	-	-	-	-

C. Reconciliation of the compulsory convertible preference shares outstanding at the beginning and at the end of the reporting year

	For the year ended 31 March 2020		For the year ended 31 March 2019	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	-	-	55,00,000	55.00
Add: Issued during the year	-	-	-	-
Less: Adjusted during the year*	-	-	(55,00,000)	(55.00)
Outstanding at the end of the year	-	-	-	-

* During the year ended 31 March 2019, the Company has modified the terms of these convertible preference shares from being compulsorily convertible to optionally convertible on 12 March 2019. Later on these preference shares were redeemed on 15 March 2019 at the transaction value.

(All amounts are in Indian Rupees in millions unless stated otherwise)

D. Terms/rights attached to compulsory convertible preference shares

The Company has only one class of preference shares having a par value of ₹ 10 per share. These can be converted in equity shares at any time up to 20 years from date of issuance. These shares carry 0.001% as dividend percentage which is to be paid as and when declare and approve by Board of directors.

E. No preference shares have been bought back during the period of five years immediately preceding 31 March 2020.

F. No preference shares have been issued for consideration other than cash during the period of five years immediately preceding 31 March 2020.

Note - 25	As at 31 March 2020	As at 31 March 2019
Other equity		
Statutory reserves	1,327.00	1,218.49
Securities premium	37,053.44	37,053.44
Capital redemption reserve	10.00	10.00
Debenture redemption reserve	-	41.65
Share options outstanding account	658.24	588.07
Retained earnings	2,439.79	4,035.19
Change in fair value of loan assets through other comprehensive income	79.25	-
Deemed equity contribution by Holding Company	136.74	122.57
Other component of equity	61.04	-
	41,765.50	**43,069.41**

Nature and purpose of other reserve:

Statutory reserves
The reserve is created as per the provision of Section 45(IC) of Reserve Bank of India Act, 1934. This is a restricted reserve and no appropriation can be made from this reserve fund except for the purpose as may be prescribed by Reserve Bank of India.

Securities premium
Securities premium represents premium received on issue of shares. The account can be utilised in accordance with the provisions of the Act.

Capital redemption reserve
The same had been created in accordance with provisions of the Act on account of redemption of preference shares.

Debenture redemption reserve
The Companies Act 2013 requires Companies that issue debentures to create as debenture redemption reserve from annual profits until such debentures are redeemed. The Company is required to transfer a specified percentage (as provided in the Companies Act, 2013) of the outstanding redeemable debentures to debenture redemption reserve. However, pursuant to the Companies (Share Capital and Debentures) Amendment Rules, 2019 notified on 16 August 2019 by Ministry of Corporate Affairs (MCA), debenture redemption reserve is not required for debentures issued by All India Financial Institutions regulated by Reserve Bank of India and Banking Companies for both public as well as privately placed debentures.

Share options outstanding account
The reserve is used to recognise the fair value of the options issued to employees of the Company under Holding Company's ESOP's plan.

Retained earnings
Retained earnings is a free reserve, retained from companies profits to meet future obligations. This amount can be distributed by the company as dividends to its equity shareholders considering the requirement of the Act.

Change in fair value of loan assets through other comprehensive income
This reserve has been created against change in business model for loan against property ("LAP"), business installments loan and personal loan from " hold to collect" to "hold to collect and sale".

Deemed equity contribution by Holding Company
The reserve has been created against initial measurement of financial guarantee (given by Holding Company) at fair value.

Other component of equity
The reserve has been created against excercised amount of employee stock option (issued by Holding Company).

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(All amounts are in Indian Rupees in millions unless stated otherwise)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Note - 26		
Interest income		
On financial assets measured at amortised cost		
Interest on loans	16,435.62	14,477.22
Interest on deposits with banks	228.12	72.08
Other interest income	473.25	8.08
On financial assets classified at fair value through profit or loss		
Interest income from investments		
- Bonds	63.81	85.61
- Commercial deposits	34.57	10.08
- Compulsory convertible debenture	252.06	-
- Commercial paper	107.07	17.42
	17,594.50	**14,670.49**
Note - 27		
Dividend income		
Dividend on investments	493.49	253.48
	493.49	**253.48**
Note - 28		
Fees and commission income		
Foreclosure fees and other related income	913.86	1,183.31
	913.86	**1,183.31**
Note - 29		
Net (loss)/gain on fair value changes		
Net (loss)/gain on financial instruments at fair value through profit or loss		
On trading portfolio		
- Investments	(115.94)	140.75
- Derivatives	(25.58)	(65.40)
Total net (loss)/gain on fair value changes	**(141.52)**	**75.35**
Fair value changes		
- Realised	(144.49)	70.36
- Unrealised	2.97	4.99
Total net (loss)/gain on fair value changes	**(141.52)**	**75.35**
Note - 30		
Net gain on derecognition of financial assets		
Gain on sale of loan portfolio through assignment	6,166.90	315.80
Loss on derecognition of financial instruments	-	(17.84)
	6,166.90	**297.96**
Note - 31		
Other income		
Net gain on ineffective portion of hedges	-	19.61
	-	**19.61**
Note - 32		
Finance costs		
On financial liabilities measured at amortised cost		
Interest on borrowings	4,561.37	4,246.59
Interest on debt securities	1,424.72	1,093.88
Other interest expenses	1,393.15	100.32
Other borrowing costs	17.37	153.99
	7,396.61	**5,594.78**

(All amounts are in Indian Rupees in millions unless stated otherwise)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Note - 33		
Impairment on financial assets (measured at amortised cost)		
Impairment allowance on loans	4,350.41	1,030.13
Loans written off	3,620.54	-
Impairment allownace on interest spread on assigned assets	191.57	-
	8,162.52	**1,030.13**
Note - 34		
Employee benefits expense		
Salaries and wages	3,898.05	1,898.15
Contribution to provident and other funds (refer note 39)	53.73	28.25
Share based payments to employees	150.42	345.37
Staff welfare expenses	76.25	27.49
	4,178.45	**2,299.26**
Note - 35		
Depreciation and amortisation		
Depreciation on property,plant and equipment	128.56	60.17
Amortisation on intangible assets	246.98	128.91
Depreciation on right-of-use assets	404.66	-
	780.20	**189.08**
Note - 36		
Other expenses		
Repair and maintenance	18.40	13.98
Communication costs	184.16	148.38
Printing and stationery	24.59	16.34
Lease rent	29.61	279.86
Professional charges	2,449.36	1,150.44
Payment to statutory auditors (refer note below)	3.82	6.80
Rates and taxes	28.48	6.63
Electricity expenses	41.36	22.81
Business promotion	495.99	91.55
Office maintenance	127.63	88.44
Travelling expenses	125.49	42.42
Software expenses	173.85	116.56
Corporate social responsibility expenses#	62.66	27.25
Bank charges	242.21	36.31
Web hosting charges	4.51	3.71
Miscellaneous expenses	1.23	1.51
	4,013.35	**2,052.99**

Note:

Payment to statutory auditors: (including goods and services tax)		
As auditor		
- audit and limited review	3.82	6.80
- in connection with issue of securities*	3.54	1.34
For reimbursement of expenses	-	0.19

*recognised as transaction cost

(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 36 (continued)
#Corporate social responsibility expenses
The Company spent ₹ 62.66 million (31 March 2019 ₹ 27.25 million), towards corporate social responsibility (CSR) activities as follows:

Particulars	**For the year ended 31 March 2020**	**For the year ended 31 March 2019**
(a) Amount spent on		
Construction/acquisition of any asset	-	-
On purpose other than above*	62.66	27.25
(b) Amount unpaid	-	-
Total	**62.66**	**27.25**

*Contribution towards donation/corpus fund paid to Indiabulls Foundation

Note - 37
Tax expense

	For the year ended 31 March 2020	**For the year ended 31 March 2019**
Current tax	118.63	1,553.00
Deferred tax credit	(165.07)	(220.98)
Income tax expense reported in the statement of profit and loss	**(46.44)**	**1,332.02**

The major components of tax expense and its reconciliation to expected tax expense based on the enacted tax rate applicable to the Company is 25.17% (31 March 2019: 29.12%) and the reported tax expense in statement of profit and loss are as follows:

Accounting profit before tax expense	496.10	5,333.96
Income tax rate	25.17%	29.12%
Expected tax expense	124.86	1,553.25
Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense		
Tax impact of expenses which will never be allowed	39.04	35.75
Tax impact of expenses which will be allowed	(170.97)	-
Tax impact on items exempt under income tax	(110.33)	(146.56)
Income chargeable under capital gain (difference of tax rates)	29.61	(145.99)
Impact of change in tax rate	47.15	41.00
Others	(5.80)	(5.42)
Tax expense	**(46.44)**	**1,332.03**

Change in tax rate
The decrease of the Indian corporate tax rate from 30% to 22% is effective from 1 April 2019 (The Taxation Laws (Amendment) Ordinance, 2019 No. 15 of 2019 dated 22 September 2019). As a result, the relevant deferred tax balances have been remeasured.

Note - 38
Earnings per equity share

	For the year ended 31 March 2020	**For the year ended 31 March 2019**
Profit available for equity shareholders	542.54	4,001.94
Nominal value of equity share (₹)	10.00	10.00
Weighted-average number of equity shares for basic earnings per share	6,11,88,000	5,03,46,686
Effect of dilution:		
Preference shares*	-	55,00,000
Weighted-average number of equity shares used to compute diluted earnings per share	6,11,88,000	5,58,46,686
Basic earnings per equity share (₹)	8.87	79.49
Diluted earnings per equity share (₹)	8.87	71.66

* During the year ended 31 March 2019, the Company modified the terms of these convertible preference shares from being compulsorily convertible to optionally convertible on 12 March 2019. Later on these preference shares were redeemed on 15 March 2019 at the transaction value.

(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 39
Employee benefits
The Company has adopted Indian Accounting Standard (Ind AS) - 19 on Employee Benefit as under :

A Defined contribution plans

The Company pays fixed contribution to provident fund at predetermined rates to a registered provident fund administered by the Government of India, which invests the funds in permitted securities. Both the Company and employees make predetermined contributions to the Provident Fund. The contributions are normally based on a certain proportion of the employee's salary. Amount of ₹ 53.73 million (31 March 2019 ₹ 28.25 million) pertaining to employers' contribution to provident and other fund is recognised as an expense and included in "Employee benefits expense".

B Defined benefit plans
Gratuity

The Company has a defined benefit unfunded gratuity plan. Every employee is entitled to gratuity as per the provisions of the Payment of Gratuity Act, 1972. The liability of Gratuity is recognised on the basis of actuarial valuation.

Risks associated with plan provisions

Salary increases	Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Investment risk	If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the plan's liability.
Mortality & disability	Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

(i) Amount recognised in the balance sheet is as under:

Particulars	As at 31 March 2020	As at 31 March 2019
Present value of obligation	154.67	77.69
Fair value of plan assets	-	-
Net obligation recognised in balance sheet as provision	**154.67**	**77.69**

(ii) Amount recognised in the statement of profit and loss is as under:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Current service cost	59.55	22.74
Past service cost including curtailment gains/losses	-	-
Interest cost on defined benefit obligation	7.49	1.99
Interest income on plan assets	-	-
Net impact on profit (before tax)	**67.04**	**24.73**

(iii) Amount recognised in the other comprehensive income:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Actuarial loss recognised during the year	(8.58)	(4.46)

(iv) Movement in the present value of defined benefit obligation recognised in the balance sheet is as under:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Present value of defined benefit obligation as at the beginning of year	77.69	15.89
Acquisition adjustment	7.10	32.72
Current service cost	59.54	22.74
Interest cost	7.49	1.99
Past service cost including curtailment gains/losses	-	-
Benefits paid	(5.74)	(0.11)
Actuarial loss/(gain) on obligation		
Actuarial loss on arising from change in demographic assumption	0.01	-
Actuarial loss on arising from change in financial assumption	18.08	3.80
Actuarial (gain)/loss on arising from experience adjustment	(9.50)	0.66
Present value of defined benefit obligation as at the end of the year	**154.67**	**77.69**
Expected contribution for the next Annual reporting period	**95.87**	**76.98**

(All amounts are in Indian Rupees in millions unless stated otherwise)

(v) Actuarial assumptions

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Discounting rate	6.80%	7.65%
Future salary increase rate	5.00%	5.00%
Retirement age (years)	60.00	60.00
Withdrawal rate	100% of IALM (2012-14)	100% of IALM (2006 - 08)
Ages	Withdrawal Rate	Withdrawal Rate
Up to 30 years	3.00%	3.00%
From 31 to 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%
Weighted average duration	21.97	22.39

(vi) Sensitivity analysis for gratuity liability

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Impact of the change in discount rate		
Present value of obligation at the end of the year	154.67	77.69
- Impact due to increase of 0.50 %	(12.21)	(5.92)
- Impact due to decrease of 0.50 %	13.62	6.57
Impact of the change in salary increase		
Present value of obligation at the end of the year	154.67	77.69
- Impact due to increase of 0.50 %	13.80	6.71
- Impact due to decrease of 0.50 %	(12.47)	(6.09)

Sensitivities due to mortality and withdrawals are not material and hence impact of change due to these is not calculated.

Sensitivities as to rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable.

(vii)

Maturity profile of defined benefit obligation	As at 31 March 2020	As at 31 March 2019
0 to 1 year	2.13	1.47
1 to 2 year	1.38	0.87
2 to 3 year	1.78	0.85
3 to 4 year	2.54	0.90
4 to 5 year	2.94	1.04
5 to 6 year	4.24	1.44
6 year onwards	139.66	71.12

C Other long-term employee benefit plans

The Company provides for compensated absences to its employees. The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The scheme is unfunded and liability for the same is recognised on the basis of actuarial valuation. A provision of ₹ 59.27 million
(31 March 2019: ₹ 15.72 million) for the year have been made on the basis of actuarial valuation at the year end and debited to the Statement of Profit and Loss.

Note - 40
Leases

The Company has leases for office buildings. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets. The Company classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublease the asset to another party, the right-of-use asset can only be used by the Company. Some leases contain an option to extend the lease for a further term. The Company is prohibited from selling or pledging the underlying leased assets as security. For leases over office buildings and other premises the Company must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Company is required to pay maintenance fees in accordance with the lease contracts.

A Lease payments not included in measurement of lease liability

The expense relating to payments not included in the measurement of the lease liability is as follows:

Particulars	Year ended 31 March 2020
Short-term leases	3.77
Leases of low value assets	-
Variable lease payments	-

(All amounts are in Indian Rupees in millions unless stated otherwise)

B Total cash outflow for leases for the year ended 31 March 2020 was ₹ 494.74 million

C The Company has total commitment for short-term leases of ₹ Nil as at 31 March 2020.

D **Maturity of lease liabilities**
The lease liabilities are secured by the related underlying assets. Future minimum lease payments were as follows:

31 March 2020	Minimum lease payment due						
	Within 1 year	1 - 2 Years	2 - 3 Years	3 - 4 Years	4 - 5 Years	More than 5 years	Total
Lease Payment	526.86	537.66	468.32	410.11	389.21	929.95	3,262.11
Interest Expense	229.14	195.70	159.70	130.81	100.78	111.65	927.78
Net Present Value	**297.72**	**341.96**	**308.62**	**279.30**	**288.43**	**818.30**	**2,334.32**

E Variable lease payments are expensed in the period they are incurred. Expected future cash outflow as at 31 March 2020 is of ₹ Nil.

F The table below describe the nature of the company's lease activities by type of right-of -use asset recognised on balance sheet :

Right of use assets	Number of leases	Range of remaining term	Average remaining lease term	Number of leases with extension option	Number of leases with purchase option	Number of leases with termination option
Office Building	225	9.17 Month to 105.53 Month	82.93 Month	-	-	225

G The total future cash outflows as at 31 March 2020 for leases that had not yet commenced is of ₹ 54.36 million.

H **Impact on transition**

1 Effective 1 April 2019, the Company has adopted Ind AS 116 "Leases" and applied modified retrospective approach to all lease contracts existing as at 1 April 2019. On transition, the adoption of new standard resulted in recognition of lease liability of ₹ 2,188.83 million and corresponding right of use asset of ₹ 2,210.32 million.

2 For contracts in place as at 1 April 2019, Company Group has elected to apply the definition of a lease from Ind AS 17 and has not applied Ind AS 116 to arrangements that were previously not identified as lease under Ind AS 17.

3 The Company has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of Ind AS 116, being 1 April 2019.

4 Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Company has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of Ind AS 116.

5 On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets the Group has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straightline basis over the remaining lease term.

6 For those leases previously classified as finance leases, the right-of-use asset and lease liability are measured at the date of initial application at the same amounts as under Ind AS 17 immediately before the date of initial application.

7 On transition to Ind AS 116 the weighted average incremental borrowing rate applied to lease liabilities recognised was 10.50%.

8 The following is a reconciliation of total operating lease commitments at 31 March 2019 (as disclosed in the financial statements for the year ended 31 March 2019) to the lease liabilities recognised at 1 April 2019:

Particular	Amount
Total operating lease commitments disclosed as at 31 March 2019	3,181.91
Recognition exemptions:	
Leases of low value assets	-
Leases with remaining lease term of less than 12 months	-
Variable lease payments not recognised	-
Operating lease liabilities before discounting	3,181.91
Discounting impact (using incremental borrowing rate)	(993.08)
Operating lease liabilities	2,188.83
Finance lease obligations under Ind AS 17	-
Total lease liabilities recognised under Ind AS 116 at 1 April 2019	**2,188.83**

Following are the changes in the carrying value of right of use assets for the year ended 31 March 2020:

Particulars	Year ended 31 March 2020
Balance as at 1 April 2019	-
Reclassified on account of adoption of Ind AS 116	2,210.32
Additions	513.89
Deletion	110.05
Depreciation*	404.66
Balance as at 31 March 2020	**2,209.50**

*The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss.

(All amounts are in Indian Rupees in millions unless stated otherwise)

The following is the movement in lease liabilities during the year ended 31 March 2020:

Particulars	**Year ended 31 March 2020**
Balance at beginning	-
Adjustment on account of Ind AS 116	2,188.83
Additions	499.26
Finance cost accrued during the period	247.89
Deletion	110.68
Payment of lease liabilities	490.97
Balance as at end	**2,334.33**

Note - 41
Contingent liabilities and commitments
i. Contingent liabilities

Particulars	**As at 31 March 2020**	**As at 31 March 2019**
Claims against the Company not acknowledged as debt;*		
Income tax matter in dispute	9.59	-
Tolal	9.59	-

*In respect of disputes, the Company is hopeful of succeeding in appeals and does not expect any significant liabilities to materialise.

ii. Capital commitments
(to the extent not provided for)

Particulars	**As at 31 March 2020**	**As at 31 March 2019**
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advance paid)	59.63	115.46

(This space has been intentionally left blank)

(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 42
Financial instruments
A Financial assets and liabilities
The carrying amounts of financial instruments by category are as follows:

Particulars	Note	As at 31 March 2020	As at 31 March 2019
Financial assets measured at fair value			
Investments* measured at			
Fair value through profit and loss	Note - 7	19,399.15	5,766.34
Loans measured at			
Fair value through other comprehensive income	Note - 6	4,877.36	-
Financial assets measured at amortised cost			
Cash and cash equivalents	Note - 4	19,668.69	9,307.85
Bank balances other than cash and cash equivalents	Note - 5	3,379.85	1,453.88
Loans	Note - 6	36,918.09	1,05,081.33
Security deposits	Note - 8	110.58	88.64
Other financial assets	Note - 8	5,109.41	390.30
Total		**89,463.13**	**1,22,088.34**
Financial liabilities measured at fair value			
Derivative financial instruments	Note - 14	-	20.94
Financial liabilities measured at amortised cost			
Trade payables	Note - 15	632.35	580.41
Other payables	Note - 16	300.95	181.94
Debt securities (including interest accrued)	Note - 17	8,042.78	17,389.62
Borrowings (other than debt securities) [including interest accrued]	Note - 18	39,699.95	58,362.10
Lease liabilities	Note - 19	2,334.33	-
Other financial liabilities	Note - 20	1,369.82	4,002.16
Total		**52,380.18**	**80,537.17**

* Investment in subsidiaries are measured at cost as per Ind AS 27, 'Separate financial statements' and hence, not presented here.

B Fair values hierarchy

Financial assets and financial liabilities are measured at fair value in the financial statements and are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

The categories used are as follows:
Level 1: Quoted prices (unadjusted) for identical instruments in an active market;
Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and
Level 3: Inputs which are not based on observable market data (unobservable inputs).

B.1 a) Financial assets and liabilities measured at fair value - recurring fair value measurements

As at 31 March 2020	Level 1	Level 2	Level 3	Total
Financial assets				
Investments at fair value through profit and loss				
Debt securities	5,059.89	-	-	**5,059.89**
Mutual fund	786.95	-	-	**786.95**
Loans measured at fair value through other comprehensive income				
Loans	-	-	4,877.36	**4,877.36**
Financial liabilities at fair value through profit and loss				
Derivative liability	-	-	-	**-**

As at 31 March 2019	Level 1	Level 2	Level 3	Total
Financial assets				
Investments at fair value through profit and loss				
Debt securities	261.75	-	-	**261.75**
Mutual funds	5,504.59	-	-	**5,504.59**
Financial liabilities at fair value through profit and loss				
Derivative liability	20.94	-	-	**20.94**

Valuation process and technique used to determine fair value
Specific valuation techniques used to value financial instruments include:
(a) the use of quoted market prices for quoted equity instruments and debt securities.
(b) the use of quoted market prices for derivative contracts at balance sheet date. For hedge related disclosures, refer note 45.
(c) the use of net asset value for certificate of deposits and mutual funds on the basis of the statement received from investee party.

b) Movement of loans measured using unobservable inputs (Level 3):

Particulars	As at 31 March 2020	As at 31 March 2019
Balance as at 1 April 2019	-	-
Addition during the year	56,015.51	-
Disposal during the year	(52,168.79)	-
Gain recognised in statement of profit and loss	1,059.00	-
Balance as at 31 March 2020	**4,905.72**	**-**

(All amounts are in Indian Rupees in millions unless stated otherwise)

c) Sensitivity disclosure for level 3 fair value measurements:

Particulars	Fair value as at		Sensitivity	Impact of change in rates on total comprehensive income statement			
	As at 31 March 2020	As at 31 March 2019		As at 31 March 2020 Favourable	As at 31 March 2020 Unfavourable	As at 31 March 2019 Favourable	As at 31 March 2019 Unfavourable
Loans	4,905.72	-	1.00%	40.48	(39.10)	-	-

B.2 Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:

Particulars	As at 31 March 2020		As at 31 March 2019	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Cash and cash equivalents	19,668.69	19,668.69	9,307.85	9,307.85
Bank balances other than cash and cash equivalents	3,379.85	3,379.85	1,453.88	1,453.88
Loans	36,918.09	36,923.95	1,05,081.33	1,07,689.18
Security deposits	110.58	110.91	88.64	83.34
Other financial assets	5,109.41	5,444.56	390.30	393.22
Total	**65,186.62**	**65,527.96**	**1,16,322.00**	**1,18,927.47**
Financial liabilities				
Trade payables	632.35	632.35	580.41	580.41
Other payables	300.95	300.95	181.94	181.94
Debt securities	8,042.78	8,545.48	17,389.62	17,389.62
Borrowings (other than debt securities)	39,699.95	39,712.14	58,362.10	58,477.34
Lease liabilities	2,334.33	2,407.23	-	-
Other financial liabilities	1,369.82	1,369.82	4,002.16	4,002.16
Total	**52,380.18**	**52,967.97**	**80,516.23**	**80,631.47**

The following methods and assumptions were used to estimate the fair values for other assets and liabilities:

(i) The fair values of the Company’s fixed interest bearing loans are determined by applying discounted cash flows (‘DCF’) method. For variable rate interest-bearing loans, carrying value represent best estimate of their fair value.

(ii) The fair values of the Company's fixed rate interest-bearing debt securities and borrowings are determined by applying discounted cash flows (‘DCF’) method, using discount rate that reflects the issuer’s borrowing rate as at the end of the reporting period. For variable rate interest-bearing debt securities and borrowings, carrying value represent best estimate of their fair value as these are subject to changes in underlying interest rate indices as and when the changes happen.

(iii) The fair value of the Company's non interest bearing security deposits and other financial liabilities are determined by applying Discounted Cash Flows (DCF) method.

Note - 43
Financial risk management

i) Risk Management

As a Non-Banking Financial Company (NBFC), the Company is exposed to various risks that are related to lending business and operating environment. The principal objective in Company 's risk management processes is to measure and monitor the various risks that Company is subject to and to follow policies and procedures to address such risks. Company 's risk management framework is driven by Board and its subcommittees including the Audit Committee, the Asset Liability Management Committee and the Risk Management Committee. Company gives due importance to prudent lending practices and have implemented suitable measures for risk mitigation, which include verification of credit history from credit information bureaus, personal verification of a customer’s business and residence, technical and legal verifications, conservative loan to value, and required term cover for insurance. The major types of risk Company face in businesses are liquidity risk, credit risk and interest rate risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

In order to avoid excessive concentration of risk, the Company’s policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

A) Credit risk

Credit risk arises from the potential that an obligor is either unwilling to perform on an obligation or its ability to perform such obligation is impaired resulting in economic loss to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, bank balances other than cash and cash equivalents, loan assets and other financial assets. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

(i) Low credit risk
(ii) Moderate credit risk
(iii) High credit risk

The Company provides for expected credit loss based on the following:

Nature	Assets covered	Basis of expected credit loss
Low credit risk	Cash and cash equivalents, bank balances other than cash and cash equivalents, loans, security deposits and other financial assets	12 month expected credit loss
Moderate credit risk	Loans	Life time expected credit loss
High credit risk	Loans	Life time expected credit loss or fully provided for

(All amounts are in Indian Rupees in millions unless stated otherwise)

Financial assets that expose the entity to credit risk*

Particulars	As at 31 March 2020	As at 31 March 2019
(i) Low credit risk		
Cash and cash equivalents	19,668.69	9,307.85
Bank balances other than cash and cash equivalents	3,379.85	1,453.88
Loans	43,962.83	1,04,754.92
Security deposits	110.58	88.64
Other financial assets	5,109.41	390.30
(ii) Moderate credit risk		
Loans	2,220.16	733.85
(iii) High credit risk		
Loans	909.49	841.29

* These represent gross carrying values of financial assets, without netting off impairment loss allowance.

Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only placing highly rated deposits in banks and financial institutions across the country.

Other financial assets measured at amortized cost

Other financial assets measured at amortized cost includes loans to employees, security deposits, interest spread on assigned assets and other recoverable. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

Loans

The Company closely monitors the credit-worthiness of the borrower's through internal systems and project appraisal process (wherever applicable) to assess the credit risk and define credit limits of borrower, thereby, limiting the credit risk to pre-calculated amounts. These processes include a detailed appraisal methodology, identification of risks and suitable structuring and credit risk mitigation measures. The Company assesses increase in credit risk on an ongoing basis for the amounts loan assets that become past due and default is considered to have been occurred when amounts receivable become one year past due.

The major guidelines for selection of the client includes:
• The client's income and indebtedness levels
• The client must possess the required Know Your Customer (KYC) documents
• Client must agree to follow the rules and regulations of the Company
• Credit bureau check – In order to deal with the problem of over extension of credit and indebtedness of the client, the Company undertakes credit bureau checks for every client. The credit bureau check helps the Company in identifying clients with poor repayment histories and multiple loans.

Category*	Inputs	Assumptions
Corporate borrowers Retail borrowers	1. Historical data as per industry trends 2. Supplemental external information that could affect the borrowers behaviour 3. Discount rate is based on internal rate of return on the loan	1. Recoverability assumptions for stage 3 loan assets and related assessment with value of collateral 2. Management judgement is applied to determine the economic scenarios and the application of probability weights

* The Company has used forward looking information in form of GDP growth rate and unemployment rate specific to the sector.

Assets are written off when there is no reasonable expectation of recovery. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

b) Credit risk exposure

i) Expected credit losses for financial assets other than loans

As at 31 March 2020	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	19,668.69	-	19,668.69
Bank balances other than cash and cash equivalents	3,379.85	-	3,379.85
Security deposits	110.58	-	110.58
Other financial assets	5,300.98	191.57	5,109.41

As at 31 March 2019	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	9,307.85	-	9,307.85
Bank balances other than above	1,453.88	-	1,453.88
Security deposits	88.64	-	88.64
Other financial assets	390.30	-	390.30

(All amounts are in Indian Rupees in millions unless stated otherwise)

ii) Expected credit loss for loans
Definition of default:

i) The Company considers default in all cases when the borrower becomes 90 days past due on its contractual payments. 'The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets. ECL is the product of the probability of default, exposure at default and loss given default.

Changes in the gross carrying amount in relation to loans from beginning to end of reporting period:

Particulars	Stage 1	Stage 2	Stage 3
Gross carrying amount as at 1 April 2018	40,029.72	124.76	20.80
Assets originated and acquired	98,456.21	-	-
Net transfer between stages	(1,859.24)	888.33	970.90
Assets derecognised	(31,871.77)	(279.25)	(150.40)
Gross carrying amount as at 31 March 2019	**1,04,754.92**	**733.84**	**841.30**
Assets originated	1,17,088.70	-	-
Net transfer between stages	(12,102.53)	4,800.39	7,302.15
Assets derecognised	(1,65,778.27)	(3,314.07)	(7,233.96)
Gross carrying amount as at 31 March 2020	**43,962.82**	**2,220.16**	**909.49**

Reconciliation of loss allowance provision from beginning to end of reporting period:

Reconciliation of loss allowance	Stage 1	Stage 2	Stage 3
Loss allowance as on 1 April 2018	120.92	12.53	16.71
Increase of provision due to assets originated and purchased during the year	413.52	-	-
Net transfer between stages	(813.38)	218.71	594.68
Loss allowance written back/write offs	719.72	(1.45)	(33.23)
Loss allowance as at 31 March 2019#	**440.78**	**229.79**	**578.16**
Increase of provision due to assets originated during the year	469.92	-	-
Net transfer between stages	(2,927.08)	479.71	2,447.36
Loss allowance written back/write offs	2,215.49	(75.11)	(2,462.00)
Loss allowance as at 31 March 2020#	**199.11**	**634.39**	**563.52**

#Management overlay provision as on 31 March 2020 of ₹ 3,900 million (31 March 2019: ₹ Nil)is over and above the total loss allowance as required under Ind AS 109.

c) Concentration of loans
Prudent risk management involves the minimisation of concentration risk by diversifying the loan portfolio. Setting up exposure limit for particular industry, sector, geographical area, product, etc. is essential to reduce the concentration of the loan portfolio.

Particulars	As at 31 March 2020	As at 31 March 2019
Corporate borrowers	6,959.11	32,438.28
Retail borrowers	40,133.35	73,891.78
Total	**47,092.46**	**1,06,330.06**

d) Loans secured against collateral
Company's secured portfolio has security base as follows::

Particulars	Value of loans	
	As at 31 March 2020	As at 31 March 2019
Secured by tangible assets	11,816.21	49,430.67
Secured by other assets	116.19	177.67

Wherever required, the Company holds other types of collateral and credit enhancements, such as cross-collateralisation on other assets of the borrower, pledge of securities, guarantees of promoters/proprietors, hypothecation of receivables via escrow account, hypothecation of receivables in other bank accounts, etc.

The Company does not physically possesses properties or other assets in its normal course of business but makes efforts toward recovery of outstanding amounts on delinquent loans. Once contractual loan repayments are more than 90 days past due, possession of property may be initiated. Possessed property is disposed of in the manner prescribed under the regulatory guidance to recover outstanding debt.

B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

The Company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors the Company's (through Asset Liability Management Committee) liquidity positions (also comprising the undrawn borrowing facilities), matching of the financial assets and financial liabilities position and cash and cash equivalents on the basis of expected cash flows. The Company also takes into account liquidity of the market in which the entity operates.

(i) Financing arrangements
The Company had access to the following funding facilities:

As at 31 March 2020	Total facility	Undrawn
- Expiring within one year	650.00	399.23
Total	**650.00**	**399.23**

As at 31 March 2019	Total facility	Undrawn
- Expiring within one year	2,085.90	612.93
Total	**2,085.90**	**612.93**

(All amounts are in Indian Rupees in millions unless stated otherwise)

(ii) Maturities of financial assets and liabilities

The tables below analyse the Company financial assets and liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows:

As at 31 March 2020	Less than 1 year	1-3 years	More than 3 years	Total
Financial assets				
Cash and cash equivalent	19,671.73	-	-	19,671.73
Bank balance other than cash and cash equivalents	3,472.77	-	-	3,472.77
Loans	28,624.08	18,730.53	31,942.56	79,297.17
Investments	5,846.84	5,000.01	8,552.30	19,399.15
Other financial assets	4,900.09	926.80	145.51	5,972.40
Total financial assets	**62,515.51**	**24,657.34**	**40,640.37**	**1,27,813.22**
Financial liabilities				
Debt Securities	1,552.66	6,502.06	1,739.77	9,794.49
Borrowings (other than debt securities)	21,181.12	21,953.94	1,825.91	44,960.97
Trade payables	632.35	-	-	632.35
Other payable	300.95	-	-	300.95
Lease liabilities	526.86	1,005.97	1,729.27	3,262.11
Other financial liabilities	1,369.82	-	-	1,369.82
Total undiscounted financial liabilities	**25,563.76**	**29,461.97**	**5,294.95**	**60,320.69**
Net financial assets/(liabilities)	**36,951.75**	**(4,804.63)**	**35,345.42**	**67,492.53**

The amounts disclosed in the table are the contractual undiscounted cash flows:

As at 31 March 2019	Less than 1 year	1-3 year	More than 3 years	Total
Financial assets				
Non-derivatives				
Cash and cash equivalent and other bank balances	10,176.52	680.18	-	10,856.70
Loans	46,250.85	64,530.85	27,932.81	1,38,714.51
Investments	5,766.34	-	-	5,766.34
Other financial assets	225.16	206.45	181.31	612.92
Total undiscounted financial assets	**62,418.87**	**65,417.48**	**28,114.12**	**1,55,950.47**
Financial liabilities				
Non-derivatives				
Debt securities	10,264.07	6,934.65	2,416.10	19,614.82
Borrowings (other than debt securities)	31,125.82	21,689.69	8,896.59	61,712.10
Trade payables	580.41	-	-	580.41
Other payable	181.94	-	-	181.94
Other financial liabilities	4,002.17	-	-	4,002.17
Derivatives (net settled)				
Index linked derivatives	20.94	-	-	20.94
Total undiscounted financial liabilities	**46,175.35**	**28,624.34**	**11,312.69**	**86,112.38**
Net undiscounted financial assets/(liabilities)	**16,243.52**	**36,793.14**	**16,801.43**	**69,838.09**

C) Market risk

Market risk is the risk that the value of on and off-balance sheet positions of a financial institution will be adversely affected by movements in market rates or prices such as interest rates, foreign exchange rates, equity prices, credit spreads and/or commodity prices resulting in a loss to earnings and capital.

The Company's exposure to market risk is primarily on account of interest rate risk and price risk

a) Interest rate risk

i) Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. As at 31 March 2020, the Company is exposed to changes in market interest rates borrowings other than debt securities at variable interest rates.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

Particulars	As at 31 March 2020	As at 31 March 2019
Fixed rate liabilities		
Debt securities	7,967.72	17,348.62
Borrowings (other than debt securities)	16,596.60	14,701.07
Variable rate liabilities		
Borrowings (other than debt securities)	22,965.43	43,581.47
Total	**47,529.75**	**75,631.16**

Sensitivity

Below is the sensitivity of profit or loss in interest rates.

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest sensitivity*		
Interest rates – increase by 0.50%	1,654.03	690.43
Interest rates – decrease by 0.50%	(1,654.03)	(690.43)

* Holding all other variables constant

(All amounts are in Indian Rupees in millions unless stated otherwise)

ii) Assets

The Company's term deposits and commercial paper/deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

b) Price risk

i) Exposure

The Company's exposure price risk arises from investments held and classified in the balance sheet at fair value through profit or loss. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

ii) Sensitivity

The table below summarises the impact of increases/decreases of the index on the Company's profit for the period:

Impact on profit after tax

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Mutual funds		
Net assets value – increase by 5%	39.35	275.23
Net assets value – decrease by 5%	(39.35)	(275.23)
Quoted debt securities		
Market price – increase by 5%	252.99	13.09
Market price – decrease by 5%	(252.99)	(13.09)

Note - 44

Capital management

The Company's capital management objectives are
- to ensure the Company's ability to continue as a going concern
- to comply with externally imposed capital requirement and maintain strong credit ratings
- to provide an adequate return to shareholders

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Particulars	As at 31 March 2020	As at 31 March 2019
Net debt*	28,074.04	66,443.85
Total equity	42,377.38	43,681.29
Net debt to equity ratio	0.66	1.52

* Net debt includes debt securities + borrowings other than debt securities + interest accrued - cash and cash equivalents.

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(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 45
Fair value hedges

A Risk management strategy

The use of derivatives can give rise to price risk. The use of derivative instruments is subject to limits, authorities and regular monitoring by appropriate levels of management. The limits, authorities and monitoring systems are periodically reviewed by management and the Board. The price risk on derivatives is mitigated by changes in the valuation of the underlying assets, liabilities or transactions, as derivatives are used only for risk management purposes. The Company uses derivative instruments as part of its management of exposure to fluctuations in market price of equity investments. The derivative transactions are normally in the form of futures and these are subject to the Company guidelines and policies.

B Hedge relationship

The Company had done investment in shares of Reliance Industries Limited. The Company enters into selling of future of Reliance Industries Limited to hedge its price risk. Gains and losses on these hedge transactions are substantially offset by the amount of gains or losses on the underlying assets. Net gains and losses are recognised in the statement of profit and loss.

Hedge ratio is the relationship between the quantity of the hedging instrument and the quantity of the hedged item. In the case, total principal payments under the transaction is hedged with futures of the equivalent amount and at the same dates. Hence the entity hedge 100% of its exposure on the transaction and is considered highly effective. The Company has entered into nifty future contracts which provide an economic hedge to a risk component of a transaction.

C Other hedge related disclosures

The fair value of the Company's derivative positions recorded under derivative financial liabilities are as follows:

31 March 2020

Type of hedge and risk	Change in fair value of hedging instrument	Maturity date	Change in value of hedged item used as a basis of recognising hedge effectiveness	Hedge ratio
-	-	-	-	-

Particulars	Carrying amount of derivative liabilities	Carrying amount of investments	Amount charged to statement of profit and loss
Investments	-	-	-

31 March 2019

Type of hedge and risk	Change in fair value of hedging instrument	Maturity date	Change in value of hedged item used as a basis of recognising hedge effectiveness	Hedge ratio
Equity futures (loss)/gain	(263.39)	27 September 2018	283.01	1:1

Particulars	Carrying amount of derivative liabilities	Carrying amount of investments	Amount charged to statement of profit and loss
Investments	-	-	19.61

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(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 46
Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. Derivatives have been classified to mature and/or be repaid within 12 months, regardless of the actual contractual maturities.

	As at March 31, 2020		As at March 31, 2019	
ASSETS	**Within 12 months**	**After 12 months**	**Within 12 months**	**After 12 months**
Financial assets				
Cash and cash equivalents	19,668.69	-	9,307.85	-
Bank balances other than cash and cash equivalents	3,379.85	-	832.64	621.24
Loans	17,575.53	24,219.92	45,301.36	59,779.97
Investments	5,846.84	13,552.31	5,766.34	-
Other financial assets	4,392.38	827.61	196.11	282.83
	50,863.29	**38,599.84**	**61,404.30**	**60,684.04**
Non-financial assets				
Current tax assets (net)	909.37	-	71.35	-
Deferred tax assets (net)	-	479.91	-	339.33
Investment accounted for using equity method	-	-	-	357.04
Property, plant and equipment	-	630.84	-	309.33
Right-of-use assets	415.81	1,793.69	-	-
Intangible assets under development	-	54.26	-	24.61
Other intangible assets	-	487.96	-	518.49
Other non-financial assets	1,179.18	23.96	767.35	101.55
	2,504.36	**3,470.62**	**838.70**	**1,650.35**
TOTAL ASSETS	**53,367.65**	**42,070.46**	**62,243.00**	**62,334.39**
LIABILITIES AND EQUITY				
LIABILITIES				
Financial liabilities				
Derivative financial instruments	-	-	20.94	-
Payables				
Trade payables				
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	632.35	-	580.41	-
Other payables				
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	300.95	-	181.94	-
Debt securities	750.00	7,217.72	6,748.00	10,600.62
Borrowings (other than debt securities)	17,980.39	21,581.64	27,764.25	30,518.29
Lease liabilities	297.73	2,036.60	-	-
Other financial liabilities	1,582.80	-	4,122.72	-
	21,544.22	**30,835.96**	**39,418.26**	**41,118.91**
Non-financial liabilities				
Provisions	4.50	239.64	2.34	104.41
Other non-financial liabilities	436.41	-	226.65	25.53
	440.91	**239.64**	**228.99**	**129.94**
TOTAL LIABILITIES	**21,985.13**	**31,075.60**	**39,647.25**	**41,248.85**
Net	**31,382.52**	**10,994.86**	**22,595.75**	**21,085.54**

(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 47
Operating segments
General information

The Company operates in a single reportable segment i.e. financing and investing related activities, which has similar risks and returns for the purpose of Ind AS 108 "Operating segments", is considered to be the only reportable business segment. The Company derives its major revenues from financing activities and its customers are widespread. Further, The Company is operating in India which is considered as a single geographical segment.

Note - 48
Related party disclosure
The Company's related parties primarily consist of its subsidiaries including step down subsidiaries. The Company routinely enters into transactions with these related parties in the ordinary course of business on the terms equivalent to those that prevail in arm length transactions.

(a) Details of related parties:

Description of relationship	Names of related parties
Holding company	Dhani Services Limited (formarly known as Indiabulls Ventures Limited)
Subsidiary companies (including step-down subsidiaries)	TranServ Limited (formerly known as TranServ Private Limited) (from 1 April 2019)
	Indiabulls Distribution Services Limited (from 26 March 2020)
	Indiabulls Alternate InvestmentsLimited (from 26 March 2020)
	Indiabulls Investment Advisors Limited (from 20 March 2020)
Fellow subsidiary companies (with whom transactions took place)	Indiabulls Distribution Services Limited (till 26 March 2020)
	Indiabulls Investment Advisors Limited (till 20 March 2020)
Key management personnel	Mr. Pinank Jayant Shah, Whole Time Director and Chief Executive Officer
	Mr. Gagan Banga, Director
	Mr. Alok Kumar Mishra, Director
	Mr. Nafees Ahmed, Director
	Mr. Ajit Kumar Mittal, Director
	Mr. Labh Singh Sitara
	Mrs. Preetinder Virk (from 4 December 2018)
	Mrs. Manjari Ashok Kacker (till 4 December 2018)
	Mr. Divyesh B Shah, Chief Executive Officer and Whole Time Director of Dhani Services Limited
Person exercising significant influence	Mr. Sameer Gehlaut

(b) Statement of transactions with related parties during the year:

Particulars	Holding company		Subsidiaries/Fellow subsidiaries/ Step-down subsidiaries		Key management personnel	
	For the year ended 31 March 2020	For the year ended 31 March 2019	For the year ended 31 March 2020	For the year ended 31 March 2019	For the year ended 31 March 2020	For the year ended 31 March 2019
Finance						
- Loans given (Maximum balance outstanding during the year):	6,050.00	-	7,100.00	3,000.00	-	-
- Loans taken (Maximum balance outstanding during the year):	7,002.00	9,892.00	-	-	-	-
Share capital						
- Issue of equity shares	-	25,722.48	-	-	-	-
- Redemption of compulsory convertible preference shares	-	-	-	2,750.00	-	-
Investment						
- Purchase of equity shares	55.00	-	-	-	-	-
- Investment in equity shares	-	-	8,000.01	-	-	-
- Investment in compulsorily convertible debentures	-	-	5,000.01	-	-	-
Assets						
- Deposit for mark to margin account	-	4.26	-	-	-	-
Liabilities						
- Employee benefits transfer received	4.39	1.38	5.27	20.60	-	-
- Employee benefits transfer paid	0.41	-	0.89	-	-	-
Fixed deposits pledged	-	110.00	-	-	-	-
Income						
- Interest income from loan	123.99	-	137.12	2.71	-	-
- Service fees	-	-	-	0.18	-	-
Interest income on Compulsorily Convertible Debentures						
- Interest income from Compulsorily Convertible Debentures	-	-	252.06	-	-	-
Expenses						
-Brokerage paid	1.44	2.56	-	-	-	-
-Interest expense	104.74	403.25	-	-	-	-
Dividend paid	1,728.56	-	-	-	-	-
Reimbursement of expenses paid	28.33	-	228.20	5.11	-	-
Non convertible debentures issued	-	-	-	-	-	1.00
Compensation to key management personnel						
- Short term employee benefits	-	-	-	-	26.71	30.40
- Sitting fees	-	-	-	-	1.20	2.18
- Post employee benefits- gratuity	-	-	-	-	0.20	1.32
- Other long-term benefits- compensated absences	-	-	-	-	0.80	1.28
- Share based payment expenses	-	-	-	-	49.34	84.43

(All amounts are in Indian Rupees in millions unless stated otherwise)

(c) Outstanding at year ended 31 March 2020:

Nature of transaction	Holding company		Subsidiaries/Fellow subsidiaries	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Loans taken	-	2,752.00	-	-
Investment in compulsorily convertible debentures	-	-	5,000.01	-
Deposit for mark to market margin account	-	30.91	-	-
Advance given	-	-	117.27	-
Fixed deposits pledged (excluding interest accrued)	-	110.00	-	-

Note -

During the year ended 31 March 2020, the Company has obtained borrowings from banks and financial institution, out of which ₹ 6,000 million (31 March 2019: ₹ 14,390 million) is guaranteed by Dhani Services Limited (Holding Company) and guarantee released during the year amounts to ₹ 8,908.67 million (31 March 2019: ₹ 22,500.00 million). The corporate guarantee outstanding as on 31 March 2020 is ₹ 18,773.00 million (31 March 2019: ₹ 21,681.67 million).

Note - 49

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED):

Details of trade payable dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars	As at 31 March 2020	As at 31 March 2019
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Details of other payable dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars	As at 31 March 2020	As at 31 March 2019
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note - 50

Reconciliation of liabilities arising from financing activities

The changes in the Company's liabilities arising from financing activities can be classified as follows:

Particulars	Debt securities	Borrowings (other than debt)	Lease liabilities	Total
1 April 2018	**3,500.00**	**27,801.57**	**-**	**31,301.57**
Cash flows:				
- Proceeds	78,653.97	93,721.11	-	1,72,375.08
- Repayment	(64,641.92)	(63,155.83)	-	(1,27,797.75)
Non cash:				-
- Amortisation of upfront fees and others	(163.43)	(84.31)	-	(247.74)
31 March 2019	**17,348.62**	**58,282.54**	**-**	**75,631.16**
Adjustment on account of Ind AS 116	**-**	**-**	2,188.83	2,188.83
Cash flows:				
- Proceeds	4,182.02	17,255.28	-	21,437.30
- Repayment	(13,750.00)	(36,040.47)	(490.97)	(50,281.44)
Non cash:				-
- Amortisation of upfront fees and others	187.08	64.68	-	251.76
- Addition during the year	-	-	388.58	388.58
- Others	-	-	247.89	247.89
31 March 2020	**7,967.72**	**39,562.03**	**2,334.33**	**49,864.08**

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(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 51
Transferred financial assets
A) Securitisation
In the course of its finance activity, the Company makes transfers of financial assets, where legal rights to the cash flows from the asset are passed to the counterparty and where the Company retains the rights to the cash flows but assumes a responsibility to transfer them to the counterparty.

The Company has securitized its loan assets to an unrelated and unconsolidated entities. As per the terms of the agreements, the Company is exposed to first loss default guarantee and cash collateral amounting in range of 14% to 18% of the amount securitised and therefore continues to be exposed to significant risk and rewards relating to the underlying receivables. Hence, these loan assets are not derecognised and proceeds received are presented as other financial liability.

The following tables provide a summary of financial assets that have been transferred in such a way that part or all of the transferred financial assets do not qualify for derecognition, together with the associated liabilities:

Securitisations	As at 31 March 2020	As at 31 March 2019
Gross carrying amount of securitised assets	8,911.25	4,219.70
Gross carrying amount of associated liabilities	9,215.60	4,082.85
Carrying value and fair value of securitised assets	9,256.79	4,311.20
Carrying value and fair value of associated liabilities	9,215.60	4,082.85
Net position	**41.19**	**228.35**

B) Assignment
During the year ended March 31, 2020, the Company has sold certain loans by way of direct bilateral assignment, as a source of finance. As per the terms of such deals, since the derecognition criteria as per Ind AS 109 are met, (including transfer of substantial risks and rewards) relating to assets being transferred to the buyer, the assets have been derecognised from the books of the Company.

The table below summarises the carrying amount of the derecognised financial assets measured at amortised cost and the gain/(loss) on derecognition.

Particulars	As at 31 March 2020	As at 31 March 2019
Carrying amount of de-recognised financial asset	58,883.79	6,064.81
Gain on sale of the de-recognised financial asset	6,166.90	315.80

Since the Company has derecognized the above loan assets in entirety, the whole of the interest spread at the present value (discounted over the expected life of the assets) is recognised on the date of derecognition itself as interest-only strip receivable and corresponding profit on derecognition of financial assets is recognized in the Statement of Profit and Loss.

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(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 52

Schedule in terms of Annex II of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 as at and for the year ended 31 March 2020 (Disclosures are made as per Ind As Financial statements except otherwise stated):

Particulars	As at 31 March 2020		As at 31 March 2019	
Liabilities side:	**Amount Outstanding**	**Amount Overdue**	**Amount Outstanding**	**Amount Overdue**
(1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:				
(a) Debentures : Secured	8,042.78	-	7,889.62	-
: Unsecured	-	-	-	-
(other than falling within the meaning of public deposits)				
(b) Deferred credits	-	-	-	-
(c) Term loans	30,233.58	-	50,049.55	-
(d) Inter-corporate loans and borrowing	-	-	2,752.00	-
(e) Commercial paper	-	-	9,500.00	-
(f) Public Deposits	-	-	-	-
(g) Other loans				
– Loan repayable on demand	250.77	-	1,472.97	-
– Vehicle loan	-	-	4.73	-
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :				
(a) In the form of Unsecured debentures	-	-	-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-	-	-
(c) Other public deposits	-	-	-	-

Assets side:	Amount outstanding as at 31 March 2020	Amount outstanding as at 31 March 2019
(3) Break-up of loans and advances including bills receivables [other than those included in (4) below]:		
(a) Secured	11,932.40	49,608.34
(b) Unsecured	35,160.07	56,721.72
Less: impairment loss allowance	(5,297.02)	(1,248.73)
Total	41,795.45	1,05,081.33
(4) Break up of leased assets and stock on hire and other assets counting towards asset financing activities		
(i) Lease assets including lease rentals under sundry debtors		
(a) Financial lease	-	-
(b) Operating lease	-	-
(ii) Stock on hire including hire charges under sundry debtors		
(a) Assets on hire	-	-
(b) Repossessed assets	-	-
(iii) Other loans counting towards asset financing activities		
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
(5) Break-up of Investments :		
Cuurent Investments		
1. Quoted:		
(i) Shares: (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and bonds	5,059.89	261.75
(iii) Units of mutual funds	-	-
(iv) Government securities	-	-
(v) Others	-	-
2. Unquoted:		
(i) Shares: (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and bonds	-	-
(iii) Units of mutual funds	786.95	5,504.59
(iv) Government securities	-	-
(v) Others	-	-

DHANI LOANS AND SERVICES LIMITED
(Formerly known as Indiabulls Consumer Finance Limited)
ANNEXURE V - Summary of significant accounting policies and other explanatory information to Reformatted Standalone Ind AS Financial Information for the year ended 31 March 2020
(All amounts are in Indian Rupees in millions unless stated otherwise)

	Amount outstanding as at 31 March 2020	Amount outstanding as at 31 March 2019
Long Term Investments		
1. Quoted:		
(i) Shares: (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government securities	-	-
(v) Others	-	-
2. Unquoted:		
(i) Shares: (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and bonds	5,000.01	-
(iii) Units of mutual funds	-	-
(iv) Government securities	-	-
(v) Others		
(a) Equity investment in subsidiries	8,552.30	-
(b) Investment in associate	-	357.04

(6) Borrower group-wise classification of all assets financed as in (3) and (4) above:

Category	Amount (net of allowance for impairment loss)			
	As at 31 March 2020		As at 31 March 2019	
	Secured	Unsecured	Secured	Unsecured
1. Related parties				
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	-	-
2. Other than related parties*	11,932.40	35,160.07	49,608.34	56,721.72
Total	**11,932.40**	**35,160.07**	**49,608.34**	**56,721.72**

*Includes provision against loan assets of ₹ 5,297.01 millions (31 March 2019 ₹ 1,248.73 millions)

(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	As at 31 March 2020		As at 31 March 2019	
	Market Value	(net of	Market Value	(net of
1. Related parties				
(a) Subsidiaries	13,552.31	13,552.31	-	-
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	357.04	357.04
2. Other than related parties	5,846.84	5,846.84	5,766.34	5,766.34
Total	**19,399.15**	**19,399.15**	**6,123.38**	**6,123.38**

(8) Other information:

Particulars	As at 31 March 2020	As at 31 March 2019
(I) Gross non-performing assets		
(a) Related parties	-	-
(b) Other than related parties	909.49	841.29
(II) Net non-performing assets		
(a) Related parties	-	-
(b) Other than related parties	345.98	263.14

(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 53

Disclosure pursuant to Reserve Bank of India notification DOR (NBFC).CC.PD.no 109/22.10.106/2019-20 dated 13 March 2020 pertaining to Asset Classification as per RBI norms and Income Recognition, Asset Classification and Provisioning ("IRACP") norms.

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109*	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard Assets	Stage 1	43,962.82	199.11	43,763.71	175.85	23.26
	Stage 2	2,220.16	634.39	1,585.77	8.88	625.51
Sub Total		**46,182.98**	**833.50**	**45,349.48**	**184.73**	**648.77**
Non-Performing Assets (NPA)						
Substandard	Stage 3	903.04	558.67	344.37	90.30	468.37
Doubtful - up to 1 year	Stage 3	6.45	4.84	1.61	6.45	(1.61)
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Sub Total For Doubtful		-	-	-	-	-
Loss	Stage 3	-	-	-	-	-
Sub Total For NPA		**909.49**	**563.51**	**345.98**	**96.75**	**466.76**
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Sub Total		**-**	**-**	**-**	**-**	**-**
TOTAL	Stage 1	43,962.82	199.11	43,763.71	175.85	23.26
	Stage 2	2,220.16	634.39	1,585.77	8.88	625.51
	Stage 3	909.49	563.51	345.98	96.75	466.76
	TOTAL	**47,092.47**	**1,397.01**	**45,695.46**	**281.49**	**1,115.52**

*Management overlay provision of ₹ 3,900 million is over and above the total loss allowance as required under Ind AS 109 (column 4 above).

Note - 54

Additional disclosures as per Circular Number: RBI/DNBR/2016-17/45 Master Direction DNBR.PD.008/03.10.119/2016-17, dated 1 September 2016 updated as on 17 February 2020 issued by RBI as under:

i. Disclosure for capital to risk assets ratio (CRAR):-

Items	As at 31 March 2020	As at 31 March 2019
(i) CRAR (%)	58.92%	37.70%
(ii) CRAR - Tier I Capital (%)	52.66%	37.12%
(iii) CRAR - Tier II Capital (%)	6.27%	0.58%

ii. Investments

Particulars	As at 31 March 2020	As at 31 March 2019
A. Value of investments		
(I). Gross value of investments		
a) In India	19,399.15	6,123.38
b) Outside India	-	-
(II) Provision for depreciation		
a) In India	-	-
b) Outside India	-	-
(III) Net value of investments		
a) In India	19,399.15	6,123.38
b) Outside India	-	-
B. Movement of provisions held towards depreciation on investments.		
a) Opening balance	-	-
b) Add : Provisions made during the year	-	-
c) Less : Write-off / write-back of excess provisions during the year	-	-

iii. Disclosures relating to derivatives:

The Company has no investment in forward rate agreement / interest rate swaps / exchange traded interest rate (IR) derivatives during the year. (31 March 2019: ₹ Nil)

(All amounts are in Indian Rupees in millions unless stated otherwise)

iv. Disclosures relating to securitisation:

a. Outstanding amount of securitised assets as per books of the SPVs sponsored by the NBFC and total amount of exposure retained by the NBFC as on the date of balance sheet towards the Minimum Retention Requirements (MRR)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
1. No of SPVs sponsored by the NBFC for securitisation transactions	7.00	3.00
2. Total amount of securitised assets as per books of SPVs sponsored	9,215.60	4,082.85
3. Total amount of exposures retained by the NBFC towards the MRR as on the date of balance sheet		-
i) Off-balance sheet exposures		
- First loss	-	-
- Others	-	-
ii) On-balance sheet exposures towards credit concentration		
- First loss	2,336.02	621.24
- Others	-	-
4. Amount of exposures to securitisation transactions other than MRR		
i) Off-balance sheet exposures		
- First loss	-	-
- Others	-	-
ii) On-balance sheet exposures		
- First loss	-	-
- Others	-	-

b. Details of Financial assets sold to Securitisation/Reconstruction Company for Asset Reconstruction

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
i) No. of accounts	-	-
ii) Aggregate value (net of provisions) of accounts sold to SC/RC	-	-
iii) Aggregate consideration	-	-
iv) Additional consideration realised in respect of accounts transferred in earlier years	-	-
v) Aggregate gain/loss over net book value	-	-

c. Details of Assignment transactions undertaken by NBFCs

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
i). No. of accounts (nos)	19,74,676.00	345.00
ii) Aggregate value (net of provisions) of accounts assigned	58,883.79	6,064.81
iii) Aggregate consideration	58,883.79	6,064.81
iv) Additional consideration realised in respect of accounts transferred in earlier years	-	-
v) Aggregate gain/loss over net book value	-	-

d. Details of non-performing financial assets purchased:

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
i) No. of accounts purchased during the year	-	-
ii) Aggregate outstanding	-	-
iii) Of these, number of accounts restructured during the year	-	-
iv) Aggregate outstanding	-	-

e. Details of non-performing financial assets sold:

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
i). No. of accounts sold	-	-
ii) Aggregate outstanding	-	-
iii) Aggregate consideration received	-	-

(v) Exposure to real estate sector:-

Category	As at 31 March 2020	As at 31 March 2019
Direct exposure		
(i) Residential mortgages:		
Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented	5,970.24	-
(ii) Commercial real estate*:		
Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits;	1,459.33	48,529.45
(iii) Investments in mortgage backed securities (MBS) and other securitised exposures:		
a. Residential	-	-
b. Commercial real estate	-	-

* as per contractual receivables at balance sheet date.

(All amounts are in Indian Rupees in millions unless stated otherwise)

(vi) Exposure to capital markets*

Particulars	As at 31 March 2020	As at 31 March 2019
i. direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	-	3,124.79
ii. advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	-	-
iii. advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	116.19	175.19
iv. advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	-	-
v. secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-
vi. loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-
vii. bridge loans to companies against expected equity flows / issues;	-	-
viii. all exposures to venture capital funds (both registered and unregistered)	-	-
Total exposure to capital market	**116.19**	**3,299.98**

* as per contractual receivables at balance sheet date.

vii. Maturity pattern of assets and liabilities as at 31 March 2020:

In accordance with the Reserve Bank of India (“RBI”) guidelines for Assets Liability Management System in NBFC, the maturity pattern of Assets and Liabilities has been estimated based on the behavioural pattern of assets and liabilities on the basis of past data available with the Company.

	1 day to 7 days	8 day to 14 days	15 day to 30/31 days (One month)	Over one month and upto 2 months	Over two months and upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years
Liabilities										
Borrowings	553.16	-	-	553.16	1,708.70	6,821.04	3,519.90	22,152.26	3,005.93	-
Assets										
Advances	433.22	433.22	912.34	1,666.12	1,674.58	5,654.28	9,029.24	20,669.96	4,459.86	2,159.65
Investments	5,846.84	-	-	-	-	-	-	5,000.01	-	8,552.30

Maturity pattern of assets and liabilities as at 31 March 2019:

	1 day to 7 days	8 day to 14 days	15 day to 30/31 days (One month)	Over one month and upto 2 months	Over two months and upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years
Liabilities										
Borrowings	-	-	1,493.98	7,553.39	3,768.29	16,377.29	5,872.79	22,244.56	11,413.20	72.80
Assets										
Advances	928.02	928.02	1,849.60	3,901.10	3,965.09	11,977.81	22,290.07	50,596.41	9,181.03	712.92
Investments	2,641.54	-	-	3,124.79	-	-	-	-	-	357.04

viii. Registration under other regulators
The Company is not registered under any other regulator other than Reserve Bank of India.

ix. Penalties imposed by RBI and other Regulators
No penalties have been imposed by RBI during the financial year 2019-20 (FY 2018-19: ₹ Nil).

x. Disclosure on frauds pursuant to RBI Master direction
The frauds detected and reported for the year amounted to ₹ 11.62 millions (FY 2018-19: ₹ Nil).

xi. Details of financing of parent company products
There is no financing during the current year.

xii. Details of Single Borrower Limits (SBL) / Group Borrower Limits (GBL) exceeded
The Company has not exceeded the single borrower limit as set as Reserve Bank of India.

xiii. Draw down from reserves
The Company has made no drawdown from reserves.

(All amounts are in Indian Rupees in millions unless stated otherwise)

xiv. Provision and contingencies

Break up of 'Provisions and Contingencies shown under the head expenditure in statement of profit and loss	For the year ended 31 March 2020	For the year ended 31 March 2019
Provision for depreciation on investment	-	-
Provision towards non-performing assets	(14.64)	561.45
Provision made towards income tax [net of advance tax]	-	-
Other provision and contingencies (with details)		
i) Provision for compensated absences	59.27	15.72
ii) Provision for gratuity	67.04	24.73
Provision for other assets	191.57	-
Provision for Standard assets	4,062.92	53.71

xv. Concentration of advances, exposures & NPA's *

a. Concentration of advances

Particulars	As at 31 March 2020	As at 31 March 2019
Total advances to twenty largest borrowers*	7,624.10	5,631.87
Percentage of advances to twenty largest borrowers to total advances of the NBFC	16.19%	5.30%

* as per contractual receivables at balance sheet date.

b. Concentration of exposures

Particulars	As at 31 March 2020	As at 31 March 2019
Total exposures to twenty largest borrowers*	7,624.10	5,631.87
Percentage of exposures to twenty largest borrowers to total exposure of the NBFC on borrowers	16.19%	5.30%

* as per contractual receivables as per balance sheet date.

c. Concentration of NPA's

Particulars	As at 31 March 2020	As at 31 March 2019
Total exposure to top four NPA accounts*	124.11	111.75

* as per contractual receivables as per balance sheet date.

d. Sector-wise distribution of NPA's*

Particulars	Percentage of NPA's to total advances	
	As at 31 March 2020	As at 31 March 2019
Agriculture & allied activities	-	-
MSME	0.22%	-
Corporate borrowers	0.19%	0.06%
Services	0.01%	0.05%
Unsecured personal loans	0.24%	0.14%
Auto loans	-	-
Other personal loans	0.08%	-

* as per contractual receivables as per balance sheet date.

xvi. Movement of NPAs

Particulars	As at 31 March 2020	As at 31 March 2019
a. Net NPAs to Net Advances (%)	0.74%	0.25%
b. Movement of NPAs (Gross)		
i) Opening balance	841.30	20.80
ii) Addition during the year	7,302.15	970.90
iii) Reductions during the year	(7,233.96)	(150.40)
iv) Closing balance	**909.49**	**841.30**
c. Movement of Net NPAs		
i) Opening balance	263.14	4.09
ii) Addition during the year	4,677.62	376.22
iii) Reductions during the year	(4,594.79)	(117.17)
iv) Closing balance	**345.98**	**263.14**
d. Movement of provisions for NPA (excluding provisions on standard assets)		
i) Opening balance	578.16	16.71
ii) Provision made during the year	2,624.53	594.68
iii) Write off of excess provisions	(2,639.17)	(33.23)
iv) Closing balance	**563.51**	**578.16**

(All amounts are in Indian Rupees in millions unless stated otherwise)

xvii. Overseas assets
There are no overseas asset owned by the Company.

xviii. Off-balance Sheet SPVs sponsored
There are no SPVs which are required to be consolidated as per accounting norms.

xix. The Company has been assigned the following credit ratings:

Instruments	As at 31 March 2020	As at 31 March 2019
Non- convertible debentures - Public issue	CARE AA- ; Stable [Double A Minus; Outlook: Stable]	CARE AA; Stable [Double A; Outlook: Stable]
	BWR AA (Stable)	BWR AA+/Stable
Non- convertible debentures - Privately issue	CARE AA- ; Stable [Double A Minus; Outlook: Stable]	CARE AA; Stable [Double A; Outlook: Stable]
Commercial papers	CARE A1+ (A One plus) BWR A1+ CRISIL A1+ (Withdrawn) ICRA A1+ (Withdrawn)	CARE A1+ (A One plus) BWR A1+ CRISIL A1+ ICRA A1+
Bank borrowings	CARE AA- ; Stable / CARE A1+ [Double A Minus; Outlook: Stable/A One Plus]	CARE AA; Stable/Care A1+ [Double A; Outlook: Stable/A One Plus]
	BWR AA (Stable)	BWR AA+/Stable

xx. Customer complaints

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
No. of complaints pending at the beginning of the year	3.00	1.00
No. of complaints received during the year	1,019.00	211.00
No. of complaints redressed during the year	1,003.00	209.00
No. of complaints pending at the end of the year	19.00	3.00

Note - 55

Moratorium in accordance with the Reserve Bank of India (RBI) guideline and estimation uncertainty relating to COVID-19 global health pandemic

The Novel Corona virus (COVID-19) pandemic (declared as such by the World Health Organisation on 11 March 2020), has contributed to a significant decline and volatility in global and Indian markets, and a significant decrease in economic activity. On 24 March 2020, the Government of India announced a nation-wide lockdown till 14 April 2020, which was extended till 31 May 2020 through subsequent announcements, to contain the spread of the virus. This has led to significant disruptions and dislocations for individuals and businesses, impacting Company's regular operations and financial metrics including lending and collection activities due to inability of employees to physically reach borrowers.

Further, pursuant to the Reserve Bank of India's circulars dated 27 March 2020 and 23 May 2020 allowing lending institutions to offer moratorium to borrowers on payment of instalments falling due between 1 March 2020 and 31 August 2020, the Company has extended/will be extending moratorium to its borrowers in accordance with its Board approved policy. In management's view, providing moratorium to borrowers based on RBI directives, by itself is not considered to result in a significant increase in credit risk ("SICR") for such borrowers. Accordingly, considering the unique and widespread impact of COVID-19 pandemic, the Company has estimated expected credit losses based on the information available at this point in time to reflect, among other things, the deterioration in the macro-economic factors. Given the dynamic nature of the pandemic situation, these estimates are based on early indicators, subject to uncertainty and may be affected by the severity and duration of the pandemic, including governmental and regulatory measures and its effect on economy, the business and the financial metrics of the Company. The actual outcome could be different from that estimated by the Company.

In addition, the Company has also evaluated impact of this pandemic on impairment of financial assets based on internal and external information available upto the date of approval of financial statements. However, the impact assessment of COVID-19 is an ongoing process and the Company will continue to monitor any material changes in the future conditions.

COVID 19 Regulatory Package -
Asset classification and provisioning for the year ended 31 March 2020 pursuant to the notification Vide:DOR.No.BP.BC.63/21.04.048/2019-20 dated 17 April 2020:

Particulars	Amount
(i) Respective amounts in SMA/overdue categories, where the moratorium/deferment was extended, in terms of paragraph 2 and 3 of abovementioned the RBI circular.	894.25
(ii) Respective amount where asset classification benefits is extended	894.25
(iii) Provisions made during the quarter ended 31 March 2020 in terms of paragraph 5 of the above circular	89.43
(iv) Provisions adjusted during the respective accounting periods against slippages and the residual provisions in terms of paragraph 6	-

Note - 56

Additional disclosures in terms of Appendix I of Liquidity Risk Management Framework RBI/2019-20/88 DOR.NBFC (PD) CC. No.102/03.10.001/2019-20 dated 04 November 2019:

i. Funding Concentration based on significant counterparty

Sr. no.	Number of Significant Counterparties	Amount	% of total deposits	% of total liabilities
1	12	39,101.30	N.A	73.69%

(All amounts are in Indian Rupees in millions unless stated otherwise)

Notes:
- A "Significant counterparty" is defined as a single counterparty or group of connected or affiliated counterparties accounting in aggregate for more than 1% of the NBFC-NDSI's, NBFC-Ds total liabilities and 10% for other non-deposit taking NBFCs

ii. Top 20 large deposits
There is no deposit outstanding as at 31 March 2020.

iii. Top 10 borrowings

Amount	% of total borrowings
37,778.95	95.49%

iv. Funding Concentration based on significant instrument/product

Sr. no.	Particulars	Amount	% of total liabilities
1	Non- convertible debentures	7,967.72	15.02%

Notes:
- A "significant instrument/product" is defined as a single instrument/product of group of similar instruments/products which in aggregate amount to more than 1% of the NBFC-NDSI's, NBFC-Ds total liabilities and 10% for other non-deposit taking NBFCs

v. Stock Ratios:
a. Commercial papers
There is no commercial papers outstanding as at 31 March 2020.

b. Non-convertible debentures (original maturity of less than one year)
There is no Non-convertible debentures with original maturity of less than one year outstanding as at 31 March 2020.

c. Other short-term liabilities

Particulars	% of total public funds	% of total liabilities	% of total assets
Loans repayable on demand from banks	31.47%	4.73%	2.63%

vi. Institutional set-up for liquidity risk management
The Board of Directors of the Company has an overall responsibility and oversight for the management of all the risks, including liquidity risk, to which the Company is exposed to in the course of conducting its business. The Board approves the governance structure, policies, strategy and the risk limits for the management of liquidity risk. The Board of Directors approves the constitution of the Risk Management Committee (RMC) for the effective supervision, evaluation, monitoring and review of various aspects and types of risks, including liquidity risk, faced by the Company. The meetings of RMC are held as warranted from time to time. Further, the Board of Directors also approves constitution of Asset Liability Committee (ALCO), which functions as the strategic decision-making body for the asset-liability management of the Company from risk-return perspective and within the risk appetite and guard-rails approved by the Board. The main objective of ALCO is to assist the Board and RMC in effective discharge of the responsibilities of asset liability management, market risk management, liquidity and interest rate risk management and also to ensure adherence to risk tolerance/limits set up by the Board. ALCO provides guidance and directions in terms of interest rate, liquidity, funding sources, and investment of surplus funds. ALCO meetings are held as warranted from time to time.

(This space has been intentionally left blank)

(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 57
Employee stock option schemes:

The employees of the Company have been granted option as per the existing schemes of Indiabulls Ventures Limited ('Holding Company'). On exercise, the employees will be allotted shares of the Holding Company. The Company has accounted for charge related to its employees amounting to ₹ 150.42 millions (31 March 2019 ₹ 345.37 millions) with a corresponding credit to equity.

a) Employees Stock Option Scheme - 2008

During the financial year ended 31 March 2009, the Dhani Services Limited (Formarly known as Indiabulls Ventures Limited) ('The Holding Company') had issued an Employee Stock Option Scheme titled "Employee Stock Option Scheme - 2008" in accordance with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines").

Under the Scheme, the Holding Company was authorised to grant 20,000,000 Equity settled options to eligible employees including its directors (other than promoter directors) and employees of its subsidiary companies including their directors. All options under the Scheme are exercisable for Equity Shares of the Holding Company. Employees covered by the plan were granted an option to purchase shares of the Holding Company subject to the requirements of vesting.

A Compensation Committee constituted by the Board of Directors of the Holding Company administered the plan. The Compensation Committee had granted, under the "Indiabulls Ventures Limited Employees Stock Option Scheme - 2008" ("IBVL ESOP - 2008"), 20,000,000 stock options representing an equal number of equity shares of face value ₹ 2 each in the Holding Company, to the eligible employees, at an exercise price of ₹ 17.40 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 23 January 2009. The stock options so granted, shall vest in the eligible employees over a period of 10 years beginning from 25 January 2010 being the first vesting date. The options granted under each of the slabs, can be exercised by the grantees within a period of five years from the relevant vesting date.

Further, during the year ended 31 March 2017, the Compensation Committee had regranted 9,700,000 stock options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value ₹ 2 each in the Holding Company, to the eligible employees, at an exercise price of ₹ 24.15 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 30 June 2016. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 02 July 2017, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

Further, during the year ended 31 March 2018, the Compensation Committee had regranted 500,000 and 880,600 stock options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value ₹ 2 each in the Holding Company, to the eligible employees, at an exercise price of ₹ 219.65 per equity share and ₹ 254.85 per equity share, respectively, being the latest available closing market price on the National Stock Exchange of India Limited, as on 31 August 2017 and 23 March 2018, respectively. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 2 September 2018 and 25 March 2019 respectively, the first vesting date, the options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

		IBVL ESOP - 2008			
		2,00,00,000 Options	**97,00,000 Options Regranted**	**5,00,000 Options Regranted**	**8,80,600 Options Regranted**
1	Exercise price (₹)	17.40	24.15	219.65	254.85
2	Expected volatility *	79.00%	42.97%	46.70%	47.15%
3	Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil
4	Option Life (weighted average) (in years)	11.00	6.00	6.00	6.00
5	Expected Dividends yield	22.99%	10.82%	1.27%	1.10%
6	Risk Free Interest rate	6.50%	7.45%	6.54%	7.56%
7	Fair value of the options **	0.84	4.31	106.31	130.05

* The expected volatility was determined based on historical volatility data.

** Fair value of the options is computed using the Black Scholes Merton Option Pricing Model and is certified by an independent firm of Chartered Accountants.

b) Employees Stock Option Scheme - 2009

During the financial year ended 31 March 2010, the Holding Company had issued Employee Stock Option Scheme titled as 'Indiabulls Ventures Limited Employees Stock Option Scheme - 2009' ("IBVL ESOP - 2009"). Under the Scheme, the Holding Company was authorised to grant 20,000,000 options, representing equivalent number of equity shares of face value ₹ 2 each in one or more tranches at a price and on such terms and conditions as may be decided by the Compensation Committee, to the eligible employees of the Holding Company and its subsidiaries.

During the year ended 31 March 2010, the Compensation Committee constituted granted 10,000,000 stock options representing an equal number of Equity Shares of face value ₹ 2 each in the Holding Company, at an exercise price of ₹ 35.25 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 30 November 2009. The stock options so granted, shall vest uniformly over 10 years beginning from 2 December 2010 being the first vesting date. The option granted under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

During the year ended 31 March 2011, the Compensation Committee had further granted 2,050,000 Stock Options representing an equal number of equity shares of face value ₹ 2 each in the Holding Company, at an exercise price of ₹ 31.35 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 9 April 2010. As the options have been granted at intrinsic value. The Stock Options so granted, shall vest uniformly over 10 years beginning from 13 April 2011 being the first vesting date. The options granted under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

During the year ended 31 March 2016, the Compensation Committee had regranted under the IBVL ESOP - 2009 10,000,000 stock options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value of ₹ 2 each in the Holding Company, at an exercise price of ₹ 27.45 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 24 August 2015. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 26 August 2016, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date. During the year ended 31 March 2017, the Holding Company had received the request from various option holders to surrender 10,000,000 stock options, which was accepted by the Holding Company.

(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 57 (continued)

During the year ended 31 March 2017, the Compensation Committee had further regranted 9,500,000 and 10,000,000 Stock Options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value ₹ 2 each in the Holding Company, to the Eligible Employees, at an exercise price of ₹ 16 per equity share and ₹ 24.15 per equity share, respectively, being the latest available closing market price on the National Stock Exchange of India Limited, as on 11 May 2016 and 30 June 2016. As the options have been granted at intrinsic value. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 13 May 2017 and 02 July 2017 respectively, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date. During the year ended 31 March 2017, the Holding Company has received the request from various option holders to surrender 10,000,000 stock options, which was accepted by the Holding Company.

During the year ended 31 March 2018, the Compensation Committee had regranted 10,000,000 and 669,400 Stock Options (surrendered and lapsed options eligible for regrant) representing an equal number of Equity Shares of face value ₹ 2 each in the Holding Company, to the Eligible Employees, at an exercise price of ₹ 219.65 per equity share and ₹ 254.85 per equity share, respectively, being the latest available closing market price on the National Stock Exchange of India Limited, as on 31 August 2017 and 23 March 2018 respectively. As the options have been granted at intrinsic value. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 2 September 2018 and 25 March 2019 respectively, the first vesting date, the options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

c) Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2019 ("Scheme").

The Scheme has been adopted and approved pursuant to: (a) a resolution of the Board of Directors of the Holding Company at its meeting held on 22 October 2019; and (b) a special resolution of the shareholders' of the Company passed through postal ballot on 4 December 2019, result of which were declared on 5 December 2019.

This Scheme comprises:
a. Indiabulls Ventures Limited Employees Stock Option Plan 2019 ("ESOP Plan 2019")
b. Indiabulls Ventures Limited Employees Stock Purchase Plan 2019 ("ESP Plan 2019")
c. Indiabulls Ventures Limited Stock Appreciation Rights Plan 2019 ("SARs Plan 2019")

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "SBEB Regulations"), the Company has set up Indiabulls Ventures Limited - Employees Welfare Trust (Trust) for the purpose of implementation of the Scheme as per the terms of the respective Schemes as aforesaid. The Trust, in compliance with the "SBEB Regulations", is authorised to purchase upto an aggregate of 10,500,000 (One Crore Five Lakhs) fully paid-up equity shares, being not more than 2% (Two percent) of the fully paid-up equity share capital of the Company as on the date of approval of shareholders, from the secondary market.

d) Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2020 ("Scheme").

The Scheme has been adopted and approved pursuant to: (a) a resolution of the Board of Directors of the Holding Company at its meeting held on 23 January 2020; and (b) a special resolution of the shareholders' of the Company passed through postal ballot on 20 March 2020, result of which were declared on 21 March 2020.

This Scheme comprises:
a. Indiabulls Ventures Limited Employees Stock Option Plan 2020 ("ESOP Plan 2020")
b. Indiabulls Ventures Limited Employees Stock Purchase Plan 2020 ("ESP Plan 2020")
c. Indiabulls Ventures Limited Stock Appreciation Rights Plan 2020 ("SARs Plan 2020")

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "SBEB Regulations"), the Company has set up Indiabulls Ventures Limited - Employees Welfare Trust (Trust) for the purpose of implementation of the Scheme as per the terms of the respective Schemes as aforesaid. The Trust, in compliance with the "SBEB Regulations", is authorised to purchase upto an aggregate of 93,00,000 (Ninety Three Lakhs) fully paid-up equity shares, being not more than 2% (Two percent) of the fully paid-up equity share capital of the Company as on the date of approval of shareholders, from the secondary market.

		IBVL ESOP – 2009						
		1,00,00,000 Options	**20,50,000 Options**	**1,00,00,000 Options Regranted & Surrendered**	**95,00,000 Options Regranted**	**1,00,00,000 Options Regranted & Surrendered**	**1,00,00,000 Options Regranted**	**6,69,400 Options Regranted**
1.	Exercise price (₹)	35.25	31.35	27.45	16.00	24.15	219.65	254.85
2.	Expected volatility *	0.77	0.4896	0.3859	0.4074	0.4297	0.467	0.4715
3.	Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4.	Option life (weighted average)	10 Years	10 Years	7 Years	6 Years	6 Years	6 Years	6 Years
5.	Expected dividends yield	13.48%	6.86%	9.16%	16.33%	10.82%	1.27%	1.10%
6.	Risk free interest rate	7.50%	8.05%	6.50%	7.45%	7.45%	6.54%	7.56%
7.	Fair value of the options (₹)**	6.48	9.39	4.77	1.38	4.31	106.31	130.05

* The expected volatility was determined based on historical volatility data.

** Fair value of the options is computed using the Black Scholes Merton Option Pricing Model and is certified by an independent firm of Chartered Accountants.

The Company has recognised employee stock compensation expense of ₹ 150.42 millions (31 March 2019 ₹ 345.37 millions) in the statement of Profit and loss for the year ended 31 March 2020.

(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 57 (continued)
The other disclosures in respect of the above stock option schemes are as under:

	IBVL ESOP - 2008			
Total options under the scheme (Nos.)	20,000,000			
Options granted (Nos.)	**20,000,000**	**9,700,000 (Regrant)**	**500,000 (Regrant)**	**880,600 (Regrant)**
Vesting period and percentage	Ten years, 1st Year - 15% 2nd year to 9th year - 10% each year 10th year - 5%	Uniformly over a period of five years	Uniformly over a period of five years	Uniformly over a period of five years
Vesting date	January 25th each year, commencing 25 January 2010	July 2nd each year, commencing 2 July 2017	September 2nd each year, commencing 2 September 2018	March 25th each year, commencing 25 March 2019
Exercise price (₹)	17.40	24.15	219.65	254.85
Outstanding as at 1 April 2018 (Nos.)	**12,77,866**	**97,00,000**	**5,00,000**	**8,80,600**
Outstanding as at April-18 of the year (Nos.)	12,77,866	97,00,000	-	-
Granted/ regranted during the year (Nos.)	-	-	-	-
Exercised during the year (Nos.)	-	-	-	-
Expired during the year (Nos.)	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	4,06,950	-	-	1,87,000
Outstanding as at 31 March 2019 (Nos.)	**8,70,916**	**97,00,000**	**5,00,000**	**6,93,600**
Vested and exercisable as at 31 March 2019 (Nos.)	8,70,916	38,80,000	1,00,000	1,38,720
Granted/ regranted during the year (Nos.)	-	-	-	-
Exercised during the year (Nos.)	8,70,916	50,50,800		25,800
Expired during the year (Nos.)	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	10,000	5,00,000	1,52,000
Outstanding as at 31 March 2020 (Nos.)	**-**	**46,39,200**	**-**	**5,15,800**
Vested and exercisable at the end of the year (Nos.)	-	7,69,200	-	1,92,640
Remaining contractual life (weighted months)	-	66		73

- Weighted average exercise price of share during the year ended 31 March 2020: ₹ 198.22 (31 March 2019: not applicable).

	IBVL ESOP - 2009						
Total options under the Scheme (Nos.)	20,000,000						
Options granted (Nos.)	**1,00,00,000**	**20,50,000**	**10,000,000 (Regrant & Surrendered)**	**9,500,000 (Regrant)**	**10,000,000 (Regrant & Surrendered)**	**10,000,000 (Regrant)**	**6,69,400 (Regrant)**
Vesting period and percentage	Uniformly over a period of ten years	Uniformly over a period of ten years	Uniformly over a period of five years	Uniformly over a period of five years	Uniformly over a period of five years	Uniformly over a period of five years	Uniformly over a period of five years
Vesting date	December 2nd each year, commencing 2 December 2010	April 13th each year, commencing 13 April 2011	August 26th each year, commencing 26 August 2016	May 13th each year, commencing 13 May 2017	July 2nd each year, commencing 2 July 2017	September 2nd each year, commencing 2 September 2018	March 25th each year, commencing 25 March 2019
Exercise price (₹)	35.25	31.35	27.45	16.00	24.15	219.65	254.85
Outstanding as at 1 April 2018 (Nos.)	**-**	**1,50,000**	**-**	**71,52,500**	**-**	**99,70,000**	**6,69,400**
Outstanding as at April-18 of the year (Nos.)	-	1,50,000	-	71,52,500	-	-	-
Granted/ regranted during the year (Nos.)	-	-	-	-	-	-	-
Options vested during the year (Nos.)*	-	50,000	-	18,30,600	-	-	-
Exercised during the year (Nos.)	-	-	-	-	-	-	-
Expired during the year (Nos.)	-	-	-	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	-	-	6,64,800	-	90,000	4,50,000

(All amounts are in Indian Rupees in millions unless stated otherwise)

Note - 57 (continued)

Outstanding as at 31 March 2019 (Nos.)	**-**	**1,50,000**	**-**	**64,87,700**	**-**	**98,80,000**	**2,19,400**
Exercisable as at 31 March 2019 (Nos.)	-	50,000	-	16,76,300	-	19,76,000	43,880
Granted/ regranted during the year (Nos.)	-	-	-	-	-	-	-
Exercised during the year (Nos.)	-	1,00,000	-	32,25,100	-	8,52,600	40,000
Expired during the year (Nos.)	-	-	-	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	-	-	1,65,000	-	1,95,500	-
Outstanding as at 31 March 2020 (Nos.)	**-**	**50,000**	**-**	**30,97,600**	**-**	**88,31,900**	**1,79,400**
Exercisable at the end of the year (Nos.)	-	-	-	-	-	30,34,400	47,760
Remaining contractual life (weighted months)	-	60.00	-	67.00	-	67.00	77.00

* Net of options surrendered before vesting.

- Weighted average exercise price of share during the year ended 31 March 2020: Rs 187.29 (31 March 2019: not applicable).

(This space has been intentionally left blank)

Note - 58
As at 31 March 2020, there were no dues required to be credited to the Investor Education and Protection Fund under Section 124(5) of the Act. (31 March 2019: ₹ Nil).

In terms of our report of even date attached.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No. : 001076N/N500013

For and on behalf of the board of directors

Sd/-
Khushroo B. Panthaky
Partner
Membership No.: 042423

Sd/-
Pinank Jayant Shah
Whole Time Director & Chief Executive Officer
DIN: 07859798

Sd/-
Nafees Ahmed
Director
DIN: 03496241

Sd/-
Rajeev Lochan Agrawal
Chief Financial Officer

Sd/-
Manish Rustagi
Company Secretary

Place: Mumbai
Date: 24 March 2021

Place: Mumbai
Date: 24 March 2021

Place: Gurugram
Date: 24 March 2021

Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)

Annexure A: Statement of Dividend

(All amounts in ₹ millions unless otherwise stated)

Statement on Dividend on Equity Share Capital

Particulars	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
Equity share capital	611.88	611.88
Face value per share (in ₹)	10.00	10.00
Amount of dividend #	1,728.56	462.80
Dividend per share (In ₹)	28.25	18.85
Rate of dividend (%)	282.50%	188.50%
Corporate dividend tax #	355.31	95.13

Statement on Dividend on Preference Share Capital

Particulars	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
Preference share capital	-	-
Face value per share (in ₹)	-	10.00
Amount of dividend #	-	0.00
Dividend per share (In ₹)	-	0.0001
Rate of dividend (%)	-	0.001%
Corporate dividend tax #	-	0.00

(#) Dividend on preference shares is ₹ 550 and Corporate Dividend Tax of ₹ 113 for year ended March 31, 2019.

This Statement of Dividend has been prepared based on Reformatted Ind AS Standalone Financial Statements of the respective years.

For and on behalf of Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)

Sd/-
Authorised Signatory
Date: March 25, 2021

Dhani Loans and Services Limited (Formerly Indiabulls Consumer Finance Limited)

Statement of Capitalisation

The capitalisation statement of the Company as at 31 March 2020 as adjusted post the issue is as follows:

(₹ **in millions)**

Sl. No.	Particulars	Pre-Issue as at 31 March 2020	Post-Issue
	Debt		
A.	Debt securities *	8,042.78	18,042.78
B.	Borrowings (other than debt securities) *	39,699.95	39,699.95
C.	**Total Debt (A + B)**	**47,742.73**	**57,742.73**
D.	Less: Cash and cash equivalents	19,668.69	19,668.69
E.	**Net Debt (C + D)**	**28,074.04**	**38,074.04**
	Total equity		
F.	Equity share capital	611.88	611.88
G.	Other equity	41,765.50	41,765.50
H.	Less: Deferred tax assets (net)	479.91	479.91
I.	**Total equity (F + G + H)**	**41,897.47**	**41,897.47**
J.	**Net Debt/Total Equity (E/I) (in times)**	**0.67**	**0.91**

* Debt securities and borrowings (other than debt securities) includes interest accrued of ₹ 75.06 millions and ₹ 137.92 millions respectively.

Note:

The Debt to Equity ratio mentioned above is on account of assumed inflow of ₹ 10,000 millions, from the proposed Issue. The actual Debt to Equity post the Issue would depend on actual position of debt and equity on the deemed date of allotment.

For and on behalf of Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)

Sd/-
Authorised Signatory

Independent Auditors' report on Accounting Ratios

To
The Board of Directors
Dhani Loans and Services Limited
(formerly Indiabulls Consumer Finance Limited)
M-62 & 63, First Floor,
Connaught Place,
New Delhi – 110 001, India

Proposed public issue by Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) ("Company" or the "Issuer") of secured redeemable non-convertible debentures of face value of ₹ 1,000 each ("NCDs") for an amount aggregating upto ₹ 1,000 crores ("Shelf Limit") ("Issue")

1. We, Walker Chandiok & Co LLP, the statutory auditors of the Company, have performed the procedures as requested by the Company and reproduced in paragraph 3 below in relation to the accompanied Statement on Accounting Ratios (Standalone) as at 31 March 2020 and 31 March 2019 (the "Statement"), prepared by the management of the Company.

2. Our engagement was undertaken in accordance with the Standard on Related Services (SRS) 4400, 'Engagements to Perform Agreed-upon Procedures regarding Financial Information', issued by the Institute of Chartered Accountants of India (the "ICAI"). The sufficiency of these procedures is the sole responsibility of the management of the Company and we make no representation regarding the sufficiency of these procedures for your or any other purposes.

3. We have performed following procedures:

    a. Compared the items, included in the aforementioned Statement, with the corresponding amounts in the Reformatted Ind AS Standalone Financial Statements of the Company as at and for the years ended 31 March 2020 and 31 March 2019.

    b. Proved the arithmetical accuracy of 'Accounting Ratios' as on 31 March 2020 and 31 March 2019.

4. Based on our aforementioned procedures, we hereby report that no exceptions were noted in respect of the procedures performed as stated in paragraph 3 above.

5. This report is to be read in conjunction with explanatory notes attached in annexure herewith.

6. Because the above procedures do not constitute either an audit or a review made in accordance with the generally accepted auditing standards in India, we do not express any assurance on the attached Statement. Had we performed additional procedures or had we performed an audit of the financial statements in accordance with the generally accepted auditing standards in India, other matters might have come to our attention that would have been reported to you.

7. This report has been issued solely at the request of the Company for use in connection with the proposed Issue by the Company and this report or extracts thereof may accordingly, be shared with Company's Lead Managers duly appointed in this regard or any other regulatory authority in connection with the proposed Issue and it is not to be used, circulated, quoted, or otherwise referred to for any other purpose without our prior written consent.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Sd/-
Khushroo B. Panthaky
Partner
Membership No: 042423

UDIN: 21042423AAAACA1871

Place: Mumbai
Date: 25 March 2021

Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)

Statement on Accounting Ratios (Standalone)
(All amounts in ₹ million unless otherwise stated)

Particulars		As at March 31, 2020	As at March 31, 2019
Net profit for the year (after tax), as reformatted, attributable to equity shareholders	A	542.54	4,001.94
Weighted average number of equity shares outstanding during the year used for computing Basic EPS (Nos.)	B	6,11,88,000	5,03,46,686
Add: Potential number of equity shares that could arise on issuance of compulsory convertible preference shares (Nos.)	C	-	55,00,000
Weighted average number of diluted equity shares outstanding during the year used for computing Diluted EPS (Nos.)	D= (B+C)	6,11,88,000	5,58,46,686
Reformatted Total Equity at the end of the year	E	42,377.38	43,681.29
No. of equity shares outstanding at the end of the year	F	6,11,88,000	6,11,88,000
Earnings per equity share:			
(1) Basic (₹)	A/B	8.87	79.49
(2) Diluted (₹)	A/D	8.87	71.66
Return on Total Equity:	A/E	1.28%	9.16%
Net asset value ₹ per share:	E/F	692.58	713.89

Notes:

1 The figures disclosed above are based on the Reformatted Ind AS Standalone Financial Statements of the Company.

2 The above statement should be read along with the Reformatted Ind AS Standalone Financial Statements for the years ended 31 March 2020 and 31 March 2019.

3 The Ratios have been computed as below:

(i) Basic earnings per share (₹) = $\dfrac{\text{Net profit for the year (after tax), as reformatted, attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$

(ii) Diluted earnings per share (₹) = $\dfrac{\text{Net profit for the year (after tax), as reformatted, attributable to equity shareholders}}{\text{Weighted average number of diluted equity shares outstanding during the year}}$

(iii) Return of Total equity (%) = $\dfrac{\text{Net profit for the year (after tax), as reformatted, attributable to equity shareholders}}{\text{Reformatted Total Equity at the end of the year}}$

(iv) Net asset value per equity share (₹) = $\dfrac{\text{Reformatted Total Equity at the end of the year}}{\text{Total number of equity shares outstanding at the end of the year}}$

4 Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

5 Total Equity includes Equity Share Capital and Other Equity

6 The above computation should be read with Note 38 - Earnings per equity share

For and on behalf of Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)

Sd/-
Authorised Signatory
Date: 25 March 2021

Independent Auditors' Report on Reformatted IGAAP Financial Statements

The Board of Directors,
Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)
M-62 & 63, First Floor,
Connaught Place,
New Delhi – 110 001, India

Proposed public issue by Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) ("Company" or the "Issuer") of secured redeemable non-convertible debentures of face value of ₹ 1,000 each ("NCDs") for an amount aggregating upto ₹ 1,000 crores ("Shelf Limit") ("Issue")

Dear Sirs,

1. We have examined the attached Reformatted IGAAP Financial Statements of Dhani Loans and Services Limited (formerly known as Indiabulls Consumer Finance Limited) comprising the Reformatted Statement of Assets and Liabilities as at March 31, 2018 , 2017 and 2016, the Reformatted Statement of Profit and Loss, the Reformatted Statement of Cash Flows for the years ended March 31, 2018, 2017 and 2016 and the summary of significant accounting policies and other explanatory information (collectively, the "Reformatted IGAAP Financial Statements"), annexed to this report, for the purpose of inclusion in the Draft Shelf Prospectus, the Shelf Prospectus and the respective Tranche Prospectus(es), (collectively the "Offering Documents") to be filed by the Company with the Securities and Exchange Board of India ("SEBI") BSE Limited, National Stock Exchange of India Limited (collectively referred to as "the Stock Exchanges") and Registrar of Companies, National Capital Territory of Delhi and Haryana (the "ROC"), in connection with the proposed Issue. The Reformatted IGAAP Financial Statements have been prepared by the management of the Company on the basis of Note 2 of Annexure IV to the Reformatted IGAAP Financial Statements, which has been approved by the Board of Directors of the Company on March 24, 2021 by taking into consideration the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

   b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended ("SEBI Debt Regulations") issued by SEBI; and

   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The accompanying Reformatted IGAAP Financial Statements are derived from the audited financial statements (the "Audited IGAAP Financial Statements") of the Company for the respective years audited by us and the predecessor auditors as detailed in paragraph 4 and 11 below.

3. We expressed our unmodified opinion on the Audited IGAAP Financial Statements of the Company as of and for the year ended March 31, 2018 *vide* our report dated April 23, 2018.

4. The Audited IGAAP Financial Statements of the Company as of and for the years ended March 31, 2017 and March 31, 2016, reported upon by predecessor auditors vide their reports dated April 25, 2017 and May 04, 2016, have been regrouped/reclassified, wherever necessary, to correspond with the presentation/disclosure requirements of the Audited IGAAP Financial Statements as of and for the year ended March 31, 2018.

5. The figures included in the Reformatted IGAAP Financial Statements, do not reflect the effect of events that occurred subsequent to the date of the reports on the respective year referred to in paragraph 3 and 4 above.

Management's Responsibility for the Reformatted IGAAP Financial Statements

6. Management is responsible for the preparation of the Reformatted IGAAP Financial Statements, as mentioned in paragraph 1 above, for inclusion in the Offering Documents to be filed by the Company in connection with the Issue, on the basis of accounting described in Note 2 of Annexure IV to the Reformatted IGAAP Financial Statements. Management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the Reformatted IGAAP Financial Statements that are free from material misstatement, whether due to fraud and error. The Management and the Board of Directors are also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations that determine the reported amounts and disclosures in the Reformatted IGAAP Financial Statements.

Auditor's Responsibility

7. We have examined such Reformatted IGAAP Financial Statements taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated January 20, 2021 in connection with the proposed Issue;

   b) The requirements of Section 26 of Part I of Chapter III of the Act read with provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended) and the SEBI Debt Regulations; and

   c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI (the "Guidance Note").

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by the ICAI.

Opinion

9. In our opinion and as per the report submitted by the predecessor auditors, the Reformatted IGAAP Financial Statements for the years ended March 31, 2018, March 31, 2017 and March 31, 2016, examined by us, has been prepared by the Company by taking into consideration the requirement of Section 26 of Part I of Chapter III of the Act read with provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended) and the SEBI Debt Regulations.

10. This report should not in any way be construed as a re-audit and consequently, re-issuance or re-dating of any of the previous audit reports issued by us/predecessor auditors on the Audited IGAAP Financial Statements.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Other matters

12. The financial statements of the Company for the years ended March 31, 2017 and March 31, 2016 were audited by S A S & Co. (the "predecessor auditors"). In relation to the aforesaid financial statements audited by the predecessor auditors, we have not carried out any audit tests or review procedures. Our report on Reformatted IGAAP Financial Statements in so far as it relates to the financial information for each for the two years ended March 31, 2017 and March 31, 2016 is based solely on the report on reformatted financial statements for each of these years submitted by the predecessor auditors to the Board of Directors of the Company.

13. At the request of the Company, we have also examined the following Financial Information of the Company as at and for the years ended March 31, 2018, March 31, 2017 and March 31, 2016 respectively:

    Statement of Dividend, enclosed as Annexure A

Restrictions on use

14. This report is addressed to and is provided to enable the Company for inclusion in the Offering Documents, to be filed by the Company in connection with the Issue with the Stock Exchanges, ROC and with the SEBI. The Reformatted IGAAP Financial Statements may, therefore, not be suitable for another purpose or distributed to any other person, without our prior written consent.

For **Walker Chandiok & LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Sd/-
Khushroo B. Panthaky
Partner
Membership Number: 042423

UDIN: 21042423AAAABW8546

Place: Mumbai
Date: 24 March 2021

DHANI LOANS AND SERVICES LIMITED
(Formerly known as Indisbulls Consumer Finance Limited)

ANNEXURE-I
REFORMATTED STATEMENT OF ASSETS AND LIABILITIES
(All amounts in Rupees millions, unless otherwise stated)

	Annexure IV Note	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
I. EQUITY AND LIABILITIES				
(1) Shareholders' funds				
(a) Share capital	4	300.52	52.19	23.17
(b) Reserves and surplus	5	16,478.21	2,033.66	895.73
		16,778.73	**2,085.85**	**918.90**
(2) Non-current liabilities				
(a) Long-term borrowings	6	24,591.28	-	-
(b) Other long-term liabilities	7	18.30	-	-
(c) Long-term provisions	8	148.95	17.33	2.04
		24,758.53	**17.33**	**2.04**
(3) Current liabilities				
(a) Short-term borrowings	9	6,000.00	-	-
(b) Trade payables	10			
(i) total outstanding dues to micro and small enterprises		0.72	-	-
(ii) total outstanding dues of creditors other than micro and small enterprises		276.54	0.03	-
(c) Other current liabilities	11	7,283.41	54.96	0.12
(d) Short-term provisions	12	107.51	11.53	7.76
		13,668.18	**66.52**	**7.88**
	TOTAL	**55,205.44**	**2,169.70**	**928.82**
II. ASSETS				
(1) Non - current assets				
(a) Fixed assets				
(i) Property, plant and equipment	13	155.10	0.07	0.16
(ii) Intangible assets	13	307.47	-	-
(iii) Intangible asset under development		5.80	-	-
		468.37	**0.07**	**0.16**
(b) Non-current investments	14	677.23	-	-
(c) Deferred tax assets (net)	15	8.03	6.92	1.03
(d) Long-term loans and advances	16	30,879.10	661.60	356.16
		31,564.36	**668.52**	**357.19**
(2) Current assets				
(a) Current investments	17	3,764.45	1,125.00	-
(b) Cash and bank balances	18	9,486.61	14.50	30.72
(c) Short-term loans and advances	19	9,532.56	361.61	375.89
(d) Other current assets	20	389.09	-	164.86
		23,172.71	**1,501.11**	**571.47**
	TOTAL	**55,205.44**	**2,169.70**	**928.82**

The accompnying notes form an integral part of these Reformatted IGAAP Financial Statements

This is the Reformatted Statement of Assets and Liabilities as referred to in our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No: 001076N/N500013

For and on behalf of the Board of Directors

Sd/-
Khushroo B. Panthaky
Partner
Membership No.: 042423

Sd/-
Pinank Jayant Shah
Whole Time Director & Chief Executive Officer
DIN: 07859798

Sd/-
Nafees Ahmed
Director
DIN: 03496241

Sd/-
Rajeev Lochan Agrawal
Chief Financial Officer

Sd/-
Manish Rustagi
Company Secretary

Place: Mumbai
Date: 24 March 2021

Place: Mumbai
Date: 24 March 2021

Place: Gurugram
Date: 24 March 2021

DHANI LOANS AND SERVICES LIMITED
(Formerly known as Indisbulls Consumer Finance Limited)
ANNEXURE-II
REFORMATTED STATEMENT OF PROFIT AND LOSS
(All amounts in Rupees millions, unless otherwise stated)

		Annexure IV Note	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
	Revenue				
I.	Revenue from operations	21	7,000.44	572.23	142.89
II.	Other income	22	0.26	0.21	-
III.	**Total revenue (I + II)**		**7,000.70**	**572.44**	**142.89**
IV.	**Expenses**				
	Employee benefits expense	23	422.00	4.44	3.95
	Finance costs	24	1,367.94	0.05	-
	Depreciation and amortisation	13	56.08	0.09	0.12
	Other expenses	25	2,656.85	490.98	122.41
	Total expenses		**4,502.87**	**495.56**	**126.48**
V.	**Profit before tax (III - IV)**		**2,497.83**	**76.88**	**16.41**
VI.	Tax expense:				
	(1) Current tax		587.59	19.73	1.33
	Less: Minimum alternate tax credit entitlement		-	(3.03)	(1.33)
	(2) Tax credit for earlier years		(3.87)	(0.87)	-
	(3) Deferred tax		(1.11)	(5.89)	2.64
			582.61	**9.94**	**2.64**
VII.	**Profit for the year (V-VI)**		**1,915.22**	**66.94**	**13.77**
VIII.	Earnings per equity share:	28			
	(1) Basic		125.57	27.75	5.94
	(2) Diluted		97.01	27.75	5.94

The accompnying notes form an integral part of these Reformatted IGAAP Financial Statements

This is the Reformatted Statement of Profit and Loss as referred to in our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No: 001076N/N500013

For and on behalf of the Board of Directors

Sd/-
Khushroo B. Panthaky
Partner
Membership No.: 042423

Sd/-
Pinank Jayant Shah
Whole Time Director & Chief Executive Officer
DIN: 07859798

Sd/-
Nafees Ahmed
Director
DIN: 03496241

Sd/-
Rajeev Lochan Agrawal
Chief Financial Officer

Sd/-
Manish Rustagi
Company Secretary

Place: Mumbai
Date: 24 March 2021

Place: Mumbai
Date: 24 March 2021

Place: Gurugram
Date: 24 March 2021

DHANI LOANS AND SERVICES LIMITED
(Formerly known as Indisbulls Consumer Finance Limited)
ANNEXURE-III
REFORMATTED STATEMENT OF CASH FLOWS
(All amounts in Rupees millions, unless otherwise stated)

		Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
A	**Cash flow from operating activities:**			
	Net profit before tax	2,497.83	76.88	16.41
	Adjustments for:			
	Depreciation and amortisation expenses	56.08	0.09	0.12
	Provision for loan assets	262.55	414.43	66.69
	Provision for gratuity and compensated absences	14.41	0.28	0.04
	Operating profit	**2,830.87**	**491.68**	**83.26**
	Adjustments for:			
	(Increase) in trade and other receivables	(40,020.57)	(482.51)	(83.90)
	(Increase) in investments	(3,316.67)	(1,125.00)	-
	(Increase) in fixed deposits	(672.64)	-	-
	Increase/ (decrease) in other liabilities and provisions	6,859.38	54.87	(0.12)
	Cash used in operating activities	**(34,319.63)**	**(1,060.96)**	**(0.76)**
	Income taxes paid (including tax deducted at source)	(522.38)	(55.27)	(0.44)
	Net cash used in operating activities	**(34,842.01)**	**(1,116.23)**	**(1.20)**
B	**Cash flow from investing activities:**			
	Purchase of fixed assets including movement for capital advances	(540.09)	-	(0.05)
	Intangible asset under development	(5.80)	-	-
	Net cash used in investing activities	**(545.89)**	**-**	**(0.05)**
C	**Cash flow from financing activities:**			
	Proceeds from issue of equity shares (including securities premium)	10,027.66	1,100.01	-
	Proceeds from issue of compulsorily convertible preference shares (including securities premium)	2,750.00	-	-
	Proceeds from term loans from banks	30.750.00	-	-
	Repayment of term loans	(2,840.29)	-	-
	Proceeds from issue of non convertible debentures	1,000.00	-	-
	Proceeds from issue of commercial papers	2,500.00	-	-
	Net cash generated from financing activities	**44,187.37**	**1,100.01**	**-**
D	**Net increase/(decrease) in cash and cash equivalents (A+B+C)**	8,799.47	(16.22)	(1.25)
E	**Cash and cash equivalents at the beginning of the year**	14.50	30.72	31.97
F	**Cash and cash equivalents at the close of the year (D + E)**	**8,813.97**	**14.50**	**30.72**

Notes :

1 The above cash flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard (AS)-3 'Cash Flow Statements' as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.

2 Cash and cash equivalents as at the end of the year include:

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Cash in hand	0.04	-	0.03
Balances with banks:			
- in current accounts	5,612.71	14.50	30.69
- in fixed deposits with original maturity of less than three months	3,201.22	-	-
Cash and cash equivalents	**8,813.97**	**14.50**	**30.72**

3 Cash and cash equivalents include following balances not available for use by the Company:

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Deposits pledged with banks for overdraft facilities	3,201.22	-	-

The accompnying notes form an integral part of these Reformatted IGAAP Financial Statements

This is the Reformatted Statement of Cash Flows referred to in our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No: 001076N/N500013

Sd/-
Khushroo B. Panthaky
Partner
Membership No.: 042423

Place: Mumbai
Date: 24 March 2021

For and on behalf of the Board of Directors

Sd/-
Pinank Jayant Shah
Whole Time Director &
Chief Executive Officer
DIN: 07859798

Place: Mumbai
Date: 24 March 2021

Sd/-
Nafees Ahmed
Director
DIN: 03496241

Place: Gurugram
Date: 24 March 2021

Sd/-
Rajeev Lochan Agrawal
Chief Financial Officer

Sd/-
Manish Rustagi
Company Secretary

DHANI LOANS AND SERVICES LIMITED
(Formerly known as Indisbulls Consumer Finance Limited)
ANNEXURE-IV
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND EXPLANATORY NOTES TO REFORMATTED FINANCIAL INFORMATION

Note - 1
Company overview:

Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) ("the Company") was incorporated on 27 October 1994 under Companies Act, 1956 and is engaged in the business of financing and allied activities. The Company is registered under section 45-IA of the Reserve bank of India Act, 1934 to carry on the business of a non-deposits taking Non-banking Financial Company.

The Company was initially incorporated with name of Malpani Securities Private Limited to carry on its business of stock and share broking, financing & related activities. The Company's name was changed to Shivshakti Financial Services Private Limited after obtaining the approval from the Registrar of Companies, National Capital Territory of Delhi & Haryana on 13 January 2010. The members of the Company at their Extraordinary General Meeting held on 7 October 2014, accorded their approval for conversion from private limited company to public limited company. The Company received a fresh certificate of incorporation consequent upon conversion from the Registrar of Companies, National Capital Territory of Delhi & Haryana dated 5 February 2015 in respect of the change from Shivshakti Financial Services Private Limited to IVL Finance Limited. Further, the name of the Company is changed from IVL Finance Limited to Indiabulls Consumer Finance Limited and a fresh certificate of incorporation dated 18 September 2018 has been obtained from the Registrar of Companies, National Capital Territory of Delhi & Haryana in this respect. Further, the name of the Company is changed from Indiabulls Consumer Finance Limited to Dhani Loans and Services Limited and a fresh certificate of incorporation dated 07 July 2020 has been obtained from the Registrar of Companies, National Capital Territory of Delhi & Haryana in this respect.

Note - 2
Basis of preparation:

The Reformatted Statement of Assets and Liabilities of the Company as at 31 March 2018, 31 March 2017 and 31 March 2016, Reformatted Statement of Profit and Loss, Reformatted Statement of Cash Flows for the year ended 31 March 2018, 31 March 2017 and 31 March 2016 and a summary of the significant accounting policies and other explanatory information (together referred as "Reformatted IGAAP Financial Information") have been extracted by the Management from the Audited Financial Statements of the Company for the year ended 31 March 2018, 31 March 2017 and 31 March 2016 (together referred as "the Audited Financial Statements").

The Reformatted Financial Information as at and for the years ended 31 March 2017 and 31 March 2016 have been regrouped/ reclassified wherever necessary to correspond with the presentation/ disclosure requirements of the audited financial statement as of and for the year ended 31 March 2018.

The Reformatted Financial Information have been prepared by the Management in connection with the proposed issue of non-convertible debentures of the Company to be listed on BSE Limited and National Stock Exchange of India (collectively, the "Stock Exchanges") in accordance with the requirements of Section 26 of the Companies Act, 2013 and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued by the Securities and Exchange Board of India ("SEBI"), as amended from time to time and related clarifications issued by the Stock Exchanges.

The Audited Financial Statements of the Company were prepared in accordance with the generally accepted accounting principles in India to comply with the accounting standards specified under Section 133 of the Companies Act, 2013 ("the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) (Indian GAAP). The financial statements were prepared on an accrual basis under the historical cost convention.

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Note - 3
Significant accounting policies:

a) Prudential norms:

The Company follows Reserve Bank of India ("RBI") Directions in respect of "Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (Master Direction DNBR. PD. 008/03.10.119/2016-17)" (RBI Directions, 2016), dated 1 September 2016, in respect of income recognition, income from investments, accounting of investments, asset classification, disclosures in the balance sheet and provisioning. Accounting Standards (AS) and Guidance Notes issued by The Institute of Chartered Accountants of India ("ICAI") are followed in so far as they are not inconsistent with the RBI Directions, 2016.

b) Use of estimates:

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/ materialise.

c) Revenue recognition:

i. Interest income from financing activities and others is recognised on an accrual basis. In terms of the RBI directions, 2016, interest income on Non-performing assets ("NPAs") is recognised only when it is actually realised.

ii. Processing fees received in respect of loans given is recognised in the year in which loan is disbursed.

iii. Additional interest/ overdue charges is recognised on realisation basis.

iv. Repayment of loans is as stipulated in the respective loan agreements or by way of Equated Monthly Instalments ('EMI') comprising principal and interest. EMIs commence once the loan is disbursed. In case of pending commencement of EMIs, Pre-EMI interest is payable every month and accounted for on accrual basis.

v. Income from Fee Income from Services is recognised on accrual basis.

vi. Income from interest from fixed deposits is recognized on accrual basis.

vii. Dividend income on units of mutual fund held by the Company are recognised on receipt basis as per the RBI directions, 2016

d) Fixed assets:

(i) Property, plant and equipment:

Property, plant and equipment are stated at their cost of acquisition less accumulated depreciation/ impairment losses, if any. Cost comprises purchase price and expense directly attributable to bringing the asset to its working condition and intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repaid and maintenance costs are recognised in the Statement of Profit and Loss.

(ii) Intangible assets:

Intangible assets are stated at their cost of acquisition less accumulated amortisation/ impairment losses, if any. Cost comprises purchase price and expense directly attributable to bringing the asset to its working condition and intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

e) Depreciation / amortisation:

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.
Depreciation on property, plant and equipment is provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Leasehold Improvements are amortised over the duration of the lease. Depreciation on sale/deduction from fixed assets is provided for up to the date of sale/ scrapping, as the case may be. Assets costing ₹ 5,000 or less per item are fully depreciated in the year of capitalisation.

Intangible assets consisting of software are amortised on a straight line basis over a period of four years from the date when the assets are available for use. The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

f) Impairment of assets:

The carrying values of assets/ cash generating units at each balance sheet date are reviewed for impairment, if any indication of impairment exists.
If the carrying amount of these assets exceeds their recoverable amount, an impairment is recognised for such excess amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.
When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets, to the extent the amount was previously charged to the Statement of Profit and Loss.

Note - 3
Significant accounting policies *(continued)*

g) Investments:

Investments are classified as long-term and current investments. Long-term investments are carried at cost less provision if any for any diminution other than temporary in their value. Current investments are valued at lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

h) Taxes on income:

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum alternate tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets are reviewed at each balance sheet date for their realisability. Current and deferred tax relating to items directly recognised in reserves are recognised in reserves and not in the Statement of Profit and Loss.

i) Borrowing costs:

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised during the time period that is necessary to complete and prepare an asset for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

j) Employee benefits:

i. Defined contribution plans:

The Company has a defined contribution plans namely provident fund, employees state insurance, labour welfare fund and employees national pension scheme. The contribution made by the Company in respect of these plans are charged to the Statement of Profit and Loss. In respect of these contributions, the Company has no further obligations beyond making the contribution and hence, such employee benefit plans are classified as defined contribution plans.

ii. Defined benefits plan:

The Company has unfunded gratuity as defined benefit where the amount that employee will receive on retirement is defined by reference to employee's length of service and last drawn salary. The liability recognised in the balance sheet for defined benefit plan is the present value of defined benefit obligation at the reporting date. The present value of defined benefit obligation is determined on the basis of an actuarial valuation at the end of the year using the projected unit credit method. Actuarial gains/ losses comprise experience adjustments and the effects of change in actuarial assumptions and are recognised in the Statement of Profit and Loss as income or expenses as applicable.

iii. Other long-term benefit:

The Company also provides the benefit of compensated absences to its employees which are in the nature of long-term employee benefit plan. Liability in respect of compensated absences becoming due and expected to availed after one year from the Balance Sheet date is estimated in the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. Actuarial gains/ losses comprise experience adjustments and the effects of change in actuarial assumptions and are recognised in the Statement of Profit and Loss as income or expenses as applicable.

k) Earnings per equity share

Basic earnings per equity share are computed using weighted average number of equity shares outstanding during the year. Diluted earnings per equity share are computed using weighted average number of equity and dilutive potential equity shares outstanding during the year except where results would be anti-dilutive.

Note - 3
Significant accounting policies *(continued)*

l) Equity index / stock futures:

In accordance with the Guidance Note on 'Accounting for Equity Index and Equity Stock Futures and Options' issued by the Institute of Chartered Accountants of India, which is more fully explained below:

i. Initial Margin – Equity Index/ Stock Futures, representing the initial margin paid, and Margin Deposits representing additional margin paid over and above the initial margin, for entering into a contract for equity index/ stock futures which are released on final settlement / squaring-up of the underlying contract, are disclosed under Loans and Advances.

ii. Equity index/ stock futures are marked-to-market on a daily basis. Debit or credit balance disclosed under Loans and Advances or Current Liabilities, respectively, in the Mark-to-Market Margin – Equity Index/ Stock Futures Account, represents the net amount paid or received on the basis of movement in the prices of index/ stock futures till the balance sheet date.

iii. As on the balance sheet date, profit/loss on open positions in equity index/ stock futures is accounted for as follows:

Credit balance in the Mark-to-Market Margin – Equity Index/Stock Futures Account, being the anticipated profit, is ignored and no credit for the same is taken in the Statement of Profit and Loss.

Debit balance in the Mark-to-Market Margin – Equity Index/Stock Futures Account, being the anticipated loss, is adjusted in the Statement of Profit and Loss.

On final settlement or squaring-up of contracts for equity index/stock futures, the profit or loss is calculated as the difference between the settlement/squaring-up price and the contract price. Accordingly, debit or credit balance pertaining to the settled/squared-up contract in "Mark-to-Market Margin – Equity Index/Stock Futures Account" after adjustment of the provision for anticipated losses is recognised in the Statement of Profit and Loss. When more than one contract in respect of the relevant series of equity index/stock futures contract to which the squared-up contract pertains is outstanding at the time of the squaring-up of the contract, the contract price of the contract so squared-up is determined using the weighted average cost method for calculating the profit/loss on squaring-up. The Company uses hedging instruments to hedge its exposure to variability of expected fair value of equity investment. Such hedging instruments are initially recognised at fair value on the date on which such contract is entered into and are subsequently re-measured at fair value.

m) Leases

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis.

n) Provisions and contingencies:

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date.
Contingent liability is disclosed for:

(1) Possible obligations which will be confirmed only by future events not wholly within the control of the Company; or

(2) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation can not be made.
Contingent Assets are not recognised in the financial statements

o) Cash and cash equivalents:

Cash and cash equivalents comprise cash and deposit with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

(This space has left intentionally blank)

(All amounts in Rupees millions, unless otherwise stated)

Note - 4
Share capital:

	As at 31 March 2018		As at 31 March 2017		As at 31 March 2016	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Authorised						
Equity shares of ₹10 each	5,85,00,000	585.00	52,19,000	52.19	23,16,600	23.17
Compulsorily convertible preference shares of ₹10 each	55,00,000	55.00	47,81,000	47.81	76,83,400	76.83
Issued, subscribed and paid up						
Equity shares of ₹10 each	2,45,52,000	245.52	52,19,000	52.19	23,16,600	23.17
Compulsorily convertible preference shares of ₹10 each	55,00,000	55.00	-	-	-	-
	3,00,52,000	300.52	52,19,000	52.19	23,16,600	23.17

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares

	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Opening balance at the beginning of the year	52,19,000	52.19	23,16,600	23.17	23,16,600	23.17
Add: Issued during the year	1,93,33,000	193.33	29,02,400	29.02	-	-
Outstanding at the end of the year	**2,45,52,000**	**245.52**	**52,19,000**	**52.19**	**23,16,600**	**23.17**

Compulsorily convertible preference shares

	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Opening balance at the beginning of the year	-	-	-	-	-	-
Add: Issued during the year	55,00,000	55.00	-	-	-	-
Less: Converted/redeemed during the year	-	-	-	-	-	-
Outstanding at the end of the year	**55,00,000**	**55.00**	**-**	**-**	**-**	**-**

b. Terms/rights attached to equity shares / compulsory convertible preference shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to received remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Company has only one class of preference shares having a par value of ₹10 per share. These can be converted in equity shares at any time up to 20 years from date of issuance. These shares carry 0.001% as dividend percentage which is to be paid as and when declare and approve by Board of directors.

c. Shares held by Holding Company

	As at 31 March 2018		As at 31 March 2017		As at 31 March 2016	
	No. of shares held	% of Holding	No. of shares held	% of Holding	No. of shares held	% of Holding
Dhani Services Limited and its nominees	2,45,52,000	100%	-	-	-	-
Indiabulls Distribution Services Limited and its nominees	-	-	52,19,000	100%	23,16,600	100%

Note:

Dhani Services Limited (Formarly known as Indiabulls Ventures Limited) became our holding company w.e.f. 19 May 2017.

d. Shares held by shareholders holding more than 5% shares:

	As at 31 March 2018		As at 31 March 2017		As at 31 March 2016	
	No. of shares held	% of Holding	No. of shares held	% of Holding	No. of shares held	% of Holding
Dhani Services Limited and its nominees	2,45,52,000	100%	-	-	-	-
Indiabulls Distribution Services Limited and its nominees	-	-	52,19,000	100%	23,16,600	100%

e. The Company has not issued any bonus shares during the current year and five years immediately preceeding current year.

f. Employee stock option schemes: (refer note 37)

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(All amounts in Rupees millions, unless otherwise stated)

Note - 5
Reserves and surplus

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Securities premium reserve			
Balance as at the beginning of the year	1,862.99	792.00	792.00
Add: Additions during the year	12,529.33	1,070.99	-
Balance at the end of the year	14,392.32	1,862.99	792.00
Capital redemption reserve			
Balance as at the beginning of the year	10.00	10.00	10.00
Balance at the end of the year	10.00	10.00	10.00
Reserve fund (U/s 45-IC of the Reserve Bank of India Act, 1934)			
Balance at the beginning of the year	35.64	22.25	19.50
Add: Amount transferred during the year *	383.04	13.39	2.75
Balance at the end of the year	418.68	35.64	22.25
Surplus in the statement of profit and loss			
Balance at the beginning of the year	125.03	71.48	60.46
Add: Profit for the year	1,915.22	66.94	13.77
Amount available for appropriation (A)	**2,040.25**	**138.42**	**74.23**
Appropriations (B):			
Amount transferred during the year to Reserve Fund (U/s 45-IC of the RBI Act,1934)*	383.04	13.39	2.75
Surplus balance carried forward (A)-(B)	1,657.21	125.03	71.48
	16,478.21	**2,033.66**	**895.73**

* In terms of Section 45-IC of the R.B.I. Act, 1934, the Company is required to transfer at least 20% of its net profits to a reserve before any dividend is declared. As at the year end, the Company has transferred an amount of ₹383.04 millions (31 March 2017: ₹13.39 millions, 31 March 2016: ₹2.75 millions) to the Reserve Fund.

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(All amounts in Rupees millions, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Note - 6			
Long-term borrowings			
Secured			
Term loan from banks (refer note a)	25,403.85	-	-
Vehicle loans from banks (refer note b)	5.87	-	-
Less: Amount disclosed as current maturities of long-term debt (refer note 11)	(818.44)	-	-
	24,591.28	**-**	**-**

a) Balances of term loans from banks* includes:

i. Loan outstanding amounting to ₹423.08 million (31 March 2017: ₹Nil; 31 March 2016: ₹Nil) taken during the financial year 2017-18 is repayable in 13 quarterly instalments commencing from December 2017 with last installment falling due in year 2020-21.

ii. Loan outstanding amounting to ₹1,000.00 million (31 March 2017: ₹Nil; 31 March 2016: ₹Nil) taken during the financial year 2017-18 is repayable in 16 quarterly installments with moratorium period of 1 years from the date of disbursement. Loan repayment commencing from December 2018 with last installment falling due in year 2022-23.

iii. Loan outstanding amounting to ₹1,480.77 million (31 March 2017: ₹Nil; 31 March 2016: ₹Nil) taken during the financial year 2017-18 is repayable in 13 quarterly installments commencing from December 2017 with last installment falling due in year 2020-21.

iv. Loan outstanding amounting to ₹1,500.00 million (31 March 2017: ₹Nil; 31 March 2016: Rs Nil) taken during the financial year 2017-18 is repayable in payable in one installment in April 2019.

v. Loan outstanding amounting to ₹ 3,000.00 million (31 March 2017: ₹ Nil; 31 March 2016: Rs Nil) taken during the financial year 2017-18 is repayable in 2 equal annual installments with moratorium period of 36 months from the date of disbursement. Loan repayment commencing from September 2021 with last installment falling due in year 2022-23.

vi. Loan outstanding amounting to ₹3,000.00 million (31 March 2017: ₹Nil; 31 March 2016: ₹Nil) taken during the financial year 2017-18 is repayable in 2 equal annual installments with moratorium period of 36 months from the date of disbursement. Loan repayment commencing from September 2021 with last installment falling due in year 2022-23.

vii. Loan outstanding amounting to ₹5,000.00 million (31 March 2017: ₹Nil; 31 March 2016: ₹Nil) taken during the financial year 2017-18 is repayable in 2 equal annual installments with moratorium period of 36 months from the date of disbursement. Loan repayment commencing from September 2021 with last installment falling due in year 2022-23.

viii. Loan outstanding amounting to ₹10,000.00 million (31 March 2017: ₹Nil; 31 March 2016: ₹Nil) taken during the financial year 2017-18 is repayable in Payable in one installment in September 2019.

*** Notes:**

1. Secured by way of first pari-passu charge over loans and advances, receivables and current assets (including cash & cash equivalents, investments in debt mutual funds and liquid mutual funds) and future book debts. Such borrowings further secured by way of corporate guarantee furnished on our behalf by Holding Company i.e. Indiabulls Ventures Limited.

2. Interest rate on term loans varies from 8.00% to 9.50% per annum.

(b) The vehicle loans are secured against hypothecation of the vehicles purchased. Such loans are repayable in equated monthly instalments for a period upto five years. Vehicle loans carries interest rate of 7.75% per annum.

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Note - 7			
Other long-term liabilities			
Lease equalisation reserve	18.30	-	-
	18.30	**-**	**-**

(All amounts in Rupees millions, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Note - 8			
Long-term provisions			
Provision for employee benefits			
Provision for gratuity (refer note 33)	15.56	0.73	0.50
Provision for compensated absences (refer note 33)	6.11	0.18	0.13
Other provisions			
Provision for loan assets	2.37	13.79	0.34
Contingent provisions against standard assets	124.91	2.63	1.07
	148.95	**17.33**	**2.04**

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Note - 9			
Short-term borrowings			
Secured			
Term loans from bank (refer note a below)	2,500.00	-	-
8.50% non- convertible debentures (refer note b below)	1,000.00	-	-
Unsecured			
Commercial papers	2,500.00	-	-
	6,000.00	**-**	**-**

a) This loan is repayable in one installment in September 2018. The term loan is secured by way of first pari-passu charge on loan receivables & all current assets (including cash & cash equivalents) of the Company, both present and future; and on present and future loan assets of the Company. It carries interest rate of 8.35% per annum.

b) Non-convertible debentures are secured by way of first ranking pari-passu charge on the current assets (including investments) of the Company, both present and future; and on present and future loan assets of the Company, including all monies receivables for the principal amount and interest thereon. These debentures are repayable in one installment in March 2019.

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Note - 10			
Trade payables			
Total outstanding dues of			
- micro and small enterprises (refer note 32)	0.72	-	-
- others	276.54	0.03	-
	277.26	**0.03**	**-**

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Note - 11			
Other current liabilities			
Current maturities of long-term borrowings (refer note 6)	818.44	-	-
Interest accrued but not due	1.41	-	-
Statutory liabilities	119.18	54.96	0.03
Employee related payables	9.34	-	-
Temporary overdrawn balances as per books	6,308.39	-	-
Other payables	26.65	-	0.09
	7,283.41	**54.96**	**0.12**

(All amounts in Rupees millions, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Note - 12			
Short-term provisions			
Provision for employee benefits			
Provision for gratuity (refer note 33)	0.33	0.02	0.02
Provision for compensated absences (refer note 33)	0.10	0.01	-
Other provisions			
Provision for loan assets	-	5.50	0.29
Contingent provisions against standard assets	38.11	1.05	0.93
Provision for taxation (net of advance tax / tax deducted at source)	68.97	4.95	6.52
	107.51	**11.53**	**7.76**

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(All amounts in Rupees millions, unless otherwise stated)

Note - 13
Fixed assets:

Gross block	Property, plant and equipment					Intangible assets
	Computers	Office equipments	Furniture	Vehicles	Total	Softwares
As at 31 March 2015	0.30	0.34	-	-	0.64	-
Additions for the year	0.05	-	-	-	0.05	-
As at 31 March 2016	**0.35**	**0.34**	**-**	**-**	**0.69**	**-**
Additions for the year	-	-	-	-	-	-
As at 31 March 2017	**0.35**	**0.34**	**-**	**-**	**0.69**	**-**
Additions for the year	113.74	22.29	24.26	9.44	169.73	348.85
As at 31 March 2018	**114.09**	**22.63**	**24.26**	**9.44**	**170.42**	**348.85**

Accumulated depreciation and amortisation	Property, plant and equipment					Intangible assets
	Computers	Office equipments	Furniture	Vehicles	Total	Softwares
As at 31 March 2015	0.27	0.14	-	-	0.41	-
Depreciation for the year	0.03	0.09	-	-	0.12	-
As at 31 March 2016	**0.30**	**0.23**	**-**	**-**	**0.53**	**-**
Depreciation for the year	0.02	0.07	-	-	0.09	-
As at 31 March 2017	**0.32**	**0.30**	**-**	**-**	**0.62**	**-**
Depreciation and amortisation for the year	12.06	1.41	0.67	0.56	14.70	41.38
As at 31 March 2018	**12.38**	**1.71**	**0.67**	**0.56**	**15.32**	**41.38**

Net block	Property, plant and equipment					Intangible assets
	Computers	Office equipments	Furniture	Vehicles	Total	Softwares
As at 31 March 2016	0.05	0.11	-	-	0.16	-
As at 31 March 2017	0.03	0.04	-	-	0.07	-
As at 31 March 2018	101.71	20.92	23.59	8.88	155.10	307.47

(All amounts in Rupees millions, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Note - 14			
Non-current investments			
Long term- Trade- quoted			
Investment in quoted equity shares of Reliance Industries Limited	677.23	-	-
[Number of shares 820,000 (31 March 2017: nil; 31 March 2016: Nil) face value of ₹ 10 each]			
	677.23	**-**	**-**
Aggregate book value of quoted investments	677.23	-	-
Aggregate market value of quoted investments	723.81	-	-

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Note - 15			
Deferred tax assets (net):			
Deferred tax assets			
Arising on account of temporary differences due to:			
- Contingent provisions against standard assets	20.13	6.62	0.81
- Disallowances under Income-tax Act, 1961	7.65	0.27	0.20
- On account of lease equalisation reserve	6.33	-	-
- Difference between net block of fixed assets as per Companies Act, 2013 and written down value as per Income-tax Act, 1961	-	0.03	0.02
Deferred tax liabilities			
- Difference between net block of fixed assets as per Companies Act, 2013 and written down value as per Income-tax Act, 1961	26.08	-	-
Deferred tax assets (net)	**8.03**	**6.92**	**1.03**

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Note - 16			
Long term loans and advances:			
(i) Loans and other credit facilities			
(considered good)			
Secured loans	15,924.31	-	-
Unsecured loans	14,856.35	656.89	354.83
(ii) Other unsecured loans and advances			
(unsecured and considered good)			
Capital advances	21.51	-	-
Security deposits	66.38	-	-
Prepaid expenses	10.55	-	-
Minimum alternative tax (MAT) credit entitlement	-	4.71	1.33
	30,879.10	**661.60**	**356.16**

(All amounts in Rupees millions, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Note - 17			
Current investments			
Investment in mutual funds- Non trade- Unquoted			
- Indiabulls Liquid Fund - Direct Growth [Number of units 590,000 (31 March 2017: 710,000 millions; 31 March 2016: Nil) Net assets value ₹ 1,698.2479 (31 March 2017 : ₹1588.5000; 31 March 2016: Nil) per unit]	1,001.13	1,125.00	-
- Indiabulls Short Term Fund - Direct Plan - Growth [Number of units 140,000 millions; Net asset value ₹ 1,512.3023 per unit]	214.14	-	-
- Invesco India Liquid Fund - Direct Plan Growth [Number of units 510,000 millions; Net asset value ₹ 2,445.9619 per unit]	1,250.70	-	-
- JM Equity Fund-Monthly Dividend Option [Number of units 35,790,000 millions; Net asset value ₹ 11.9538 per unit]	428.03	-	-
- JM Balanced Fund - Direct - Annual Dividend [Number of units 43,850,000 ; Net asset value ₹ 19.8487 per unit]	870.45	-	-
	3,764.45	**1,125.00**	**-**
Aggregate book value of unquoted investments	3,764.45	1,125.00	-
Aggregate market value of unquoted investments	-	-	-

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Note - 18			
Cash and bank balances			
Cash and cash equivalents			
Cash on hand	0.04	-	0.03
Balance with banks			
- in current accounts	5,612.71	14.50	30.69
- in fixed deposits with original maturity of less than three months (i)	3,201.22	-	-
	8,813.97	**14.50**	**30.72**
Other bank balances			
- in deposits with original maturity of more than three months but remaining maturity of less than twelve months from balance sheet date(i)	672.64	-	-
	9,486.61	**14.50**	**30.72**
(i) Fixed deposits includes following deposits pledged with:			
Banks against bank guarantees issued by banks in favour of Unique Identification Authority of India.	2.50	-	-
National Securities Clearing Corporation Limited (NSCCL) as margin money for trading account maintained with Indiabulls Ventures Limited.	120.00	-	-
Banks for overdraft facilities	3,751.36	-	-

(All amounts in Rupees millions, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Note - 19			
Short-term loans and advances			
(i) Loans and other credit facilities			
(considered good)			
Secured loans	2,868.34	-	-
Unsecured loans	6,369.32	262.21	310.72
(ii) Other unsecured loans and advances			
(unsecured and considered good)			
Advance to suppliers	81.96	-	-
Prepaid expenses	68.71	-	-
Goods and service tax credit and cenvat credit receivables	59.84	-	-
Advance income tax/tax deducted at source (net of provision of tax)	79.97	81.95	47.45
Loan and advances to employees	4.42	-	-
Security deposit	-	-	0.07
Others	-	17.45	17.65
	9,532.56	**361.61**	**375.89**

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Note - 20			
Other current assets			
Investment hedge accounting adjustments	46.59	-	-
Margin money deposits	41.80	-	-
Interest accrued but not due on:			
- Loans	289.10	-	164.86
- Deposits with banks	11.60	-	-
	389.09	**-**	**164.86**

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(All amounts in Rupees millions, unless otherwise stated)

Note - 21
Revenue from operations

	Year ended 31 March 2018	Year ended 31 March 2017	Year ended March 31, 2016
Interest from financing activities	3,362.17	78.70	111.06
Bad debts recovered	-	89.40	30.00
Financial and other service fees	1,573.51	400.00	-
Foreclosure fees and other related income	39.22	-	-
Other operating income *	2,025.54	4.13	1.83
	7,000.44	**572.23**	**142.89**
*** Other operating income includes:**			
Dividend income on current investments	1,969.24	0.47	1.83
Profit on redemption of mutual funds	-	3.66	-
Interest on fixed deposits	26.34	-	-
Interest on bonds investments	23.70	-	-
Interest on commercial paper investments	6.26	-	-

Note - 22
Other income

	Year ended 31 March 2018	Year ended 31 March 2017	Year ended March 31, 2016
Interest on income tax refund	0.26	0.18	-
Miscellaneous income	-	0.03	-
	0.26	**0.21**	**-**

Note - 23
Employee benefits expense

	Year ended 31 March 2018	Year ended 31 March 2017	Year ended March 31, 2016
Salaries	412.61	4.44	3.95
Contribution to provident funds and other funds	5.55	-	-
Staff welfare expenses	3.84	-	-
	422.00	**4.44**	**3.95**

Note - 24
Finance costs

	Year ended 31 March 2018	Year ended 31 March 2017	Year ended March 31, 2016
Interest on:			
Intercorporate deposits	23.36	-	-
Term loans	1,262.89	-	-
Commercial papers	20.22	-	-
Bank overdrafts	0.79	-	-
Vehicle loans	0.27	-	-
Non convertible debentures	0.93	-	-
Taxes	0.70	-	-
Other borrowing costs	58.78	0.05	-
	1,367.94	**0.05**	**-**

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DHANI LOANS AND SERVICES LIMITED
(Formerly known as Indisbulls Consumer Finance Limited)
ANNEXURE-IV
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND EXPLANATORY NOTES TO REFORMATTED FINANCIAL INFORMATION
(All amounts in Rupees millions, unless otherwise stated)

	Year ended 31 March 2018	Year ended 31 March 2017	Year ended March 31, 2016
Note - 25			
Other expenses			
Lease rent (refer note 29)	85.56	0.05	0.36
Rates and taxes	6.54	0.03	0.01
Professional charges	267.93	76.28	55.30
Membership fees	0.19	-	-
Electricity expenses	6.22	-	-
Business promotion	138.36	-	-
Commission expense	249.79	-	-
Loss on sale of investments	1,518.96	-	-
Communication expenses	23.33	-	-
Office maintenance	34.41	-	-
Printing and stationery	3.94	0.02	-
Stamp paper expenses	28.63	-	-
Auditors' remuneration*	1.00	0.03	0.03
Travelling expenses	5.07	-	-
Provision for loan assets	262.55	414.43	66.69
Repair and maintenance	6.63	0.13	-
Software expenses	13.33	-	-
Corporate social responsibility expenses (refer note 38)	0.66	-	-
Donations	0.15	-	-
Web hosting charges	2.89	-	-
Miscellaneous	0.71	0.01	0.02
	2,656.85	**490.98**	**122.41**
*** Auditor's remuneration**			
As auditor			
Statutory audit	1.00	0.03	0.03

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(All amounts in Rupees millions, unless otherwise stated)

Note - 26
Segment reporting:

The Company operates in one reportable business segment namely – financing and investing related activities and one reportable geographical segment, i.e. "within India". Hence, no separate information for segment wise disclosure is required primary segment information (by business segments) as per AS- 17 "Segment Reporting".

Note - 27
Related party disclosures:

Disclosures in respect of AS - 18 'Related Party Disclosures' as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended:
(a) Details of related parties:
Description of relationship

Relationships	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
Ultimate holding company	Dhani Services Limited (Formarly known as Indiabulls Ventures Limited) (upto 18 May 2017)	Dhani Services Limited (Formarly known as Indiabulls Ventures Limited)	Dhani Services Limited (Formarly known as Indiabulls Ventures Limited)

Relationships	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
Holding Company	Indiabulls Distribution Services Limited (upto 18 May 2017)	Indiabulls Distribution Services Limited	Indiabulls Distribution Services Limited
	Dhani Services Limited (Formarly known as Indiabulls Ventures Limited) (w.e.f. 19 May 2017)	-	-

Relationships	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
Fellow subsidiary companies (with whom transactions took place)	Pushpanjli Finsolutions Limited	Pushpanjli Finsolutions Limited	Pushpanjli Finsolutions Limited
	Astilbe Builders Limited	Astilbe Builders Limited	Astilbe Builders Limited
	Astraea Constructions Limited	Astraea Constructions Limited	Astraea Constructions Limited
	Silenus Buildtech Limited	Silenus Buildtech Limited	Silenus Buildtech Limited
	Arbutus Constructions Limited	Arbutus Constructions Limited	Arbutus Constructions Limited
	Gyansagar Buildtech Limited	Gyansagar Buildtech Limited	Gyansagar Buildtech Limited
	Dhani Healthcare Limited (Formarly known as Pushpanjli Fincon Limited)	Dhani Healthcare Limited (Formarly known as Pushpanjli Fincon Limited)	Dhani Healthcare Limited (Formarly known as Pushpanjli Fincon Limited)
	-	India Land And Properties Limited (upto 16 March 2017)	-
	Indiabulls Distribution Services Limited (w.e.f. 19 May 2017)	-	-

(All amounts in Rupees millions, unless otherwise stated)
Note - 27 *(continued)*

Relationships	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
	Mr. Sameer Gehlaut, Individual exercising significant influence	Mr. Sameer Gehlaut , Individual exercising significant influence	Mr. Sameer Gehlaut , Individual exercising significant influence
	Mr. Divyesh B Shah Chief Executive Officer and Whole Time Director of Dhani Services Limited	Mr. Divyesh B Shah Chief Executive Officer and Whole Time Director of Dhani Services Limited	Mr. Divyesh B Shah Chief Executive Officer and Whole Time Director of Dhani Services Limited
	Mr. Pinank Jayant Shah, Whole Time Director (w.e.f. 14 September 2017) and Chief Executive Officer	-	-
	Mr. Gagan Banga, Director (w.e.f. 22 March 2018)	-	-
	Mr. Alok Kumar Mishra, Director (w.e.f. 22 March 2018)	-	-
Key management personnel	-	Mr. Vijay Babbar, Director (upto 19 September 2016)	Mr. Vijay Babbar, Director
	Mr. Aishwarya Katoch, Director (upto 14 September 2017)	Mr. Aishwarya Katoch, Director (w.e.f. 6 May 2016)	-
	Mr. Nafees Ahmed, Director (w.e.f. 14 September 2017)	-	-
	Mr. Ajit Kumar Mittal, Director (w.e.f. 14 September 2017)	-	-
	Mr. Ravinder, Whole Time Director (upto 14 September 2017)	Mr. Ravinder, Whole Time Director	Mr. Ravinder, Whole Time Director
	Mr. Jogender Singh, Whole Time Director (upto 14 September 2017)	Mr. Jogender Singh, Whole Time Director	Mr. Jogender Singh, Whole Time Director
	Mr. Sanjeev Kasyap, Director (upto 14 September 2017)	Mr. Sanjeev Kasyap, Director	Mr. Sanjeev Kasyap, Director

(All amounts in Rupees millions, unless otherwise stated)

Note - 27 *(continued)*

(b) Statement of transactions with related parties during the year ended 31 March 2018:

Transactions with holding company

	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
Finance			
Loans given			
(Maximum balance outstanding during the year):			
- Indiabulls Distribution Services Limited	130.00	130.00	-
Loans taken			
(Maximum balance outstanding during the year):			
- Dhani Services Limited	2,449.50	-	-
- Indiabulls Distribution Services Limited	2,625.00	-	-
Share Capital			
Issue of equity shares			
- Dhani Services Limited	10,027.66	-	-
- Indiabulls Distribution Services Limited	-	1,100.01	-
Contingent liabilities			
Fixed deposits pledged			
- Dhani Services Limited	120.00	-	-
Corporate guarantees taken			
- Dhani Services Limited	31,000.00	-	-
Interest income			
- Indiabulls Distribution Services Limited	0.87	0.03	-
Expenses			
Brokerage paid			
- Dhani Services Limited	3.55	-	-
Interest expense			
- Dhani Services Limited	17.53	-	-
- Indiabulls Distribution Services Limited	5.83	-	-
Professional / consultancy fees			
- Indiabulls Distribution Services Limited	-	-	47.00
Reimbursement of expenses paid			
- Dhani Services Limited	4.09	-	-

Transaction with fellow subsidiaries

	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
Loans given			
(Maximum balance outstanding during the year):			
- Dhani Healthcare Limited	-	87.82	87.02
- Gyansagar Buildtech Limited	80.33	194.19	128.50
Share capital			
Issue of preference shares			
- Indiabulls Distribution Services Limited	2,750.00	-	-
Interest income			
- Dhani Healthcare Limited	-	7.74	7.69
- Gyansagar Buildtech Limited	0.48	10.62	15.43

(All amounts in Rupees millions, unless otherwise stated)

Note - 27 ***(continued)***

	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
Expenses			
Professional / consultancy fees			
- Dhani Healthcare Limited	-	7.50	-
- India Land and Properties Limited	-	62.50	-

Transaction with key management personnel	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
Particulars			
Remuneration			
- Pinank Jayant Shah	20.02	-	-
- Joginder Singh	0.34	0.77	0.61
- Ravinder	0.34	0.77	0.61

(c) Outstanding balances with related parties

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Holding company			
Loans given	-	130.00	-
Deposits	26.66	-	-
Corporate guarantees taken	31,000.00	-	-
Fixed deposits pledged	120.00	-	-
Fellow subsidiaries			
Loans given	-	272.34	215.52

In accordance with AS 18 'Related Party Disclosures' as specified under Section 133 of the Companies Act, 2013, disclosures in respect of transactions with identified related parties are given only for such period during which such relationships existed. Related party relationships are given above are as identified by the Company and relied upon by the Auditors.

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(All amounts in Rupees millions, unless otherwise stated)

Note - 28
Earnings per equity share:

The basic earnings per equity share is computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting year. Diluted earnings per share are computed using the weighted average number of equity shares and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair value.

Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date. The number of equity shares and potential diluted equity shares are adjusted for stock split, bonus shares and the potential dilutive effect of employee stock option plan as appropriate.

	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
Net profit available for equity shareholders (₹ million)	1,915.22	66.94	13.77
Weighted average number of equity shares used for computing basic earnings per equity share	1,52,52,024	24,12,021	23,16,600
Weighted average number of equity shares used for computing diluted earnings per equity share	1,97,42,435	24,12,021	23,16,600
Face value of equity shares – (₹)	10.00	10.00	10.00
Earnings per equity share – basic (₹)	125.57	27.75	5.94
Earnings per equity share – diluted (₹)	97.01	27.75	5.94

Note - 29
The Company has taken office premises on operating lease at various locations and lease rent amounting to ₹85.56 millions (31 March 2017: ₹0.05 millions and 31 March 2016: ₹0.36 millions) in respect of the same have been charged to Statement of Profit and Loss. The agreements have been executed for a period ranging from 5 years to 9 years with a renewable clause and also provide for termination at will by either party giving a prior notice period of 30 to 90 days. The minimum lease rental outstanding are as under:

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Within one year	138.98	-	-
One to five years	547.72	-	-
More than five years	303.03	-	-

Note - 30
Expenditure in foreign currency:

	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
Software charges	2.12	-	-

Note - 31
As per the best estimate of the management, no provision is required to be made as per Accounting Standard 29 (AS 29) - Provisions, Contingent Liabilities and Contingent Assets as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.

Capital commitments at the balance sheet date as follows:

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Capital commitments	12.60	-	-

Note - 32
Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	0.72	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-	-
(iv) The amount of interest due and payable for the year	-	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-	-

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

(All amounts in Rupees millions, unless otherwise stated)

Note - 33
Employee benefits

Defined contribution plans:
Contribution are made to Government Provident Fund, National pension scheme, ESIC and other statutory funds which cover all eligible employees under applicable acts. Both the employees and the Company make predetermined contributions to the Provident Fund and ESIC. The contributions are normally based on a certain proportion of the employee's salary. The Company has recognised an amount of ₹ 5.55 millions (31 March 2017: ₹ 0.00 millions and 31 March 2016: ₹ 0.00 millions) in the Statement of Profit and Loss towards Employers contribution for the above mentioned funds.

Defined benefits plan:
Provision for Gratuity and Compensated Absences for all employees is based upon actuarial valuation done at the end of every financial year. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. After the issuance of the Accounting Standard 15 (Revised) on 'Employee Benefits', commitments are actuarially determined using the 'Projected Unit Credit' method. Gains and losses on changes in actuarial assumptions are accounted for in the Statement of Profit and Loss.

Disclosures in respect of defined benefit plan i.e. unfunded gratuity:

	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
Reconciliation of liability recognized in the balance sheet:			
Present value of commitments (as per actuarial valuation)	15.89	0.75	0.52
Fair value of plans	-	-	-
Net liability in the balance sheet (actuals)	**15.89**	**0.75**	**0.52**
Movement in net liability recognized in the balance sheet:			
Net liability as at beginning of the year	0.75	0.52	0.49
Net expense recognized in the statement of profit and loss	10.17	0.23	0.11
Acquisition adjustments (on account of transfer of employees)	5.97	-	-
Benefits paid during the year	(1.00)	-	(0.08)
Contribution during the year	-	-	-
Net liability as at end of the year	**15.89**	**0.75**	**0.52**
Expense recognized in the statement of profit and loss:			
Current service cost	3.56	0.07	0.05
Interest cost	0.18	0.04	0.04
Past service cost	2.34	-	-
Expected return on plan assets	-	-	-
Actuarial losses	4.09	0.12	0.02
Expense charged to the statement of profit and loss	**10.17**	**0.23**	**0.11**
Reconciliation of defined-benefit commitments			
As at beginning of the year	0.75	0.52	0.49
Current service cost	3.56	0.07	0.05
Interest cost	0.18	0.04	0.04
Past service cost	2.34	-	-
Actuarial losses	4.09	0.12	0.02
Acquisition adjustments (on account of transfer of employees)	5.97	-	-
Benefits paid during the year	(1.00)	-	(0.08)
Commitments as at end of the year	**15.89**	**0.75**	**0.52**

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(All amounts in Rupees millions, unless otherwise stated)

Note - 33
Employee benefits *(continued)*

Disclosures in respect of other long-term benefits i.e. compensated absences:

	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
Reconciliation of liability recognized in the balance sheet			
Present value of commitments (as per actuarial valuation)	6.21	0.19	0.13
Fair value of plans	-	-	-
Net liability in the balance sheet (actuals)	**6.21**	**0.19**	**0.13**
Movement in net liability recognized in the balance sheet			
Net liability as at beginning of the year	0.19	0.13	0.12
Net expense recognized in the statement of profit and loss	4.86	0.06	0.01
Acquisition adjustments (on account of transfer of employees)	1.17	-	-
Benefits paid during the year	(0.01)	-	-
Contribution during the year	-	-	-
Net liability as at end of the year	**6.21**	**0.19**	**0.13**
Expense recognized in the statement of profit and loss			
Current service cost	1.55	0.02	0.01
Interest cost	0.05	0.01	0.01
Past service cost	-	-	-
Expected return on plan assets	-	-	-
Actuarial losses	3.26	0.03	(0.01)
Expense charged to the statement of profit and loss	**4.86**	**0.06**	**0.01**
Reconciliation of other long term benefits			
As at beginning of the year	0.19	0.13	0.12
Current service cost	1.55	0.02	0.01
Interest cost	0.05	0.01	0.01
Past service cost	-	-	-
Actuarial losses	3.26	0.03	(0.01)
Acquisition adjustments (on account of transfer of employees)	1.17	-	-
Benefits paid during the year	(0.01)	-	-
Commitments as at end of the year	**6.21**	**0.19**	**0.13**

	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
Discount rate – gratuity and compensated	7.80%	7.35%	8.00%
Expected rate of salary increase	5.00%	5.00%	5.00%
Mortality table	IALM (2006-08)	IALM (2006-08)	IALM (2006-08)

Experience adjustment:	**Gratuity (unfunded)**		
	31 March 2018	**31 March 2017**	**31 March 2016**
On plan liabilities (gain)	(8.37)	(0.05)	0.00
On plan assets (gain/ (loss))	-	-	-
Present value of benefit obligation	15.89	0.75	0.52
Fair value of plan assets	-	-	-
Excess of (obligation over plan assets) / plan assets over obligation	15.89	0.75	0.52

Experience adjustment:	**Compensated absences**		
	31 March 2018	**31 March 2017**	**31 March 2016**
On plan liabilities (gain)	(3.90)	(0.00)	0.02
On plan assets (gain/ (loss))	-	-	-
Present value of benefit obligation	6.21	0.19	0.13
Fair value of plan assets	-	-	-
Excess of (obligation over plan assets) / plan assets over obligation	6.21	0.19	0.13

Note - 34

In terms of RBI/2014-15/299 DNBR (PD) CC.No. 002/03.10.001/2014-15 dated 10 November 2014 as amended, every Non Banking Financial Company ("NBFC") is required to make an general provision on standard assets at 0.40 percent (31 March 2017: 0.30 percent) of the outstanding standard assets as at the year end. Accordingly, the Company has recognized contingent provisions against standard assets of ₹163.02 millions as at 31 March 2018 (31 March 2017: ₹3.68 millions and 31 March 2016: ₹2.00 millions) in the Statement of Profit and Loss.

Note - 35

Schedule in terms of Annexure I of Systemically Important Non-Banking financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015;

		As at 31 March 2018		As at 31 March 2017		As at 31 March 2016	
Liabilities side:		Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
(1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:							
(a) Debentures	: Secured	1,000.93	-	-	-	-	-
(other than falling within the meaning of public deposits)	: Unsecured	-	-	-	-	-	-
(b) Deferred credits		-	-	-	-	-	-
(c) Term loans		27,904.33	-	-	-	-	-
(d) Inter-corporate loans and borrowing		-	-	-	-	-	-
(e) Commercial paper		2,500.00	-	-	-	-	-
(f) Other loans – vehicle loan		5.87	-	-	-	-	-

	Amount outstanding		
Assets side:	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
(2) Break-up of loans and advances including bills receivables [other than those included in (4) below]:			
(a) Secured	18,792.65	-	-
(b) Unsecured	21,225.67	919.10	665.55
(3) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities			
(i) Lease assets including lease rentals under sundry debtors			
(a) Financial lease	-	-	-
(b) Operating lease	-	-	-
(ii) Stock on hire including hire charges under sundry debtors			
(a) Assets on hire	-	-	-
(b) Repossessed Assets	-	-	-
(iii) Other loans counting towards AFC activities			
(a) Loans where assets have been repossessed	-	-	-
(b) Loans other than (a) above	-	-	-

Note - 35 ***(continued)***

(4) Break-up of Investments :

		As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Current investments:				
1. Quoted:				
(i) Shares:	(a) Equity	-	-	-
	(b) Preference	-	-	-
(ii) Debentures and bonds		-	-	-
(iii) Units of mutual funds		-	-	-
(iv) Government securities		-	-	-
(v) Others (please specify)		-	-	-
2. Unquoted:				
(i) Shares:	(a) Equity	-	-	-
	(b) Preference	-	-	-
(ii) Debentures and bonds		-	-	-
(iii) Units of mutual funds		3,764.45	1,125.00	-
(iv) Government securities		-	-	-
(v) Others (please specify)		-	-	-
Long-term investments:				
1. Quoted:				
(i) Shares:	(a) Equity	677.23	-	-
	(b) Preference	-	-	-
(ii) Debentures and bonds		-	-	-
(iii) Units of mutual funds		-	-	-
(iv) Government securities		-	-	-
(v) Others (please specify)		-	-	-
2. Unquoted:				
(i) Shares:	(a) Equity	-	-	-
	(b) Preference	-	-	-
(ii) Debentures and bonds		-	-	-
(iii) Units of mutual funds		-	-	-
(iv) Government securities		-	-	-
(v) Others (please specify)		-	-	-

(5) Borrower group-wise classification of all assets financed as in (2) and (3) above:

	Amount net of provisions as at 31 March 2018		Amount net of provisions as at 31 March 2017		Amount net of provisions as at 31 March 2016	
	Secured	**Unsecured**	**Secured**	**Unsecured**	**Secured**	**Unsecured**
1. Related parties						
(a) Holding company	-	-	-	130.00	-	-
(b) Companies in the same group	-	-	-	272.34	-	215.52
(c) Other related parties	-	-	-	-	-	-
2. Other than related parties	18,792.65	21,225.67	-	516.76	-	450.03
Total	**18,792.65**	**21,225.67**	**-**	**919.10**	**-**	**665.55**

Note - 35 ***(continued)***

(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	As at 31 March 2018		As at 31 March 2017		As at 31 March 2016	
	Market Value	Book Value (Net of Provision)	Market Value	Book Value (Net of Provision)	Market Value	Book Value (Net of Provision)
1. Related parties						
(a) Subsidiaries	-	-	-	-	-	-
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	-	-	-	-	-	-
2. Other than related parties	4,488.26	4,441.68	1,125	1,125	-	-
Total	**4,488.26**	**4,441.68**	**1,125**	**1,125**	**-**	**-**

(7) Other information:

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
(I) Gross non-performing assets			
(a) Related parties	-	-	-
(b) Other than related parties	20.80	-	-
(II) Net non-performing assets			
(a) Related parties	-	-	-
(b) Other than related parties	18.72	-	-

(III) Assets acquired in satisfaction of debt

Disclosures in terms of Paragraph 9.6 read with Annexure 4 of Revised Regulatory Framework for NBFC dated 10 November 2014 vide circular no. RBI/2014-15/299 DNBR (PD) CC.No.002/03.10.001/2014-15:

(i) Disclosure for capital to risk assets ratio (CRAR):-

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
(i) CRAR (%)	36.67%	90.04%	108.51%
(ii) CRAR - Tier I Capital (%)	36.31%	88.92%	108.20%
(iii) CRAR - Tier II Capital (%)	0.36%	1.11%	0.31%

(ii) Exposure to real estate sector:-

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Direct exposure			
(i) Residential mortgages:			
Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented	-	-	-
(ii) Commercial real estate:			
Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits;	18,620.60	-	-
(iii) Investments in mortgage backed securities (MBS) and other securitised exposures:			
a. Residential	-	-	-
b. Commercial real estate	-	-	-

Note: In computing the above information certain estimates, assumptions and adjustments have been made by the management for its regulatory submission which have been relied upon by the auditors.

Note - 35 *(continued)*

(iii) Maturity pattern of assets and liabilities as at 31 March 2018:	**1day to 30/31 days (1 month)**	**Over 1 month to 2 months**	**Over 2 months to 3 months**	**Over 3 to 6 months**	**Over 6 months to 1 year**	**Over 1 to 3 years**	**Over 3 to 5 years**	**Over 5 years**
Liabilities								
Borrowings from banks	0.09	0.09	173.17	2,673.36	471.73	13,214.09	11,377.19	-
Market borrowings	-	-	2,500.00	-	1,000.00	-	-	-
Assets								
Advances	773.50	1,137.40	643.70	2,104.00	4,774.20	16,713.40	8,420.70	5,451.42
Investments	-	-	2,500.00	1,264.45		677.23	-	-

Maturity pattern of assets and liabilities as at 31 March 2017:	**1 day to 30/31 days (1 month)**	**Over 1 month to 2 months**	**Over 2 months to 3 months**	**Over 3 to 6 months**	**Over 6 months to 1 year**	**Over 1 to 3 years**	**Over 3 to 5 years**	**Over 5 years**
Liabilities								
Borrowings from banks	-	-	-	-	-	-	-	-
Market borrowings	-	-	-	-	-	-	-	-
Assets								
Advances	-	-	-	-	262.21	656.89	-	-
Investments	1,125.00	-	-	-	-	-	-	-

Maturity pattern of assets and liabilities as at 31 March 2016:	**1 day to 30/31 days (1 month)**	**Over 1 month to 2 months**	**Over 2 months to 3 months**	**Over 3 to 6 months**	**Over 6 months to 1 year**	**Over 1 to 3 years**	**Over 3 to 5 years**	**Over 5 years**
Liabilities								
Borrowings from banks	-	-	-	-	-	-	-	-
Market borrowings	-	-	-	-	-	-	-	-
Assets								
Advances	-	-	-	-	397.70	267.85	-	-
Investments	-	-	-	-	-	-	-	-

Note - 35 *(continued)*

The Company has complied with the Reserve Bank of India ("RBI") Directions in respect of "Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, dated 1 September 2016.

(iv) Capital to Risk Assets Ratio (CRAR)(Proforma)
CRAR (Proforma) (considering NIL risk weightage on Mutual fund investments):

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
(i) Adjusted CRAR (%) - Proforma	40.00%	198.18%	108.51%
(ii) Adjusted CRAR - Tier I Capital (%) - Proforma	39.61%	195.73%	108.20%
(iii) Adjusted CRAR - Tier II Capital (%) - Proforma	0.39%	2.45%	0.31%

Note - 36
Additional disclosures in terms of Annexure 4 of RBI Revised Regulatory Framework DNBR (PD) CC.No.002/03.10.001/2014-15 dated 10 November 2014 :

i. Investments

Particulars	**As at 31 March 2018**	**As at 31 March 2017**	**As at 31 March 2016**
Value of investments			
A. Gross value of investments			
a) In India	4,441.68	1,125.00	-
b) Outside India	-	-	-
Provision for depreciation			
a) In India	-	-	-
b) Outside India	-	-	-
Net value of investments			
a) In India	4,441.68	1,125.00	-
b) Outside India	-	-	-
B. Movement of provisions held towards depreciation on investments.	-	-	-

Note - 36 *(continued)*

ii. Disclosures relating to derivatives:
The Company has no investment in forward rate agreement / interest rate swaps / exchange traded interest rate (IR) derivatives during the year. (31 March 2017: ₹ Nil and 31 March 2016: ₹ Nil)

iii. Disclosures relating to Securitisation:
The Company has no securitisation during the year. (31 March 2017: ₹ Nil and 31 March 2016: ₹ Nil)

iv. Exposure to capital markets

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
i. direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	1,975.71	-	-
ii. advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	-	-	-
iii. advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	172.15	-	-
iv. advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	-	-	-
v. secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-	-
vi. loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-	-
vii. bridge loans to companies against expected equity flows / issues;	-	-	-
viii. all exposures to venture capital funds (both registered and unregistered)	-	-	-
Total exposure to capital market	**2,147.86**	**-**	**-**

v. Registration under other regulators
The Company is not registered under any other regulator other than Reserve Bank of India.

vi. Penalties imposed by RBI and other Regulators
No penalties have been imposed by RBI during the financial year 2017-18 (FY 2016-17 - NIL; FY 2015-16 - Nil).

vii. Details of financing of parent company products
There is no financing during the preceeding five years.

viii. Details of Single Borrower Limits (SBL) / Group Borrower Limits (GBL) exceeded
The Company has not exceeded the single borrower limit as set as Reserve Bank of India.

ix. Advance against intangible securities
The Company has not given any loans against intangible securities.

x. Draw down from reserves
The Company has made no drawdown from reserves.

Note - 36 ***(continued)***

xi. Concentration of advances, exposures & NPA's *

a. Concentration of advances

	As at 31 March 2018
Total advances to twenty largest borrowers	4,017.95
Percentage of advances to twenty largest borrowers to total advances of the NBFC	10.04%

b. Concentration of exposures

	As at 31 March 2018
Total exposures to twenty largest borrowers	4,017.95
Percentage of exposures to twenty largest borrowers to total exposure of the NBFC on borrowers	10.04%

c. Concentration of NPA's

	As at 31 March 2018
Total exposure to top four NPA accounts	16.13

d. Sector-wise distribution of NPA's

Particulars	Percentage of NPA's to total advances in that sector As at 31 March 2018
Agriculture and allied activities	0.00%
MSME	0.00%
Corporate borrowers	0.02%
Services	0.03%
Unsecured personal loans	0.00%
Auto loans	0.00%
Other personal loans	0.00%

* The Company is not required to state disclosures pertaining to earlier years since the Company become systematically important as per RBI Prudential Norms in financial year 2017-18.

Note - 36 *(continued)*

xii. Movement of NPAs

Particulars	**As at 31 March 2018**	**As at 31 March 2017**	**As at 31 March 2016**
a. Net NPAs to Net Advances (%)	**0.05%**	**-**	**-**
b. Opening gross NPA	-	-	-
Add : Addition during the year	20.80	-	-
Less: Upgraded during the year	-	-	-
Less: Recoveries during the year	-	-	-
Less: Write off	-	-	-
Closing Gross NPA	**20.80**	**-**	**-**
c. Opening Net NPAs	-	-	-
Add: Addition during the year	18.72	-	-
Less: Upgraded during the year	-	-	-
Less: Recoveries during the year	-	-	-
Less: Write off	-	-	-
Closing Net NPAs	**18.72**	**-**	**-**
d. Movement of provisions for NPA (excluding provisions on standard assets)			
Opening balance	-	-	-
Provision made during the year	122.33	-	-
Write off/write back of excess provisions	-	-	-
Less: Write off	119.96	-	-
Closing balance	**2.37**	-	-

xiii. Overseas assets

There are no overseas asset owned by the Company.

xiv. Off-balance Sheet SPVs sponsored

There are no SPVs which are required to be consolidated as per accounting norms.

xv. The Company has been assigned the following credit ratings:

Instruments	**As at 31 March 2018**	**As at 31 March 2017**	**As at 31 March 2016**
Non- convertible debentures of ₹ 1,500 crores	CARE AA; Stable [Double A; Outlook: Stable]	-	-
Commercial paper facility of ₹ 750 crores	CARE A1+ (A One plus)	-	-
Bank loan facilities (Short-term and long-term) of ₹ 5,250 crores	CARE AA; Stable/Care A1+ [Double A; Outlook: Stable/A One Plus]	-	-
Commercial paper facility of ₹ 350 crores	BWR A1+	-	-

xvi. Customer complaints

	Year ended 31 March 2018	**Year ended 31 March 2017**	**Year ended 31 March 2016**
No. of complaints pending at the beginning of the year	-	-	-
No. of complaints received during the year	59.00	-	-
No. of complaints redressed during the year	58.00	-	-
No. of complaints pending at the end of the year	1.00	-	-

Note - 37
Employee stock options

31 March 2018

Employee Stock Option Scheme of Dhani Services Limited (Formarly known as Indiabulls Ventures Limited) ('DSL') "the holding Company":

a) Employees Stock Option Scheme - 2008

During the financial year ended 31 March 2009, DSL had issued an Employee Stock Option Scheme titled "Employee Stock Option Scheme - 2008" in accordance with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines").

Under the Scheme, DSL was authorised to grant 20,000,000 Equity settled options to eligible employees including its directors (other than promoter directors) and employees of its subsidiary companies including their directors. All options under the Scheme are exercisable for Equity Shares of DSL. Employees covered by the plan were granted an option to purchase shares of DSL subject to the requirements of vesting.

A Compensation Committee constituted by the Board of Directors of DSL administered the plan. The Compensation Committee had granted, under the "Indiabulls Ventures Limited Employees Stock Option Scheme - 2008" ("IVL ESOP - 2008"), 20,000,000 stock options representing an equal number of equity shares of face value ₹2 each in DSL, to the eligible employees, at an exercise price of ₹17.40, being the latest available closing market price on the National Stock Exchange of India Limited, as on 23 January 2009. As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. The stock options so granted, shall vest in the eligible employees over a period of 10 years beginning from 25 January 2010 being the first vesting date. The options granted under each of the slabs, can be exercised by the grantees within a period of five years from the relevant vesting date.

Further, during the year ended 31 March 2017, the Compensation Committee had regranted 9,700,000 stock options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value ₹2 each in DSL, to the eligible employees, at an exercise price of ₹24.15, being the latest available closing market price on the National Stock Exchange of India Limited, as on 30 June 2016. As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 2 July 2017, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

Further, during the year ended 31 March 2018, the Compensation Committee has regranted 500,000 and 880,600 stock options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value ₹2 each in DSL, to the eligible employees, at an exercise price of ₹219.65 and ₹254.85 respectively, being the latest available closing market price on the National Stock Exchange of India Limited, as on 31 August 2017 and 23 March 2018 respectively. As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 2 September 2018 and 25 March 2019 respectively, the first vesting date, the options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

Particulars	IVL ESOP - 2008			
	2,00,00,000 Options	**97,00,000 Options Regranted**	**5,00,000 Options Regranted**	**8,80,600 Options Regranted**
Exercise price (₹)	17.40	24.15	219.65	254.85
Expected volatility *	79.00%	42.97%	46.70%	47.15%
Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil
Option life (Weighted average) (in years)	11	6	6	6
Expected dividends yield	22.99%	10.82%	1.27%	1.10%
Risk free tnterest rate	6.50%	7.45%	6.54%	7.56%
Fair value of the options **	0.84	4.31	106.31	130.05

* The expected volatility was determined based on historical volatility data.

** Fair value of the options is computed using the Black Scholes Merton Option Pricing Model and is certified by an independent firm of Chartered Accountants.

b) Employees Stock Option Scheme - 2009

During the financial year ended March 31, 2010, DSL had issued Employee Stock Option Scheme titled as 'Indiabulls Ventures Limited Employees Stock Option Scheme - 2009' ("IVL ESOP - 2009"). Under the Scheme, DSL was authorised to grant 20,000,000 options, representing equivalent number of equity shares of face value ₹2 each in one or more tranches at a price and on such terms and conditions as may be decided by the Compensation Committee, to the eligible employees of DSL and its subsidiaries.

During the year ended 31 March 2010, the Compensation Committee constituted granted 10,000,000 stock options representing an equal number of Equity Shares of face value ₹2 each in DSL, at an exercise price of ₹35.25, being the latest available closing market price on the National Stock Exchange of India Limited, as on 30 November 2009. The stock options so granted, shall vest uniformly over 10 years beginning from 2 December 2010 being the first vesting date. The option granted under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

During the year ended March 31, 2011, the Compensation Committee had further granted 2,050,000 Stock Options representing an equal number of equity shares of face value ₹2 each in DSL, at an exercise price of ₹31.35, being the latest available closing market price on the National Stock Exchange of India Limited, as on 9 April 2010. As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. The Stock Options so granted, shall vest uniformly over 10 years beginning from 13 April 2011 being the first vesting date. The options granted under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

During the year ended March 31, 2016, the Compensation Committee had regranted under the IVL ESOP - 2009 10,000,000 stock options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value of ₹2 each in DSL, at an exercise price of ₹27.45, being the latest available closing market price on the National Stock Exchange of India Limited, as on 24 August 2015. As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 26 August 2016, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date. During the year ended 31 March 2017, DSL had received the request from various option holders to surrender 10,000,000 stock options, which has been accepted by DSL.

During the year ended 31 March 2017, the Compensation Committee had further regranted 9,500,000 and 10,000,000 Stock Options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value ₹2 each in DSL, to the Eligible Employees, at an exercise price of ₹16.00 and ₹24.15 respectively, being the latest available closing market price on the National Stock Exchange of India Limited, as on 11 May 2016 and 30 June 2016. As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 13 May 2017 and 2 July 2017 respectively, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date. During the year ended 31 March 2017, DSL has received request from various option holders to surrender 10,000,000 stock options, which has been accepted by DSL.

Note - 37 (continued)

During the year ended 31 March 2018, the Compensation Committee has regranted 10,000,000 and 669,400 Stock Options (surrendered and lapsed options eligible for regrant) representing an equal number of Equity Shares of face value ₹2 each in DSL, to the Eligible Employees, at an exercise price of ₹219.65 and ₹254.85 respectively, being the latest available closing market price on the National Stock Exchange of India Limited, as on 31 August 2017 and 23 March 2018 respectively. As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 2 September 2018 and 25 March 2019 respectively, the first vesting date, the options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

Particulars	**IVL ESOP – 2009**						
	1,00,00,000 Options	**20,50,000 Options**	**1,00,00,000 Options Regranted & Surrendered**	**95,00,000 Options Regranted**	**1,00,00,000 Options Regranted & Surrendered**	**1,00,00,000 Options Regranted**	**6,69,400 Options Regranted**
Exercise price (₹)	35.25	31.35	27.45	16.00	24.15	219.65	254.85
Expected volatility *	77.00%	48.96%	38.59%	40.74%	42.97%	46.70%	47.15%
Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Option life (weighted average)	10 Years	10 Years	7 Years	6 Years	6 Years	6 Years	6 Years
Expected dividends yield	13.48%	6.86%	9.16%	16.33%	10.82%	1.27%	1.10%
Risk free interest rate	7.50%	8.05%	6.50%	7.45%	7.45%	6.54%	7.56%
Fair value of the options (₹)**	6.48	9.39	4.77	1.38	4.31	106.31	130.05

* The expected volatility was determined based on historical volatility data.
** Fair value of the options is computed using the Black Scholes Merton Option Pricing Model and is certified by an independent firm of Chartered Accountants.

The other disclosures in respect of the above stock option schemes are as under:

	IVL ESOP - 2008			
Options granted (Nos.)	**2,00,00,000**	**9,700,000 (Regrant)**	**500,000 (Regrant)**	**880,600 (Regrant)**
Vesting period and percentage	Ten years,1st yr. - 15% 2nd yr. to 9th yr. - 10% each yr. 10th yr. -	Uniformly over a period of Five yrs.	Uniformly over a period of Five yrs.	Uniformly over a period of Five yrs.
Vesting date	Jan 25th each year, commencing 25 January 2010	Jul 2nd each yr., commencing 2 July 2017	Sept 2nd each yr., commencing 2 September 2018	Mar 25th each yr., commencing 25 March 2019
Exercise price (₹)	17.40	24.15	219.65	254.85
Outstanding at the beginning of the year (Nos.)	15,26,316	97,00,000	-	-
Granted/ regranted during the year (Nos.)	-	-	5,00,000	8,80,600
Options vested during the year (Nos.)*	-	19,40,000	-	-
Exercised during the year (Nos.)	2,20,400	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	28,050	-	-	-
Outstanding at the end of the year (Nos.)	12,77,866	97,00,000	5,00,000	8,80,600
Vested and exercisable at the end of the year (Nos.)	9,22,314	19,40,000	-	-
Remaining contractual life (weighted months)	56	75	89	96

	IVL ESOP - 2009						
Options granted (Nos.)	**1,00,00,000**	**20,50,000**	**10,000,000 (Regrant & Surrendered)**	**9,500,000 (Regrant)**	**10,000,000 (Regrant & Surrendered)**	**10,000,000 (Regrant)**	**6,69,400 (Regrant)**
Vesting period and percentage	Uniformly over a period of ten yrs.	Uniformly over a period of ten yrs.	Uniformly over a period of Five yrs.	Uniformly over a period of Five yrs.	Uniformly over a period of Five yrs.	Uniformly over a period of Five yrs.	Uniformly over a period of Five yrs.
Vesting date	Dec 2nd each yr, commencing 2 Dec 2010	Apr 13th each yr, commencing 13 Apr 2011	Aug 26th each yr, commencing 26 Aug 2016	May 13th each yr, commencing 13 May 2017	Jul 2nd each yr, commencing 2 July 2017	Sept 2nd each yr, commencing 2 Sept 2018	Mar 25th each yr, commencing 25 Mar 2018
Exercise price (₹)	35.35	31.25	27.45	16.00	24.15	219.65	254.85
Outstanding at the beginning of the year (Nos.)	-	4,50,000	-	91,53,000	-	-	-
Granted/ regranted during the year (Nos.)	-	-	-	-	-	1,00,00,000	6,69,400
Options vested during the year (Nos.)*	-	50,000	-	18,30,600	-	-	-
Exercised during the year (Nos.)	-	3,00,000	-	17,58,100	-	-	-
Expired during the year (Nos.)	-	-	-	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	-	-	2,42,400	-	30,000	-
Outstanding at the end of the year (Nos.)	-	1,50,000	-	71,52,500	-	99,70,000	6,69,400
Exercisable at the end of the year (Nos.)	-	-	-	72,500	-	-	-
Remaining contractual life (Weighted Months)	-	72	-	79	-	89	96

* Net of options surrendered before vesting.

Note - 37 (continued)
31 March 2017
Employee Stock Option Scheme of Dhani Services Limited (Formarly known as Indiabulls Ventures Limited) ('DSL') "the ultimate holding Company":

Employees Stock Option Scheme - 2008

Pursuant to approval of the shareholders of DSL on January 19, 2009 IVL had cancelled and withdrawn the existing "Employee Stock Option Scheme – 2007", covering 15,000,000 stock option and established a new Employee Stock Option Scheme titled "Employee Stock Option Scheme – 2008" ("Scheme") in accordance with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines"). Under the Scheme, DSL was authorised to grant 20,000,000 equity settled options to eligible employees including its directors (other than promoter directors) and employees of its subsidiary companies (including step down subsidiaries) including their directors. All options under the Scheme are exercisable for equity shares of DSL. Employees of DSL and its subsidiaries (including step down subsidiaries) covered by the Scheme were granted an option to purchase shares of DSL subject to the requirements of vesting. A Compensation Committee constituted by the Board of Directors of DSL administered the plan.
The Compensation Committee at its meeting held on January 24, 2009, had granted, under the "Indiabulls Ventures Limited Employees Stock Option Scheme - 2008" ("IBVL ESOP - 2008") (title changed by Compensation Committee at its meeting held on August 28, 2015 from "Indiabulls Ventures Limited Employees Stock Option Scheme - 2008"), 20,000,000 Stock Options representing an equal number of equity shares of face value ₹2 each in DSL, to the eligible employees of DSL and its subsidiaries (including step down subsidiaries), at an exercise price of ₹17.40, which was the latest available closing market price on the National Stock Exchange of India Ltd, as on January 23, 2009, following the intrinsic method of accounting as is prescribed in the Guidance Note issued by the Institute of Chartered Accountants of India on Accounting for Employees Share based Payments ("the Guidance Note"). As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. The Stock Options so granted, vest in the eligible employees over a period of 10 years beginning from January 25, 2010 being the first vesting date. The options granted under each of the slabs, can be exercised by the grantees within a period of five years from the relevant vesting date.
Further, the Compensation Committee at its meeting held on July 1, 2016, has regranted under the IBVL ESOP - 2008 9,700,000 Stock Options (surrendered and lapsed options eligible for regrant) representing an equal number of Equity Shares of face value ₹2 each in the Company, to the Eligible Employees, at an exercise price of ₹24.15, being the latest available closing market price on the National Stock Exchange of India Ltd., as on June 30, 2016. The stock options so granted, shall vest uniformly over a period of 5 years beginning from July 2, 2017, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

Particulars	IBVL ESOP - 2008	
	20,000,000 Options	9,700,000 Options Regranted
(1) Exercise price	₹17.40	₹24.15
(2) Expected volatility *	79%	42.97%
(3) Expected forfeiture percentage on each vesting date	Nil	Nil
(4) Option Life (Weighted Average)	11 Years	6 Years
(5) Expected Dividends yield	22.99%	10.82%
(6) Risk Free Interest rate	6.50%	7.45%
The fair value of the options under the plans using the Black-Scholes model based on the above parameters	₹0.84	₹4.31

* The expected volatility was determined based on historical volatility data.

Employees Stock Option Scheme - 2009

The Shareholders of DSL at their Annual General Meeting held on September 30, 2009 had authorised DSL to grant 20,000,000 options, representing equivalent number of Equity shares of face value ₹2 each in one or more tranches, pursuant to a new employee stock option scheme titled as 'Indiabulls Ventures Limited Employees Stock Option Scheme - 2009' ("IBVL ESOP - 2009") (title changed by Compensation Committee at its meeting held on August 28, 2015 from "Indiabulls Ventures Limited Employees Stock Option Scheme - 2009". The options covered thereunder would be granted, at market price on the day of prior to the date of grant and on such terms and conditions as may be decided by the Board of Directors of DSL, to the eligible employees of DSL and its subsidiaries (including step down subsidiaries). The Compensation Committee constituted by the Board of Directors of DSL had, at its meeting held on December 1, 2009, granted, under the "IBVL ESOP - 2009" 10,000,000 Stock Options representing an equal number of equity shares of face value ₹2 each in DSL, at an exercise price of ₹35.25, being the latest available closing market price on the National Stock Exchange of India Ltd., as on November 30, 2009. The Stock Options so granted, shall vest uniformly within 10 years beginning from December 2, 2010 being the first vesting date. The option granted under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

Further, the Compensation Committee at its meeting held on May 12, 2016, has regranted under the IBVL ESOP - 2009 9,500,000 Stock Options (surrendered and lapsed options eligible for regrant) representing an equal number of Equity Shares of face value ₹2 each in the Company, to the Eligible Employees, at an exercise price of ₹16.00, being the latest available closing market price on the National Stock Exchange of India Ltd., as on May 11, 2016. The stock options so granted, shall vest uniformly over a period of 5 years beginning from May 13, 2017, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.
Further, the Compensation Committee at its meeting held on July 1, 2016, has regranted under the IBVL ESOP - 2009 10,000,000 Stock Options (surrendered and lapsed options eligible for regrant) representing an equal number of Equity Shares of face value ₹2 each in the Company, to the Eligible Employees, at an exercise price of ₹24.15, being the latest available closing market price on the National Stock Exchange of India Ltd., as on June 30, 2016. The stock options so granted, shall vest uniformly over a period of 5 years beginning from July 2, 2017, the first vesting date, the options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date. During the year ended March 31, 2017, the Company has received the request from various option holders to surrender 10,000,000 stock options, which has been accepted by the Company.

No. of Shares	IBVL ESOP - 2009				
	1,00,00,000	20,50,000	10,000,000 (Regrant & Surrendered)	9,500,000 (Regrant)	10,000,000 (Regrant & Surrendered)
(1) Exercise price (₹)	35.25	31.35	27.45	16.00	24.15
(2) Expected volatility *	77.00%	48.96%	38.59%	40.74%	42.97%
(3) Expected forfeiture percentage on each	Nil	Nil	Nil	Nil	Nil
(4) Option Life (Weighted Average)	10 Years	10 Years	7 Years	6 Years	6 Years
(5) Expected Dividends yield	13.48%	6.86%	9.16%	16.33%	10.82%
(6) Risk Free Interest rate	7.50%	8.05%	6.50%	7.45%	7.45%
The fair value of the options under the plans using the Black-Scholes model based on the	6.48	9.39	4.77	1.38	4.31

* The expected volatility was determined based on historical volatility data.

Note - 37 (continued)

There is no impact on the Company's net profit after taxes and earnings per share in respect of IVL ESOS 2008 and IVL ESOS 2009, had the compensation cost for the stock options granted been determined based on the fair value approach.

The other disclosures in respect of the above Schemes are as under:-

	IBVL ESOP – 2008		IBVL ESOP – 2009				
Options granted (Nos.)	2,00,00,000	9,700,000 (Regrant)	1,00,00,000	20,50,000	1,00,00,000 (Regrant & Surrendered)	9,500,000 (Regrant)	1,00,00,000 (Regrant & Surrendered)
Vesting Period and Percentage	Ten years, 1st Year – 15% , 2nd year to 9th year - 10% each year, 10th year – 5%	Uniformly over a period of Five years	Uniformly over a period of Ten years	Uniformly over a period of Ten years	Uniformly over a period of Five years	Uniformly over a period of Five years	Uniformly over a period of Five years
Vesting Date	January 25th each year, commencing January 25, 2010	July 2nd each year, commencing July 2, 2017	December 2nd each year, commencing December 2, 2010	April 13th each year, commencing April 13th , 2011	August 26th each year, commencing August 26, 2016	May 13th each year, commencing May 13, 2017	July 2nd each year, commencing July 2, 2017
Exercise Price (₹)	17.40	24.15	35.25	31.35	27.45	16.00	24.15
Outstanding at the beginning of the year	48,84,894	-	-	5,00,000	1,00,00,000	-	-
Regrant Addition	-	97,00,000	NA	NA	NA	95,00,000	1,00,00,000
Options vested during the year #	7,08,808	-	-	50,000	-	-	-
Exercised during the year	26,87,378	-	-	-	-	-	-
Expired during the year	57,050	-	-	50,000	-	-	-
Surrendered and eligible for re-grant during the year	6,14,150	-	-	-	1,00,00,000	3,47,000	1,00,00,000
Outstanding at the end of the year	15,26,316	97,00,000	-	4,50,000	-	91,53,000	-
Exercisable at the end of the year	4,63,107	-	-	2,50,000	-	-	-
Remaining contractual Life (Weighted Months)	64	88	-	48	-	86	-

#Net of options surrendered before vesting

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Note - 37 (continued)
31 March 2016

Employee Stock Option Scheme of Dhani Services Limited (Formarly known as Indiabulls Ventures Limited) ('DSL') "the ultimate holding Company":

Employees Stock Option Scheme - 2008

Pursuant to approval of the shareholders of DSL on January 19, 2009 DSL had cancelled and withdrawn the existing "Employee Stock Option Scheme – 2007", covering 15,000,000 stock option and established a new Employee Stock Option Scheme titled "Employee Stock Option Scheme – 2008" ("Scheme") in accordance with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines"). Under the Scheme, DSL was authorised to grant 20,000,000 equity settled options to eligible employees including its directors (other than promoter directors) and employees of its subsidiary companies (including step down subsidiaries) including their directors. All options under the Scheme are exercisable for equity shares of DSL. Employees of DSL and its subsidiaries (including step down subsidiaries) covered by the Scheme were granted an option to purchase shares of DSL subject to the requirements of vesting. A Compensation Committee constituted by the Board of Directors of DSL administered the plan.

The Compensation Committee at its meeting held on January 24, 2009, had granted, under the "Indiabulls Ventures Limited Employees Stock Option Scheme - 2008" ("IBVL ESOP - 2008") (title changed by Compensation Committee at its meeting held on August 28, 2015 from "Indiabulls Securities Limited Employees Stock Option Scheme - 2008"), 20,000,000 Stock Options representing an equal number of equity shares of face value ₹2 each in DSL, to the eligible employees of DSL and its subsidiaries (including step down subsidiaries), at an exercise price of ₹17.40, which was the latest available closing market price on the National Stock Exchange of India Ltd, as on January 23, 2009, following the intrinsic method of accounting as is prescribed in the Guidance Note issued by the Institute of Chartered Accountants of India on Accounting for Employees Share based Payments ("the Guidance Note"). As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. The Stock Options so granted, vest in the eligible employees over a period of 10 years beginning from January 25, 2010 being the first vesting date. The options granted under each of the slabs, can be exercised by the grantees within a period of five years from the relevant vesting date.

	IBVL ESOP - 2008
(1) Exercise price (₹)	17.40
(2) Expected volatility *	79%
(3) Expected forfeiture percentage on each vesting date	Nil
(4) Option Life (Weighted Average)	11 Years
(5) Expected Dividends yield	22.99%
(6) Risk Free Interest rate	6.50%
The fair value of the options under the plans using the Black-Scholes model based on the above parameters: (₹)	0.84

* The expected volatility was determined based on historical volatility data.

Employees Stock Option Scheme - 2009

The Shareholders of DSL at their Annual General Meeting held on September 30, 2009 had authorised DSL to grant 20,000,000 options, representing equivalent number of Equity shares of face value ₹2 each in one or more tranches, pursuant to a new employee stock option scheme titled as 'Indiabulls Ventures Limited Employees Stock Option Scheme - 2009' ("IBVL ESOP - 2009") (title changed by Compensation Committee at its meeting held on August 28, 2015 from "Indiabulls Ventures Limited Employees Stock Option Scheme - 2009". The options covered thereunder would be granted, at market price on the day of prior to the date of grant and on such terms and conditions as may be decided by the Board of Directors of DSL, to the eligible employees of DSL and its subsidiaries (including step down subsidiaries). The Compensation Committee constituted by the Board of Directors of DSL had, at its meeting held on December 1, 2009, granted, under the "IBVL ESOP - 2009" 10,000,000 Stock Options representing an equal number of equity shares of face value ₹ 2 each in DSL, at an exercise price of ₹35.25, being the latest available closing market price on the National Stock Exchange of India Ltd., as on November 30, 2009. The Stock Options so granted, shall vest uniformly within 10 years beginning from December 2, 2010 being the first vesting date. The option granted under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

Further, the Compensation Committee constituted by the Board of Directors of DSL had, at its meeting held on April 12, 2010, granted, under the "IBVL ESOP - 2009" 2,050,000 Stock Options representing an equal number of equity shares of face value ₹2 each in DSL, at an exercise price of ₹ 31.35, being the latest available closing market price on the National Stock Exchange of India Ltd., as on April 9, 2010. The Stock Options so granted, vest uniformly within 10 years beginning from April 13, 2011 being the first vesting date. The option granted under each of the slabs, can be exercised within a period of five years from the relevant vesting date. Further, the Compensation Committee constituted by the Board of Directors of DSL had, at its meeting held on August 25, 2015, regranted surrendered and lapsed options eligible for regrant under the IBVL ESOP - 2009 1,00,00,000 (one Crore) Stock Options representing an equal number of equity shares of face value of ₹2 each in the Company, at an exercise price of ₹27.45, being the latest available closing market price on the National Stock Exchange of India Ltd., as on August 24, 2015. The stock options so granted, shall vest uniformly over a period of 5 years beginning from August 26, 2016, the first vesting date, the options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

	IBVL ESOP - 2009		
No. of Shares	**1,00,00,000**	**20,50,000**	**10,000,000 (Regrant)**
(1) Exercise price (₹)	35.25	31.35	27.45
(2) Expected volatility *	77%	48.96%	38.59%
(3) Expected forfeiture percentage on each vesting date	Nil	Nil	Nil
(4) Option Life (Weighted Average)	10 Years	10 Years	7 Years
(5) Expected Dividends yield	13.48%	6.86%	9.16%
(6) Risk Free Interest rate	7.50%	8.05%	6.50%
The fair value of the options under the plans using the Black-Scholes model based on the above parameters: (₹)	6.48	9.39	4.77

* The expected volatility was determined based on historical volatility data.

There is no impact on the Company's net profit after taxes and earnings per share in respect of IVL ESOS 2008 and IVL ESOS 2009, had the compensation cost for the stock options granted been determined based on the fair value approach.

The other disclosures in respect of the above Schemes are as under:-

	IBVL ESOP – 2008	IBVL ESOP – 2009		
Total Options under the Scheme	**2,00,00,000**	**2,00,00,000**		
Options granted (Nos.)	2,00,00,000	1,00,00,000	20,50,000	1,00,00,000 (Regrant)
Vesting period and percentage	Ten yrs, 1st Yr – 15% , 2nd yr to 9th yr - 10% each yr, 10th yr – 5%	Uniformly over a period of Ten yrs	Uniformly over a period of Ten yrs	Uniformly over a period of Five yrs
Vesting date	Jan 25th each yr, commencing Jan 25, 2010	Dec 2nd each yr, commencing Dec 2, 2010	Apr 13th each yr, commencing Apr 13th , 2011	Aug 24th each yr, commencing Aug 24, 2016
Exercise price (₹)	17.40	35.25	31.35	27.45
Outstanding at the beginning of the year (Nos.)	62,13,404	--	5,00,000	--
Options vested during the year (Nos.)#	9,15,808	--	50,000	--
Exercised during the year (Nos.)	7,06,460	--	--	--
Expired during the year (Nos.)	2,81,900	--	--	--
Surrendered and eligible for re-grant during the year(Nos.)	3,40,150	--	--	--
Outstanding at the end of the year (Nos.)	48,84,894	--	5,00,000	1,00,00,000
Exercisable at the end of the year (Nos.)	25,99,127	--	1,00,000	--
Remaining contractual Life (Weighted Months)	58	Nil	78	89

#Net of options surrendered before vesting

Note - 37 (continued)
31 March 2015
Employee Stock Option Scheme of Dhani Services Limited (Formarly known as Indiabulls Ventures Limited) ('DSL'):

Employees Stock Option Scheme - 2008

Pursuant to approval of the shareholders of DSL on January 19, 2009 DSL has cancelled and withdrawn the existing "Employee Stock Option Scheme – 2007", covering 15,000,000 stock option and establish a new Employee Stock Option Scheme titled "Employee Stock Option Scheme – 2008" in accordance with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines"). Under the Scheme, DSL was authorised to grant 20,000,000 equity settled options to eligible employees including its directors (other than promoter directors) and employees of its subsidiary companies including their directors. All options under the Scheme are exercisable for equity shares of DSL. Employees of DSL and its subsidiaries covered by the scheme were granted an option to purchase shares of DSL subject to the requirements of vesting.

A Compensation Committee constituted by the Board of Directors of DSL administered the plan. The Compensation Committee at its meeting held on January 24, 2009, has granted, under the "Indiabulls Securities Limited Employees Stock Option Scheme - 2008" (("IBSL ESOP – 2008"), 20,000,000 Stock Options representing an equal number of equity shares of face value Rs 2 each in the Company, to the Eligible Employees, at an exercise price of Rs 17.40, being the latest available closing market price on the National Stock Exchange of India Ltd, as on January 23, 2009 following the intrinsic method of accounting as is prescribed in the Guidance Note issued by the Institute of Chartered Accountants of India on Accounting for Employees Share based Payments ("the Guidelines"). As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. The Stock Options so granted, shall vest in the eligible employees over a period of 10 years beginning from January 25, 2010 being the first vesting date. The options granted under each of the slabs, can be exercised by the grantees within a period of five years from the relevant vesting date.

Particulars	IBSL ESOP - 2008
(1) Exercise price	₹ 17.40
(2) Expected volatility *	79%
(3) Expected forfeiture percentage on each	Nil
(4) Option Life (Weighted Average)	11 Years
(5) Expected Dividends yield	22.99%
(6) Risk Free Interest rate	6.50%
The fair value of the options under the plans	₹ 0.84

* The expected volatility was determined based on historical volatility data.

Employees Stock Option Scheme - 2009

The Shareholders of DSL at their Annual General Meeting held on September 30, 2009 have authorised DSL to grant 20,000,000 options, representing equivalent number of Equity shares of face value ₹ 2 each in one or more tranches, pursuant to a new employee stock option scheme titled as 'Indiabulls Securities Limited Employees Stock Option Scheme – 2009' ("IBSL ESOP - 2009"). The options covered under the Scheme would be granted, at market price on the day of prior to the date of grant and on such terms and conditions as may be decided by the Board of DSL, to the eligible employees of DSL and its subsidiaries.
The Compensation Committee constituted by the Board of Directors of DSL has, at its meeting held on December 1, 2009, granted, under the "Indiabulls Securities Limited Employees Stock Option Scheme- 2009 ("IBSL ESOP – 2009)" 10,000,000 Stock Options representing an equal number of equity shares of face value ₹ .2 each in DSL, at an exercise price of ₹ 35.25, being the latest available closing market price on the National Stock Exchange of India Ltd., as on November 30, 2009. The Stock Options so granted, shall vest uniformly within 10 years beginning from December 2, 2010 being the first vesting date. The option granted under each of the slabs, can be exercised within a period of five years from the relevant vesting date.
Further, The Compensation Committee constituted by the Board of Directors of DSL has, at its meeting held on April 12, 2010, granted, under the "Indiabulls Securities Limited Employees Stock Option Scheme- 2009 ("IBSL ESOP - 2009)" 2,050,000 Stock Options representing an equal number of equity shares of face value ₹ 2/- each in DSL, at an exercise price of ₹ 31.35, being the latest available closing market price on the National Stock Exchange of India Ltd., as on April 9, 2010. The Stock Options so granted, shall vest uniformly within 10 years beginning from April 13, 2011 being the first vesting date. The option granted under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

Particulars	IBSL ESOP -2009	
No. of Shares	1,00,00,000	20,50,000
(1) Exercise price	₹ 35.25	₹ 31.35
(2) Expected volatility *	77%	48.96%
(3) Expected forfeiture percentage on each vesting date	Nil	Nil
(4) Option Life (Weighted Average)	10 Years	10 Years
(5) Expected Dividends yield	13.48%	6.86%
(6) Risk Free Interest rate	7.50%	8.05%
The fair value of the options under the plans using the Black-Scholes model based on the above parameters:	₹ 6.48	₹ 9.39

* The expected volatility was determined based on historical volatility data.

There is no impact on the Company's net profit after taxes and earnings per equity share in respect of IBSL ESOS 2008 and IBSL ESOS 2009, had the compensation cost for the stock options granted been determined based on the fair value approach.

The other disclosures in respect of the above Schemes are as under:-

	IBSL ESOP – 2008	IBSL ESOP – 2009	
Total Options under the Scheme	2,00,00,000	2,00,00,000	
Options granted (Nos.)	2,00,00,000	1,00,00,000	20,50,000
Vesting Period and Percentage	Ten years, 1st Year – 15% ,	`	Uniformly over a period of Ten
Vesting Date	January 25th each year, commencing January 25, 2010	December 2nd each year, commencing December 2, 2010	April 13th each year, commencing April 13th , 2011
Exercise Price (₹)	17.40	35.25	31.35
Outstanding at the beginning of the year (Nos.)	99,35,525	--	5,00,000
Options vested during the year (Nos.)#	10,03,708	--	50,000
Exercised during the year (Nos.)	28,40,571	--	--
Expired during the year (Nos.)	4,06,800	--	--
Surrendered and eligible for re-grant (Nos.)	4,74,750	--	--
Outstanding at the end of the year (Nos.)	62,13,404	--	5,00,000
Exercisable at the end of the year (Nos.)	27,00,429	--	1,50,000
Remaining contractual Life (Weighted Months)	49	--	78

#Net of options surrendered before vesting

Note - 38
Corporate social responsibility
In terms of section 135 of the Companies Act, 2013, the Company was to spend a sum of ₹0.66 million (31 March 2017: ₹Nil; 31 March 2016: ₹Nil) towards CSR activities during the year ended 31 March 2018. The details of amount actually spent by the Company are:

	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
a) Gross amount required to be spent by the Company	0.66	-	-
(b) Amount spent on			
- Construction/acquisition of any asset	-	-	-
- Any other purpose other than above*	0.66	-	-
- Yet to be paid	-	-	-
	0.66	**-**	**-**

*Contribution towards donation/corpus fund paid to Indiabulls Foundation

Note - 39
31 March 2018
Financial risk management
Market risk- Price risk
a) Exposure
The Company's exposure to equity securities risk arises from investments held by the Company and classified in the balance sheet.
The Company's risk management policy is to hedge 100% of its market price fluctuation in respect of equity securities. The Company hedges its exposure to variability of expected fair value of the investments by entering into equity futures contract on a recognised stock exchange as part of its risk management policies with a maturity of less than one year from the reporting date. Such contracts are generally designated as fair value hedges.

The Company's equity investment are publicly traded and are included in the NSE Nifty 50 index.

Valuation techniques used to measure fair values
Specific valuation technique used to arrive at fair value of derivative contracts include the use of quoted market prices or dealer quotes or similar instruments.

Impact of hedging activities
a) Disclosure of effects of hedge accounting on financial position:

Type of hedge and risk	Changes in fair value of hedging instrument	Maturity date	Hedge ratio	Change in the value of hedged item used as the
Fair value hedge				
Market price risk				
Equity futures (loss)/gain	(44.03)	24 April 2018	1:1	46.59

b) Disclosure of effects of hedge accounting on financial performance

Type of hedge	Change in fair value of hedging instrument	Change in fair value of hedged item	Hedge ineffectiveness recognised in Statement of Profit and Loss
Fair value hedge			
Equity futures (loss)/gain	(44.03)	46.59	**2.56**

The Company enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item, and so a qualitative assessment of effectiveness is performed.

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Note - 40

In respect of amounts as mentioned under Section 124 (5) of the Companies Act, 2013, there were no dues required to be credited to the Investor Education and Protection Fund as at 31 March 2018 (31 March 2017: ₹Nil and 31 March 2016: ₹Nil).

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No: 001076N/N500013

Sd/-
Khushroo B. Panthaky
Partner
Membership No.: 042423

Place: Mumbai
Date: 24 March 2021

For and on behalf of the Board of Directors

Sd/-	Sd/-	Sd/-	Sd/-
Pinank Jayant Shah	**Nafees Ahmed**	**Rajeev Lochan Agrawal**	**Manish Rustagi**
Whole Time Director & Chief Executive Officer	Director	Chief Financial Officer	Company Secretary
DIN: 07859798	DIN: 03496241		
Place: Mumbai	**Place:** Gurugram		
Date: 24 March 2021	**Date:** 24 March 2021		

Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)

Annexure A: Statement of Dividend

(All amounts in ₹ millions unless otherwise stated)

Statement on Dividend on Equity Share Capital

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016
Equity share capital	245.52	52.19	23.17
Face value per share (in ₹)	10.00	10.00	10.00
Amount of dividend #	-	-	-
Dividend per share (In ₹)	-	-	-
Rate of dividend (%)	-	-	-
Corporate dividend tax #	-	-	-

Statement on Dividend on Preference Share Capital

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016
Preference share capital	55.00	-	-
Face value per share (in ₹)	10.00	-	-
Amount of dividend #	-	-	-
Dividend per share (In ₹)	-	-	-
Rate of dividend (%)	-	-	-
Corporate dividend tax #	-	-	-

This Statement of Dividend has been prepared based on Reformatted IGAAP Financial Statements of the respective years.

For and on behalf of Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)

Sd/-
Authorised Signatory
Date: March 24, 2021

Independent Auditors' report on Accounting Ratios

To
The Board of Directors
Dhani Loans and Services Limited
(formerly Indiabulls Consumer Finance Limited)
M-62 & 63, First Floor,
Connaught Place,
New Delhi – 110 001, India

Proposed public issue by Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) ("Company" or the "Issuer") of secured redeemable non-convertible debentures of face value of ₹ 1,000 each ("NCDs") for an amount aggregating upto ₹ 1,000 crores ("Shelf Limit") ("Issue")

1. We, Walker Chandiok & Co LLP, the statutory auditors of the Company, have performed the procedures as requested by the Company and reproduced in paragraph 3 below in relation to the accompanied Statement on Accounting Ratios as at 31 March 2018, 31 March 2017 and 31 March 2016 (the "Statement"), prepared by the management of the Company.

2. Our engagement was undertaken in accordance with the Standard on Related Services (SRS) 4400, 'Engagements to Perform Agreed-upon Procedures regarding Financial Information', issued by the Institute of Chartered Accountants of India (the "ICAI"). The sufficiency of these procedures is the sole responsibility of the management of the Company and we make no representation regarding the sufficiency of these procedures for your or any other purposes.

3. We have performed following procedures:

    a. Compared the items, included in the aforementioned Statement, with the corresponding amounts in the Reformatted IGAAP Financial Statements of the Company as at and for the years ended 31 March 2018, 31 March 2017 and 31 March 2016.

    b. Proved the arithmetical accuracy of 'Accounting Ratios' as on 31 March 2018, 31 March 2017 and 31 March 2016.

4. Based on our aforementioned procedures, we hereby report that no exceptions were noted in respect of the procedures performed as stated in paragraph 3 above.

5. This report is to be read in conjunction with explanatory notes attached in annexure herewith.

6. Because the above procedures do not constitute either an audit or a review made in accordance with the generally accepted auditing standards in India, we do not express any assurance on the attached Statement. Had we performed additional procedures or had we performed an audit of the financial statements in accordance with the generally accepted auditing standards in India, other matters might have come to our attention that would have been reported to you.

7. This report has been issued solely at the request of the Company for use in connection with the proposed Issue by the Company and this report or extracts thereof may accordingly, be shared with Company's Lead Managers duly appointed in this regard or any other regulatory authority in connection with the proposed Issue and it is not to be used, circulated, quoted, or otherwise referred to for any other purpose without our prior written consent.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Sd/-
Khushroo B. Panthaky
Partner
Membership No: 042423

UDIN: 21042423AAAABZ2898

Place: Mumbai
Date: 25 March 2021

Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)

Statement on Accounting Ratios
(All amounts in ₹ million unless otherwise stated)

Particulars		**As at March 31, 2018**	**As at March 31, 2017**	**As at March 31, 2016**
Net profit for the year (after tax), as reformatted, attributable to equity shareholders	A	1,915.22	66.94	13.77
Weighted average number of equity shares outstanding during the year used for computing Basic EPS (Nos.)	B	1,52,52,024	24,12,021	23,16,600
Add: Potential number of equity shares that could arise on issuance of compulsory convertible preference shares (Nos.)	C	44,90,411	-	-
Weighted average number of diluted equity shares outstanding during the year used for computing Diluted EPS (Nos.)	D= (B+C)	1,97,42,435	24,12,021	23,16,600
Reformatted Net Worth at the end of the year	E	16,778.73	2,085.85	918.90
No. of equity shares outstanding at the end of the year	F	2,45,52,000	52,19,000	23,16,600
Earnings per equity share:				
(1) Basic (₹)	A/B	125.57	27.75	5.94
(2) Diluted (₹)	A/D	97.01	27.75	5.94
Return on Net Worth:	A/E	11.41%	3.21%	1.50%
Net asset value ₹ per share:	E/F	683.40	399.66	396.66

Notes:

1 The figures disclosed above are based on the Reformatted IGAAP Financial Statements of the Company.

2 The above statement should be read along with the Reformatted IGAAP Financial Statements for the years ended 31 March 2018, 31 March 2017 and 31 March 2016.

3 The Ratios have been computed as below:

(i) Basic earnings per share (₹) = $\frac{\text{Net profit for the year (after tax), as reformatted, attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$

(ii) Diluted earnings per share (₹) = $\frac{\text{Net profit for the year (after tax), as reformatted, attributable to equity shareholders}}{\text{Weighted average number of diluted equity shares outstanding during the year}}$

(iii) Return of Total equity (%) = $\frac{\text{Net profit for the year (after tax), as reformatted, attributable to equity shareholders}}{\text{Reformatted Net Worth at the end of the year (excluding money received against share warrants)}}$

(iv) Net asset value per equity share (₹) = $\frac{\text{Reformatted Net Worth at the end of the year (excluding money received against share warrants)}}{\text{Total number of equity shares outstanding at the end of the year}}$

4 Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

5 Net Worth includes Share Capital and Reserves and Surplus

6 The above computation should be read with Note 28 - Earnings per equity share

For and on behalf of Dhani Loans and Services Limited
(Formerly Indiabulls Consumer Finance Limited)

Sd/-
Authorised Signatory
Date: 25 March 2021

Walker Chandiok & Co LLP
11th floor, Tower II,
One International Center,
SB Marg, Prabhadevi (W)
Mumbai – 400 013
India

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Independent Auditor's Review Report on Consolidated Unaudited Half-Yearly Financial Results of the Company Pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Dhani Loans and Services Limited (formerly known as Indiabulls Consumer Finance Limited)

1. We have reviewed the accompanying statement of consolidated unaudited financial results ('the Statement') of **Dhani Loans and Services Limited (formerly known as Indiabulls Consumer Finance Limited)** ('the Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), (refer Annexure 1 for the list of subsidiaries included in the Statement) for the half year ended 30 September 2020, being submitted by the Holding Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.

2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted and procedures performed as stated in paragraph 3 above and upon consideration of the review reports of other auditors referred in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS * MUMBAI

Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiok & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

Dhani Loans and Services Limited (formerly known as Indiabulls Consumer Finance Limited)
Independent Auditor's Review Report on Consolidated Unaudited Half-Yearly Financial Results of the Company Pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

Emphasis of Matter – Effects of COVID 19 pandemic

5. We draw attention to note 4 of the accompanying Statement, which describes the uncertainties relating to COVID-19 pandemic on the Group's operations that are dependent on future developments and the consequential impact thereof on the impairment assessment of financial assets outstanding as at 30 September 2020. Our conclusion is not modified in respect of this matter.

Other Matter

6. We did not review the interim financial statements/financial information/financial results of 4 subsidiaries included in the Statement, whose financial information reflect total assets of ₹ 159,574.78 lakh as at 30 September 2020 and total revenue of ₹ 8,329.89 lakh, total net loss after tax of ₹ 1,760.88 lakh, total comprehensive loss of ₹ 1,789.00 lakh, for the half year ended on 30 September 2020, as considered in the Statement. These interim financial statements /financial information/ financial results have been reviewed by other auditors whose review reports have been furnished to us by the management, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the review reports of such other auditors.

   Our conclusion is not modified in respect of this matter with respect to our reliance on the work done by and the reports of the other auditors.

7. The comparative consolidated unaudited financial results for the half year ended 30 September 2019 includes financial information of Indiabulls Distribution Services Limited and Indiabulls Investment Advisor Limited, acquired in previous year from the ultimate Holding Company, Dhani Services Limited (formerly known as Indiabulls Ventures Limited), which were reviewed by another firm of Chartered Accountant, M/s A Sardana & Co., who have expressed unmodified conclusion on the respective financial information for the half year ended 30 September 2019 vide their review reports dated 21 October 2019 and dated 18 October 2019 respectively. Our conclusion is not modified in respect of this matter.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No:001076N/N500013

Khushroo B. Panthaky
Partner
Membership No:042423

UDIN:20042423AAAAIT9926

Place: Mumbai
Date: 11 November 2020

Dhani Loans and Services Limited (formerly known as Indiabulls Consumer Finance Limited)
Independent Auditor's Review Report on Consolidated Unaudited Half-Yearly Financial Results of the Company Pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

Annexure 1

List of entities included in the Statement

1. Indiabulls Investment Advisors Limited
2. Indiabulls Distribution Services Limited
3. Indiabulls Alternate Investments Limited
4. Transerv Limited (formerly Transerv Private Limited)

CHANDIOK & CO LLP * WALKER * CHARTERED ACCOUNTANTS * MUMBAI

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dhani loans & services

Dhani Loans and Services Limited
(Formerly known as Indiabulls Consumer Finance Limited)
(CIN: U74899DL1994PLC062407)
Statement of Unaudited Consolidated Financial Results
for the six months ended 30 September 2020

(Amount in ₹ Lakh)

Statement of Unaudited Consolidated Financial Results for six months ended 30 September 2020

	Particulars	For six months ended 30 September 2020 (Unaudited)	For six months ended 30 September 2019 (Unaudited)	For year ended 31 March 2020 (Audited)
1	**Revenue from operations**			
	Interest income	52,116.08	105,890.47	182,197.46
	Dividend income	-	-	4,934.94
	Fees and commission income	5,386.37	4,673.62	18,975.51
	Net gain on fair value changes	1,279.22	1,321.96	125.60
	Net gain on derecognition of financial assets	12,998.35	21,788.53	61,669.04
	Total revenue from operations	71,780.02	133,674.58	267,902.55
2	Other income	362.07	260.55	465.54
3	**Total income (1+2)**	72,142.09	133,935.13	268,368.09
	Expenses :			
	Finance costs	24,697.99	47,674.72	85,772.61
	Fees and commission expense	1,052.65	691.73	2,830.78
	Impairment on financial assets	4,954.73	13,495.46	89,649.80
	Employee benefits expenses	13,581.84	23,434.08	43,509.71
	Depreciation and amortisation	4,686.30	4,703.25	9,967.23
	Other expenses	12,470.15	20,816.96	42,454.37
4	**Total expenses**	61,443.66	110,816.20	274,184.50
5	**Profit/ (Loss) before tax (3-4)**	10,698.43	23,118.93	(5,816.41)
6	**Tax expense:**			
	(a) Current tax	7,109.53	4,571.81	1,181.29
	(b) Deferred tax (credit)/charge	(3,679.95)	2,354.97	(3,255.03)
	Total tax expense	3,429.58	6,926.78	(2,073.74)
7	**Profit/ (Loss) for the period (5-6)**	7,268.85	16,192.15	(3,742.67)
8	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss	526.03	(127.36)	(65.26)
	Income-tax relating to items that will not be reclassified to profit or loss	(132.39)	31.64	16.42
	Items that will be reclassified to profit or loss	(159.00)	1,579.83	1,059.00
	Income-tax relating to items that will be reclassified to profit or loss	40.02	(397.61)	(266.53)
	Total other comprehensive income	274.66	1,086.50	743.63
9	**Total comprehensive income for the period (7+8)**	7,543.51	17,278.65	(2,999.04)
10	**Net profit/ (loss) after tax attributable to :-**			
	Owners of the Holding Company	7,202.00	16,633.96	(4,147.67)
	Non controlling interests	66.85	(441.80)	405.00
11	**Other comprehensive income attributable to :-**			
	Owners of the Holding Company	274.66	1,086.50	730.63
	Non controlling interests	-	-	13.00
12	**Total comprehensive income attributable to :-**			
	Owners of the Holding Company	7,476.66	17,720.46	(3,417.04)
	Non controlling interests	66.85	(441.80)	418.00
13	Paid-up equity share capital (face value of ₹ 10 each per equity share)	6,118.80	6,118.80	6,118.80
14	Other equity as per Statement of Assets and Liabilities	-	-	408,175.93
15	Earnings per share (EPS) (face value of ₹ 10 each per equity share)			
	*(EPS for the six months ended not annualised)			
	(1) Basic (amount in ₹)	11.77*	27.19*	(6.78)
	(2) Diluted (amount in ₹)	11.77*	27.19*	(6.78)

WALKER CHANDIOK & Co LLP MUMBAI CHARTERED ACCOUNTANTS

Dhani Loans And Services Ltd Formerly Known as Indiabulls Consumer Finance Ltd.

Notes to the Unaudited Consolidated Financial Results:

Note 1: Consolidated Statement of Assets and Liabilities as at 30 September 2020

	Particulars	As at 30 September 2020 (Unaudited)	As at 31 March 2020 (Audited)
A	**ASSETS**		
1.	**Financial assets**		
	Cash and cash equivalents	67,642.71	199,091.49
	Other bank balance	45,298.22	38,724.63
	Receivables		
	(i) Trade receivables	12,560.08	13,115.14
	(ii) Other receivables	6,200.27	5,865.16
	Loans	562,853.71	479,856.54
	Investments	48,053.43	58,753.96
	Other financial assets	98,705.13	85,855.19
	Total financial assets	841,313.55	881,262.11
2.	Non-financial assets		
	Current tax assets (net)	8,222.94	13,398.01
	Deferred tax assets (net)	11,538.17	7,950.61
	Property, plant and equipments	6,480.90	6,746.27
	Right-of-use asset	14,375.65	22,820.32
	Intangible assets under development	97.12	542.56
	Goodwill	6,482.97	3,586.66
	Other intangible assets	7,990.90	9,578.19
	Other non-financial assets	26,790.57	26,933.02
	Total non financial assets	81,979.22	91,555.64
	Total assets	923,292.77	972,817.75
B	LIABILITIES AND EQUITY		
	LIABILITIES		
1.	**Financial liabilities**		
(a)	Payables		
	Trade payables		
	(i) total outstanding dues of micro enterprises and small enterprises	2.60	2.42
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	7,328.92	7,205.40
	Other payables		
	(i) total outstanding dues of micro enterprises and small enterprises	-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	5,337.94	3,398.34
	Debt securities	129,479.72	79,677.24
	Borrowings (other than debt securities)	293,586.32	403,667.84
	Lease liabilities	15,863.30	24,107.72
	Other financial liabilities	40,339.07	19,972.75
	Total financial liabilities	491,937.87	538,031.71
2.	**Non-financial liabilities**		
	Provisions	2,096.70	2,684.61
	Other non-financial liabilities	2,035.77	6,163.87
	Total non financial liabilities	4,132.47	8,848.48
3	EQUITY		
	Equity share capital	6,118.80	6,118.80
	Other equity	414,101.28	408,175.93
	Equity attributable to the owners of the Holding Company	420,220.08	414,294.73
	Non controlling interests	7,002.35	11,642.83
	Total equity	427,222.43	425,937.56
	Total liabilities and equity	923,292.77	972,817.75

WALKER CHANDIOK & Co LLP MUMBAI CHARTERED ACCOUNTANTS

Dhani Loans And Services Ltd. Formerly Known as Indiabulls Consumer Finance Ltd

2 Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) ('DLSL', 'the Company', 'the Holding Company') and its subsidiaries are together referred to as 'the Group' in the following notes. These unaudited consolidated financial results of DLSL for the six months ended 30 September 2020 have been reviewed by the Audit Committee and subsequently approved at the meeting of the Board of Directors held on 11 November 2020. These results have been prepared in accordance with the requirement of Regulation 52 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended).

3 During the six months ended 30 September 2020, the Company has further acquired remaining 58% stake in Transerv Limited (formerly Transerv Private Limited) making it a wholly owned subsidiary of the Company.

4 COVID-19, a global pandemic, has contributed to a significant decline and volatility in global and Indian markets and a significant decrease in economic activity. The Group's businesses are expected to be impacted by lower lending opportunities and decline in collection efficiencies. The Group's capital and liquidity position remains strong and would continue to be the focus area for the Group.
Further pursuant to Reserve Bank of India's circulars dated 27 March 2020, 17 April 2020 and 23 May 2020, respectively, allowing lending institutions to offer moratorium to borrowers, the Group has extended moratorium to its borrowers in accordance with their Board approved policies. The Group has estimated expected credit losses based on information available at this point in time to reflect, among other things, the deterioration in macro-economic factors. Given the dynamic nature of the pandemic situation, these estimates are based on early indicators, subject to uncertainty and may be effected by the severity and duration of the pandemic, including government and regulatory measures and its effect on economy, the businesses and the financial metrics of the Group. The actual outcome could be different from that estimated by the Group. However, the impact assessment of COVID-19 is a continuing process and the Group will continue to monitor any material changes to future economic conditions.

5 During the six months ended 30 September 2020, the Holding Company has issued and allotted non-convertible debentures as follows:

Particulars	Amount (₹ in lakh)	Date of issue	Date of listing	
			NSE	BSE
Non-convertible debentures ('NCDs')- Privately placed*	50,000.00	18 September 2020	01 October 2020	06 October 2020

* These NCDs are secured by way of first ranking pari passu charge by way of hypothecation on all the current assets(including investments) of the Holding Company (both present and future) and current and future loan assets of the Holding Company and all monies receivable thereunder, such that with a minimum security cover of 1.25 times is maintained till the Maturity/Redemption of the Debentures from its standard assets loan portfolio.

6 : The name of the Holding Company has been changed from 'Indiabulls Consumer Finance Limited' to 'Dhani Loans and Services Limited' with effect from 7 July 2020 in order to align the name of the Holding Company with its consumer brand Dhani.

7 The Hon'ble Supreme Court of India through an interim order dated 3 September 2020 (Public Interest Litigation (PIL) by Gajendra Sharma Vs Union of India & ANR), has directed that accounts which were not declared NPA till 31 August 2020 shall not be declared as NPA till further orders. Basis the said interim order, the Holding Company has not classified any account as NPA, as per RBI norms, after 31August 2020 which was not NPA as of 31 August 2020. The Holding Company continues to hold provisions towards such borrower accounts as if these accounts were classified as impaired (Stage3) as per the Ind AS 109 as at 30 September 2020. The Holding Company has made additional provisions towards such borrower accounts at rates applicable to Stage 3 cases as per Ind AS 109 as at 30 September 2020.

CHANDIOK & CO LLP WALKER MUMBAI CHARTERED ACCOUNTANTS

Dhani Loans And Services Ltd. Formerly known as Indiabulls Consumer Finance Ltd

8 **Segment results**

The Group's operating segments are established on the basis of those components of the group that are evaluated regularly by the Board of Directors (the 'Chief Operating Decision Maker' as defined in Ind AS 108 - 'Operating Segments'), in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of services, the differing risks and returns and the internal business reporting systems.

Particulars	Six month ended		Year ended
	30 September 2020	30 September 2019	31 March 2020
	(Unaudited)	(Unaudited)	(Audited)
Segment revenue			
Broking and related activities	4,981.83	5,851.49	13,572.60
Financing and related activities	66,963.27	128,469.83	257,961.18
Others	67.80	230.12	407.37
Total	**72,012.90**	**134,551.44**	**271,941.15**
Less: Inter segment revenue	(232.88)	(876.86)	(4,038.60)
Total revenue from operations	**71,780.02**	**133,674.58**	**267,902.55**
Segment results			
Profit before tax and interest expense			
Broking and related activities	3,229.97	4,768.75	2,004.43
Financing and related activities	8,075.15	25,586.99	4,369.48
Others	11.32	172.32	163.35
Total	11,316.44	30,528.06	6,537.26
(i) Less: Interest expense	261.83	7,103.10	11,785.80
(ii) (Less)/Add: Other unallocable income / (expenses)	(356.18)	(306.03)	(567.87)
Profit/ (Loss) before tax	**10,698.43**	**23,118.93**	**(5,816.41)**
Segment assets			
Broking and related activities	126,458.92	190,418.48	130,139.74
Financing and related activities	766,077.15	1,027,720.32	816,917.74
Unallocable segment assets	30,756.70	7,131.28	25,760.27
Total	**923,292.77**	**1,225,270.08**	**972,817.75**
Segment liabilities			
Broking and related activities	26,569.74	135,564.61	11,814.73
Financing and related activities	469,500.45	627,829.47	534,975.74
Unallocable segment liabilities	0.15	2,077.32	89.72
Total	**496,070.34**	**765,471.40**	**546,880.19**
Capital employed (segment assets - segment liabilities)			
Broking and related activities	99,889.18	4,329.05	118,325.01
Financing and related activities	296,576.70	452,723.11	281,942.00
Unallocable capital employed	30,756.55	2,746.54	25,670.55
Total	**427,222.43**	**459,798.70**	**425,937.56**

Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi - 110001
(CIN: U74899DL1994PLC062407)

Place : Mumbai
Date : 11 November 2020

For and on behalf of Board of Directors

Pinank Shah
CEO & Whole Time Director

Dhani Loans And Services Ltd. Formerly Known as Indiabulls Consumer Finance Ltd

Walker Chandiok & Co LLP Mumbai Chartered Accountants

Additional disclosures as per regulation 52 (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

A **Credit Rating of the Debentures and change in Credit Rating (if any):**

CARE Ratings Limited	Public Issue Non convertible debenture CARE AA- ; Stable [Double A Minus; Outlook: Stable] Privately Placed Non convertible debenture CARE AA- ; Stable [Double A Minus; Outlook: Stable]

B **Asset Cover available, in case of non-convertible debt securities:**
Not applicable being a Non-Banking Financial Company registered with Reserve Bank of India.

C Debt-Equity Ratio as on 30 September 2020: 1.00 times

D **Previous due date for the payment of interest and whether the same has been paid or not for the year ended on 30 September 2020 are as under:**

Details of non-convertible debenture	Due Date for Payment of Interest	Date of Payment of Interest
10.6% Secured redeemable non-convertible debenture (ISIN- INE614X07100)	14 November 2019	14 November 2019
10.75% Secured redeemable non-convertible debenture (ISIN- INE614X07027)	08 March 2020	07 March 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07035)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
10.40% Secured redeemable non-convertible debenture (ISIN- INE614X07043)	08 April 2019	07 June 2019
	08 May 2019	08 May 2019
	08 June 2019	07 June 2019
	08 July 2019	06 July 2019
	08 August 2019	08 August 2019
	08 September 2019	07 September 2019
	08 October 2019	07 October 2019
	08 November 2019	08 November 2019
	08 December 2019	06 December 2019
	08 January 2020	07 January 2020
	08 February 2020	06 February 2020
	08 March 2020	07 March 2020
	08 April 2020	04 April 2020
	08 May 2020	06 May 2020
	08 June 2020	06 June 2020
	08 July 2020	07 July 2020
	08 August 2020	07 August 2020
	08 September 2020	07 September 2020
10.90% Secured redeemable non-convertible debenture (ISIN- INE614X07050)	08 March 2020	07 March 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07068)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
10.50% Secured redeemable non-convertible debenture (ISIN- INE614X07076)	08 April 2019	07 June 2019
	08 May 2019	08 May 2019
	08 June 2019	07 June 2019
	08 July 2019	06 July 2019
	08 August 2019	08 August 2019
	08 September 2019	07 September 2019
	08 October 2019	07 October 2019
	08 November 2019	08 November 2019
	08 December 2019	06 December 2019
	08 January 2020	07 January 2020
	08 February 2020	06 February 2020
	08 March 2020	07 March 2020
	08 April 2020	04 April 2020
	08 May 2020	06 May 2020
	08 June 2020	06 June 2020
	08 July 2020	07 July 2020
	08 August 2020	07 August 2020
	08 September 2020	07 September 2020
11.00% Secured redeemable non-convertible debenture (ISIN- INE614X07084)	08 March 2020	07 March 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07092)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
10.60% Secured redeemable non-convertible debenture (ISIN- INE614X07118)	14 November 2019	14 November 2019
	18 December 2019	18 December 2019
Non-convertible debentures redeemable at premium (ISIN- INE614X07126)	31 July 2020	31 July 2020
10.27% Secured redeemable non-convertible debenture (ISIN- INE614X07134)	27 June 2020	26 June 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07142)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020

Walker Chandiok & Co LLP * Chartered Accountants * Mumbai

Dhani Loans And Services Ltd. Formally Known as Indiabulls Consumer Finance Ltd

Details of non-convertible debenture	Due Date for Payment of Interest	Date of Payment of Interest
9.95% Secured redeemable non-convertible debenture (ISIN- INE614X07159)	27 July 2019	26 July 2019
	27 August 2019	27 August 2019
	27 September 2019	27 September 2019
	27 October 2019	25 October 2019
	27 November 2019	26 November 2019
	27 December 2019	26 December 2019
	27 January 2020	24 January 2020
	27 February 2020	26 February 2020
	27 March 2020	26 March 2020
	27 April 2020	24 April 2020
	27 May 2020	26 May 2020
	27 June 2020	26 June 2020
	27 July 2020	24 July 2020
	27 August 2020	26 August 2020
	27 September 2020	24 September 2020
10.41% Secured redeemable non-convertible debenture (ISIN- INE614X07167)	27 June 2020	26 June 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07175)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
10.13% Secured redeemable non-convertible debenture (ISIN- INE614X07183)	27 July 2019	26 July 2019
	27 August 2019	27 August 2019
	27 September 2019	27 September 2019
	27 October 2019	25 October 2019
	27 November 2019	26 November 2019
	27 December 2019	26 December 2019
	27 January 2020	24 January 2020
	27 February 2020	26 February 2020
	27 March 2020	26 March 2020
	27 April 2020	24 April 2020
	27 May 2020	26 May 2020
	27 June 2020	26 June 2020
	27 July 2020	24 July 2020
	27 August 2020	26 August 2020
	27 September 2020	24 September 2020
10.61% Secured redeemable non-convertible debenture (ISIN- INE614X07191)	27 June 2020	26 June 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07209)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07217)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
10.12% Secured redeemable non-convertible debenture (ISIN- INE614X07225)	06 September 2020	05 September 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07233)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
9.81% Secured redeemable non-convertible debenture (ISIN- INE614X07241)	06 October 2019	05 October 2019
	06 November 2019	05 November 2019
	06 December 2019	05 December 2019
	06 January 2020	04 January 2020
	06 February 2020	05 February 2020
	06 March 2020	05 March 2020
	06 April 2020	04 April 2020
	06 May 2020	05 May 2020
	06 June 2020	06 June 2020
	06 July 2020	04 July 2020
	06 August 2020	05 August 2020
	06 September 2020	05 September 2020
10.27% Secured redeemable non-convertible debenture (ISIN- INE614X07258)	06 September 2020	05 September 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07266)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
10.04% Secured redeemable non-convertible debenture (ISIN- INE614X07274)	06 October 2019	05 October 2019
	06 November 2019	05 November 2019
	06 December 2019	05 December 2019
	06 January 2020	04 January 2020
	06 February 2020	05 February 2020
	06 March 2020	05 March 2020
	06 April 2020	04 April 2020
	06 May 2020	05 May 2020
	06 June 2020	06 June 2020
	06 July 2020	04 July 2020
	06 August 2020	05 August 2020
	06 September 2020	05 September 2020
10.52% Secured redeemable non-convertible debenture (ISIN- INE614X07282)	06 September 2020	05 September 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07290)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
9.00 % Secured redeemable non-convertible debenture (ISIN- INE614X07308)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020

Walker Chandiok & Co LLP Mumbai Chartered Accountants

Dhani Loans And Services Ltd. Formerly Known as Indiabulls Consumer Finance Ltd.

E **Previous due date for the payment of principal and whether the same has been paid or not for the year ended 30 September 2020 are as under:**

Details of Non-Convertible Debenture	Principal amount (₹ in lakh)	Due Date for Payment	Date of Payment
10.6% Secured redeemable non-convertible debenture (ISIN- INE614X07100)	17,500.00	14 November 2019	14 November 2019
10.75% Secured redeemable non-convertible debenture (ISIN- INE614X07027)	37,747.10	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07035)	2,465.79		
10.40% Secured redeemable non-convertible debenture (ISIN- INE614X07043)	3,249.81		
10.90% Secured redeemable non-convertible debenture (ISIN- INE614X07050)	7,553.69		
Non-convertible debentures redeemable at premium (ISIN- INE614X07068)	2,358.42		
10.50% Secured redeemable non-convertible debenture (ISIN- INE614X07076)	4,700.84		
11.00% Secured redeemable non-convertible debenture (ISIN- INE614X07084)	2,607.12		
Non-convertible debentures redeemable at premium (ISIN- INE614X07092)	1,937.76		
10.60% Secured redeemable non-convertible debenture (ISIN- INE614X07118)	15,000.00	14 November 2019	14 November 2019
10.60% Secured redeemable non-convertible debenture (ISIN- INE614X07118)	10,000.00	18 December 2019	18 December 2019
Non-convertible debentures redeemable at premium (ISIN- INE614X07126)	1,241.54	31 July 2020	31 July 2020
10.27% Secured redeemable non-convertible debenture (ISIN- INE614X07134)	718.22	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07142)	348.00		
9.95% Secured redeemable non-convertible debenture (ISIN- INE614X07159)	1,237.09		
10.41% Secured redeemable non-convertible debenture (ISIN- INE614X07167)	1,220.95		
Non-convertible debentures redeemable at premium (ISIN- INE614X07175)	427.80		
10.13% Secured redeemable non-convertible debenture (ISIN- INE614X07183)	1,564.25		
10.61% Secured redeemable non-convertible debenture (ISIN- INE614X07191)	1,280.03		
Non-convertible debentures redeemable at premium (ISIN- INE614X07209)	438.56		
Non-convertible debentures redeemable at premium (ISIN- INE614X07217)	5,903.47		
10.12% Secured redeemable non-convertible debenture (ISIN- INE614X07225)	121.29		
Non-convertible debentures redeemable at premium (ISIN- INE614X07233)	48.10		
9.81% Secured redeemable non-convertible debenture (ISIN- INE614X07241)	297.04		
10.27% Secured redeemable non-convertible debenture (ISIN- INE614X07258)	224.70		
Non-convertible debentures redeemable at premium (ISIN- INE614X07266)	85.56		
10.04% Secured redeemable non-convertible debenture (ISIN- INE614X07274)	379.07		
10.52% Secured redeemable non-convertible debenture (ISIN- INE614X07282)	1,180.99		
Non-convertible debentures redeemable at premium (ISIN- INE614X07290)	103.62		
9.00 % Secured redeemable non-convertible debenture (ISIN- INE614X07308)	50,000.00		

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Dhani Loans And Services Ltd. Formally Known as Indiabulls Consumer Finance Ltd.

F Next due date and amount for the payment of interest/ Principal along with the amount of interest and the redemption amount of non-convertible debentures:

Details of Non-Convertible Debenture	Principal amount/ interest amount (₹ in lakh)	Due Date for Payment	Type (Principal / Interest)	Status
10.75% Secured redeemable non-convertible debenture (ISIN- INE614X07027)	37,747.10	08 May 2021	Principal	Not yet due
	4,057.81	08 March 2021	Interest	Not yet due
	678.16	08 May 2021	Interest	Not yet due
Non-convertible debentures redeemable at premium (ISIN- INE614X07035)	2,465.79	08 May 2021	Principal	Not yet due
	611.57	08 May 2021	Premium on redemption	Not yet due
10.40% Secured redeemable non-convertible debenture (ISIN- INE614X07043)	3,249.81	08 May 2022	Principal	Not yet due
	27.78	08 October 2020	Interest	Not yet due
	28.71	08 November 2020	Interest	Not yet due
	27.78	08 December 2020	Interest	Not yet due
	28.71	08 January 2021	Interest	Not yet due
	28.71	08 February 2021	Interest	Not yet due
	25.93	08 March 2021	Interest	Not yet due
	28.71	08 April 2021	Interest	Not yet due
	27.78	08 May 2021	Interest	Not yet due
	28.71	08 June 2021	Interest	Not yet due
	27.78	08 July 2021	Interest	Not yet due
	28.71	08 August 2021	Interest	Not yet due
	28.71	08 September 2021	Interest	Not yet due
	27.78	08 October 2021	Interest	Not yet due
	28.71	08 November 2021	Interest	Not yet due
	27.78	08 December 2021	Interest	Not yet due
	28.71	08 January 2022	Interest	Not yet due
	28.71	08 February 2022	Interest	Not yet due
	25.93	08 March 2022	Interest	Not yet due
	28.71	08 April 2022	Interest	Not yet due
	27.78	08 May 2022	Interest	Not yet due
10.90% Secured redeemable non-convertible debenture (ISIN- INE614X07050)	7,553.69	08 May 2022	Principal	Not yet due
	823.35	08 March 2021	Interest	Not yet due
	823.35	08 March 2022	Interest	Not yet due
	137.60	08 May 2022	Interest	Not yet due
Non-convertible debentures redeemable at premium (ISIN- INE614X07035)	2,358.42	08 May 2022	Principal	Not yet due
	915.77	08 May 2022	Premium on redemption	Not yet due
10.50% Secured redeemable non-convertible debenture (ISIN- INE614X07076)	4,700.84	08 March 2024	Principal	Not yet due
	40.57	08 October 2020	Interest	Not yet due
	41.92	08 November 2020	Interest	Not yet due
	40.57	08 December 2020	Interest	Not yet due
	41.92	08 January 2021	Interest	Not yet due
	41.92	08 February 2021	Interest	Not yet due
	37.86	08 March 2021	Interest	Not yet due
	41.92	08 April 2021	Interest	Not yet due
	40.57	08 May 2021	Interest	Not yet due
	41.92	08 June 2021	Interest	Not yet due
	40.57	08 July 2021	Interest	Not yet due
	41.92	08 August 2021	Interest	Not yet due
	41.92	08 September 2021	Interest	Not yet due
	40.57	08 October 2021	Interest	Not yet due
	41.92	08 November 2021	Interest	Not yet due
	40.57	08 December 2021	Interest	Not yet due
	41.92	08 January 2022	Interest	Not yet due
	41.92	08 February 2022	Interest	Not yet due
	37.86	08 March 2022	Interest	Not yet due
	41.92	08 April 2022	Interest	Not yet due
	40.57	08 May 2022	Interest	Not yet due
	41.92	08 June 2022	Interest	Not yet due
	40.57	08 July 2022	Interest	Not yet due
	41.92	08 August 2022	Interest	Not yet due
	41.92	08 September 2022	Interest	Not yet due
	40.57	08 October 2022	Interest	Not yet due
	41.92	08 November 2022	Interest	Not yet due
	40.57	08 December 2022	Interest	Not yet due
	41.92	08 January 2023	Interest	Not yet due
	41.92	08 February 2023	Interest	Not yet due
	37.86	08 March 2023	Interest	Not yet due
	41.89	08 April 2023	Interest	Not yet due
	40.46	08 May 2023	Interest	Not yet due
	41.81	08 June 2023	Interest	Not yet due
	40.46	08 July 2023	Interest	Not yet due
	41.81	08 August 2023	Interest	Not yet due
	41.81	08 September 2023	Interest	Not yet due
	40.46	08 October 2023	Interest	Not yet due
	41.81	08 November 2023	Interest	Not yet due
	40.46	08 December 2023	Interest	Not yet due
	41.81	08 January 2024	Interest	Not yet due
	41.81	08 February 2024	Interest	Not yet due
	39.11	08 March 2024	Interest	Not yet due

Walker Chandiok & Co LLP Mumbai Chartered Accountants

Dhani Loans And Services Ltd (Formerly Known as Indiabulls Consumer Finance Ltd)

Details of Non-Convertible Debenture	Principal amount/ interest amount (₹ in lakh)	Due Date for Payment	Type (Principal / Interest)	Status
11.00% Secured redeemable non-convertible debenture (ISIN- INE614X07084)	2,607.12	08 March 2024	Principal	Not yet due
	286.78	08 March 2021	Interest	Not yet due
	286.78	08 March 2022	Interest	Not yet due
	286.78	08 March 2023	Interest	Not yet due
	286.83	08 March 2024	Interest	Not yet due
Non-convertible debentures redeemable at premium (ISIN- INE614X07092)	1,937.76	08 March 2024	Principal	Not yet due
	1,329.81	08 March 2024	Premium on redemption	Not yet due
10.27% Secured redeemable non-convertible debenture (ISIN- INE614X07134)	718.22	27 June 2021	Principal	Not yet due
	73.76	27 June 2021	Interest	Not yet due
Non-convertible debentures redeemable at premium (ISIN- INE614X07142)	348.00	27 June 2021	Principal	Not yet due
	75.11	27 June 2021	Premium on redemption	Not yet due
9.95% Secured redeemable non-convertible debenture (ISIN- INE614X07159)	1,237.09	27 June 2022	Principal	Not yet due
	10.12	27 October 2020	Interest	Not yet due
	10.45	27 November 2020	Interest	Not yet due
	10.12	27 December 2020	Interest	Not yet due
	10.45	27 January 2021	Interest	Not yet due
	10.45	27 February 2021	Interest	Not yet due
	9.44	27 March 2021	Interest	Not yet due
	10.45	27 April 2021	Interest	Not yet due
	10.12	27 May 2021	Interest	Not yet due
	10.45	27 June 2021	Interest	Not yet due
	10.12	27 July 2021	Interest	Not yet due
	10.45	27 August 2021	Interest	Not yet due
	10.45	27 September 2021	Interest	Not yet due
	10.12	27 October 2021	Interest	Not yet due
	10.45	27 November 2021	Interest	Not yet due
	10.12	27 December 2021	Interest	Not yet due
	10.45	27 January 2022	Interest	Not yet due
	10.45	27 February 2022	Interest	Not yet due
	9.44	27 March 2022	Interest	Not yet due
	10.45	27 April 2022	Interest	Not yet due
	10.12	27 May 2022	Interest	Not yet due
	10.45	27 June 2022	Interest	Not yet due
10.41% Secured redeemable non-convertible debenture (ISIN- INE614X07167)	1,220.95	27 June 2022	Principal	Not yet due
	127.10	27 June 2021	Interest	Not yet due
	127.10	27 June 2022	Interest	Not yet due
Non-convertible debentures redeemable at premium (ISIN- INE614X07175)	427.80	27 June 2022	Principal	Not yet due
	147.99	27 June 2022	Premium on redemption	Not yet due
10.13% Secured redeemable non-convertible debenture (ISIN- INE614X07183)	1,564.25	27 June 2024	Principal	Not yet due
	13.02	27 October 2020	Interest	Not yet due
	13.46	27 November 2020	Interest	Not yet due
	13.02	27 December 2020	Interest	Not yet due
	13.46	27 January 2021	Interest	Not yet due
	13.46	27 February 2021	Interest	Not yet due
	12.16	27 March 2021	Interest	Not yet due
	13.46	27 April 2021	Interest	Not yet due
	13.02	27 May 2021	Interest	Not yet due
	13.46	27 June 2021	Interest	Not yet due
	13.02	27 July 2021	Interest	Not yet due
	13.46	27 August 2021	Interest	Not yet due
	13.46	27 September 2021	Interest	Not yet due
	13.02	27 October 2021	Interest	Not yet due
	13.46	27 November 2021	Interest	Not yet due
	13.02	27 December 2021	Interest	Not yet due
	13.46	27 January 2022	Interest	Not yet due
	13.46	27 February 2022	Interest	Not yet due
	12.16	27 March 2022	Interest	Not yet due
	13.46	27 April 2022	Interest	Not yet due
	13.02	27 May 2022	Interest	Not yet due
	13.46	27 June 2022	Interest	Not yet due
	13.02	27 July 2022	Interest	Not yet due
	13.46	27 August 2022	Interest	Not yet due
	13.46	27 September 2022	Interest	Not yet due
	13.02	27 October 2022	Interest	Not yet due
	13.46	27 November 2022	Interest	Not yet due
	13.02	27 December 2022	Interest	Not yet due
	13.46	27 January 2023	Interest	Not yet due
	13.46	27 February 2023	Interest	Not yet due
	12.16	27 March 2023	Interest	Not yet due
	13.43	27 April 2023	Interest	Not yet due
	12.99	27 May 2023	Interest	Not yet due
	13.42	27 June 2023	Interest	Not yet due
	12.99	27 July 2023	Interest	Not yet due
	13.42	27 August 2023	Interest	Not yet due
	13.42	27 September 2023	Interest	Not yet due
	12.99	27 October 2023	Interest	Not yet due

Details of Non-Convertible Debenture	Principal amount/ interest amount (₹ in lakh)	Due Date for Payment	Type (Principal / Interest)	Status
10.13% Secured redeemable non-convertible debenture	13.42	27 November 2023	Interest	Not yet due
(ISIN- INE614X07183)	12.99	27 December 2023	Interest	Not yet due
	13.42	27 January 2024	Interest	Not yet due
	13.42	27 February 2024	Interest	Not yet due
	12.56	27 March 2024	Interest	Not yet due
	13.45	27 April 2024	Interest	Not yet due
	13.02	27 May 2024	Interest	Not yet due
	13.46	27 June 2024	Interest	Not yet due
10.61% Secured redeemable non-convertible debenture	1,280.03	27 June 2024	Principal	Not yet due
(ISIN- INE614X07191)	135.81	27 June 2021	Interest	Not yet due
	135.81	27 June 2022	Interest	Not yet due
	135.72	27 June 2023	Interest	Not yet due
	135.90	27 June 2024	Interest	Not yet due
Non-convertible debentures redeemable at premium	438.56	27 June 2024	Principal	Not yet due
(ISIN- INE614X07209)	287.62	27 June 2024	Premium on redemption	Not yet due
Non-convertible debentures redeemable at premium	5,903.47	10 October 2020	Principal	Not yet due
(ISIN- INE614X07217)	649.97	10 October 2020	Premium on redemption	Not yet due
10.12% Secured redeemable non-convertible debenture	121.29	06 September 2021	Principal	Not yet due
(ISIN- INE614X07225)	12.27	06 September 2021	Interest	Not yet due
Non-convertible debentures redeemable at premium	48.10	06 September 2021	Principal	Not yet due
(ISIN- INE614X07233)	10.22	06 September 2021	Premium on redemption	Not yet due
9.81% Secured redeemable non-convertible debenture	297.04	06 September 2022	Principal	Not yet due
(ISIN- INE614X07241)	2.40	06 October 2020	Interest	Not yet due
	2.47	06 November 2020	Interest	Not yet due
	2.40	06 December 2020	Interest	Not yet due
	2.47	06 January 2021	Interest	Not yet due
	2.47	06 February 2021	Interest	Not yet due
	2.24	06 March 2021	Interest	Not yet due
	2.47	06 April 2021	Interest	Not yet due
	2.40	06 May 2021	Interest	Not yet due
	2.47	06 June 2021	Interest	Not yet due
	2.40	06 July 2021	Interest	Not yet due
	2.47	06 August 2021	Interest	Not yet due
	2.47	06 September 2021	Interest	Not yet due
	2.40	06 October 2021	Interest	Not yet due
	2.47	06 November 2021	Interest	Not yet due
	2.40	06 December 2021	Interest	Not yet due
	2.47	06 January 2022	Interest	Not yet due
	2.47	06 February 2022	Interest	Not yet due
	2.24	06 March 2022	Interest	Not yet due
	2.47	06 April 2022	Interest	Not yet due
	2.40	06 May 2022	Interest	Not yet due
	2.47	06 June 2022	Interest	Not yet due
	2.40	06 July 2022	Interest	Not yet due
	2.47	06 August 2022	Interest	Not yet due
	2.47	06 September 2022	Interest	Not yet due
10.27% Secured redeemable non-convertible debenture	224.70	06 September 2022	Principal	Not yet due
(ISIN- INE614X07258)	23.08	06 September 2021	Interest	Not yet due
	23.08	06 September 2022	Interest	Not yet due
Non-convertible debentures redeemable at premium	85.56	06 September 2022	Principal	Not yet due
(ISIN- INE614X07266)	29.13	06 September 2022	Premium on redemption	Not yet due
10.04% Secured redeemable non-convertible debenture	379.07	06 September 2024	Principal	Not yet due
(ISIN- INE614X07274)	3.13	06 October 2020	Interest	Not yet due
	3.23	06 November 2020	Interest	Not yet due
	3.13	06 December 2020	Interest	Not yet due
	3.23	06 January 2021	Interest	Not yet due
	3.23	06 February 2021	Interest	Not yet due
	2.92	06 March 2021	Interest	Not yet due
	3.23	06 April 2021	Interest	Not yet due
	3.13	06 May 2021	Interest	Not yet due
	3.23	06 June 2021	Interest	Not yet due
	3.13	06 July 2021	Interest	Not yet due
	3.23	06 August 2021	Interest	Not yet due
	3.23	06 September 2021	Interest	Not yet due
	3.13	06 October 2021	Interest	Not yet due
	3.23	06 November 2021	Interest	Not yet due
	3.13	06 December 2021	Interest	Not yet due
	3.23	06 January 2022	Interest	Not yet due
	3.23	06 February 2022	Interest	Not yet due
	2.92	06 March 2022	Interest	Not yet due
	3.23	06 April 2022	Interest	Not yet due
	3.13	06 May 2022	Interest	Not yet due

WALKER CHANDIOK & Co LLP * CHARTERED ACCOUNTANTS * MUMBAI

Dhani Loans And Services Ltd. Formerly Known as Indiabulls Consumer Finance Ltd.

Details of Non-Convertible Debenture	Principal amount/ interest amount (₹ in lakh)	Due Date for Payment	Type (Principal / Interest)	Status
10.04% Secured redeemable non-convertible debenture (ISIN- INE614X07274)	3.23	06 June 2022	Interest	Not yet due
	3.13	06 July 2022	Interest	Not yet due
	3.23	06 August 2022	Interest	Not yet due
	3.23	06 September 2022	Interest	Not yet due
	3.13	06 October 2022	Interest	Not yet due
	3.23	06 November 2022	Interest	Not yet due
	3.13	06 December 2022	Interest	Not yet due
	3.23	06 January 2023	Interest	Not yet due
	3.23	06 February 2023	Interest	Not yet due
	2.92	06 March 2023	Interest	Not yet due
	3.23	06 April 2023	Interest	Not yet due
	3.12	06 May 2023	Interest	Not yet due
	3.22	06 June 2023	Interest	Not yet due
	3.12	06 July 2023	Interest	Not yet due
	3.22	06 August 2023	Interest	Not yet due
	3.22	06 September 2023	Interest	Not yet due
	3.12	06 October 2023	Interest	Not yet due
	3.22	06 November 2023	Interest	Not yet due
	3.12	06 December 2023	Interest	Not yet due
	3.22	06 January 2024	Interest	Not yet due
	3.22	06 February 2024	Interest	Not yet due
	3.02	06 March 2024	Interest	Not yet due
	3.23	06 April 2024	Interest	Not yet due
	3.13	06 May 2024	Interest	Not yet due
	3.23	06 June 2024	Interest	Not yet due
	3.13	06 July 2024	Interest	Not yet due
	3.23	06 August 2024	Interest	Not yet due
	3.23	06 September 2024	Interest	Not yet due
10.52% Secured redeemable non-convertible debenture (ISIN- INE614X07282)	1,180.99	06 September 2024	Principal	Not yet due
	124.24	06 September 2021	Interest	Not yet due
	124.24	06 September 2022	Interest	Not yet due
	124.09	06 September 2023	Interest	Not yet due
	124.39	06 September 2024	Interest	Not yet due
Non-convertible debentures redeemable at premium (ISIN- INE614X07290)	103.62	06 September 2024	Principal	Not yet due
	67.18	06 September 2024	Premium on redemption	Not yet due
9.00 % Secured redeemable non-convertible debenture (ISIN- INE614X07308)	50,000.00	17 December 2020	Principal	Not yet due
	1,109.59	17 December 2020	Interest	Not yet due

G **Debt service coverage ratio:**
Not Applicable being a Non-Banking Financial Company registered with Reserve Bank of India.

H **Interest service coverage ratio:**
Not Applicable being a Non-Banking Financial Company registered with Reserve Bank of India.

I **Outstanding redeemable preference share (Quantity and Value)**
Not applicable.

J **Capital redemption reserve/debenture redemption reserve:**
Not Applicable being a Non-Banking Financial Company registered with Reserve Bank of India.

K **Net Worth for the half year ended on 30 September 2020 : ₹ 4,27,222.43 lakhs**

WALKER CHANDIOK & Co LLP MUMBAI CHARTERED ACCOUNTANTS

Dhani Loans And Services Ltd. Formerly Known as Indiabulls Consumer Finance Ltd.

Walker Chandiok &Co LLP

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Independent Auditor's Review Report on Standalone Unaudited Half-Yearly Financial Results of the Company Pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Dhani Loans and Services Limited (formerly known as Indiabulls Consumer Finance Limited)

1. We have reviewed the accompanying statement of standalone unaudited financial results ('the Statement') of **Dhani Loans and Services Limited (formerly known as Indiabulls Consumer Finance Limited)** ('the Company') for the half year ended 30 September 2020, being submitted by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.

2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

WALKER CHANDIOK & CO LLP * MUMBAI * CHARTERED ACCOUNTANTS

Dhani Loans and Services Limited (formerly known as Indiabulls Consumer Finance Limited)
Independent Auditor's Review Report on Standalone Unaudited Half-Yearly Financial Results of the Company Pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

Emphasis of Matter – Effects of COVID 19 pandemic

5. We draw attention to note 5 of the accompanying Statement, which describes the uncertainties relating to COVID-19 pandemic on the Company's standalone operations that are dependent on future developments and the consequential impact thereof on the impairment assessment of financial assets outstanding as at 30 September 2020. Our conclusion is not modified in respect of this matter.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No:001076N/N500013

Khushroo B. Panthaky
Partner
Membership No:042423

UDIN:20042423AAAAIS3483

Place: Mumbai
Date: 11 November 2020

dhani loans & services

Dhani Loans and Services Limited

(Formerly known as Indiabulls Consumer Finance Limited)

(CIN: U74899DL1994PLC062407)

Statement of Unaudited Standalone Financial Results for the six months ended 30 September 2020

(Amount in ₹ Lakh)

Statement of Unaudited Standalone Profit and Loss for the six months ended 30 September 2020

	Particulars	For six months ended		For year ended
		30 September 2020	30 September 2019	31 March 2020
		(Unaudited)	(Unaudited)	(Audited)
1	**Revenue from operations**			
	Interest income	50,208.21	1,00,501.43	1,75,944.98
	Dividend income	-	-	4,934.94
	Fees and commission income	1,738.70	3,830.12	9,138.64
	Net gain on fair value changes	1,258.25	1,294.30	-
	Net gain on derecogntion of financial assets	12,998.35	21,788.54	61,669.04
	Total revenue from operations	**66,203.51**	**1,27,414.39**	**2,51,687.60**
2	Other income	2,426.15	-	-
3	**Total income (1+2)**	**68,629.66**	**1,27,414.39**	**2,51,687.60**
4	**Expenses**			
	Finance costs	24,477.92	40,571.61	73,966.08
	Net loss on fair value changes	-	-	1,415.20
	Impairment on financial assets	4,424.90	13,812.10	81,625.21
	Employee benefits expense	13,160.94	22,590.10	41,784.53
	Depreciation and amortisation	3,845.78	3,529.08	7,802.00
	Other expenses	11,270.21	19,952.98	40,133.55
	Total expenses	**57,179.75**	**1,00,455.87**	**2,46,726.57**
5	**Profit before tax (3-4)**	**11,449.91**	**26,958.52**	**4,961.03**
6	**Tax expense:**			
	a) Current tax	7,092.38	4,545.26	1,186.31
	b) Deferred tax (credit)/charge	(3,690.79)	2,096.93	(1,650.74)
	Total tax expense	**3,401.59**	**6,642.19**	**(464.43)**
7	**Net profit after tax (5-6)**	**8,048.32**	**20,316.33**	**5,425.46**
8	**Other comprehensive income**			
	i. Items that will not be reclassified to profit or loss	488.45	(137.92)	(85.81)
	ii. Income tax relating to items that will not be reclassified to profit or loss	(122.93)	34.71	21.60
	iii. Items that will be reclassified to profit or loss	(159.00)	1,579.84	1,059.00
	iv. Income tax relating to items that will be reclassified to profit or loss	40.02	(397.61)	(266.53)
	Total other comprehensive income	**246.54**	**1,079.02**	**728.26**
9	**Total comprehensive income (7+8)**	**8,294.86**	**21,395.35**	**6,153.72**
10	Paid-up equity share capital (face value of ₹ 10 each per equity share)	6,118.80	6,118.80	6,118.80
11	Other equity as per Statement of Assets and Liabilities			4,17,654.95
12	Earnings per share (EPS) (face value of ₹ 10 each per equity share)			
	*(EPS for the six months not annualised)			
	- Basic (amount in ₹)	13.15*	33.20*	8.87
	- Diluted (amount in ₹)	13.15*	33.20*	8.87

WALKER CHANDIOK & Co LLP * CHARTERED ACCOUNTANTS * MUMBAI

Dhani Loans And Services Ltd. Formerly Known as Indiabulls Consumer Finance Ltd. *

Notes to the Unaudited Standalone Financial Results:

Note 1 : Statement of Standalone Assets and Liabilities as at 30 September 2020

(Amount in ₹ Lakh)

	Particulars	As at 30 September 2020 (Unaudited)	As at 31 March 2020 (Audited)
A	**ASSETS**		
1	**Financial assets**		
	Cash and cash equivalents	66,672.47	1,96,686.93
	Other bank balances	31,213.87	33,798.54
	Loans	4,98,079.48	4,17,954.54
	Investment	1,70,881.46	1,93,991.46
	Other financial assets	72,502.91	52,199.87
	Total financial assets	**8,39,350.19**	**8,94,631.34**
2	**Non-financial assets**		
	Current tax assets (net)	3,775.95	9,093.74
	Deferred tax assets (net)	8,406.95	4,799.08
	Property, plant and equipment	6,232.02	6,308.34
	Right-of-use assets	14,364.57	22,095.04
	Intangible assets under development	97.12	542.56
	Other intangible assets	4,023.11	4,879.56
	Other non-financial assets	16,969.97	12,031.36
	Total non-financial assets	**53,869.69**	**59,749.68**
	Total Assets	**8,93,219.88**	**9,54,381.02**
B	LIABILITIES AND EQUITY		
	LIABILITIES		
1	**Financial liabilities**		
	Payables		
	Trade payables		
	(i) Dues of micro enterprises and small enterprises	-	-
	(ii) Other than micro enterprises and small enterprises	6,926.81	6,323.52
	Other payables		
	(i) Dues of micro enterprises and small enterprises	-	-
	(ii) Other than micro enterprises and small enterprises	5,019.37	3,009.50
	Debt securities	1,29,479.72	79,677.24
	Borrowings (other than debt securities)	2,71,860.68	3,95,620.33
	Lease liabilities	15,850.97	23,343.26
	Others financial liabilities	29,765.54	15,827.93
	Total financial liabilities	**4,58,903.09**	**5,23,801.78**
2	**Non-financial liabilities**		
	Provisions	1,949.66	2,441.36
	Other non-financial liabilities	1,910.48	4,364.13
	Total non-financial liabilities	**3,860.14**	**6,805.49**
3	**EQUITY**		
	Equity share capital	6,118.80	6,118.80
	Other equity	4,24,337.85	4,17,654.95
	Total equity	**4,30,456.65**	**4,23,773.75**
	Total liabilities and equity	**8,93,219.88**	**9,54,381.02**

WALKER CHANDIOK & Co LLP MUMBAI CHARTERED ACCOUNTANTS

Dhani Loans And Services Ltd. Formerly known as Indiabulls Consumer Finance Ltd.

2 These unaudited standalone financial results of Dhani Loans and Services Limited (formerly known as Indiabulls Consumer Finance Limited) ('DLSL', 'the Company') for the six months ended 30 September 2020 have been reviewed by the Audit Committee and subsequently approved at the meeting of the Board of Directors held on 11 November 2020. These results have been prepared in accordance with the requirement of Regulation 52 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended).

3 The Chief Operating Decision Maker ("CODM") reviews operations and makes allocation of resources at the Company level. Therefore, operations of the Company fall under "finance and allied activities" business only, which is considered to be the only reportable segment in accordance with the provision of Ind AS 108 - "Operating Segment".

4 During the six months ended 30 September 2020, the Company has further acquired remaining 58% stake in Transerv Limited (formerly Transerv Private Limited) making it a wholly owned subsidiary of the Company.

5 COVID-19, a global pandemic, has contributed to a significant decline and volatility in global and Indian markets and a significant decrease in economic activity. The Company's businesses are expected to be impacted by lower lending opportunities and decline in collection efficiencies. The Company's capital and liquidity position remains strong and would continue to be the focus area for the Company.

Further pursuant to Reserve Bank of India's circulars dated 27 March 2020, 17 April 2020 and 23 May 2020, respectively, allowing lending institutions to offer moratorium to borrowers, the Company had extended moratorium to its borrowers in accordance with their Board approved policies. The Company has estimated expected credit losses based on information available at this point in time to reflect, among other things, the deterioration in macro-economic factors. Given the dynamic nature of the pandemic situation, these estimates are based on early indicators, subject to uncertainty and may be effected by the severity and duration of the pandemic, including government and regulatory measures and its effect on economy, the businesses and the financial metrics of the Company. The actual outcome could be different from that estimated by the Company. However, the impact assessment of COVID-19 is a continuing process and the Company will continue to monitor any material changes to future economic conditions.

6 During the six months ended 30 September 2020, the Company has issued and allotted non-convertible debentures as follows:

Particulars	Amount (₹ in lakh)	Date of issue	Date of listing	
			NSE	BSE
Non-convertible debentures ('NCDs')- Privately placed*	50,000.00	18 September 2020	01 October 2020	06 October 2020

* These NCDs are secured by way of first ranking pari passu charge by way of hypothecation on all the current assets(including investments) of the DLSL (both present and future) and current and future loan assets of the DLSL and all monies receivable thereunder, such that with a minimum security cover of 1.25 times is maintained till the Maturity/Redemption of the Debentures from its standard assets loan portfolio.

7 The name of the Company has been changed from 'Indiabulls Consumer Finance Limited' to 'Dhani Loans and Services Limited' with effect from 7 July 2020 in order to align the name of the Company with its consumer brand Dhani.

8 The Hon'ble Supreme Court of India through an interim order dated 3 September 2020 (Public Interest Litigation (PIL) by Gajendra Sharma Vs Union of India & ANR), has directed that accounts which were not declared NPA till 31 August 2020 shall not be declared as NPA till further orders. Basis the said interim order, the Company has not classified any account as NPA, as per RBI norms, after 31 August 2020 which was not NPA as of 31 August 2020. The Company continues to hold provisions towards such borrower accounts as if these accounts were classified as impaired (Stage3) as per the Ind AS 109 as at 30 September 2020. The Company has made additional provisions towards such borrower accounts at rates applicable to Stage 3 cases as per Ind AS 109 as at 30 September 2020.

Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi - 110001
(CIN: U74899DL1994PLC062407)

For and on behalf of Board of Directors

Pinank Shah
CEO & Whole Time Director

Place : Mumbai
Date : 11 November 2020

Dhani Loans And Services Ltd. (Formerly known as Indiabulls Consumer Finance Ltd.)

WALKER CHANDIOK & CO LLP MUMBAI CHARTERED ACCOUNTANTS

Additional disclosures as per regulation 52 (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

A Credit Rating of the Debentures and change in Credit Rating (if any):

CARE Ratings Limited	Public Issue Non convertible debenture CARE AA- ; Stable [Double A Minus; Outlook: Stable] Privately Placed Non convertible debenture CARE AA- ; Stable [Double A Minus; Outlook: Stable]

B Asset Cover available, in case of non-convertible debt securities:
Not applicable being a Non-Banking Financial Company registered with Reserve Bank of India.

C Debt-Equity Ratio as on 30 September 2020: 0.94 times

D Previous due date for the payment of interest and whether the same has been paid or not for the year ended on 30 September 2020 are as under:

Details of non-convertible debenture	Due Date for Payment of Interest	Date of Payment of Interest
10.75% Secured redeemable non-convertible debenture (ISIN- INE614X07027)	08 March 2020	07 March 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07035)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
10.40% Secured redeemable non-convertible debenture (ISIN- INE614X07043)	08 April 2019	07 June 2019
	08 May 2019	08 May 2019
	08 June 2019	07 June 2019
	08 July 2019	06 July 2019
	08 August 2019	08 August 2019
	08 September 2019	07 September 2019
	08 October 2019	07 October 2019
	08 November 2019	08 November 2019
	08 December 2019	06 December 2019
	08 January 2020	07 January 2020
	08 February 2020	06 February 2020
	08 March 2020	07 March 2020
	08 April 2020	04 April 2020
	08 May 2020	06 May 2020
	08 June 2020	06 June 2020
	08 July 2020	07 July 2020
	08 August 2020	07 August 2020
	08 September 2020	07 September 2020
10.90% Secured redeemable non-convertible debenture (ISIN- INE614X07050)	08 March 2020	07 March 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07068)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
10.50% Secured redeemable non-convertible debenture (ISIN- INE614X07076)	08 April 2019	07 June 2019
	08 May 2019	08 May 2019
	08 June 2019	07 June 2019
	08 July 2019	06 July 2019
	08 August 2019	08 August 2019
	08 September 2019	07 September 2019
	08 October 2019	07 October 2019
	08 November 2019	08 November 2019
	08 December 2019	06 December 2019
	08 January 2020	07 January 2020
	08 February 2020	06 February 2020
	08 March 2020	07 March 2020
	08 April 2020	04 April 2020
	08 May 2020	06 May 2020
	08 June 2020	06 June 2020
	08 July 2020	07 July 2020
	08 August 2020	07 August 2020
	08 September 2020	07 September 2020

WALKER CHANDIOK & CO LLP MUMBAI CHARTERED ACCOUNTANTS

Dhani Loans And Services Ltd. Formaly Known as Indiabulls Consumer Finance Ltd.

11.00% Secured redeemable non-convertible debenture (ISIN- INE614X07084)	08 March 2020	07 March 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07092)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07126)	31 July 2020	31 July 2020
10.27% Secured redeemable non-convertible debenture (ISIN- INE614X07134)	27 June 2020	26 June 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07142)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
9.95% Secured redeemable non-convertible debenture (ISIN- INE614X07159)	27 July 2019	26 July 2019
	27 August 2019	27 August 2019
	27 September 2019	27 September 2019
	27 October 2019	25 October 2019
	27 November 2019	26 November 2019
	27 December 2019	26 December 2019
	27 January 2020	24 January 2020
	27 February 2020	26 February 2020
	27 March 2020	26 March 2020
	27 April 2020	24 April 2020
	27 May 2020	26 May 2020
	27 June 2020	26 June 2020
	27 July 2020	24 July 2020
	27 August 2020	26 August 2020
	27 September 2020	24 September 2020
10.41% Secured redeemable non-convertible debenture (ISIN- INE614X07167)	27 June 2020	26 June 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07175)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
10.13% Secured redeemable non-convertible debenture (ISIN- INE614X07183)	27 July 2019	26 July 2019
	27 August 2019	27 August 2019
	27 September 2019	27 September 2019
	27 October 2019	25 October 2019
	27 November 2019	26 November 2019
	27 December 2019	26 December 2019
	27 January 2020	24 January 2020
	27 February 2020	26 February 2020
	27 March 2020	26 March 2020
	27 April 2020	24 April 2020
	27 May 2020	26 May 2020
	27 June 2020	26 June 2020
	27 July 2020	24 July 2020
	27 August 2020	26 August 2020
	27 September 2020	24 September 2020
10.61% Secured redeemable non-convertible debenture (ISIN- INE614X07191)	27 June 2020	26 June 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07209)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07217)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
10.12% Secured redeemable non-convertible debenture (ISIN- INE614X07225)	06 September 2020	05 September 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07233)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
9.81% Secured redeemable non-convertible debenture (ISIN- INE614X07241)	06 October 2019	05 October 2019
	06 November 2019	05 November 2019
	06 December 2019	05 December 2019
	06 January 2020	04 January 2020
	06 February 2020	05 February 2020
	06 March 2020	05 March 2020
	06 April 2020	04 April 2020
	06 May 2020	05 May 2020
	06 June 2020	06 June 2020
	06 July 2020	04 July 2020
	06 August 2020	05 August 2020
	06 September 2020	05 September 2020

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10.27% Secured redeemable non-convertible debenture (ISIN- INE614X07258)	06 September 2020	05 September 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07266)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
10.04% Secured redeemable non-convertible debenture (ISIN- INE614X07274)	06 October 2019	05 October 2019
	06 November 2019	05 November 2019
	06 December 2019	05 December 2019
	06 January 2020	04 January 2020
	06 February 2020	05 February 2020
	06 March 2020	05 March 2020
	06 April 2020	04 April 2020
	06 May 2020	05 May 2020
	06 June 2020	06 June 2020
	06 July 2020	04 July 2020
	06 August 2020	05 August 2020
	06 September 2020	05 September 2020
10.52% Secured redeemable non-convertible debenture (ISIN- INE614X07282)	06 September 2020	05 September 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07290)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
9.00 % Secured redeemable non-convertible debenture (ISIN- INE614X07308)	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020

E Previous due date for the payment of principal and whether the same has been paid or not for the year ended 30 September 2020 are as under:

Details of Non-Convertible Debenture	Principal amount (₹ in lakh)	Due Date for Payment	Date of Payment
10.75% Secured redeemable non-convertible debenture (ISIN- INE614X07027)	37,747.10	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07035)	2,465.79		
10.40% Secured redeemable non-convertible debenture (ISIN- INE614X07043)	3,249.81		
10.90% Secured redeemable non-convertible debenture (ISIN- INE614X07050)	7,553.69		
Non-convertible debentures redeemable at premium (ISIN- INE614X07068)	2,358.42		
10.50% Secured redeemable non-convertible debenture (ISIN- INE614X07076)	4,700.84		
11.00% Secured redeemable non-convertible debenture (ISIN- INE614X07084)	2,607.12		
Non-convertible debentures redeemable at premium (ISIN- INE614X07092)	1,937.76		
Non-convertible debentures redeemable at premium (ISIN- INE614X07126)	1,241.54	31 July 2020	31 July 2020
10.27% Secured redeemable non-convertible debenture (ISIN- INE614X07134)	718.22	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07142)	348.00		
9.95% Secured redeemable non-convertible debenture (ISIN- INE614X07159)	1,237.09		
10.41% Secured redeemable non-convertible debenture (ISIN- INE614X07167)	1,220.95		
Non-convertible debentures redeemable at premium (ISIN- INE614X07175)	427.80		
10.13% Secured redeemable non-convertible debenture (ISIN- INE614X07183)	1,564.25		
10.61% Secured redeemable non-convertible debenture (ISIN- INE614X07191)	1,280.03		
Non-convertible debentures redeemable at premium (ISIN- INE614X07209)	438.56		
Non-convertible debentures redeemable at premium (ISIN- INE614X07217)	5,903.47		

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10.12% Secured redeemable non-convertible debenture (ISIN- INE614X07225)	121.29	Not applicable during year ended 30 September 2020	Not applicable during year ended 30 September 2020
Non-convertible debentures redeemable at premium (ISIN- INE614X07233)	48.10		
9.81% Secured redeemable non-convertible debenture (ISIN- INE614X07241)	297.04		
10.27% Secured redeemable non-convertible debenture (ISIN- INE614X07258)	224.70		
Non-convertible debentures redeemable at premium (ISIN- INE614X07266)	85.56		
10.04% Secured redeemable non-convertible debenture (ISIN- INE614X07274)	379.07		
10.52% Secured redeemable non-convertible debenture (ISIN- INE614X07282)	1,180.99		
Non-convertible debentures redeemable at premium (ISIN- INE614X07290)	103.62		
9.00 % Secured redeemable non-convertible debenture (ISIN- INE614X07308)	50,000.00		

F **Next due date and amount for the payment of interest/ Principal along with the amount of interest and the redemption amount of non-convertible debentures:**

Details of Non-Convertible Debenture	Principal amount/ interest amount (₹ in lakh)	Due Date for Payment	Type (Principal / Interest)	Status
10.75% Secured redeemable non-convertible debenture (ISIN- INE614X07027)	37,747.10	08 May 2021	Principal	Not yet due
	4,057.81	08 March 2021	Interest	Not yet due
	678.16	08 May 2021	Interest	Not yet due
Non-convertible debentures redeemable at premium (ISIN- INE614X07035)	2,465.79	08 May 2021	Principal	Not yet due
	611.57	08 May 2021	Premium on redemption	Not yet due
10.40% Secured redeemable non-convertible debenture (ISIN- INE614X07043)	3,249.81	08 May 2022	Principal	Not yet due
	27.78	08 October 2020	Interest	Not yet due
	28.71	08 November 2020	Interest	Not yet due
	27.78	08 December 2020	Interest	Not yet due
	28.71	08 January 2021	Interest	Not yet due
	28.71	08 February 2021	Interest	Not yet due
	25.93	08 March 2021	Interest	Not yet due
	28.71	08 April 2021	Interest	Not yet due
	27.78	08 May 2021	Interest	Not yet due
	28.71	08 June 2021	Interest	Not yet due
	27.78	08 July 2021	Interest	Not yet due
	28.71	08 August 2021	Interest	Not yet due
	28.71	08 September 2021	Interest	Not yet due
	27.78	08 October 2021	Interest	Not yet due
	28.71	08 November 2021	Interest	Not yet due
	27.78	08 December 2021	Interest	Not yet due
	28.71	08 January 2022	Interest	Not yet due
	28.71	08 February 2022	Interest	Not yet due
	25.93	08 March 2022	Interest	Not yet due
	28.71	08 April 2022	Interest	Not yet due
	27.78	08 May 2022	Interest	Not yet due
10.90% Secured redeemable non-convertible debenture (ISIN- INE614X07050)	7,553.69	08 May 2022	Principal	Not yet due
	823.35	08 March 2021	Interest	Not yet due
	823.35	08 March 2022	Interest	Not yet due
	137.60	08 May 2022	Interest	Not yet due
Non-convertible debentures redeemable at premium (ISIN- INE614X07035)	2,358.42	08 May 2022	Principal	Not yet due
	915.77	08 May 2022	Premium on redemption	Not yet due

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10.50% Secured redeemable non-convertible debenture (ISIN- INE614X07076)	4,700.84	08 March 2024	Principal	Not yet due
	40.57	08 October 2020	Interest	Not yet due
	41.92	08 November 2020	Interest	Not yet due
	40.57	08 December 2020	Interest	Not yet due
	41.92	08 January 2021	Interest	Not yet due
	41.92	08 February 2021	Interest	Not yet due
	37.86	08 March 2021	Interest	Not yet due
	41.92	08 April 2021	Interest	Not yet due
	40.57	08 May 2021	Interest	Not yet due
	41.92	08 June 2021	Interest	Not yet due
	40.57	08 July 2021	Interest	Not yet due
	41.92	08 August 2021	Interest	Not yet due
	41.92	08 September 2021	Interest	Not yet due
	40.57	08 October 2021	Interest	Not yet due
	41.92	08 November 2021	Interest	Not yet due
	40.57	08 December 2021	Interest	Not yet due
	41.92	08 January 2022	Interest	Not yet due
	41.92	08 February 2022	Interest	Not yet due
	37.86	08 March 2022	Interest	Not yet due
	41.92	08 April 2022	Interest	Not yet due
	40.57	08 May 2022	Interest	Not yet due
	41.92	08 June 2022	Interest	Not yet due
	40.57	08 July 2022	Interest	Not yet due
	41.92	08 August 2022	Interest	Not yet due
	41.92	08 September 2022	Interest	Not yet due
	40.57	08 October 2022	Interest	Not yet due
	41.92	08 November 2022	Interest	Not yet due
	40.57	08 December 2022	Interest	Not yet due
	41.92	08 January 2023	Interest	Not yet due
	41.92	08 February 2023	Interest	Not yet due
	37.86	08 March 2023	Interest	Not yet due
	41.89	08 April 2023	Interest	Not yet due
	40.46	08 May 2023	Interest	Not yet due
	41.81	08 June 2023	Interest	Not yet due
	40.46	08 July 2023	Interest	Not yet due
	41.81	08 August 2023	Interest	Not yet due
	41.81	08 September 2023	Interest	Not yet due
	40.46	08 October 2023	Interest	Not yet due
	41.81	08 November 2023	Interest	Not yet due
	40.46	08 December 2023	Interest	Not yet due
	41.81	08 January 2024	Interest	Not yet due
	41.81	08 February 2024	Interest	Not yet due
	39.11	08 March 2024	Interest	Not yet due
11.00% Secured redeemable non-convertible debenture (ISIN- INE614X07084)	2,607.12	08 March 2024	Principal	Not yet due
	286.78	08 March 2021	Interest	Not yet due
	286.78	08 March 2022	Interest	Not yet due
	286.78	08 March 2023	Interest	Not yet due
	286.83	08 March 2024	Interest	Not yet due
Non-convertible debentures redeemable at premium (ISIN- INE614X07092)	1,937.76	08 March 2024	Principal	Not yet due
	1,329.81	08 March 2024	Premium on redemption	Not yet due
10.27% Secured redeemable non-convertible debenture (ISIN- INE614X07134)	718.22	27 June 2021	Principal	Not yet due
	73.76	27 June 2021	Interest	Not yet due
Non-convertible debentures redeemable at premium (ISIN- INE614X07142)	348.00	27 June 2021	Principal	Not yet due
	75.11	27 June 2021	Premium on redemption	Not yet due

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9.95% Secured redeemable non-convertible debenture (ISIN- INE614X07159)	1,237.09	27 June 2022	Principal	Not yet due
	10.12	27 October 2020	Interest	Not yet due
	10.45	27 November 2020	Interest	Not yet due
	10.12	27 December 2020	Interest	Not yet due
	10.45	27 January 2021	Interest	Not yet due
	10.45	27 February 2021	Interest	Not yet due
	9.44	27 March 2021	Interest	Not yet due
	10.45	27 April 2021	Interest	Not yet due
	10.12	27 May 2021	Interest	Not yet due
	10.45	27 June 2021	Interest	Not yet due
	10.12	27 July 2021	Interest	Not yet due
	10.45	27 August 2021	Interest	Not yet due
	10.45	27 September 2021	Interest	Not yet due
	10.12	27 October 2021	Interest	Not yet due
	10.45	27 November 2021	Interest	Not yet due
	10.12	27 December 2021	Interest	Not yet due
	10.45	27 January 2022	Interest	Not yet due
	10.45	27 February 2022	Interest	Not yet due
	9.44	27 March 2022	Interest	Not yet due
	10.45	27 April 2022	Interest	Not yet due
	10.12	27 May 2022	Interest	Not yet due
	10.45	27 June 2022	Interest	Not yet due
10.41% Secured redeemable non-convertible debenture (ISIN- INE614X07167)	1,220.95	27 June 2022	Principal	Not yet due
	127.10	27 June 2021	Interest	Not yet due
	127.10	27 June 2022	Interest	Not yet due
Non-convertible debentures redeemable at premium (ISIN- INE614X07175)	427.80	27 June 2022	Principal	Not yet due
	147.99	27 June 2022	Premium on redemption	Not yet due
10.13% Secured redeemable non-convertible debenture (ISIN- INE614X07183)	1,564.25	27 June 2024	Principal	Not yet due
	13.02	27 October 2020	Interest	Not yet due
	13.46	27 November 2020	Interest	Not yet due
	13.02	27 December 2020	Interest	Not yet due
	13.46	27 January 2021	Interest	Not yet due
	13.46	27 February 2021	Interest	Not yet due
	12.16	27 March 2021	Interest	Not yet due
	13.46	27 April 2021	Interest	Not yet due
	13.02	27 May 2021	Interest	Not yet due
	13.46	27 June 2021	Interest	Not yet due
	13.02	27 July 2021	Interest	Not yet due
	13.46	27 August 2021	Interest	Not yet due
	13.46	27 September 2021	Interest	Not yet due
	13.02	27 October 2021	Interest	Not yet due
	13.46	27 November 2021	Interest	Not yet due
	13.02	27 December 2021	Interest	Not yet due
	13.46	27 January 2022	Interest	Not yet due
	13.46	27 February 2022	Interest	Not yet due
	12.16	27 March 2022	Interest	Not yet due
	13.46	27 April 2022	Interest	Not yet due
	13.02	27 May 2022	Interest	Not yet due
	13.46	27 June 2022	Interest	Not yet due
	13.02	27 July 2022	Interest	Not yet due
	13.46	27 August 2022	Interest	Not yet due
	13.46	27 September 2022	Interest	Not yet due
	13.02	27 October 2022	Interest	Not yet due
	13.46	27 November 2022	Interest	Not yet due

WALKER CHANDIOK & Co LLP MUMBAI CHARTERED ACCOUNTANTS

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	13.02	27 December 2022	Interest	Not yet due
	13.46	27 January 2023	Interest	Not yet due
	13.46	27 February 2023	Interest	Not yet due
	12.16	27 March 2023	Interest	Not yet due
	13.43	27 April 2023	Interest	Not yet due
	12.99	27 May 2023	Interest	Not yet due
	13.42	27 June 2023	Interest	Not yet due
	12.99	27 July 2023	Interest	Not yet due
	13.42	27 August 2023	Interest	Not yet due
	13.42	27 September 2023	Interest	Not yet due
	12.99	27 October 2023	Interest	Not yet due
	13.42	27 November 2023	Interest	Not yet due
	12.99	27 December 2023	Interest	Not yet due
	13.42	27 January 2024	Interest	Not yet due
	13.42	27 February 2024	Interest	Not yet due
	12.56	27 March 2024	Interest	Not yet due
	13.45	27 April 2024	Interest	Not yet due
	13.02	27 May 2024	Interest	Not yet due
	13.46	27 June 2024	Interest	Not yet due
10.61% Secured redeemable non-convertible debenture (ISIN- INE614X07191)	1,280.03	27 June 2024	Principal	Not yet due
	135.81	27 June 2021	Interest	Not yet due
	135.81	27 June 2022	Interest	Not yet due
	135.72	27 June 2023	Interest	Not yet due
	135.90	27 June 2024	Interest	Not yet due
Non-convertible debentures redeemable at premium (ISIN- INE614X07209)	438.56	27 June 2024	Principal	Not yet due
	287.62	27 June 2024	Premium on redemption	Not yet due
Non-convertible debentures redeemable at premium (ISIN- INE614X07217)	5,903.47	10 October 2020	Principal	Not yet due
	649.97	10 October 2020	Premium on redemption	Not yet due
10.12% Secured redeemable non-convertible debenture (ISIN- INE614X07225)	121.29	06 September 2021	Principal	Not yet due
	12.27	06 September 2021	Interest	Not yet due
Non-convertible debentures redeemable at premium (ISIN- INE614X07233)	48.10	06 September 2021	Principal	Not yet due
	10.22	06 September 2021	Premium on redemption	Not yet due
9.81% Secured redeemable non-convertible debenture (ISIN- INE614X07241)	297.04	06 September 2022	Principal	Not yet due
	2.40	06 October 2020	Interest	Not yet due
	2.47	06 November 2020	Interest	Not yet due
	2.40	06 December 2020	Interest	Not yet due
	2.47	06 January 2021	Interest	Not yet due
	2.47	06 February 2021	Interest	Not yet due
	2.24	06 March 2021	Interest	Not yet due
	2.47	06 April 2021	Interest	Not yet due
	2.40	06 May 2021	Interest	Not yet due
	2.47	06 June 2021	Interest	Not yet due
	2.40	06 July 2021	Interest	Not yet due
	2.47	06 August 2021	Interest	Not yet due
	2.47	06 September 2021	Interest	Not yet due
	2.40	06 October 2021	Interest	Not yet due
	2.47	06 November 2021	Interest	Not yet due
	2.40	06 December 2021	Interest	Not yet due
	2.47	06 January 2022	Interest	Not yet due
	2.47	06 February 2022	Interest	Not yet due
	2.24	06 March 2022	Interest	Not yet due
	2.47	06 April 2022	Interest	Not yet due
	2.40	06 May 2022	Interest	Not yet due
	2.47	06 June 2022	Interest	Not yet due
	2.40	06 July 2022	Interest	Not yet due
	2.47	06 August 2022	Interest	Not yet due
	2.47	06 September 2022	Interest	Not yet due
10.27% Secured redeemable non-convertible debenture (ISIN- INE614X07258)	224.70	06 September 2022	Principal	Not yet due
	23.08	06 September 2021	Interest	Not yet due
	23.08	06 September 2022	Interest	Not yet due

Non-convertible debentures redeemable at premium (ISIN- INE614X07266)	85.56	06 September 2022	Principal	Not yet due
	29.13	06 September 2022	Premium on redemption	Not yet due
10.04% Secured redeemable non-convertible debenture (ISIN- INE614X07274)	379.07	06 September 2024	Principal	Not yet due
	3.13	06 October 2020	Interest	Not yet due
	3.23	06 November 2020	Interest	Not yet due
	3.13	06 December 2020	Interest	Not yet due
	3.23	06 January 2021	Interest	Not yet due
	3.23	06 February 2021	Interest	Not yet due
	2.92	06 March 2021	Interest	Not yet due
	3.23	06 April 2021	Interest	Not yet due
	3.13	06 May 2021	Interest	Not yet due
	3.23	06 June 2021	Interest	Not yet due
	3.13	06 July 2021	Interest	Not yet due
	3.23	06 August 2021	Interest	Not yet due
	3.23	06 September 2021	Interest	Not yet due
	3.13	06 October 2021	Interest	Not yet due
	3.23	06 November 2021	Interest	Not yet due
	3.13	06 December 2021	Interest	Not yet due
	3.23	06 January 2022	Interest	Not yet due
	3.23	06 February 2022	Interest	Not yet due
	2.92	06 March 2022	Interest	Not yet due
	3.23	06 April 2022	Interest	Not yet due
	3.13	06 May 2022	Interest	Not yet due
	3.23	06 June 2022	Interest	Not yet due
	3.13	06 July 2022	Interest	Not yet due
	3.23	06 August 2022	Interest	Not yet due
	3.23	06 September 2022	Interest	Not yet due
	3.13	06 October 2022	Interest	Not yet due
	3.23	06 November 2022	Interest	Not yet due
	3.13	06 December 2022	Interest	Not yet due
	3.23	06 January 2023	Interest	Not yet due
	3.23	06 February 2023	Interest	Not yet due
	2.92	06 March 2023	Interest	Not yet due
	3.23	06 April 2023	Interest	Not yet due
	3.12	06 May 2023	Interest	Not yet due
	3.22	06 June 2023	Interest	Not yet due
	3.12	06 July 2023	Interest	Not yet due
	3.22	06 August 2023	Interest	Not yet due
	3.22	06 September 2023	Interest	Not yet due
	3.12	06 October 2023	Interest	Not yet due
	3.22	06 November 2023	Interest	Not yet due
	3.12	06 December 2023	Interest	Not yet due
	3.22	06 January 2024	Interest	Not yet due
	3.22	06 February 2024	Interest	Not yet due
	3.02	06 March 2024	Interest	Not yet due
	3.23	06 April 2024	Interest	Not yet due
	3.13	06 May 2024	Interest	Not yet due
	3.23	06 June 2024	Interest	Not yet due
	3.13	06 July 2024	Interest	Not yet due
	3.23	06 August 2024	Interest	Not yet due
	3.23	06 September 2024	Interest	Not yet due
10.52% Secured redeemable non-convertible debenture (ISIN- INE614X07282)	1,180.99	06 September 2024	Principal	Not yet due
	124.24	06 September 2021	Interest	Not yet due
	124.24	06 September 2022	Interest	Not yet due
	124.09	06 September 2023	Interest	Not yet due
	124.39	06 September 2024	Interest	Not yet due
Non-convertible debentures redeemable at premium (ISIN- INE614X07290)	103.62	06 September 2024	Principal	Not yet due
	67.18	06 September 2024	Premium on redemption	Not yet due
9.00 % Secured redeemable non-convertible debenture (ISIN- INE614X07308)	50,000.00	17 December 2020	Principal	Not yet due
	1,109.59	17 December 2020	Interest	Not yet due

WALKER CHANDIOK & Co LLP CHARTERED ACCOUNTANTS MUMBAI

Dhani Loans And Services Ltd (Formerly Known as Indiabulls ... Finance Ltd)

G Debt service coverage ratio:
Not Applicable being a Non-Banking Financial Company registered with Reserve Bank of India.

H Interest service coverage ratio:
Not Applicable being a Non-Banking Financial Company registered with Reserve Bank of India.

I Outstanding redeemable preference share (Quantity and Value)
Not applicable.

J Capital redemption reserve/debenture redemption reserve:
Not Applicable being a Non-Banking Financial Company registered with Reserve Bank of India.

K **Net Worth for the six months ended on 30 September 2020 : ₹ 4,30,456.65 lakhs**

Dhani Loans And Services Ltd. Formerly Known as Indiabulls Consumer Finance Ltd

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Independent Auditor's Review Report on Unaudited Special Purpose Interim Consolidated Financial Information of the Company for the period ended 31 December 2020

To the Board of Directors
Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited)

Introduction

1. We have reviewed the accompanying unaudited special purpose interim consolidated financial information of **Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited)** ('the Holding Company') and its subsidiaries (the Holding Company and subsidiaries together referred to as 'Group'), (refer Annexure 1 for the list of subsidiaries included in the Statement), which comprises the Statement of Profit and Loss for the nine months period ended 31 December 2020 ('the Statement'). The Statement, which is the responsibility of the Group's management and has been approved by the Holding Company's Board of Directors, has been prepared in accordance with the basis of accounting described in note 3 to the Statement. Our responsibility is to express a conclusion on the Statement based on our review.

Scope of Review

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013 ('the Act'), and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement is not prepared in all material respects, in accordance with the basis of accounting set forth in note 3 to the Statement.

Emphasis of Matter

4. We draw attention to note 5 of the accompanying Statement, which describes the uncertainties relating to COVID-19 pandemic on the Group's consolidated operations that are dependent on future developments and the consequential impact thereof on the impairment assessment of financial assets outstanding as at 31 December 2020. Our conclusion is not modified in respect of this matter.

Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited)
Independent Auditor's Review Report on Unaudited Special Purpose Interim Consolidated Financial Information of the Company for the period ended 31 December 2020

Other Matter

5. We did not review the interim information of 4 subsidiaries included in the Statement, whose interim financial information reflects total revenue of ₹ 13,538.17 lakh, total net loss after tax of ₹ 250.02 lakh and total comprehensive income of ₹ 221.90 lakh for the nine months period ended 31 December 2020, as considered in the Statement. These interim financial results have been reviewed by other auditors, whose reports have been furnished to us by the management, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the review report of such other auditors.

6. The financial information for the nine-month ended 31 December 2019 included as comparative financial information in the accompanying Statement is based on management certified information which has been approved by the Holding Company's Board of Directors, but has not been subjected to either audit or review. Our conclusion is not modified in respect of this matter.

Basis of Accounting and Restriction on distribution or use

7. We draw attention to note 3 to the Statement, which describes the basis of accounting used by the Holding Company's management for the preparation of the accompanying Statement. The Statement has been prepared in accordance with special purpose framework, solely for the purpose of inclusion in Draft Shelf Prospectus, Shelf Prospectus and Tranche Prospectus in connection with the proposed listing of debt securities through public issue on recognised stock exchanges in accordance with the provisions of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (as amended) which requires it to submit the report with the accompanying Statement to the BSE Limited and National Stock Exchange of India Limited and therefore, it may not be suitable for another purpose and accordingly should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this review report is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No:001076N/N500013

Khushroo B. Panthaky
Partner
Membership No:042423

UDIN:**21042423AAAABY3215**

Place: Mumbai
Date: 24 March 2021

Annexure 1

List of entities included in the Statement

1. Indiabulls Investment Advisors Limited
2. Indiabulls Distribution Services Limited
3. Indiabulls Alternate Investments Limited
4. Transerv Limited (formerly Transerv Private Limited)

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dhani loans & services

Dhani Loans and Services Limited
(Formerly known as Indiabulls Consumer Finance Limited)
(CIN: U74899DL1994PLC062407)
Statement of Unaudited Special Purpose Interim Consolidated Financial Information
for the nine months ended 31 December 2020

(Amount in ₹ million)

	Particulars	For nine months ended 31 December 2020 (Unaudited)	For nine months ended 31 December 2019 (Unaudited)	For year ended 31 March 2020 (Audited)
1	**Revenue from operations**			
	Interest income	7,405.52	14,791.95	18,219.75
	Dividend income	-	493.49	493.49
	Fees and commission income	1,152.62	1,170.69	1,897.55
	Net gain on fair value changes	223.39	-	12.56
	Net gain on derecognition of financial assets	999.16	4,727.53	6,166.90
	Total revenue from operations	**9,780.69**	**21,183.66**	**26,790.25**
2	Other income	186.42	19.02	46.56
3	**Total income (1+2)**	**9,967.11**	**21,202.68**	**26,836.81**
	Expenses :			
	Finance costs	3,613.51	6,877.61	8,577.26
	Fees and commission expense	364.03	107.85	283.08
	Net loss on fair value changes	-	289.36	-
	Impairment on financial assets	921.18	3,010.65	8,964.98
	Employee benefits expenses	2,320.76	3,382.56	4,350.97
	Depreciation and amortisation	694.78	733.15	996.72
	Other expenses	1,572.62	3,307.86	4,245.44
4	**Total expenses**	**9,486.88**	**17,709.04**	**27,418.45**
5	**Profit/ (loss) before tax (3-4)**	**480.23**	**3,493.64**	**(581.64)**
6	Tax expense:			
	a) Current tax	996.15	625.33	118.13
	b) Deferred tax charge/(credit)	(759.11)	372.38	(325.50)
	Total tax expense	**237.04**	**997.71**	**(207.37)**
7	**Profit/ (loss) for the period (5-6)**	**243.19**	**2,495.93**	**(374.27)**
8	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss	52.60	(16.04)	(6.53)
	Income-tax relating to items that will not be reclassified to profit or loss	(13.24)	3.99	1.64
	Items that will be reclassified to profit or loss	(51.90)	(146.30)	105.90
	Income-tax relating to items that will be reclassified to profit or loss	13.06	36.82	(26.65)
	Total other comprehensive income	**0.52**	**(121.53)**	**74.36**
9	**Total comprehensive income for the period (7+8)**	**243.71**	**2,374.40**	**(299.91)**
10	**Net profit/ (loss) after tax attributable to :-**			
	Owners of the Holding Company	255.44	2,559.39	(414.77)
	Non controlling interests	(12.25)	(63.46)	40.50
11	**Other comprehensive income attributable to :-**			
	Owners of the Holding Company	0.52	(121.53)	73.06
	Non controlling interests	-	-	1.30
12	**Total comprehensive income attributable to :-**			
	Owners of the Holding Company	255.96	2,437.86	(341.70)
	Non controlling interests	(12.25)	(63.46)	41.80
13	Paid-up equity share capital (face value of ₹ 10 each per equity share)	611.88	611.88	611.88
14	Other equity as per Statement of Assets and Liabilities			40,817.59
15	Earnings per share (EPS) (face value of ₹ 10 each per equity share)			
	*(EPS for the nine months ended not annualised)			
	(1) Basic (amount in ₹)	4.17*	41.83*	(6.78)
	(2) Diluted (amount in ₹)	4.17*	41.83*	(6.78)

Notes to the Statement of Unaudited Special Purpose Interim Consolidated Financial Information for the nine months ended 31 December 2020

1 Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) ('DLSL', 'the Company', 'the Holding Company') and its subsidiaries are together referred to as 'the Group' in the following notes. These unaudited special purpose interim consolidated financial information ("the Statement") results of DLSL for the nine months ended 31 December 2020 have been approved by the Bond Issue Committee held on 24 March 2021.

2 The name of the Holding Company has been changed from 'Indiabulls Consumer Finance Limited' to 'Dhani Loans and Services Limited' with effect from 7 July 2020 in order to align the name of the Holding Company with its consumer brand Dhani.

3 **Basis of accounting:**
This Statement for the period ended 31 December 2020 have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act read with the relevant rules issued thereunder and the other relevant provisions of the Act. The disclosure and presentation requirements in accordance with Ind-AS have not been complied with since this Statement is prepared solely for the purpose of inclusion in Draft Shelf Prospectus, Shelf Prospectus and Tranche Prospectus (collectively "the Offer Document") in connection with the proposed listing of debt securities through public issue on the BSE Limited and National Stock Exchange of India Limited in accordance with the provisions of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (as amended). Accordingly, the balance sheet, statement of changes in equity, statement of cash flows as required under Ind AS 34 'Interim Financial Reporting' has not been included in this Statement.

This Statement has been prepared by the Holding Company's management in accordance with a special purpose framework (as described herein), solely for the purpose of inclusion in the Offer Document in connection with the proposed listing of debt securities through public issue on recognised stock exchanges in accordance with the provisions of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 issued by SEBI from time to time.

4 During the nine months ended 31 December 2020, the Company has further acquired remaining 58% stake in Transerv Limited (formerly Transerv Private Limited) making it a wholly owned subsidiary of the Company.

5 COVID-19, a global pandemic, has contributed to a significant decline and volatility in global and Indian markets and a significant decrease in economic activity. The Group's businesses are expected to be impacted by lower lending opportunities and decline in collection efficiencies. The Group's capital and liquidity position remains strong and would continue to be the focus area for the Group.
Further pursuant to Reserve Bank of India's circulars dated 27 March 2020, 17 April 2020 and 23 May 2020, respectively, allowing lending institutions to offer moratorium to borrowers, the Group has extended moratorium to its borrowers in accordance with their Board approved policies. The Group has estimated expected credit losses based on information available at this point in time to reflect, among other things, the deterioration in macro-economic factors. Given the dynamic nature of the pandemic situation, these estimates are based on early indicators, subject to uncertainty and may be effected by the severity and duration of the pandemic, including government and regulatory measures and its effect on economy, the businesses and the financial metrics of the Group. The actual outcome could be different from that estimated by the Group. However, the impact assessment of COVID-19 is a continuing process and the Group will continue to monitor any material changes to future economic conditions.

6 During the nine months ended 31 December 2020, the Holding Company has issued and allotted non-convertible debentures as follows:

Particulars	Amount (₹ in million)	Date of issue	Date of listing		Date of Redemption
			NSE	BSE	
Non-convertible debentures ('NCDs')- Privately placed*	5,000.00	18 September 2020	01 October 2020	06 October 2020	17 December 2020
Non-convertible debentures ('NCDs')- Privately placed*	250.00	17 November 2020	25 November 2020	26 November 2020	N.A.

* These NCDs are secured by way of first ranking pari passu charge by way of hypothecation on all the current assets(including investments) of the Holding Company (both present and future) and current and future loan assets of the Holding Company and all monies receivable thereunder, such that with a minimum security cover of 1.25 times is maintained till the Maturity/Redemption of the Debentures from its standard assets loan portfolio.

7 The Hon'ble Supreme Court of India through an interim order dated 3 September 2020 (Public Interest Litigation (PIL) by Gajendra Sharma Vs Union of India & ANR), has directed that accounts which were not declared NPA till 31 August 2020 shall not be declared as NPA till further orders. Basis the said interim order, the Holding Company has not classified any account as NPA, as per RBI norms, after 31August 2020 which was not NPA as of 31 August 2020. The Holding Company continues to hold provisions towards such borrower accounts as if these accounts were classified as impaired (Stage3) as per the Ind AS 109 as at 31 December 2020. The Holding Company has made additional provisions towards such borrower accounts at rates applicable to Stage 3 cases as per Ind AS 109 as at 31 December 2020.

Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi - 110001
(CIN: U74899DL1994PLC062407)

Place : Mumbai
Date : 24 March 2021

For and on behalf of Board of Directors

Pinank Shah
CEO & Whole Time Director

Walker Chandiok & Co LLP

Walker Chandiok & Co LLP
11th floor, Tower II,
One International Center,
SB Marg, Prabhadevi (W)
Mumbai – 400 013
India

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Independent Auditor's Review Report on Unaudited Special Purpose Interim Standalone Financial Information of the Company for the period ended 31 December 2020

To the Board of Directors
Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited)

Introduction

1. We have reviewed the accompanying unaudited special purpose interim standalone financial information of **Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited)** ('the Company'), which comprises the Statement of Profit and Loss for the nine months period ended 31 December 2020 ('the Statement'). The Statement, which is the responsibility of the Company's management and has been approved by the Company's Board of Directors, has been prepared in accordance with the basis of accounting described in note 2 to the Statement. Our responsibility is to express a conclusion on the Statement based on our review.

Scope of Review

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013 ('the Act'), and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement is not prepared in all material respects, in accordance with the basis of accounting set forth in note 2 to the Statement.

Emphasis of Matter

4. We draw attention to note 5 of the accompanying Statement, which describes the uncertainties relating to COVID-19 pandemic on the Company's standalone operations that are dependent on future developments and the consequential impact thereof on the impairment assessment of financial assets outstanding as at 31 December 2020. Our conclusion is not modified in respect of this matter.

Other Matter

5. The financial information for the nine-month ended 31 December 2019 included as comparative financial information in the accompanying Statement is based on management certified information which has been approved by the Company's Board of Directors, but has not been subjected to either audit or review. Our conclusion is not modified in respect of this matter.

Basis of Accounting and Restriction on distribution or use

6. We draw attention to note 2 to the Statement, which describes the basis of accounting used by the Company's management for the preparation of the accompanying Statement. The Statement has been prepared in accordance with special purpose framework, solely for the purpose of inclusion in Draft Shelf Prospectus, Shelf Prospectus and Tranche Prospectus in connection with the proposed listing of debt securities through public issue on recognised stock exchanges in accordance with the provisions of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (as amended) which requires it to submit the report with the accompanying Statement to the BSE Limited and National Stock Exchange of India Limited and therefore, it may not be suitable for another purpose and accordingly should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this review report is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No:001076N/N500013

Khushroo B. Panthaky
Partner
Membership No:042423

UDIN:**21042423AAAABX7265**

Place: Mumbai
Date: 24 March 2021

dhani loans & services

Dhani Loans and Services Limited

(Formerly known as Indiabulls Consumer Finance Limited)

(CIN: U74899DL1994PLC062407)

Statement of Unaudited Special Purpose Interim Standalone Financial Information for the nine months ended 31 December 2020

(Amount in ₹ millions)

	Particulars	For nine months ended		For year ended
		31 December 2020	31 December 2019	31 March 2020
		(Unaudited)	(Unaudited)	(Audited)
1	**Revenue from operations**			
	Interest income	7,082.38	14,220.93	17,594.50
	Dividend income	-	493.49	493.49
	Fees and commission income	504.55	651.36	913.86
	Net gain on fair value changes	220.01	-	-
	Net gain on derecogntion of financial assets	999.16	4,727.52	6,166.90
	Total revenue from operations	**8,806.10**	**20,093.30**	**25,168.75**
2	Other income	378.86	-	-
3	**Total income (1+2)**	**9,184.96**	**20,093.30**	**25,168.75**
4	**Expenses**			
	Finance costs	3,491.82	5,891.55	7,396.61
	Net loss on fair value changes	-	291.03	141.52
	Impairment on financial assets	865.09	2,710.52	8,162.52
	Employee benefits expense	2,066.98	3,253.60	4,178.45
	Depreciation and amortisation	572.20	558.36	780.20
	Other expenses	1,443.14	3,162.90	4,013.36
	Total expenses	**8,439.23**	**15,867.96**	**24,672.65**
5	**Profit before tax (3-4)**	**745.73**	**4,225.34**	**496.09**
6	**Tax expense:**			
	a) Current tax	993.50	625.28	118.63
	b) Deferred tax (credit)/charge	(788.66)	363.49	(165.07)
	Total tax expense	**204.84**	**988.77**	**(46.43)**
7	**Net profit after tax (5-6)**	**540.89**	**3,236.57**	**542.53**
8	**Other comprehensive income**			
	i. Items that will not be reclassified to profit or loss	48.85	(17.09)	(8.58)
	ii. Income tax relating to items that will not be reclassified to profit or loss	(12.29)	4.30	2.16
	iii. Items that will be reclassified to profit or loss	(51.90)	(146.30)	105.90
	iv. Income tax relating to items that will be reclassified to profit or loss	13.06	36.82	(26.65)
	Total other comprehensive income	**(2.28)**	**(122.27)**	**72.83**
9	**Total comprehensive income (7+8)**	**538.61**	**3,114.30**	**615.36**
10	Paid-up equity share capital (face value of ₹ 10 each per equity share)	611.88	611.88	611.88
12	Earnings per share (EPS) (face value of ₹ 10 each per equity share)			
	*(EPS for the nine months not annualised)			
	- Basic (amount in ₹)	8.84*	52.90*	8.87
	- Diluted (amount in ₹)	8.84*	52.90*	8.87

Notes to the Statement of Unaudited Special Purpose Interim Standalone Financial Information for the nine months ended 31 December 2020:

1 These Unaudited Special Purpose Interim Standalone Financial Information of Dhani Loans and Services Limited (formerly known as Indiabulls Consumer Finance Limited) ('DLSL', 'the Company') for the nine months ended 31 December 2020 have been approved by the Bond Issue Committee held on 24 March 2021.

2 **Basis of accounting:**
This Statement of Unaudited Special Purpose Interim Standalone Financial Information for the period ended 31 December 2020 have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act read with the relevant rules issued thereunder and the other relevant provisions of the Act. The disclosure and presentation requirements in accordance with Ind-AS have not been complied with since this Statement is prepared solely for the purpose of inclusion in Draft Shelf Prospectus, Shelf Prospectus and Tranche Prospectus (collectively "the Offer Document") in connection with the proposed listing of debt securities through public issue on the BSE Limited and National Stock Exchange of India Limited in accordance with the provisions of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (as amended). Accordingly, the balance sheet, statement of changes in equity, statement of cash flows as required under Ind AS 34 'Interim Financial Reporting' has not been included in this Statement.

This Statement has been prepared by the Company's management in accordance with a special purpose framework (as described herein), solely for the purpose of inclusion in the Offer Document in connection with the proposed listing of debt securities through public issue on recognised stock exchanges in accordance with the provisions of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 issued by SEBI from time to time.

3 The Chief Operating Decision Maker ("CODM") reviews operations and makes allocation of resources at the Company level. Therefore, operations of the Company fall under "finance and allied activities" business only, which is considered to be the only reportable segment in accordance with the provision of Ind AS 108 - "Operating Segment".

4 During the nine months ended 31 December 2020, the Company has further acquired remaining 58% stake in Transerv Limited (formerly Transerv Private Limited) making it a wholly owned subsidiary of the Company.

5 COVID-19, a global pandemic, has contributed to a significant decline and volatility in global and Indian markets and a significant decrease in economic activity. The Company's businesses are expected to be impacted by lower lending opportunities and decline in collection efficiencies. The Company's capital and liquidity position remains strong and would continue to be the focus area for the Company.

Further pursuant to Reserve Bank of India's circulars dated 27 March 2020, 17 April 2020 and 23 May 2020, respectively, allowing lending institutions to offer moratorium to borrowers, the Company had extended moratorium to its borrowers in accordance with their Board approved policies. The Company has estimated expected credit losses based on information available at this point in time to reflect, among other things, the deterioration in macro-economic factors. Given the dynamic nature of the pandemic situation, these estimates are based on early indicators, subject to uncertainty and may be effected by the severity and duration of the pandemic, including government and regulatory measures and its effect on economy, the businesses and the financial metrics of the Company. The actual outcome could be different from that estimated by the Company. However, the impact assessment of COVID-19 is a continuing process and the Company will continue to monitor any material changes to future economic conditions.

6 During the nine months ended 31 December 2020, the Company has issued and allotted non-convertible debentures as follows.

Particulars	Amount (₹ in millions)	Date of issue	Date of listing		Date of redemption
			NSE	BSE	
Non-convertible debentures ('NCDs')- Privately placed*	5,000.00	18 September 2020	01 October 2020	06 October 2020	17 December 2020
Non-convertible debentures ('NCDs')- Privately placed*	250.00	17 November 2020	25 November 2020	26 November 2020	N.A.

* These NCDs are secured by way of first ranking pari passu charge by way of hypothecation on all the current assets(including investments) of the DLSL (both present and future) and current and future loan assets of the DLSL and all monies receivable thereunder, such that with a minimum security cover of 1.25 times is maintained till the Maturity/Redemption of the Debentures from its standard assets loan portfolio.

7 The name of the Company has been changed from 'Indiabulls Consumer Finance Limited' to 'Dhani Loans and Services Limited' with effect from 7 July 2020 in order to align the name of the Company with its consumer brand Dhani.

8 The Hon'ble Supreme Court of India through an interim order dated 3 September 2020 (Public Interest Litigation (PIL) by Gajendra Sharma Vs Union of India & ANR), has directed that accounts which were not declared NPA till 31 August 2020 shall not be declared as NPA till further orders. Basis the said interim order, the Company has not classified any account as NPA, as per RBI norms, after 31 August 2020 which was not NPA as of 31 August 2020. The Company continues to hold provisions towards such borrower accounts as if these accounts were classified as impaired (Stage3) as per the Ind AS 109 as at 31 December 2020. The Company has made additional provisions towards such borrower accounts at rates applicable to Stage 3 cases as per Ind AS 109 as at 31 December 2020.

Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi - 110001
(CIN: U74899DL1994PLC062407)

For and on behalf of Board of Directors

Pinank Shah
CEO & Whole Time Director

Place : Mumbai
Date : 24 March 2021

MATERIAL DEVELOPMENTS

There have been no material developments since December 31, 2020 and there have arisen no circumstances that materially or adversely affect the operations, or financial condition or profitability or credit quality of the Company or the value of its assets or its ability to pay its liabilities with the next 12 months except as stated in the section "*Financial Information*" on page 159.

There has been no material indebtedness incurred by our Company and no Equity Shares has been allotted by our Company since December 31, 2020.

SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN INDIAN GAAP AND INDAS

<table>
<tr><th>Topic</th><th>Indian GAAP</th><th>Ind AS</th></tr>
<tr><td rowspan="3">Presentation of Financial Statements</td><td><u>Other Comprehensive Income:</u>

There is no concept of ‘Other Comprehensive Income’ under Indian GAAP.</td><td><u>Other Comprehensive Income:</u>

Under Ind AS 1 there is a concept of Other Comprehensive Income (“OCI”). Other comprehensive income comprises items of income and expense (including reclassification adjustments) that are not recognised in profit or loss as required or permitted by other Ind AS. Such recognition of income and expenses in OCI is primarily governed by the income recognition norms and classification of financial instruments and assets as “Fair Value through OCI”.</td></tr>
<tr><td><u>Extraordinary items:</u>

Under Indian GAAP, extraordinary items are disclosed separately in the statement of profit and loss and are included in the determination of net profit or loss for the period.

Items of income or expense to be disclosed as extraordinary should be distinct from the ordinary activities and are determined by the nature of the event or transaction in relation to the business ordinarily carried out by an entity.</td><td><u>Extraordinary items:</u>

Under Ind AS, presentation of any items of income or expense as extraordinary is prohibited.</td></tr>
<tr><td><u>Change in Accounting Policies:</u>

Indian GAAP requires changes in accounting policies to be presented in the financial statements on a prospective basis (unless transitional provisions, if any, of an accounting standard require otherwise) together with a disclosure of the impact of the same, if material.

If a change in the accounting policy has no material effect on the financial statements for the current period, but is expected to have a material effect in the later periods, the same should be appropriately disclosed.</td><td><u>Change in Accounting Policies:</u>

Ind AS requires retrospective application of changes in accounting policies by adjusting the opening balance of each affected component of equity for the earliest prior period presented and the other comparative amounts for each period presented as if the new accounting policy had always been applied, unless transitional provisions of an accounting standard require otherwise.</td></tr>
<tr><td>Deferred Taxes</td><td>Under Indian GAAP, the Company determines deferred tax to be recognised in</td><td>As per Ind AS 12 Income Taxes, deferred tax is determined with reference to the balance</td></tr>
</table>

Topic	Indian GAAP	Ind AS
	the financial statements with reference to the income statement approach i.e. with reference to the timing differences between profit offered for income taxes and profit as per the financial statements.	sheet approach i.e. based on the differences between carrying value of the assets/ liabilities and their respective tax base. Using the balance sheet approach, there could be additional deferred tax charge/income on account of all Ind AS opening balance sheet adjustments.
Property, plant and equipment – reviewing depreciation and residual value	Under Indian GAAP, the Company currently provides depreciation over the useful lives of the assets estimated by the Management.	Ind AS 16 mandates reviewing the method of depreciation, estimated useful life and estimated residual value of an asset at least once in a year. The effect of any change in the estimated useful and residual value shall be taken prospectively. Ind AS 101 allows current carrying value under Indian GAAP for items of property, plant and equipment to be carried forward as the cost under Ind AS.
Accounting for Employee benefits	Currently, under Indian GAAP the Company recognises all short term and long term employee benefits in the profit and loss account as the services are received. For long term employee benefit, the Company uses actuarial valuation to determine the liability.	Under Ind AS 19, the change in liability is split into changes arising out of service, interest cost and re-measurements and the change in asset is split between interest income and remeasurements. Changes due to service cost and net interest cost/ income need to be recognised in the income statement and the changes arising out of re-measurements comprising of actuarial gains and losses representing changes in the present value of the defined benefit obligation resulting from experience adjustment and effects of changes in actuarial assumptions are to be recognised directly in OCI and not reclassified to profit and loss in the subsequent period.
Separate Financial	Accounting for investments in subsidiaries is governed by Accounting Standard 13 depending on the classification of the investment as current or long term	Accounting for investments in subsidiaries is governed by Ind AS 27 which gives an option to account the same at cost or in accordance with Ind AS 109

Topic	Indian GAAP	Ind AS
Statements		
Provisions, contingent liabilities and contingent assets	Under Indian GAAP, provisions are recognised only under a legal obligation. Also, discounting of provisions to present value is not permitted	Under Ind AS, provisions are recognised for legal as well as constructive obligations. Ind AS requires discounting the provisions to present value, if the effect of time value of money is material.
Share based payments	Under Indian GAAP, company has an option to account for share based payments on the basis of intrinsic value or fair value. The company followed the intrinsic value method and gave a proforma disclosure for the fair valuation. The intrinsic value for the company was nil.	Under Ind AS, the share based payments have to be mandatorily accounted basis the fair value and the same has to be recorded in the Statement of Profit and Loss over the vesting period. The fair valuation of the unvested options as on the transition date have to be adjusted against retained earnings.
Presentation and classification of Financial Instruments and subsequent measurement	Currently, under Indian GAAP, the financial assets and financial liabilities are recognised at the transaction value. The Company classifies all its financial assets and liabilities as short term or long term. Long term investments are carried at cost less any diminution other than temporary in the value of such investments determined on a specific identification basis. Current investments are carried at lower of cost and fair value. Financial liabilities are carried at their transaction values. Disclosures under Indian GAAP are limited. Currently under Indian GAAP, loan processing fees and/or fees of similar nature are recognised upfront in the Statement of Profit and Loss.	Ind AS 109 requires all financial assets and financial liabilities to be recognised on initial recognition at fair value. Financial assets have to be either classified as measured at amortised cost or measured at fair value. Where assets are measured at fair value, gains and losses are either recognised entirely in profit or loss, (FVTPL), or recognised in other comprehensive income (FVOCI). Financial assets include equity and debts investments, interest free deposits, loans, trade receivables etc. Assets classified at amortised cost and FVOCI and the related revenue (including processing fees and fees of similar nature) net of related costs have to be measured using the Effective Interest Rate (EIR) method. Loan processing fees and/or fees of similar nature would be measured and recognised using the Effective Interest Rate (EIR) method over the period of loan. There are two measurement categories for financial liabilities – FVTPL and amortised cost. Fair value adjustment on transition shall be adjusted against opening retained earnings on the date of transition. Disclosures under Ind AS are extensive.
Financial	Under Indian GAAP, the Company assesses the provision for doubtful debts at each	The impairment model in Ind AS is based on expected credit losses and it applies equally

Topic	Indian GAAP	Ind AS
Instruments - Impairment	reporting period, which in practice, is based on relevant information like past experience, financial position of the debtor, cash flows of the debtor, guidelines issued by the regulator etc.	to debt instruments measured at amortised cost or FVOCI, financing receivables, lease receivables, trade receivables and certain written loan commitments and financial guarantee contracts.
Financial Instruments - Disclosure	Currently there are no detailed disclosure requirements for financial instruments. However, the ICAI has issued an Announcement in December 2005 requiring the following disclosures to be made in respect of derivative instruments in the financial statements: • Category-wise quantitative data about derivative instruments that are outstanding at the balance sheet date; • The purpose, viz., hedging or speculation, for which such derivative instruments have been acquired; and The foreign currency exposures that are not hedged by a derivative instrument or otherwise.	Requires disclosure of information about the nature and extent of risks arising from financial instruments: • qualitative disclosures about exposures to each type of risk and how those risks are managed; and • quantitative disclosures about exposures to each type of risk, separately for credit risk, liquidity risk and market risk (including sensitivity analysis).
Segment Reporting	Under Indian GAAP there is a requirement to identify two sets of segments (business and geographical), using a risks and rewards approach, with the entity's system of internal financial reporting to key management personnel serving only as the starting point for the identification of such segments.	Operating segments are identified based on the financial information that is regularly reviewed by the chief operating decision maker in deciding how to allocate resources and in assessing performance.
Consolidated Financial Statements	Under Indian GAAP the consolidation is driven by the reporting entity's control over its investees namely subsidiaries, associates and joint ventures. Control is: (a) the ownership, directly or indirectly through subsidiary(ies), of more than one-half of the voting power of an entity; or (b) control of the composition of the board of directors in the case of a company or of the composition of the corresponding governing body in case of any other entity so as to obtain economic benefits from its activities.	Control is based on whether an investor has: (a) power over the investee; (b) exposure, or rights, to variable return from its involvement with the investee; and (c) the ability to use its power over the investee to affect the amounts of the returns.

Topic	Indian GAAP	Ind AS
	Therefore, a mere ownership of more than 50% of equity shares is sufficient to constitute control under Indian GAAP, whereas this is not necessarily so under Ind AS.	
Consolidation - Exclusion of subsidiaries, associates and joint ventures	Excluded from consolidation, equity accounting or proportionate consolidation if the subsidiary/investment/interest was acquired with intent to dispose of in the near future (which, ordinarily means not more than 12 months, unless a longer period can be justified based on facts and circumstances of the case) or if it operates under severe long-term restrictions which significantly impair its ability to transfer funds to the parent/investor/venturer.	Consolidated financial statements include all subsidiaries and equity accounted associates and joint ventures. No exemption for "temporary control", "different lines of business" or "subsidiary / associate / joint venture that operates under severe long- term funds transfer restrictions".
Consolidation – Joint Ventures	Under Indian GAAP, Proportionate consolidation method is applied when the entity prepares consolidated financial statements.	The equity method, as described in Ind AS 28 is applied when the entity prepares consolidated financial statements.
Leases	Assets acquired on leases where a significant portion of risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease rental are charged to statement of profit and loss on straight-line basis except where scheduled increase in rent compensate the lessor for expected inflationary costs.	The Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability. Subsequent to initial measurement, the lease liability is reduced for payments made and increased for interest. The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

FINANCIAL INDEBTEDNESS

Details of the outstanding borrowings of our Company as on December 31, 2020:

S. No.	Nature of Borrowing	Amount (₹ in million)
1.	Secured Borrowings	34,583.62
2.	Unsecured Borrowings	Nil

Set forth below, is a brief summary of the borrowings by our Company as at December 31, 2020 together with a brief description of certain significant terms of such financing arrangements.

Our Company's secured term loans from banks as on December 31, 2020 amount to ₹ 21,657.71 million.

The details of the secured borrowings are set out below:

Secured Loan Facilities

S. No.	Lender Name	Facility	Sanctioned Amount (₹ in million)	Principal Amount outstanding (as on December 31, 2020)* (in ₹ million)	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
1.	Axis Bank Limited	FD-OD	836	Nil	-	On Demand	-	• 2% - in the event of non-payment of overdraft/ interest on the amount of overdue amount.
2.	HDFC Bank Limited	FD-OD	250	Nil	-	On Demand	-	• 2% - on overdue amount for the period account remains overdrawn due to irregularities such as non-payment of interest immediately on application, non-payment of instalments, reduction in drawing power/ limit, excess borrowings. • 1% - default in complying with terms of sanction within stipulated time from the date of expiry of such time, apart from the withdrawal of facility.
3.	RBL Bank Limited	FD-OD	750	Nil	-	On Demand	-	• 2% - on occurrence of such events as specified in the agreement or as may be deemed necessary in the bank's sole discretion • 2% - non-submission of stock statement or

S. No.	Lender Name	Facility	Sanctioned Amount (₹ in million)	Principal Amount outstanding (as on December 31, 2020)* (in ₹ million)	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
								financials, non-perfection of security within permitted timelines, irregularity or any other non-compliance
4.	RBL Bank Limited	CC	250	Nil	-	On Demand	-	• 2% - on occurrence of such events as specified in the agreement or as may be deemed necessary in the bank's sole discretion • 2% - non-submission of stock statement or financials, non-perfection of security within permitted timelines, irregularity or any other non-compliance
5.	Punjab and Sind Bank	TL	5,000	4,999	September 12, 2022	Equal annual instalments at the end of 48th and 60th months after a moratorium of 36 months	Nil prepayment charges subject to notice period of 30 days	• interest rate to be raised by 0.5% or by increase of spread which comes on account of downgrading of credit risk, whichever is higher
6.	Canara Bank (e. Syndicate Bank)	TL	1,000	562	September 18, 2022	Repayable in 16 equal quarterly instalments after a moratorium of 1 year from the date of first release	Nil prepayment charges if prior written notice of 30 days is given, else prepayment penalty of 1% is levied	• 2% - in case of delay/default in payment of instalment of interest/ other monies on their respective due dates • 1% - over and above the sanctioned ORI on failure to comply with perfection of security, from the date of default till the date of perfection of security
7.	Bank of Baroda (e. Vijay Bank)	TL	3,000	2,994	September 28, 2022	Repayable in 2 equal annual instalments after moratorium of 3 years from 1st disbursement	-	Penal interest at applicable rates for the following- i) Delay in submission of stock statements ii) Non-submission of audited balance sheet, FFR,

S. No.	Lender Name	Facility	Sanctioned Amount (₹ in million)	Principal Amount outstanding (as on December 31, 2020)* (in ₹ million)	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
								review/renewal data within stipulated time iii) Non-obtention of external credit risk rating from agency approved by RBI
8.	Indian Overseas Bank	TL	3,000	2,993	September 29, 2022	Equal annual installments at the end of 48th and 60th months after a moratorium of 36 months	Concessional interest rate to be withdrawn and 1% will be levied in case of takeover by another bank	• 1% - if audited financials and certified stock statement are not submitted within stipulated time • 2% - any non-compliance of sanction terms and conditions • 1% - non-submission of monthly receivable statements on or before the 15th day • 2% - non-perfection of security and obtention of NOC from all other lenders within stipulated time
9.	RBL Bank Limited	TL	1,000	231	September 29, 2021	Repayable in 13 equal quarterly instalments with first instalment due at the end of 3 months from the date of disbursement	Nil prepayment charges if prior written notice of 30 days is given, else prepayment penalty of 2% is levied	• 2% - on occurrence of such events as specified in the agreement or as may be deemed necessary in the bank's sole discretion • 2% - non-submission of stock statement or financials, non-perfection of security within permitted timelines, irregularity or any other non-compliance
10.	Union Bank of India	TL	1,500	1,498	June 18, 2023	Repayable in 2 annual instalments after moratorium of 3 years from 1st disbursement	Nil prepayment charges if paid within 30 days after each reset date else prepayment charge of 1% in case the	• 2% - in case of any delay/default in payment of instalment of principal/ interest/ other monies on their respective due dates

S. No.	Lender Name	Facility	Sanctioned Amount (₹ in million)	Principal Amount outstanding (as on December 31, 2020)* (in ₹ million)	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
							prepayment is done on any other dates	
11.	South Indian Bank Limited	TL	750	747	December 13, 2023	Principal to be repaid in 3 equal instalments of ₹250 million at the end of 3rd, 4th and 5th year after a repayment holiday of 2 years	Prepayment is not allowed during the holiday period of 2 years after which prepayment charges would be nil if prepaid with 30 days' notice, else 1% penal charges will be applicable on the entire outstanding loan amount at the time of prepayment	• 2% - defaults and non-compliances of any of the sanction stipulations
12.	National Bank for Agriculture and Rural Development	TL	5,000	1,997	January 31, 2024	Repayable in five years at half yearly rests with ₹ 750 million to be paid for the first six instalments and ₹ 100 million to be paid for the last five instalments	Prepayment may be done by giving 3 days' clear notice and the same will attract prepayment charges as per the rate prevailing on the date of payment	• 1% - for non-submission of NOC from existing lenders for creating charge within 90 days from the date of release of refinance
13.	National Bank for Agriculture and Rural Development	TL	3,640	1,999	July 31, 2024	Repayable in five years at half yearly rests with ₹ 546 million to be paid for the first six instalments and ₹ 72.8 million to be paid for the last five instalments	Prepayment may be done by giving 3 days' clear notice and the same will attract prepayment charges as per the rate prevailing on the date of payment	• 1% - for non-submission of NOC from existing lenders for creating charge within 90 days from the date of release of refinance
14.	National Bank for Agriculture and Rural	TL	3,000	1,647	July 31, 2024	Repayable in five years at half yearly rests with ₹ 450 million to	Prepayment may be done by giving 3 days' clear	• 1% - for non-submission of NOC from existing lenders for creating

S. No.	Lender Name	Facility	Sanctioned Amount (₹ in million)	Principal Amount outstanding (as on December 31, 2020)* (in ₹ million)	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
	Development					be paid for the first six instalments and ₹ 60 million to be paid for the last five instalments	notice and the same will attract prepayment charges as per the rate prevailing on the date of payment	charge within 90 days from the date of release of refinance
15.	National Bank for Agriculture and Rural Development	TL	2,000	1,991	December 31, 2024	Repayable in five years in twenty quarterly instalments of ₹ 100 million each	Prepayment may be done by giving 3 days' clear notice and the same will attract prepayment charges at 2.5% p.a.	• 1% - for non-submission of NOC from existing lenders for creating charge within 90 days from the date of release of refinance

**Excludes interest accrued, if any.*

Security for above loans:

 # First pari passu charge on (i) all the current assets (including) investments of our Company, both present and future and (ii) all current and future loan assets of our Company and all monies receivable thereunder. The minimum asset cover required to be maintained by our Company for secured loan facilities mentioned above ranges from 110% to 125%

Secured Non-Convertible Debentures

Our Company has issued secured redeemable non-convertible debentures of which ₹7,579.14 million is outstanding as of December 31, 2020, the details of which are set forth further below:

Face Value (in ₹)	Amount (₹ in million)
1,000	7,334.15
10,00,000	244.99
Total	7,579.14

Redemption date represents actual maturity and does not consider call/put option, except as stated below:

S. No.	Description* (ISIN)	Tenor (In Years)	Coupon Rate	Amount (In ₹ million)	Date of Allotment	Date of Redemption	Latest Credit Rating
1.	INE614X07027	0.4	10.75%	3,763.82	March 8, 2019	May 8, 2021	BWR AA and CARE AA-
2.	INE614X07035	0.4	0.00%	296.20	March 8, 2019	May 8, 2021	BWR AA and CARE AA-
3.	INE614X07134	0.5	10.27%	70.79	June 27, 2019	June 27, 2021	BWR AA and CARE AA-
4.	INE614X07142	0.5	0.00%	39.84	June 27, 2019	June 27, 2021	BWR AA and CARE AA-
5.	INE614X07225	0.7	10.12%	12.07	September 6, 2019	September 6, 2021	BWR AA and CARE AA-
6.	INE614X07233	0.7	0.00%	5.44	September 6, 2019	September 6, 2021	BWR AA and CARE AA-

S. No.	Description* (ISIN)	Tenor (In Years)	Coupon Rate	Amount (In ₹ million)	Date of Allotment	Date of Redemption	Latest Credit Rating
7.	INE614X07043	1.4	10.40%	322.51	March 8, 2019	May 8, 2022	BWR AA and CARE AA-
8.	INE614X07050	1.4	10.90%	749.62	March 8, 2019	May 8, 2022	BWR AA and CARE AA-
9.	INE614X07068	1.4	0.00%	282.89	March 8, 2019	May 8, 2022	BWR AA and CARE AA-
10.	INE614X07159	1.5	9.95%	120.09	June 27, 2019	June 27, 2022	BWR AA and CARE AA-
11.	INE614X07167	1.5	10.41%	118.52	June 27, 2019	June 27, 2022	BWR AA and CARE AA-
12.	INE614X07175	1.5	0.00%	48.45	June 27, 2019	June 27, 2022	BWR AA and CARE AA-
13.	INE614X07241	1.7	9.81%	29.45	September 6, 2019	September 6, 2022	BWR AA and CARE AA-
14.	INE614X07258	1.7	10.27%	22.28	September 6, 2019	September 6, 2022	BWR AA and CARE AA-
15.	INE614X07266	1.7	0.00%	9.66	September 6, 2019	September 6, 2022	BWR AA and CARE AA-
16.	INE614X07076	3.2	10.50%	464.74	March 8, 2019	March 8, 2024	BWR AA and CARE AA-
17.	INE614X07084	3.2	11.00%	257.75	March 8, 2019	March 8, 2024	BWR AA and CARE AA-
18.	INE614X07092	3.2	0.00%	232.09	March 8, 2019	March 8, 2024	BWR AA and CARE AA-
19.	INE614X07183	3.5	10.13%	149.99	June 27, 2019	June 27, 2024	BWR AA and CARE AA-
20.	INE614X07191	3.5	10.61%	122.73	June 27, 2019	June 27, 2024	BWR AA and CARE AA-
21.	INE614X07209	3.5	0.00%	49.28	June 27, 2019	June 27, 2024	BWR AA and CARE AA-
22.	INE614X07274	3.7	10.04%	37.48	September 6, 2019	September 6, 2024	BWR AA and CARE AA-
23.	INE614X07282	3.7	10.52%	116.76	September 6, 2019	September 6, 2024	BWR AA and CARE AA-
24.	INE614X07290	3.7	0.00%	11.70	September 6, 2019	September 6, 2024	BWR AA and CARE AA-
25.	INE614X07316	1.4	9.50%	244.99	November 17, 2020	May 17, 2022	BWR AA

**The secured redeemable non-convertible debenture is secured by a first ranking pari-passu charge on the current assets (including investments) of our Company, both present and future; and on present and future loan assets of our Company, including all monies receivable for the principal amount and interest thereon.*

The minimum asset cover required to be maintained by our Company for the secured NCD is 1.00 time.

***Penalty clause applicable to all secured non-convertible debentures – (i) In case of default in payment of interest and/or principal redemption on the due dates, additional interest of at least 2% per annum over the coupon rate shall be payable by our Company for the defaulting period; and (ii) Fails to create security within the stipulated time, penal interest at the rate of 2% shall be payable by our Company.*

Details of Unsecured Loan Facilities:

Subordinated Debt

Nil

Perpetual Debt

Nil

List of top 10 Debenture Holders (secured and unsecured) as on December 31, 2020:

S. No.	Name of Debenture Holder	Amount (In ₹ million)
1.	Indiabulls Life Insurance Company Limited	2,190
2.	IDFC First Bank Limited	1,000
3.	Bank of India	500
4.	Indian Overseas Bank	250
5.	Indiabulls Integrated Services Limited	160
6.	RSRTC CPF Trust	100
7.	Trust Investment Advisors Pvt. Ltd.	100
8.	Krishna Suraj Kalra	30
9.	Girdharilal V Lakhi	25
10.	Dilipkumar Lakhi	25

Commercial Papers

The total face value of commercial papers outstanding as on December 31, 2020 is nil.

Details of corporate guarantees:

The amount of corporate guarantees issued by our Company for securitization transactions/ assignment with different assignee as on December 31, 2020 is nil.

As on December 31, 2020, the amount of corporate guarantee issued by our Company in favour of its subsidiaries, joint venture entity, group companies, etc. is nil.

Inter-Corporate Deposits:

Our Company has not borrowed any amount by way of inter-corporate deposits as on December 31, 2020.

Inter-Corporate Loans:

Our Company has not borrowed any amount by way of demand loans under the same management as on December 31, 2020.

Loan from Directors and Relatives of Directors:

Our Company has not raised any loan from directors and relatives of directors as on December 31, 2020.

Restrictive Covenants under our Financing Arrangements:

Many of our financing arrangements include various restrictive conditions and covenants restricting certain corporate actions and our Company is required to take the prior approval of the lenders before carrying out such activities. For instance, our Company, inter alia, is required to obtain the prior written consent in the following:

1. To create or permit to submit any charge, pledge, lien or other encumbrances over the receivables in favour of any other party/person;
2. To transfer, encumber, charge, pledge, hypothecate or mortgage the receivables in respect of the identified loans;
3. To undertake any guarantee obligation on behalf of any other company (including group companies) if the Company is in breach of any of the terms and conditions mentioned in the financing agreement;
4. To change or in way alter the capital structure of the borrowing concern;
5. Effect any scheme of amalgamation or reconstitution;
6. Implement a new scheme or expansion or take up an allied line of business or manufacture;
7. Enlarge the scope of the other manufacturing/trading activities, if any;
8. Withdraw or allow to be withdrawn any moneys brought in by the promoters and directors or relatives and friends of the promoters or directors;
9. Invest any funds by way of deposits, or loans or in share capital of any other concern (including subsidiaries) so long as any money is due;
10. To change its constitution, more particularly change in promoter, directors or in the core management team or any merger/acquisition/amalgamation;

11. To induct or continue with a person as a director, promoter or partner of the Company who is also a director, promoter or partner of a company that has been identified as a willful defaulter by the RBI;
12. To undertake any new project/ any further expansion or acquire fixed assets;
13. To obtain any fund bases/non fund bases credit facility from any financial institution or any other source;
14. To effect any change in Company's capital structure or business;
15. To undertake any investment activity within group companies;
16. To enter into any scheme of expansion programme or take up any new activities;
17. To invest or lend money except in the ordinary course of business or act as surety or guarantor;
18. To lease out or dispose of the building/ machinery/ vehicle/ other assets or any part of the building/ machinery/ vehicle/ other assets mortgaged/ hypothecated or shift of plant and machinery/ vehicle/ other assets to any other place;
19. To transfer, encumber, charge, alienate its movable/ immovable assets (both present and future) in any manner whatsoever which materially or substantially affect the business or interest and other money, etc.;
20. To enter into borrowing arrangement either secured or unsecured with any other bank, financial institution, company or otherwise accept deposit;
21. To permit any merger, consolidation, scheme or arrangement or compromise with its creditors or shareholders or effect any scheme of amalgamation or reconstruction;
22. Implement any scheme of expansion/ diversification/ modernisation other than incurring routine capital expenditure;
23. Make any investments by way of share capital, or debentures or loan or to place deposits with any concern except giving trade credits;
24. Revalue its assets at any time;
25. Permit any transfer of the controlling interest of promoters/ directors/ partners or make drastic change in the management set up;
26. To grant any loans to promoters/ directors/ associates and other group companies;
27. Enter into contractual obligations of long term nature or affecting the borrower's financial position to any significant extent;
28. Increase the remuneration of directors/ partners whether by way of salary, commission, perquisite, sitting fees, etc. or make any change in the existing practice with regard to payment of remuneration, salary, perquisite, sitting fees, etc.;
29. To pay dividend other than out of the current year's earnings after making the due provisions applicable only in the event of default;
30. To pay any consideration whether by way of commission, brokerage, fees or any other form to the guarantors for giving their personal/ corporate guarantee;
31. To make any amendment in our Company's memorandum and articles of association;
32. To enter into partnership, profit sharing or royalty agreement or other similar arrangement whereby its income or profits are or might be shared with any other person, firm or company or enter into any management contract or similar arrangement whereby the business and operations of the borrower are managed by any person, firm or company;
33. To change the registered office or the location of the borrower; and
34. To file any application or initiate any proceedings under the Insolvency and Bankruptcy Code, 2016.

Events of Default under our Financing Arrangements:

Set forth below, is a list of the key events that constitute a default of covenants under our facility agreements for our financing arrangements and also attract a penal interest in some cases. These include, but are not limited to:

1. Default in the repayments of the loans by our Company;
2. Entering into a composition with its creditors;
3. If our Company becomes bankrupt or is adjudicated as insolvent or any insolvency petition is filed against our Company;
4. Order or resolution passed for the winding up of our Company, or if a petition or a notice of a meeting to pass such a resolution has been initiated;
5. If any of the representations made by our Company in the application for granting credit facilities is found to be misleading, untrue or false;
6. If any instalments of the principal money, due in respect of the loans, whether payment is demanded or not, remain unpaid on the due date for payment by our Company;
7. Any interest due in respect of the loan remaining unpaid and in arrears after the same have become due;
8. Any execution, attachment or distraint being enforced or levied against the whole or any part of our Company's property;

9. A receiver being appointed in respect of the whole or any part of the property of our Company;
10. Ceasing or threatening to cease the activity/ activities for the purpose for which loans are borrowed or availed;
11. The occurrence of any circumstance which is prejudicial to or impairs, imperils or depreciates or is likely to depreciate the value of the security given to the bank by our Company;
12. The occurrence of any event or circumstances which would likely or prejudicially or adversely affect in any manner the capacity of our Company to repay our loans;
13. Going into liquidation, except for the purpose of amalgamation or reconstruction;
14. Cross default;
15. Failure on our Company's part to create the security as provided in the respective facility agreement;
16. Failure in business;
17. Withdrawal or modification of any governmental or regulatory license, approval, permission, authorization or consent required by the Company to perform any of its obligations under the financing agreements;
18. Default in perfection of securities;
19. Inadequate insurance;
20. Misutilization of loan;
21. Breach of any financial covenant in the financing agreements;
22. Invalidity or unenforceability of the documents of our Company;
23. Nationalisation or expropriation of our Company's assets or operations;
24. Downgrade in rating below present rating;
25. Non-compliance with RBI norms;
26. Change in ownership or management control of our Company; and
27. Diversion of funds apart from the purpose for which the respective facilities are sanctioned by the banks.

Servicing behaviour on existing debt securities, payment of due interest on due dates on term loans and debt securities:

As on the date of this Draft Shelf Prospectus, there has been no rescheduling, 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(s) issued by our Company, in the past 5 years.

Details of any outstanding borrowing 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:

There are no outstanding borrowings taken/debt securities issued were taken/issued (i) for consideration other than cash, whether in whole or in part, (ii) at a premium or discount, or (iii) in pursuance of an option as on December 31, 2020.

Details of rest of the borrowings (if any, including hybrid debt like FCCB, Optionally Convertible Debentures/Preference Shares) as on December 31, 2020:

The total amount of loans and advances from related parties (ICDs) outstanding as on December 31, 2020 is nil.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND DEFAULTS

Our Company and our group companies are subject to various legal proceedings from time to time, mostly arising in the ordinary course of its business. The legal proceedings are initiated by us and also by customers and other parties. These legal proceedings are primarily in the nature of (a) consumer complaints, (b) petitions pending before appellate authorities, (c) criminal complaints, (d) civil suits and (e) tax matters. We believe that the number of proceedings in which we are involved in is not unusual for a company of our size in the context of doing business in India. Except as disclosed below, there is no outstanding litigation including, suits, criminal or civil prosecutions and taxation related proceedings against our Company and group companies that would have a material adverse effect on our operations or financial position.

As on the date of this Draft Shelf Prospectus, there are no failures or defaults to meet statutory dues, institutional dues and dues towards instrument holders including holders of debentures, and fixed deposits and etc., by our Company.

For the purpose of disclosures in this Draft Shelf Prospectus, our Company has considered the following litigation as 'material' litigation:

- *all pending proceedings whether civil, arbitral, tax related litigations, or otherwise (other than proceedings involving DSL), of value exceeding more than ₹ 26.83 crores;*
- *all pending proceedings whether civil, arbitral, tax related litigations, or otherwise, of DSL, of value exceeding more than ₹ 29.18 crores; and*
- *any other outstanding legal proceeding which is likely to have a material adverse effect on the financial position, profitability and cash flows of our Company.*

Save as disclosed below, there are no:

1. *litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoter during the last five years immediately preceding the year of the issue of this Draft Shelf Prospectus and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;*

2. *inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous companies law in the last five years immediately preceding the year of issue of this Draft Shelf Prospectus against our Company (irrespective of whether any prosecutions were filed); fines imposed or compounding of offences done by our Company in the last five years immediately preceding the year of this Draft Shelf Prospectus;*

3. *outstanding litigation, whether criminal or civil, involving our Company, our Promoter, Directors, group companies or any other person, whose outcome could have material adverse effect on the position of our Company;*

4. *pending proceedings initiated against our Company for economic offences; and*

5. *acts of material frauds committed against the Company in the last five years, if any, and if so, the action taken by the Company.*

I. Litigation involving our Company

A. Civil cases

Nil

B. Consumer cases

Nil

C. Criminal Cases

Cases instituted by our Company

1. Our Company (the "**Complaint**") filed a criminal complaint under Section 200 of the CRPC read with Section 156(3) of the CRPC against Nav Durga Roadlines and certain other persons ("**Accused**") in the court of Chief Metropolitan Magistrate, Patiala House, New Delhi on July 26, 2018. The complaint was filed for cheating, forgery, criminal breach of trust, causing wrongful loss through conspiracy and criminal intimidation under sections 420, 406, 468, 471, 120 B and 506 of the IPC against all the Accused. Order date, stated, current stage The Complainant has filed a new First Information Report ("**FIR**") under Section 154 of the CRPC before the Connaught Place Police Station, New Delhi against the Accused alleging cheating and causing wrongful loss through conspiracy (Section 420/120 of the IPC) on July 20, 2020. The FIR is currently pending for investigation.

2. Our Company has filed 15 FIRs against our customers to whom loans were granted by our Company and such customers have defaulted in their respective loan repayment(s) to our Company. These FIRs have been filed in different jurisdictions and are currently pending investigation.

3. Our Company, in the ordinary course of business, has initiated 46,761 proceedings aggregating to ₹ 2,196.29 million, against defaulting customers under the Negotiable Instruments Act, 1881 and Payment and Settlement Systems Act, 2007.

Cases instituted against our Company

Nil

II. Litigation involving our Promoter

1. Ms. Piyush Kant Vishwakarma ("**Petitioner**") filed a revision petition dated December 7, 2012, bearing number 3933/2012, before Hon'ble High Court of Judicature at Allahabad against an order dated September 6, 2012 passed by Additional Judicial Magistrate, Allahabad which dismissed the complaint dated January 30, 2006 filed by the Petitioner (the "**Complaint**"). The Complaint was filed by the Petitioner under Section 406, 409 418, 420 of the Indian Penal Code, 1806 and 200 of the Code of Criminal Procedure, 1973 against, amongst others, an ex-employee of our Company, and our Company, in relation to disagreements regarding certain transactions in his securities trading account. The matter is currently pending adjudication.

2. Our Promoter, DSL, in the ordinary course of business, has initiated 16 proceedings against defaulting customers under the Negotiable Instruments Act, 1881.

3. Our Promoter, DSL, in the ordinary course of business, has filed 76 criminal complaints against its clients, under Section 200 of CRPC for offence punishable under Section 420 of Indian Penal Code, 1860 at Patiala House Courts, New Delhi. The said complaints are pending adjudication by the concerned court.

4. Mr. Vinod Kumar Arora (the "**Complaint**") filed a criminal complaint in February 2008 under Section 200 of Code of Criminal procedure, 1973 before the Court of the Metropolitan Magistrate, Patiala House Court, New Delhi, against, amongst others, an ex-employee of our Company ("**Respondent 1**") and our Company (collectively, the "**Respondents**"), alleging that the Respondents had sold certain securities of the Complainant without the Complainant's consent. An order dated March 11, 2013 was passed by Metropolitan Magistrate, New Delhi summoning the Respondents under Sections 406 and 420 of the Indian Penal Code, 1860. Subsequently, the Respondents filed a petition bearing number 3274/2013 on August 12, 2013 before the High Court of Delhi for quashing the Complaint. The matter is currently pending for adjudication and is listed for hearing on April 14, 2021.

5. A criminal appeal was filed under Section 378 of CrPC by our Company, against the order dated September 27, 2019 passed by the Hon'ble Court Patiala House, New Delhi to acquit Respondent no. 2 (Vinod Kumar Arora) from the charges under Section 138 of the Negotiable Instruments Act, 1881 in CC no. 46414/2016. The matter is pending adjudication and is listed for hearing on May 4, 2021.

III. Litigation involving our Directors

1. **Mr. Gagan Banga**

a. Mr. Ramesh Kumar Gupta had filed a complaint dated September 26, 2006 before the court of Judicial Magistrate, Kaithal (Haryana) ("**Judicial Magistrate**") against DSL, Mr. Sameer Gehlaut, Mr. Gagan Banga, Mr. Shamsher Singh Ahlawat, Mr. Prem Prakash Mirdha and others in relation to a dispute regarding certain transactions in his securities trading account (the "**Complaint**"). It was alleged by Mr. Ramesh Kumar Gupta that there was an unauthorized trading done in his trading account by the officials of DSL. The police investigation has been completed and the police authorities have filed its closure report stating that no cognizable offence had been made out. The matter is currently pending for closure before the Judicial Magistrate.

b. Raghani Property Holdings Private Limited (the "**Complainant**"), filed a criminal complaint dated April 19, 2017, under Sections 406, 409, 420 and 506 read with Sections 34 and 120B of the Indian Penal Code, 1860, before the Court of the Metropolitan Magistrate, Calcutta ("**Court**") against against the Indiabulls Real Estate Limited, Labh Singh Sitara, Lucina Land Development Limited, IHFL and promoter, directors and key managerial persons of IHFL i.e. Mr. Sameer Gehlaut, Mr. Gagan Banga, Mr. Prem Prakash Mirdha, Samesher Singh Ahlawat, Sachin Chaudhary, Ajit Kumar Mittal, Ashwini Omprakash Kumar, Kamlesh Shailesh Chandra Chakraborty, Manjari Ashok Kacker, Justice B P Singh and others (collectively, the "**Respondents**"). The Complainant alleged that the Respondents have entered into criminal conspiracy and have cheated the Complainant. The Complainant has also alleged that the Respondents have engaged in an 'Interest Subvention Scheme' inducing proposed buyers of housing units in their project to avail financial support from them. On April 25, 2017, the Court issued summons against the Respondents. The Respondents filed an application under Section 397/401 read with Section 482 of the Code of Criminal Procedure, 1973 for quashing of the proceedings. Accordingly, the proceedings pending before the Court qua the Respondents were stayed for a period of six weeks and the Respondents were given the liberty to seek an extension of the stay of the proceedings from time to time. The matter is currently pending.

c. Ms. Piyali Dey & Another (the "**Complainant**") filed a complaint under Section 17 of the Consumer Protection Act, 1986 before the Hon'ble State Consumer Disputes Redressal Commission, Kolkata, West Bengal, against, amongst others, Vedic Realty Private Limited ("**Respondent 1**"), Mr. Labh Singh Sitara and Mr. Gagan Banga, in the capacity of Directors of IDSL, and IDSL (acting in the capacity of a marketing associate) (the "**Respondents**") (the "**Complaint**"). It was alleged by the Complainant that despite the payment of a consideration of ₹20,32,835 ("**Consideration**") in relation to the purchase of a flat from Respondent 1, there was a delay on part of the Respondent to hand over the possession of the flat. Expecting delay in possession, the Complainant has made a request for cancellation of the booking and refund of amounts paid along with interest. The reply has been filed by IDSL, Mr. Labh Singh Sitara and Mr. Gagan Banga denying the allegations contained in the Complaint and stating that the Respondents were wrongly impleaded as parties in the matter. The matter is currently pending hearing and listed on April 20, 2021 for hearing.

2. **Brig. (Retd.) Labh Singh Sitara**

a. For details in relation to complaint filed by Raghani Property Holdings Private Limited against Brig. (Retd.) Labh Singh Sitara, please see "*– Litigation involving our Directors*" beginning on page 176.

b. A consumer complaint was filed on April 22, 2017 before the National Consumer Disputes Redressal Commission, New Delhi by Chinmoy Tikader and certain other customers (the "**Complainants**") against Indiabulls Real Estate Limited, Lucina Land Development Limited and certain other persons including Brig. (Retd.) Labh Singh Sitara (the "**Opposite Parties**"). The Complainants had booked their respective flats in a project named "Indiabulls Greens Panvel" being developed by the Opposite Parties and have filed the complaint for, *inter alia*, delay in delivery of possession of their respective flats after competition in all respects. The complaint is pending adjudication and the next date is yet to be notified.

c. A consumer complaint was filed before the State Consumer Disputes Redressal Commission, Chandigarh on August 7, 2020 by Mrs. Urmila Gour ("**Complainant**") against Athena Infrastructure Limited and certain other persons, including Brig. (Retd.) Labh Singh Sitara (the "**Opposite Parties**"). The Complainant booked a flat in a residential group housing project namely "Enigma", Gurugram, being developed by the Opposite Parties. The complaint is filed for,*inter alia*, delay in handing over the delivery of the flat booked by the Complainant and the Complainant has also averred that all the Opposite Parties have indulged in unfair trade practices. The complaint is now listed on March 31, 2021 for further proceedings.

d. Ms. Piyali Dey & Another (the "**Complainant**") filed a complaint under Section 17 of the Consumer Protection Act, 1986 before the Hon'ble State Consumer Disputes Redressal Commission, Kolkata, West Bengal, against, *inter alia*, Vedic Realty Private Limited ("**Respondent 1**"), Mr. Labh Singh Sitara and Mr. Gagan Banga (in the capacity of Directors of IDSL) and IDSL (acting in the capacity of a marketing associate) ("**Respondents**") (the "**Complaint**"). It was alleged by the Complainant that despite paying a consideration of ₹ 20,32,835 in relation to the purchase of a flat from Respondent 1, there was a delay on the part of the Respondent 1 to hand over the possession of the flat. Expecting delay in possession, the Complainant made a request for cancellation of the booking and refund of amount paid along with interest. The reply has been filed by the Respondents denying the allegations contained in the Complaint and stating that the Respondents were wrongly impleaded as parties in the matter. The matter is currently pending and listed on April 20, 2021 for hearing.

e. Mr. Ashok Jhamnadas Chotrani & Ms. Pooja Ashok Chotrani have filed a consumer complaint before the District Consumer Dispute Redressal Forum, Central Mumbai against Indiabulls Real Estate Limited (IBREL), Mr. Sameer Gehlaut, Mr. Labh Singh Sitara and others. They had booked a Flat in a project being developed by IBREL by making part payment. Thereafter, they cancelled the booking and took refund as per the terms of the provisional application form whereby an amount of ₹ 42,741 was deducted from the amount paid. This Complaint was filed to recover ₹ 42,741 along with 24% per annum interest for compensation and incidental expenses. The complaint is listed for hearing on June 18, 2021.

f. Mrs. Deepali Shukla Hakim has filed a consumer complaint before the State Consumer Dispute Redressal Commission, Mumbai against Lucina Land Development Limited and others, including Mr. Labh Singh Sitara. The complainant had booked a flat in Indiabulls Green Project, Mumbai and filed this complaint for possession of the Flat or refund of the amount paid for booking along with compensation and costs. The case is fixed for further proceedings on July 05, 2021.

g. Mr. Umesh Jairam Desai & Mrs. Vimal Umesh Desai on January 27, 2017 have filed a consumer complaint before the District Consumer Dispute Redressal Forum, Central Mumbai against Indiabulls Real Estate Limited (IBREL), Lucina Land Development Limited and Mr Labh Singh Sitara amongst others. They had booked a Flat in a project being developed by IBREL by making part payment and filed this complaint for direction to execute the Agreement of Sale for flat. The case is fixed for further hearing on April 12, 2021 for Arguments.

3. **Mr. Ajit Kumar Mittal**

a. Mr. Arveen Nehraw (the "**Complainant**") filed a consumer complaint on March 29, 2018 (the "**Complaint**") before the National Consumer Disputes Redressal Commission, New Delhi ("**NCDRC**") against Indiabulls Commercial Credit Limited (ICCL) and Mr. Ajit Kumar Mittal (collectively the "**Accused Persons**") alleging that the Accused Persons have levied illegal foreclosure charges on the loan availed by the Complainant from them. The Complainant has, in his complaint, prayed for refund of the foreclosure charge along with interest from the date of payment to the date of disposal of the complaint. ICCL filed an application with NCDRC on November 18, 2018 seeking deletion of the name of the Directors from the array of parties to the Complaint. ICCL has also filed with the NCDRC a written statement on December 28, 2018. The matter is listed on April 9, 2021 for final hearing.

b. For details in relation to complaints filed by Raghani Property Holdings Private Limited and Ms. Manisha Rajgaria against Mr. Ajit Kumar Mittal, please see – "*Litigation involving our Directors*" beginning on page 176.

IV. Litigation involving our subsidiary

1. **Indiabulls Distribution Services Limited ("IDSL")**

a. This is a Writ Petition wherein IDSL was impleaded as a party in the capacity of a marketing agent.

The Petitioner, Sanjay Gajanan Wani, had booked one flat in the project being developed by Mahavir Patwa Developers & Construction Pvt. Ltd. ("**Developer**"). Thereafter, due to the Developer not undertaking constructions on time, the Petitioner decided to cancel the booking. Pursuant to the said cancellation, the Petitioner demanded a refund of the initial deposit made by him, but the Developer failed to refund the said amount to the Petitioner. Aggrieved by such failure, the Petitioner filed a complaint with the Police Station and also filed a Writ Petition seeking direction for registration of FIR and impleading IDSL in the capacity of a marketing agent. The petition is pending adjudication and next date of hearing is yet to be notified. The Petitioner also filed a consumer complaint against, *inter alia*, the Developer and IDSL, with the State Consumer Disputes Redressal Commission, Maharashtra ("**Commission**") ("**Complaint**"), but the Commission *via* order dated December 18, 2019 ruled that the Complaint cannot be admitted against IDSL as there is no complaint of deficiency against them, and therefore only admitted the Complaint against the Developer and its directors.

V. Litigation involving our Group Companies

1. **Dhani Stocks Limited**

a. Ms. Manisha Patlankar ("**Petitioner/Applicant**") had filed a criminal case bearing number 431 of 2011 under Section 200 of the Code of Criminal Procedure, 1973, before the Court of the Judicial Magistrate, First Class, Kalyan. In the complaint, she alleged, amongst others, that an ex-employee of IBCL had enticed the Petitioner into opening an account with IBCL based on false representations. The petition is pending adjudication and next date of hearing yet to be notified. She had also initally filed an arbitration claim against the Company with MCX, Mumbai, wherein the arbitral award has been passed dismissing the claim of the Applicant**.**

2. Dhani Healthcare Limited

a. Dhani Healthcare Limited ("Assessee Company") engaged in providing consultancy services relating to investment and other matters, filed return of income for the annual year 2011-12, pursuant to which, a statutory notice was filed by the Principal Commissioner of Income Tax ("Assessing Officer") under Section 143(2) of the Income Tax Act, 1961 ("Act") for wrongful amount of taxable income and expenditure filed in reference to investment and loan facilitations within the company. Invoking the provisions contained under Section 14A of the Act, read with Rule 8D of the Income Tax Rules, 1962, the Assessing Officer made a disallowance of interest expenditure of Rs. 31.26 crores on the grounds that it was a self-inflicted loss as the Assessee Company had accepted loans from its group companies amounting to Rs. 3,931 crores only to lend the same back to its other group companies at an interest rate similar to the rate of borrowing. The Assessee Company filed an appeal before CIT(A) dated March 17, 2015, who validated the observations of the Assessing Officer, pursuant to which, the Assessee Company filed an appeal with the Income Tax Appellate Tribunal ("ITAT") on April 4, 2018 against the impugned CIT(A) order. The ITAT duly held the loans advanced by the Assessee Company to have a direct nexus with the interest income earned and the interest expenses incurred on grounds that the Assessee Company was in the business of money lending. Thus, the appeal was allowed in the Assessing Company's favour and the ITAT deleted the disallowance of interest against returns for assessment year 2011-12. The ITAT order was appealed by the Assessing Officer in the High Court of Delhi. The matter is currently pending.

VI. Litigation involving Sameer Gehlaut, promoter of our Promoter Dhani Services Limited *(formerly Indiabulls Ventures Limited)*

A. Criminal cases

1. For details in relation to complaints filed by Raghani Property Holdings Private Limited and Mr. Ramesh Kumar Gupta against Mr. Sameer Gehlaut, please see " – *Litigation involving our Directors*" beginning on page 176.

2. Ms. Manisha Rajgaria ("**Complainant**") had filed a complaint dated July 19, 2010 before Judicial Magistrate, Alipore, Kolkata under Sections 406, 420 and 120B of Indian Penal Code ("**Complaint**"), against IHFL, its promoter Mr. Sameer Gehlaut and others in relation to a dispute regarding loan transactions. It was alleged by the Complainant that IHFL intended to defraud her from the inception

of the transaction and that there had been a criminal breach of trust. Summons were issued on July 20, 2010 ("**Summoning Order**") against IHFL and Mr. Sameer Gehlaut pursuant to which IHFL filed a petition for quashing the Complaint and Summoning Order passed by Judicial Magistrate, Alipore, Kolkata. The Hon'ble Calcutta High Court stayed the proceedings pending adjudication before Judicial Magistrate, Alipore, Kolkata. The matter is currently pending.

3. Citizens Whistle Blower Forum ('CWBF') has filed a Writ Petition before the Hon'ble High Court of Delhi on September 6, 2017 seeking directions for investigation by the Government Authorities into alleged violations by Indiabulls Housing Finance Ltd. (IHFL) and its promoter. The Court issued notice in the Writ Petition and has also issued notice to the CWBF on two applications filed by IHFL. One application was for initiation of perjury under Section 340 of Code of Criminal Procedure against Prashant Bhushan (authorised representative of CWBF and signatory to the Writ Petition) for having made false statements on oath. The other application sought summary dismissal of the Writ Petition and was filed on September 27, 2019. SEBI has filed its counter affidavit to the writ petition on January 6, 2020, wherein it has been stated that there appears to be no specific allegations as far as non-compliance, if any, of the provisions of the SEBI Act, 1992, rules and regulations. MCA, in the Counter Affidavit filed by it on November 28, 2019, has said that out of the five borrower groups pertaining to whom allegations have been made in writ, loan of three groups has already been repaid and the other two are standard accounts. Further, RBI has also filed counter affidavit on February 26, 2020 and has not found any wrongdoing. The matter is currently pending.

B. Civil cases

4. A consumer complaint was filed before the State Consumer DisputesRedressal Commission, Chandigarh ("**Complaint**") dated August 7, 2020 by Mrs. Urmila Gour ("**Complainant**") against Athena Infrastructure Limited alongwith others. The Complainant has also included the name of Mr. Sameer Gehlaut, as a party to it without alleging any specific allegation against him. The Complaint is filed with respect to the booking of a flat in a residential group housing project namely "Enigma", Gurugram, developing by Athena Infrastructure Limited. The Complaint is filed for, *inter alia*, delay in handing over the delivery of the flat booked by the Complainant. The Complaint is now listed for further proceedings on March 31, 2021.

5. Mr. Vemparala Srikant along with his wife Ms. Sravani Kothapalli ("**Complainants**"), purchaser of Apartment No.C-207 at Indiabulls Centrum, Hyderabad, has filed Consumer complaint before State Consumer Disputes Redressal Commission, Hyderabad ("**Complaint**") against Indiabulls Real Estate Limited (IBREL), Mr. Sameer Gehlaut, Mr. Narender Gehlaut and Store One Retail India Limited. In their Complaint, the Complainants had alleged various discrepancies in the construction of the aforesaid flat and had acclaimed a sum of ₹ 30,71,034 together with 18% p.a. interest and refund excess money collected with 8% p.a. interest from January 2016 onwards. The complaint is listed for arguments on May 10, 2021.

6. Mr. Ashok Jhamnadas Chotrani along with Ms. Pooja Ashok Chotrani ("**Complainants**") have filed a consumer complaint before the District Consumer Dispute Redressal Forum, Central Mumbai against Indiabulls Real Estate Limited (IBREL) ("**Complaint**"). Among others, they have made Mr. Sameer Gehlaut as a party to the Complaint without alleging specific allegations against him. They have filed Complaint with respect to their booking of a flat in a group housing project namely, Indiabulls Golf City Savroli, being developed by Sylvanus Properties Limited, subsidiary of Indiabulls Real Estate Limited ("**IBREL**") by making part payment. Thereafter, they cancelled the booking and took refund as per the terms of provisional application form whereby an amount of ₹ 42,741 was deducted from the amount paid. This Complaint is filed to recover ₹ 42,741 along with 24% as interest p.a. for compensation and incidental expenses. The Complaint is now listed for further proceedings on June 18, 2021.

7. Ms. Namrata Ashok Chotrani and Mr. Ashok Jhamnadas Chotrani ("**Complainants**") have filed a consumer complaint before the District Consumer Dispute Redressal Forum, Central Mumbai against Indiabulls Real Estate Limited (IBREL) ("**Complaint**"). Amongothers, they have made Mr. Sameer Gehlaut as a party to the complaint without alleging specific allegations against him. They have filed the Complaint with respect to their booking of a flat in a group housing project namely, Indiabulls Golf City Savroli being developed by Sylvanus Properties Limited, subsidiary of Indiabulls Real Estate Limited ("**IBREL**") by making part payment. Thereafter they cancelled the booking and took

refund as per the terms of Provisional Application Form whereby an amount of ₹ 42,741 was deducted from the amount paid. This Complaint is filed to recover ₹ 42,741 along with 24% as interest p.a. and for compensation and incidental expenses. The Complaint is now listed for further proceedings on June 18, 2021.

Other than as mentioned below, there are no litigation or legal action pending or taken by any ministry or department of the government or a statutory authority against the Promoter of DSL during the last five years immediately preceding the year of the issue of this Draft Shelf Prospectus and that there have been no direction issued by such ministry or department or statutory authority upon conclusion of such litigation or legal action:

1. Mr. Sameer Gehlaut, the promoter of our Promoter, DSL, received a show cause notice dated May 22, 2017 ("**Show Cause Notice**") in connection with compliances under the SEBI (Substantial Acquisition of Shares and Takeovers Regulations) 2011, pursuant to which Mr. Sameer Gehlaut filed an application dated January 19, 2018 in terms of the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014. Thereafter, by way of settlement order dated December 10, 2018, upon payment of settlement charges of ₹ 47,93,473, the proposed adjudication proceedings set out in the Show Cause Notice were disposed of.

2. SEBI, by way of an *ad interim ex parte* order dated June 18, 2007 directed certain entities, including our Company and Manu Vyapar Private Limited operating in the derivative segment, alleging that our Company has executed irregular and non-genuine trades, and to cease and desist from indulging in the violations as noticed by SEBI till further orders. Subsequently, SEBI issued a show cause notice dated October 5, 2007 to our Company alleging that our Company had entered into trading transactions in violation of the SEBI (Prohibition of Fraudulent and Unfair Trade Practises relating to Securities Market) Regulations, 2003 (the "**Show Cause Notice**"). Our Company replied to the Show Cause Notice on November 27, 2007 denying its involvement in any manipulative trade in the futures and options segment and detailing the steps our Company has taken to check suspicious trades in that segment including issuing necessary instructions to its employees to detect certain specified red alerts and sanitise the system against them and also to the clients cautioning them to desist from raising such alerts, pursuant to which there was a hearing before the adjudicating officer. The adjudicating officer in his order dated February 25, 2009 ("**Order**") imposed a penalty on our Company amounting to ₹ 15 lakhs. Pursuant to the Order, our Company filed an appeal before the Securities Appellate Tribunal ("**SAT**") to set aside the Order passed by the adjudicating officer. SAT, by its order dated October 26, 2010 ("**SAT Order**") set aside the Order. An appeal had been filed by SEBI against the SAT Order before the Supreme Court. The Supreme Court dismissed the appeal preferred by SEBI by its order dated February 8, 2018.

3. Adjudication proceedings were initiated against our Company pursuant to a show cause notice dated March 31, 2008 issued by SEBI ("**Show Cause Notice**") to our Company under Rule 4 of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995. The Show Cause Notice was issued in relation to synchronized reversal trades by our Company in the futures and options segment, during February and March 2005. SEBI disposed of the adjudication proceedings by its order dated April 27, 2018.

4. Our Company received a deficiency letter dated August 14, 2017 ("**Letter**") from SEBI, pursuant to inspection conducted during period between March 8, 2016 till March 10, 2016, in relation to lesser annual maintenance charges being levied on clients with power of attorneys for operating demat accounts. As a corrective measure, our Company has revised its charge schedule and annual maintenance charges have been made equal for clients with power of attorney and without power of attorney.

5. SEBI conducted Inspection of Stock broking/ DP Operations for DSL in December 2019 and communicated its findings thereto via a letter dated April 20, 2020, alleging non-compliance with Clause A (2) and A (5) of Code of Conduct under Schedule II of SEBI (Stock Broker) Regulations, 1992, that speak about exercise of due care and skill and compliance with statutory requirements by a stock broker, and the SEBI circulars dated April 23, 2010 and August 31, 2010 on execution of power of attorney by a client in favour of the stock broker, and Clause 2.2.1 (f) and (g) of SEBI Master Circular SEBI/HO/MIRSD/DOS3/CIR/P/2018/104 dated July 04, 2018 on client due diligence. Reply to the said letter was sent by DSL on May 20, 2020 denying the above allegations. The said inspection is on-going and yet to be concluded.

6. SEBI has issued a Show Cause Notice dated August 20, 2020 to DSL and their Company Secretary (collectively, the "**Noticees**") under Section 15 I of Securities and Exchange Board of India, 1992 read with Rule 4(1) of SEBI (Procedure for Holding enquiry and imposing penalty) Rules, 1995 in the matter of Dhani Services Limited, wherein SEBI had provided their observations pursuant to an investigation conducted by them from January 1, 2017 to November 7, 2017 into suspected insider trading activities of the Noticees. They had observed that there are sufficient grounds to inquire and adjudicate upon the alleged violations of the Minimum Standards for Code of Conduct to Regulate, Monitor and Report Trading by Insiders and the PTI Regulations and accordingly appointed an adjudicating officer by a communication order dated July 17, 2020 and issued this Show Cause Notice to call upon the Noticees to show cause as to why an enquiry should not be held against them.

7. NSE had conducted regular inspection of Dhani Services Limited's Stock Broking business for the period January 1, 2017 to December 31, 2017 in the month of March 2018. Pursuant to the said inspection, NSE issued a notice to DSL on August 29, 2018 listing their observations pursuant to the inspection alleging, *inter alia*, violation of Rules 8(1)(f) and 8(3)(f) of the Securities (Contracts) Regulations Rules, 1957 that prohibit members of a stock exchange from engaging in a business other than that of securities or commodities derivatives, either as a principal or employee. DSL provided their reply to the said observations on September 6, 2018 denying the above allegations on the grounds that, *inter alia*, subscribing to equity shares of a subsidiary is different than engaging in the business of the said subsidiary and, therefore, does not amount to violation of either of the above mentioned provisions. NSE replied to the Company's reply on August 5, 2019 asking us to ensure that the non-compliances noted in their inspection do not occur in the future, and to take necessary corrective measures to ensure proper compliance with the relevant rules, bye laws and regulations of NSE and the circulars and directives issued thereunder.

8. Consequent to inspection of the books of accounts and other statutory records of our Promoter for the FY 2014-2015 to FY 2017-2018 by the Ministry of Corporate Affairs, our Promoter had earlier received preliminary observation letter dated April 5, 2019, which was suitably responded by our Promoter on May 6, 2019. Pursuant to that, our Promoter and its key managerial personnel(s) (KMPs) had received Show Cause Notices ("**SCNs**") from the RoC for non-compliance of certain provisions/disclosure requirements, which were on account of clerical omissions of certain disclosures that were technical in nature. Our Promoter and its officers (executive directors and KMPs), filed compounding applications, dated March 16, 2020 and May 15, 2020, under Section 441 of the Companies Act, 2013, in response to the SCNs that mentioned compounding of offences and adjudication of penalties. Further, our Promoter is also filing representation for withdrawal of the two SCNs as, in its view, these have been erroneously issued and there has been no non-compliances by the Promoter as mentioned in these SCNs.

Details of acts of material frauds committed against our Company in the last five years, if any, and if so, the actions taken by our Company

There have been instances of fraud, which are inherent in the nature of the business of our Company. However, except as disclosed below, there is no material fraud committed against our Company in the last five years.

Particulars	April 1, 2020 to December 31, 2020	March 31, 2020	March 31, 2019	March 31, 2018	March 31, 2017	March 31, 2016
Nature of Frauds	Cheating and Forgery	Cheating and Forgery	Nil	Nil	Nil	Nil
Aggregate amount involved (Rs.in lakhs)	18.04	117.77	Nil	Nil	Nil	Nil
Corrective actions taken by the Company	1.Complaint has been filed for legal action to be taken against the fraudster 2. Bureau suppressions initiated to rectify the credit history of a victim					

Save as disclosed in this Draft Shelf Prospectus, there are no:

1. inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous companies law in the last five years immediately preceding the year of issue of this Draft Shelf Prospectus against our Company;

2. pending litigation involving our Company, Promoter, Directors, Subsidiaries, Group Companies or any other person, whose outcome could have material adverse effect on the position of our Company; and

3. pending proceedings initiated against our Company for economic offences.

4. outstanding defaults in the payment of statutory dues.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

At the meeting of the Board of Directors of our Company, held on January 14, 2019, the Directors approved the issue of NCDs to the public, up to an amount not exceeding ₹ 30,000 million. Further, the present borrowing is within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders at the annual general meeting of our Company held on September 20, 2018.

Prohibition by SEBI

Our Company, persons in control of our Company and/or our Directors and/or our Promoters have not been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities and no such order or direction is in force. Further, no member of our promoter group has been prohibited or debarred by SEBI from accessing the securities market or dealing in securities due to fraud.

Our Company, our Directors and/or our Promoter have not been categorised as a wilful defaulter by the RBI, ECGC, any government/regulatory authority and/or by any bank or financial institution nor are they in default of payment of interest or repayment of principal amount in respect of debt securities issued to the public, for a period of more than six-months.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGERS, EDELWEISS FINANCIAL SERVICES LIMITED AND TRUST INVESTMENT ADVISORS PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGERS, EDELWEISS FINANCIAL SERVICES LIMITED AND TRUST INVESTMENT ADVISORS PRIVATE LIMITED, HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [●].

Disclaimer Clause of NSE

AS REQUIRED, A COPY OF THIS OFFER DOCUMENT HAS BEEN SUBMITTED TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED (HEREINAFTER REFERRED TO AS NSE). NSE HAS GIVEN *VIDE* ITS LETTER REF.: [●] DATED [●] PERMISSION TO THE ISSUER TO USE THE EXCHANGE'S NAME IN THIS OFFER DOCUMENT AS ONE OF THE STOCK EXCHANGES ON WHICH THIS ISSUER'S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINIZED THIS DRAFT OFFER DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS ISSUER.

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE AFORESAID PERMISSION GIVEN BY NSE SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE OFFER DOCUMENT HAS BEEN CLEARED OR APPROVED BY NSE; NOR DOES IT IN ANY MANNER WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER DOCUMENT; NOR DOES IT WARRANT THAT THIS ISSUER'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; NOR DOES IT TAKE ANY

RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS ISSUER, ITS PROMOTER, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS 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 Clause of BSE

BSE LIMITED ("THE EXCHANGE") HAS GIVEN *VIDE* ITS LETTER DATED [●], PERMISSION TO THIS COMPANY TO USE THE EXCHANGE'S NAME IN THIS OFFER DOCUMENT AS THE STOCK EXCHANGE ON WHICH THIS COMPANY'S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINIZED THIS OFFER DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS COMPANY. THE EXCHANGE DOES NOT IN ANY MANNER:

A. WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS DRAFT OFFER DOCUMENT; OR

B. WARRANT THAT THIS COMPANY'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; OR

C. TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS COMPANY, ITS PROMOTER, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS COMPANY;

AND IT SHOULD NOT FOR ANY REASON BE DEEMED OR CONSTRUED THAT THIS DRAFT OFFER DOCUMENT HAS BEEN CLEARED OR APPROVED BY THE EXCHANGE. EVERY PERSON WHO DESIRES TO APPLY FOR OR OTHERWISE ACQUIRES ANY SECURITIES OF THIS COMPANY 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 FOR ANY OTHER REASON WHATSOEVER.

Disclaimer Clause of the RBI

THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED AUGUST 21, 2020 BEARING REGISTRATION NO. B-14.00909 ISSUED BY THE RESERVE BANK OF INDIA UNDER SECTION 45 IA OF THE RESERVE BANK OF INDIA ACT, 1934 TO CARRY ON THE ACTIVITIES OF A NBFC. HOWEVER, A COPY OF THIS DRAFT SHELF PROSPECTUS HAS NOT BEEN FILED WITH OR SUBMITTED TO THE RESERVE BANK OF INDIA ("RBI"). IT IS DISTINCTLY UNDERSTOOD THAT THIS DRAFT SHELF PROSPECTUS SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO BE APPROVED OR VETTED BY RBI. RBI DOES NOT ACCEPT ANY RESPONSIBILITY OR GUARANTEE ABOUT THE PRESENT POSITION AS TO THE FINANCIAL SOUNDNESS OF THE ISSUER OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS OR REPRESENTATIONS MADE OR OPINIONS EXPRESSED BY THE ISSUER AND FOR DISCHARGE OF LIABILITY BY THE ISSUER. BY ISSUING THE AFORESAID CERTIFICATE OF REGISTRATION DATED AUGUST 21, 2020 TO THE ISSUER, RBI NEITHER ACCEPTS ANY RESPONSIBILITY NOR GUARANTEE FOR THE PAYMENT OF ANY AMOUNT DUE TO ANY INVESTOR IN RESPECT OF THE PROPOSED NCDS.

Disclaimer in Respect of Jurisdiction

THE ISSUE IS BEING MADE IN INDIA, TO INVESTORS FROM CATEGORY I, CATEGORY II, CATEGORY III AND CATEGORY IV. THIS DRAFT SHELF PROSPECTUS, THE SHELF PROSPECTUS AND THE RESPECTIVE TRANCHE PROSPECTUS WILL NOT, HOWEVER CONSTITUTE AN OFFER TO SELL OR AN INVITATION TO SUBSCRIBE FOR THE NCDS OFFERED HEREBY IN ANY JURISDICTION OTHER THAN INDIA TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE AN OFFER OR INVITATION IN SUCH JURISDICTION. ANY PERSON INTO WHOSE POSSESSION THIS DRAFT SHELF PROSPECTUS, THE SHELF PROSPECTUS AND THE RESPECTIVE TRANCHE PROSPECTUS COMES IS REQUIRED TO INFORM HIMSELF OR HERSELF ABOUT, AND TO OBSERVE, ANY SUCH RESTRICTIONS.

Track record of past public issues handled by the Lead Managers

The track record of past issues handled by the Lead Managers, as required by SEBI circular number CIR/MIRSD/1/2012 dated January 10, 2012, are available at the following websites:

Name of Lead Manager	Website
Edelweiss Financial Services Limited	www.edelweissfin.com
Trust Investment Advisors Private Limited	www.trustgroup.in

Listing

The NCDs proposed to be offered through this Issue are proposed to be listed on BSE and NSE. An application has been made to the BSE and NSE for permission to deal in and for an official quotation of our NCDs. BSE has been appointed as the Designated Stock Exchange.

If permissions to deal in and for an official quotation of our NCDs are not granted by the BSE and NSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of this Draft Shelf Prospectus, Shelf Prospectus and respective Tranche Prospectus.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange mentioned above are taken within six Working Days from the date of closure of the relevant Tranche Issue.

For the avoidance of doubt, it is hereby clarified that in the event of under subscription to any one or more of the series, such NCDs with series shall not be listed.

Our Company shall pay interest at 15% (fifteen) per annum if Allotment is not made and refund orders/allotment letters are not dispatched and/or demat credits are not made to investors within six Working Days of the Issue Closing Date or date of refusal of the Stock Exchange(s), whichever is earlier. In case listing permission is not granted by the Stock Exchange(s) to our Company and if such money is not repaid within the day our Company becomes liable to repay it on such account, our Company and every officer in default shall, on and from expiry of 8 days, be liable to repay the money with interest at the rate of 15% as prescribed under Rule 3 of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 26 of the 2013 Act, provided that the beneficiary particulars relating to such Applicants as given by the Applicants is valid at the time of the upload of the demat credit.

Consents

Consents in writing of: (a) the Directors, (b) our Company Secretary and Compliance Officer, (c) Bankers to our Company, (d) Lead Managers, (e) the Registrar to the Issue, (f) Legal Advisor to the Issue, (g) Credit Rating Agencies, (h) CRISIL for use of their report titled 'NBFC Report 2020' (i) the Debenture Trustee, (j) Chief Financial Officer, (k) Public Issue Account Bank*, (l) Refund Bank*, Sponsor Bank*, Lead Brokers / Consortium Members* have been or will be duly obtained from them and the same will be filed along with a copy of this Draft Shelf Prospectus, Shelf Prospectus and Tranche Prospectus with the ROC as required under Section 26 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of this Draft Shelf Prospectus with the Stock Exchange.
**The consents will be procured at respective Tranche Issue stage.*

The consent of the Statutory Auditor of our Company, namely Walker Chandiok & Co. LLP, Chartered Accountants for (a) inclusion of their name as the Statutory Auditors; (b) report on Reformatted Financial Statements; and (c) report on Limited Review Financial Results, in the form and context in which they appear in this Draft Shelf Prospectus and respective Tranche Prospectus have been obtained and it has not withdrawn such consent and the same will be filed with the ROC.

The consent of the independent chartered accountants, namely A Sardana & Co., for inclusion of statement of tax benefits dated March 26, 2021, issued by them, in this Draft Shelf Prospectus have been obtained and it has not withdrawn such consent and the same will be filed with the ROC.

Expert Opinion

Except the following, our Company has not obtained any expert opinions in connection with this Draft Shelf Prospectus:

1. Our Company has received consent from its Statutory Auditors namely, Walker Chandiok & Co. LLP, Chartered Accountants to include their name as required under Section 26 (1) (v) of the Companies Act, 2013 and as “Expert” as defined under Section 2(38) of the Companies Act, 2013 in this Draft Shelf Prospectus in respect of the reports of the Auditors dated March 26, 2021 included in this Draft Shelf Prospectus and such consent has not been withdrawn as on the date of this Draft Shelf Prospectus.

2. Our Company has received consent from A Sardana & Co., to include their name as required under Section 26 (1) (v) of the Companies Act, 2013 and as “Expert” as defined under Section 2(38) of the Companies Act, 2013 in this Draft Shelf Prospectus in respect of statement of tax benefits dated March 26, 2021 included in this Draft Shelf Prospectus and such consent has not been withdrawn as on the date of this Draft Shelf Prospectus.

Common form of Transfer

The Issuer undertakes that there shall be a common form of transfer for the NCDs and the provisions of the Companies Act, 2013 and all applicable laws shall be duly complied with in respect of all transfer of debentures and registration thereof.

Minimum Subscription

In terms of the SEBI Debt Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue. If our Company does not receive the minimum subscription of 75% of the Base Issue, prior to the Issue Closing Date the entire subscription amount shall be unblocked in the Applicants ASBA Account within 6 Working Days from the date of closure of the Issue. In the event, there is a delay, by our Company in unblocking aforesaid ASBA Accounts within the prescribed time limit, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 and Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013, circular no. SEBI/HO/DDHC/CIR/P/2020/233 dated November 23, 2020 and circular no. CIR/DDHS/P/121/2018 dated August 16, 2018.

Filing of the Draft Shelf Prospectus

A copy of the Draft Shelf Prospectus has to be filed with the Stock Exchanges in terms of SEBI Debt Regulations for dissemination on their website.

Filing of the Shelf Prospectus and Tranche Prospectus with the RoC

Our Company is eligible to file a Shelf Prospectus as per requirements of Section 6A of SEBI Debt Regulations. A copy of the Shelf Prospectus and relevant Tranche Prospectus will be filed with the RoC, in accordance with Section 26 and Section 31 of Companies Act, 2013.

Debenture Redemption Reserve

In accordance with recent amendments to the Companies Act, 2013, and the Companies (Share Capital & Debentures) Rules 2014, read with Rule 16 of the SEBI Debt Regulations, any non-banking finance company that intends to issue debentures to the public are no longer required to create a DRR for the purpose of redemption of debentures. The Government, in the union budget for the Financial Year 2019-20 had announced that non-banking finance companies raising funds in public issues would be exempt from the requirement of creating a DRR.

Pursuant to the amendment to the Companies (Share Capital & Debentures) Rules 2014, notified on August 16, 2019, and as on the date of filing of this Draft Shelf Prospectus, the Company is not required to create DRR for the purpose of redemption of the NCDs. Accordingly, no debenture redemption reserve shall be created by our Company for the purpose of redemption of the NCDs or in connection with the Issue. The Company shall, as per the Companies (Share Capital & Debentures) Rules 2014 and other laws applicable from time to time, invest or deposit, as the case may be, the applicable amounts, within the specified timelines, in respect of debentures maturing during the year ending on the 3lst day of March of the next year, in any one or more methods of investments or deposits stipulated under the applicable law. Provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below the specified percentage, which is presently stipulated at 15% (fifteen percent) of the amount of the debentures maturing during the year ending on March 31 of the next year, in any of the following instruments or such other instruments as may be permitted under the applicable laws.

1. in deposits with any scheduled bank, free from any charge or lien;
2. in unencumbered securities of the Central Government or any State Government;
3. in unencumbered securities mentioned in sub-clause (a) to (d) and (ee) of section 20 of the Indian Trusts Act, 1882;
4. in unencumbered bonds issued by any other company which is notified under sub-clause (f) of section 20 of the Indian Trusts Act, 1882:

Provided further that the amount invested or deposited as above shall not be used for any purpose other than for redemption of debentures maturing during the year referred above.

Issue Related Expenses

The expenses of this Issue include, *inter alia*, lead management fees and selling commission to the Lead Managers, Consortium Members, fees payable to debenture trustees, the Registrar to the Issue, SCSBs' commission/ fees, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The Issue expenses and listing fees will be paid by our Company. The estimated break-up of the total expenses shall be as specified in the Shelf Prospectus and Tranche I Prospectus. For further details see, "*Objects of the Issue*" on page 65.

Reservation

No portion of this Issue has been reserved.

Details of previous Issues

Other than as disclosed below, our Company has not made any issue of Equity Shares in the last five years:

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Premium per equity share (₹)	Issue price per equity share (₹)	Nature of Consideration	Cumulative Number of Equity Shares	Cumulative Equity Share Capital (₹)	Nature of Allotment
March 20, 2017	2,902,400	10	369	379	Cash	5,219,000	52,190,000	Rights issue
May 19, 2017	5,219,000	10	407	417	Cash	10,438,000	104,380,000	Rights issue
June 7, 2017	6,662,000	10	418	428	Cash	17,100,000	171,000,000	Rights issue
March 28, 2018	7,451,565	10	661	671	Cash	24,551,565	245,515,650	Rights issue

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Premium per equity share (₹)	Issue price per equity share (₹)	Nature of Consideration	Cumulative Number of Equity Shares	Cumulative Equity Share Capital (₹)	Nature of Allotment
June 12, 2018	28,901,735	10	682	692	Cash	53,453,300	534,533,000	Rights issue
August 30, 2018	4,139,700	10	708	718	Cash	57,593,00	575,930,000	Rights issue
March 15, 2019	3,595,000	10	755	765	Cash	61,188,000	611,880,000	Preferential Issue

Note: Our Company has utilized the proceeds of the rights issue in line with the objects for which such rights issue funds were raised.

Other than as disclosed below, our Company has not made any issue of preference shares in the last five years:

Date of allotment	Number of Preference Shares allotted	Face value per Preference Share (₹)	Premium per Preference Share (₹)	Issue price per Preference Share (₹)	Nature of Consideration	Cumulative Number of Preference Shares	Cumulative Preference Share Capital (₹)	Nature of Allotment
June 7, 2017	5,500,000	10	490	500	Cash	5,500,000	55,000,000	Allotment

Note: Our Company, on March 12, 2019, changed the terms of the Preference Shares to 0.001% optionally convertible preference shares of face value of ₹ 10 each. Subsequently, on March 15, 2019, our Company redeemed the aforesaid 0.001% optionally convertible preference shares of face value of ₹ 10 each at ₹ 500 per preference share (including the premium of ₹ 490 per preference share). Accordingly, as on the date of this Draft Shelf Prospectus, our Company has no outstanding Preference Shares. However, our Company has utilized the proceeds from the issuance of Preference Shares in line with the objects for which such funds were raised.

Our Company has made a public issuance of 62,62,053 secured redeemable non-convertible debentures of the face value of ₹ 1,000 amounting to ₹ 6,262.05 million, of which ₹ 6,369.62 million (as per Ind AS) is outstanding as of December 31, 2020, the details of which are set forth further below:

Date of Opening	February 4, 2019	
Date of closing	March 1, 2019	
Total issue size	₹ 30,000 million	
Total value of NCDs allotted	₹ 6,262.05 million	
Date of allotment(s)	March 8, 2019	
Objects of the Issue (as per the prospectus)	**Object**	**Object % of amount proposed to be**
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General corporate purposes	Maximum up to 25%
Net utilization of Issue proceeds	Fully utilized in accordance with the objects of the issue	

Further, our Company has also made a public issuance of 847,644 secured redeemable non-convertible debentures of the face value of ₹ 1,000 amounting to ₹ 847.64 million, of which ₹ 719.69 million (as per Ind AS) is outstanding as of December 31, 2020 the details of which are set forth further below:

Date of Opening	May 30, 2019
Date of closing	June 21, 2019
Total issue size	₹ 10,000 million
Total value of NCDs allotted	₹ 847.64 million
Date of allotment(s)	June 27, 2019

Objects of the Issue (as per the prospectus)	Object	Object % of amount proposed to be
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General corporate purposes	Maximum up to 25%
Net utilization of Issue proceeds	Fully utilized in accordance with the objects of the issue	

Further, our Company has also made a public issuance of 834,384 secured redeemable non-convertible debentures of the face value of ₹ 1,000 amounting to ₹ 834.38 million, of which ₹ 244.84 million (as per Ind AS) is outstanding as of December 31, 2020, the details of which are set forth further below:

Date of Opening	July 31, 2019	
Date of closing	August 30, 2019	
Total issue size	₹ 10,000 million	
Total value of NCDs allotted	₹ 834.38 million	
Date of allotment(s)	September 06, 2019	
Objects of the Issue (as per the prospectus)	**Object**	**Object % of amount proposed to be**
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General corporate purposes	Maximum up to 25%
Net utilization of Issue proceeds	Fully utilized in accordance with the objects of the issue	

Other than as mentioned above, our Company has raised funds for augmenting its long-term resources for meeting funding requirements by way of private placement of debentures in the last three years. The funds have been fully utilized in accordance with the objects of the above-mentioned issuance of securities by the Company.

Benefit/ interest accruing to Promoters/ Directors out of the object of the Issue

Neither the Promoter nor the Directors of our Company are interested in the Objects of the Issue.

Details regarding the Company and other listed companies under the same management within the meaning of section 370(1B) of the Companies Act, 1956 which made any capital issue during the last three years

For details in relation to capital issues done by DSL, promoter of our Company, during the last three years, please see "--*Details regarding the previous issues of the group company*" on page 190.

Details regarding the previous issues of the Group Companies as on the date of this Draft Shelf Prospectus:

Indiabulls Distribution Services Limited

Date of Allotment	No. of Equity shares	Issue Price per share (Rs.)	Premium per share (Rs.)	Nature of Allotment	Cumulative	
					No. of Equity share	Equity Share Capital (Rs)
January 1, 2015	50,000	10	Nil		50,000	5,00,000
March 26, 2020	3,08,220	10	14,590	Preferential Allotment	3,58,220	35,82,200

Dhani Stocks Limited (formerly Indiabulls Securities Limited)

Date of Allotment	No. of Equity shares	Issue Price per share (Rs.)	Premium per share (Rs.)	Nature of Allotment	Cumulative	
					No. of Equity share	Equity Share Capital (Rs)
January 1, 2015	60,000	10	Nil		60,000	6,00,000

Date of Allotment	No. of Equity shares	Issue Price per share (Rs.)	Premium per share (Rs.)	Nature of Allotment	Cumulative	
					No. of Equity share	Equity Share Capital (Rs)
February 20, 2020	1,31,00,000	10	Nil	Preferential Allotment	1,31,60,000	13,16,00,000

Indiabulls Investment Advisors Limited

Date of Allotment	No. of Equity shares	Issue Price per share (Rs.)	Premium per share (Rs.)	Nature of Allotment	Cumulative	
					No. of Equity share	Equity Share Capital (Rs)
January 1, 2015	55,00,000	10	Nil		55,00,000	5,50,00,000
March 20, 2020	35,00,00,000	10	Nil	Preferential Allotment	35,55,00,000	3,55,50,00,000

TranServ Limited

Date of allotment	Number of Equity Shares allotted	Number of Preference Shares	Face value per Equity Share	Face value per Preference Share	Premium per Equity Share (₹)	Premium per Preference Share (₹)	Issue price per Equity Share (₹)	Issue price per Preference Share (₹)	Nature of Consideration	Cumulative Number of Equity Shares	Cumulative Number of Preference Shares	Cumulative Equity Share Capital	Cumulative Share Premium (₹)	Nature of Allotment
April 9, 2015	21,21,632		10.00		Nil		-		-	22,54,234		2,25,42,340	-	Bonus Shares
March 18, 2016	1,000		10.00		400.60		410.60		Cash	22,55,234		2,25,52,340	16,62,89,537	Allotment of Ordinary Equity Shares
March 18, 2016		4,86,092		50.00		360.60		410.60	Cash		525084		34,15,74,312.2	Allotment of Compulsorily Convertible Class B Preference Shares
March 23, 2016		5,35,801		50.00		360.60		410.60	Cash		1060885		53,47,84,152.8	Allotment of Compulsorily Convertible Class B Preference Shares
March 29, 2016		2,43,546		50.00		360.60		410.60	Cash		1304431		62,26,06,840.4	Allotment of Compulsorily Convertible Class B Preference Shares
-	Amount of Premium utilised for issue of bonus shares										1304431		-2,12,16,320	
March 31, 2016											1304431		60,13,90,520.4	
December 21, 2017	9,72,213		10.00		34.35		44.35		Other than cash	32,27,447	1304431	3,22,74,470	63,47,88,987.4	Conversion of CCD's on request from Investors
March 30, 2018	5,83,338		10.00		34.35		44.35		Other than cash	38,10,785	1304431	3,81,07,850	65,48,27,965.4	Conversion of CCD's on request

Date of allotment	Number of Equity Shares allotted	Number of Preference Shares	Face value per Equity Share	Face value per Preference Share	Premium per Equity Share (₹)	Premium per Preference Share (₹)	Issue price per Equity Share (₹)	Issue price per Preference Share (₹)	Nature of Consideration	Cumulative Number of Equity Shares	Cumulative Number of Preference Shares	Cumulative Equity Share Capital	Cumulative Share Premium (₹)	Nature of Allotment
														from Investors
June 30, 2018	6,78,130		10.00		34.35		44.35		Other than cash	44,88,915	1304431	4,48,89,150	67,81,23,725.4	Conversion of 0.001% compulsory convertible debentures
March 26, 2019	3,02,217		10.00		2.14		12.14		Cash	47,91,132	1304431	4,79,11,320	67,87,70,469.8	Private Placement
March 26, 2019	1,96,894		10.00		34.35		44.35		Other than cash	49,88,026	NIL	4,98,80,260	68,55,34,055.8	Conversion of 0.001% compulsory convertible debentures
March 26, 2019	2,25,670		10.00		120.28		130.28		Other than cash	52,13,696	NIL	5,21,36,960	71,26,77,323.8	Conversion of class A 0.001% CCPS
March 26, 2019	12,65,439		10.00		40.00		50.00		Other than cash	64,79,135	NIL	6,47,91,350	7,63,2,94,883.8	Conversion of class B 0.001% CCPS

Dhani Services Limited (*formerly Indiabulls Ventures Limited*)

Issue of partly paid-up equity shares of face value of ₹ 2 each by DSL to the shareholders of DSL on rights basis.

Date of Opening	February 21, 2018	
Date of closing	March 7, 2018	
Total issue size	₹ 20,000 million	
Date of allotment	March 16, 2018	
Objects of the issue (as per the prospectus)	**Object**	**Object % of amount proposed to be**
	Investment in our Company to meet its business requirements and investment in Indiabulls Asset Reconstruction Company Limited to support the future growth of its business.	At least 75%
	General corporate purposes	Maximum up to 25%
Net utilization of issue proceeds	Fully utilised in accordance with the objects of the issue	

Other than as mentioned above, DSL has also raised funds by way of private placement of equity shares, warrants, compulsorily convertible debentures in the last three years. The funds have been fully utilized in accordance with the objects of the above-mentioned issuance of equity shares, warrants, compulsorily convertible debentures on private placement basis.

Debentures or bonds and redeemable preference shares and other instruments issued by our Company and outstanding

Other than the privately placed listed secured debentures disclosed under "*Financial Indebtedness*" on page 166, our Company does not have listed rated/ unrated, secured/ unsecured, non-convertible redeemable debentures and listed subordinated debt as on December 31, 2020.

Dividend

Our Company has no stated dividend policy. The declaration and payment of dividends on our shares will be recommended by our Board of Directors and approved by our shareholders, at their discretion, and will depend on a number of factors, including but not limited to our profits, capital requirements and overall financial condition.

The following table details the dividend declared by our Company on the Equity Shares for the Fiscal 2020, Fiscal 2019, Fiscal 2018, Fiscal 2017 and Fiscal 2016.

Particulars	Financial Performance					
	December 31, 2020	**Fiscal 2020**	**Fiscal 2019**	**Fiscal 2018**	**Fiscal 2017**	**Fiscal 2016**
Equity Share Capital (₹ in million)	611.88	611.88	611.88	245.52	52.19	23.17
Face Value Per Share (in ₹)	10	10	10	10	10	10
Interim Dividend on Equity Shares (₹ in million)	Nil	1,728.56	462.80	Nil	Nil	Nil
Final Dividend on Equity Shares	Nil	Nil	Nil	Nil	Nil	Nil
Total Dividend on Equity Shares (₹ in million)*	Nil	1,728.56	462.80	Nil	Nil	Nil
Dividend Declared Rate (In %)	Nil	282.50	188.50	Nil	Nil	Nil
Dividend Distribution Tax (₹ in million)	Nil	355.31	95.13	Nil	Nil	Nil

** Excluding dividend distribution tax*

Board of the Company (the "**Board**") at its meeting held on April 25, 2019 has declared an interim dividend of ₹ 9.25 per fully paid-up Equity Share and the Board at its meeting held on January 23, 2020 has declared an interim dividend of ₹ 19.00 per fully paid up Equity Share for Fiscal 2021.

(b) the dividends declared by the Company on its preference shares of face value of ₹10 per preference share were as follows:

Particulars	Financial Performance					
	December 31, 2020	**Fiscal 2020**	**Fiscal 2019**	**Fiscal 2018**	**Fiscal 2017**	**Fiscal 2016**
Preference Share Capital (₹ in million)	Nil	Nil	Nil	55	Nil	Nil
Face Value Per Preference Share (in ₹)	Nil	Nil	10	10	Nil	Nil
Interim Dividend on Preference Shares (₹ in million)	Nil	Nil	0.00	Nil	Nil	Nil
Final Dividend on Preference Shares	Nil	Nil	0.00	Nil	Nil	Nil
Total Dividend on Preference Shares (₹ in million)*	Nil	Nil	0.00	Nil	Nil	Nil
Dividend Declared Rate (In %)	Nil	Nil	0.001	Nil	Nil	Nil
Dividend Rate (In %)	Nil	Nil	0.00	Nil	Nil	Nil
Dividend Distribution Tax** (₹ in million)	Nil	Nil	0.00	Nil	Nil	Nil

** Excluding dividend distribution tax*

***Dividend on preference shares is ₹550 and corporate dividend tax of ₹113 for the financial year ended March 31, 2019*

Revaluation of assets

Our Company has not revalued its assets in the last five years.

Mechanism for redressal of investor grievances

The Registrar Agreement dated March 25, 2021 between the Registrar to the Issue and our Company will provide for retention of records with the Registrar to the Issue for a period of at least three years from the last date of dispatch of the Allotment Advice, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances. All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the Applicant, number of NCDs applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances related to the UPI process may be addressed to the Stock Exchange, which shall be responsible for addressing investor grievances arising from applications submitted online through the App based/ web interface platform of stock exchange or through their Trading Members. The Intermediaries shall be responsible for addressing any investor grievances arising from the applications uploaded by them in respect of quantity, price or any other data entry or other errors made by them.

The contact details of Registrar to the Issue are as follows:

KFIN Technologies Private Limited (*formerly known as Karvy Fintech Private Limited*)

Selenium Tower B, Plot No – 31 & 32,
Financial District, Nanakramguda, Serilingampally
Hyderabad Rangareddy, Telangana– 500 032
Telephone No.: +91 40 6716 2222
Facsimile No.: +91 40 2343 1551
Email: dhani.ncd@kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: M. Murali Krishna
SEBI Registration Number: INR000000221
CIN: U67200TG2017PTC117649

The Registrar shall endeavour to redress complaints of the investors within three (3) days of receipt of the complaint during the currency of this MoU and continue to do so during the period it is required to maintain records under the RTA Regulations and our Company shall extend necessary co-operation to the Registrar for its complying with the said regulations. However, the Registrar shall ensure that the time taken to redress investor complaints does not exceed fifteen (15) days from the date of receipt of complaint. The Registrar shall provide a status report of investor complaints and grievances on a fortnightly basis to our Company. Similar status reports should also be provided to our Company as and when required by our Company.

The details of the person appointed to act as Compliance Officer for the purposes of this Issue are set out below:

Mr. Manish Rustagi
Company Secretary & Compliance Officer

Dhani Loans and Services Limited (formery Indiabulls Consumer Finance Limited)
448-451, Udyog Vihar
Phase - V
Gurugram - 122 016
Telephone No.: + 91 124 668 5899
Facsimile No.: + 91 124 668 1240
Email: mrustagi@dhani.com

Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre-issue or post Issue related issues such as non-receipt of Allotment Advice, demat credit, refund orders, non-receipt of Debenture Certificates, transfers, or interest on application amount etc.

Change in Auditors of our Company during the last three years

There has been no change(s) in the Statutory Auditors of our Company in the last 3 (three) Fiscals preceding the date of this Draft Shelf Prospectus except as stated below:

Name of the Auditor	Financial Year	Address	Date of appointment / resignation	Auditor of our Company since (in case of resignation)
S A S & Co.	2017 - 2018	104, Tirupati Plaza, A – 212/C, Street No. 1, Vikas Marg, Shakarpur, Delhi - 110092	September 14, 2017	September 26, 2014

Name of the Auditor	Financial Year	Address	Date of appointment / resignation	Auditor of our Company since (in case of resignation)
M/s. Walker Chandiok & Co LLP	2017 - 2018	7th Floor, Plot No. 19A, Sector-16A, Noida 201301, India	September 29, 2017 (Appointment)	-

Auditor Remarks

There have been no reservations or qualifications or adverse remarks of auditors in respect of our Financial Statements in the last five financial years from the date of this Draft Shelf Prospectus. For details in relation to emphasis of matter, please see "*Financial Statements*" on page 159.

Details regarding lending out of Issue proceeds and loans advanced by the Company

A. ***Lending Policy***

Please see "*Our Business*" at page 105.

B. ***Loans given by the Company***

Loans/advances to associates, entities/persons relating to Board, senior management or Promoter or group entities out of the proceeds of previous issues

Not Applicable

C. ***Types of loans***

- Types of loan given by the Company as on March 31, 2020 are as follows:

S. No	Type of loans	Amount (₹ in million)	Percentage (in %)
1	Secured	22,203.14	23.07
2	Unsecured	74,056.52	76.93
	Total assets under management (AUM)	**96,259.60**	**100.00**

- Denomination of loans outstanding by ticket size as on March 31, 2020

S. No.	Ticket size	Percentage of AUM (in %)
1	Upto ₹ 10 lakh	62.05
2	₹ 10-50 lakh	14.28
3	>₹ 50 lakh	23.67
	Total	100.00

- Denomination of loans outstanding by LTV* as on March 31, 2020

S. No	LTV	Percentage of AUM (in %)
1	Upto 40%	15.70
2	40-50%	37.37
3	50-60%	36.67
4	60-70%	5.90
5	70-80%	4.35
	Total	**100.00**

** LTV at the time of origination and does not include unsecured loans AUM.*

- Geographical classification of borrowers as on March 31, 2020

Sr. No.	Regions	Percentage of AUM (in %)
1	East	5

Sr. No.	Regions	Percentage of AUM (in %)
2	South	31
3	West	29
4	North	35
	Total	**100**

- Types of loans according to sectorial exposure as on March 31, 2020 is as follows:

S. No	Segment- wise breakup of loan book	Percentage of loan book
1.	Commercial Real Estate	3.10%
2.	Other Real Estate	21.95%
3.	Other Loans	74.95%
	Total	100.00%

- Maturity profile of total loan portfolio of the Company as on March 31, 2020 is as follows:

Period	Amount (₹ in million)
0-3 months	210.71
3-6 months	2,702.13
6 months -1 year	10,163.25
Above 1 year	83,185.51
Total	**96,259.60**

D. ***Details of loans overdue and classified as non – performing in accordance with the RBI guidelines as on March 31, 2020***

Movement of gross NPAs	Amount (₹ in million)
(a) Opening balance	841.30
(b) Additions during the year	7,302.15
(c) Reductions during the year	7,233.96
(d) Closing balance	909.49

Movement of net NPAs	Amount (₹ in million)
(a) Opening balance	263.14
(b) Additions during the year	4,677.62
(c) Reductions during the year	4,594.79
(d) closing balance	345.97

Movement of provisions for NPAs	Amount (₹ in million)
(a) Opening balance	578.16
(b) Provisions made during the year	2,624.53
(c) Write-off / write -back of excess provisions	2,639.17
(d) closing balance	563.52

E. ***Aggregated exposure to top 20 borrowers with respect to concentration of advances as on March 31, 2020***

Total Advances to twenty largest borrowers (₹ in million)	7,624.10
Percentage of Advances to twenty largest borrowers to Total Advances to our Company (%)	16.19%

F. ***Aggregated exposure to top 20 borrowers with respect to concentration of exposures as on March 31, 2020***

Total Exposures to twenty largest borrowers/Customers (₹ in million)	7,624.10
Percentage of Exposures to twenty largest borrowers/Customers to Total Advances to our Company on borrowers/Customers (%)	16.19%

G. ***Segment –wise gross NPA as on March 31, 2020***

S. No	Segment- wise breakup of gross NPAs	Gross NPA (%)
1.	Commercial Real Estate	1.18
2.	Other Real Estate	1.92
3.	Other Loans	1.96

H. ***Classification of borrowings as on March 31, 2020***

S. No	Type of Borrowings	Amount (₹ in million)	Percentage
1	Secured*	47,529.75	100.00
2	Unsecured*	Nil	0.00
	Total	47,529.75	100.0

**comprising debt securities and borrowings other than debt securities.*

I. ***Promoter Shareholding***

There is no change in promoter holdings in the Company beyond the threshold level stipulated at 26% during the last financial year.

J. ***Residual maturity profile of assets and liabilities as on March 31, 2020***

(₹ in million)

	1 to 30/31 days (one month)	Over 1 month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	over 3 to 5 years	Over 5 years	Total
Deposits	999.80	500.20	430.10	1,571.80	1,377.90	-	-	-	4,879.80
Advances	1,778.78	1,666.12	1,674.58	5,654.28	9,029.24	20,669.96	4,459.86	2,159.65	47,092.46
Investments	5,846.84	-	-	-	-	5,000.01	-	8,552.30	19,399.15
Foreign Currency assets	-	-	-	-	-	-	-	-	0
Borrowings	1,175.24	1,138.81	2,240.38	8,255.06	5,920,91	25,653.12	3,146.24	-	47,529.76
Foreign Currency liabilities	-	-	-	-	-	-	-	-	0

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act 2013, our Company will issue a statutory advertisement on or before the Issue Opening Date. This advertisement will contain the information as prescribed under SEBI Debt Regulations. Material updates, if any, between the date of filing of this Draft Shelf Prospectus with ROC and the date of release of the statutory advertisement will be included in the statutory advertisement.

Trading

Debt securities issued by our company, which are listed on BSE and NSE's wholesale debt market are infrequently traded with limited or no volumes. Consequently, there has been no material fluctuation in prices or volumes of such listed debt securities.

Caution

Attention of the applicants is specifically drawn to the provision of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who: (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of the Companies Act, 2013".

SECTION VII- ISSUE RELATED INFORMATION

ISSUE STRUCTURE

The following are the key terms of the NCDs. This chapter should be read in conjunction with and is qualified in its entirety by more detailed information in "*Terms of the Issue*" on page 204.

The NCDs being offered as part of the Issue are subject to the provisions of the SEBI Debt Regulations, the Debt Listing Agreement, and the Companies Act, 2013, the RBI Act, the terms of this Draft Shelf Prospectus, the Shelf Prospectus, the relevant Tranche Prospectus for each Tranche Issue, the Application Form, the terms and conditions of the Debenture Trustee Agreement and the Debenture Trust Deed, and other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI, RBI, the GoI, and other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

The key common terms and conditions of the NCDs are as follows:

Issuer	Dhani Loans and Services Limited
Type of instrument/ Name of the security/ Seniority	Secured Redeemable Non-Convertible Debentures
Nature of the instrument	Secured Redeemable Non-Convertible Debenture
Mode of the issue	Public issue
Eligible investors	Please see "*Issue Procedure – Who can apply?*" on page 220
Listing	The NCDs are proposed to be listed on NSE and BSE. The NCDs shall be listed within six Working Days from the date of Issue Closure. For more information see "*Other Regulatory and Statutory Disclosures*" on page 184
Credit ratings	IVR AA/ Stable Outlook by Informerics
Issue Size	As specified in the relevant Tranche Prospectus for each Tranche Issue
Option to retain Oversubscription Amount	As specified in the relevant Tranche Prospectus for each Tranche Issue
Objects of the Issue	Please see "*Objects of the Issue*" on page 65
Details of utilization of the proceeds	Please see "*Objects of the Issue*" on page 65
Lead Managers	Edelweiss Financial Services Limited and Trust Investment Advisors Private Limited
Debenture Trustee	Beacon Trusteeship Limited
Market Lot/ Trading Lot	One NCD
Registrar	KFIN Technologies Private Limited
Issue	As specified in the relevant Tranche Prospectus for each Tranche Issue
Interest rate for each category of investors	As specified in the relevant Tranche Prospectus for each Tranche Issue
Step up/ Step down interest rates	As specified in the relevant Tranche Prospectus for each Tranche Issue
Frequency of interest payment	As specified in the relevant Tranche Prospectus for each Tranche Issue
Interest payment date	As specified in the relevant Tranche Prospectus for each Tranche Issue
Interest type	As specified in the relevant Tranche Prospectus for each Tranche Issue
Interest reset process	As specified in the relevant Tranche Prospectus for each Tranche Issue
Day count basis	Actual/ Actual
Interest on application money	Please see "*Terms of the Issue*" on page 204
Default interest rate	Our Company shall pay interest in connection with any delay in allotment, refunds, listing, dematerialized credit, execution of Debenture Trust Deed, payment of interest, redemption of principal amount beyond the time limits prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated/ prescribed under applicable laws
Tenor	As specified in the relevant Tranche Prospectus for each Tranche Issue
Redemption Date	As specified in the relevant Tranche Prospectus for each Tranche Issue
Redemption Amount	As specified in the relevant Tranche Prospectus for each Tranche Issue

Redemption premium/ discount	As specified in the relevant Tranche Prospectus for each Tranche Issue
Issue Price (in ₹)	As specified in the relevant Tranche Prospectus for each Tranche Issue
Discount at which security is issued and the effective yield as a result of such discount.	As specified in the relevant Tranche Prospectus for each Tranche Issue
Put option date	As specified in the relevant Tranche Prospectus for each Tranche Issue
Put option price	As specified in the relevant Tranche Prospectus for each Tranche Issue
Call option date	As specified in the relevant Tranche Prospectus for each Tranche Issue
Call option price	As specified in the relevant Tranche Prospectus for each Tranche Issue
Put notification time	As specified in the relevant Tranche Prospectus for each Tranche Issue
Call notification time	As specified in the relevant Tranche Prospectus for each Tranche Issue
Face value	₹ 1,000 per NCD
Minimum Application size and in multiples of NCD thereafter	As specified in the relevant Tranche Prospectus for each Tranche Issue
Issue opening date	As specified in the relevant Tranche Prospectus for each Tranche Issue
Issue closing date**[**]**	As specified in the relevant Tranche Prospectus for each Tranche Issue
Pay-in date	Application Date. The entire Application Amount is payable on Application
Modes of payment	Please see *"Issue Procedure – Terms of Payment"* on page 236
Deemed date of Allotment	The date on which the Board or the Bond Issue Committee approves the Allotment of the NCDs for each Tranche Issue or such date as may be determined by the Board of Directors or the Bond Issue Committee and notified to the Designated Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for each Tranche Issue by way of the relevant Tranche Prospectus) shall be available to NCD Holders from the Deemed Date of Allotment.
Issuance mode of the instrument	Demat only*
Trading mode of the instrument	In dematerialised form only
Mode of settlement	As specified in the relevant Tranche Prospectus for each Tranche Issue
Depositories	NSDL and CDSL
Working day convention/ Effect of holidays on payment	Working Day means all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e., period beginning from Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of stock exchanges excluding Sundays and bank holidays in Mumbai, as per SEBI circular CIR/DDHS/P/121/2018 dated August 16, 2018, however, with reference to payment of interest/redemption of NCDs, Working Days shall mean those days wherein the money market is functioning in Mumbai. If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day (the "**Effective Date**"), however the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment. The interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.
Record date	15 (fifteen) days prior to the relevant Interest Payment Date, relevant Redemption Date for NCDs issued under the relevant Tranche Prospectus. In

	case of redemption of NCDs, the trading in the NCDs shall remain suspended between the record date and the date of redemption. In event the Record Date falls on a Sunday or holiday of Depositories, the succeeding working day or a date notified by the Company to the Stock Exchanges shall be considered as Record Date
All covenants of the issue (including side letters, accelerated payment clause, etc.)	As specified in the relevant Tranche Prospectus for each Tranche Issue
Asset cover and description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the Offer Document/ Information Memorandum.	The NCDs proposed to be issued will be secured by a first ranking *pari passu* charge on present and future receivables and current assets of the Issuer for the principal amount and accrued interest thereon as specifically set out in and fully described in the Debenture Trust Deed. The NCDs will have an security cover of minimum one time on the principal amount and interest thereon. The Issuer reserves the right to sell or otherwise deal with the receivables, both present and future, including without limitation to create a charge on *pari passu* or exclusive basis thereon for its present and future financial requirements provided that a minimum security cover of one time on the principal amount and accrued interest thereon, is maintained. We have received necessary consents from the relevant debenture trustees and security trustees for ceding *pari passu* charge in favour of the Debenture Trustee in relation to the NCDs. Debt securities shall be considered as secured only if the charged asset is registered with sub-registrar and RoC or CERSAI or Depository etc., as applicable, or is independently verifiable by the debenture trustee. For further details on date of creation of security/likely date of creation of security, minimum security cover etc, please refer to the "*Terms of the Issue – Security*" on page 204. Without prejudice to the aforesaid, in the event our Company fails to execute the Debenture Trust Deed within the period specified in Regulation 15(1) of the SEBI Debt Regulations or such other time frame as may be stipulated from time-to-time, our Company shall also pay interest of at least 2% (two per cent.) per annum to the NCD holders, over and above the interest rate on the NCDs specified in the relevant Tranche Prospectus, till the execution of the Debenture Trust Deed.
Issue documents	The Draft Shelf Prospectus, the Shelf Prospectus, the Tranche Prospectus read with any notices, corrigenda, addenda thereto, the Debenture Trust Deed and other documents, if applicable, and various other documents/ agreements/ undertakings, entered or to be entered by our Company with Lead Managers and/or other intermediaries for the purpose of this Issue including but not limited to the Issue Agreement, Debenture Trust Deed, the Debenture Trustee Agreement, the Tripartite Agreements, the Registrar Agreement. For further details, see "*Material Contracts and Documents for Inspection*" on page 253.
Conditions precedent to disbursement	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions precedent to disbursement.
Conditions subsequent to disbursement	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions subsequent to disbursement.
Events of default / cross default (including manner of voting/conditions of joining Inter Creditor Agreement)	Please see "*Terms of the Issue – Events of Default*" on page 205.
Creation of recovery expense fund	Our Company undertakes to create a recovery expense fund in the manner as maybe specified by SEBI from time to time and inform the Debenture Trustee regarding the creation of such fund. The recovery expense fund may be utilised by Debenture Trustee, in the event of default by our Company under the terms of the Debenture Trust Deed, for taking appropriate legal action to enforce the security.
Conditions for breach of covenants (as specified in Debenture Trust Deed)	As specified in the relevant Tranche Prospectus for each Tranche Issue

Provisions related to Cross Default Clause	N/A (Not Applicable)
Roles and responsibilities of the Debenture Trustee	Please see "*Terms of the Issue – Trustees for the NCD Holders*" on page 205
Risk factors pertaining to the issue	Please see "*Risk Facotrs*" on page 16
Governing law and jurisdiction	The governing law and jurisdiction for the purpose of the Issue shall be Indian law, and the competent courts of jurisdiction in New Delhi, India, respectively.
Lock-in	As specified in the relevant Tranche Prospectus for each Tranche Issue

** In terms of Regulation 4(2)(d) of the SEBI Debt Regulations, our Company will undertake this public issue of the NCDs in dematerialised form. However, in terms of section 8(1) of the Depositories Act, our Company, at the request of the Investors who wish to hold the NCDs in physical form will fulfil such request. However, trading in NCDs shall be compulsorily in dematerialized form.*

*** The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in the relevant Tranche Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or Bond Issue Committee thereof subject to receipt of necessary approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in in all the newspapers in which pre-issue advertisement and advertisement for opening or closure of the Issue have been given on or before such earlier or extended date of Issue closure. On the Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the BSE and NSE. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 p.m. (Indian Standard Time) on one Working Day post the Issue Closing Date*

While the NCDs are secured to the tune of 100% of the principal and interest amount or as per the terms of offer document, in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the security is maintained and the recovery of 100% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.

The specific terms of each instrument to be issued pursuant to a Tranche Issue shall be as set out in the relevant Tranche Prospectus.

Please see "Issue Procedure" on page 219 for details of category wise eligibility and allotment in the Issue

SPECIFIC TERMS OF NCDs

As specified in the relevant Tranche Prospectus for each Tranche Issue.

Terms of payment

The entire face value per NCDs is payable on application (except in case of ASBA Applicants). In case of ASBA Applicants, the entire amount of face value of NCDs applied for will be blocked in the relevant ASBA Account maintained with the SCSB. In the event of Allotment of a lesser number of NCDs than applied for, our Company shall refund the amount paid on application to the Applicant, in accordance with the terms of this Draft Shelf Prospectus, the Shelf Prospectus and the respective Tranche Prospectus.

Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to the Issue.

The NCDs have not been and will not be registered, listed or otherwise qualified in any jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. In particular, the NCDs have not been and will not be registered under the U.S. Securities Act, 1933, as amended (the "**Securities Act**") or the securities laws of any state of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The Issuer has not registered and does not intend to register under the U.S. Investment Company Act, 1940 in reliance on section 3(c)(7) thereof. This Draft Shelf Prospectus may not be forwarded or distributed to any other person and may not be reproduced in any manner whatsoever, and in particular, may not be forwarded to any U.S. Person or to any U.S. address.

Applications may be made in single or joint names (not exceeding three). Applications should be made by Karta in case the Applicant is an HUF. If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account (in case of Applicants applying for Allotment of the NCDs in dematerialized form) held in joint names. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form. Please ensure that such Applications contain the PAN of the HUF and not of the Karta.

In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein.

For further details, please see "*Issue Procedure*" on page 219.

TERMS OF THE ISSUE

Authority for the Issue

This Issue has been authorized by the Board of Directors of our Company pursuant to a resolution passed at their meeting held on January 14, 2019. Further, the present borrowing is within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders' *vide* their resolution approved at the annual general meeting dated September 20, 2018.

Principal Terms and Conditions of this Issue

The NCDs being offered as part of the Issue are subject to the provisions of the SEBI Debt Regulations, the Act, the Memorandum and Articles of Association of our Company, the terms of this Draft Shelf Prospectus, the Shelf Prospectus, the Application Forms, the abridged Prospectus, the terms and conditions of the Debenture Trust Agreement and the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI/the Government of India/the Stock Exchanges, RBI and/or other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

Ranking of NCDs

The NCDs would constitute secured and senior obligations of our Company and shall be first ranking *pari passu* with the existing secured creditors on all loans and advances/ book debts/ receivables, both present and future of our Company equal to the value one time of the debentures outstanding plus interest accrued thereon, and subject to any obligations under applicable statutory and/or regulatory requirements. The NCDs proposed to be issued under the Issue and all earlier issues of secured debentures outstanding in the books of our Company, shall be first ranking *pari passu* without preference of one over the other except that priority for payment shall be as per applicable date of redemption. Our Company confirms that all permissions and/or consents for creation of a *pari passu* charge on the book debts/ loans and advances/ receivables, both present and future and immovable property as stated above, have been obtained from all relevant creditors, lenders and debenture trustees of our Company, who have an existing charge over the above mentioned assets, prior to the filing of the Draft Shelf Prospectus. Our Company may, subject to applicable RBI requirements and other applicable statutory and/or regulatory provisions, treat the NCDs as Tier I capital.

Our Company is required to obtain permissions or consents from the prior creditors for proceeding with this Issue. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 3, 2020, our Company undertakes, *inter alia*, that the assets on which charge is created are already charged, the permissions or consent to create *pari passu* charge on the assets of the Company have been obtained from the earlier creditors.

Security

The NCDs proposed to be issued will be secured by a first ranking *pari passu* charge on present and future receivables and current assets of the Issuer for the principal amount and accrued interest thereon as specifically set out in and fully described in the Debenture Trust Deed. The NCDs will have an security cover of minimum one time on the principal amount and interest thereon. The Issuer reserves the right to sell or otherwise deal with the receivables, both present and future, including without limitation to create a charge on *pari passu* or exclusive basis thereon for its present and future financial requirements provided that a minimum security cover of one time on the principal amount and accrued interest thereon, is maintained. We have received necessary consents from the relevant debenture trustees and security trustees for ceding *pari passu* charge in favour of the Debenture Trustee in relation to the NCDs.

Further, NCDs shall be considered as secured only if the charged asset is registered with sub-registrar and RoC or Central Registry of Securitization Asset Reconstruction and Security Interest ("**CERSAI**") or Depository etc., as applicable, or is independently verifiable by the Debenture Trustee.

Pursuant to the SEBI Circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 3, 2020, our Company has entered into the Debenture Trusteeship Agreement with the Debenture Trustee and proposes to complete the execution of the Debenture Trust Deed before making the application for listing of the NCDs for the benefit of the NCD Holders, the terms of which shall govern the appointment of the Debenture Trustee and the issue of the NCDs.

Without prejudice to the aforesaid, in the event our Company fails to execute the Debenture Trust Deed within the period specified in Regulation 15(1) of the SEBI Debt Regulations or such other time frame as may be stipulated from time-to-time, our Company shall also pay interest of at least 2% (two per cent.) per annum to the NCD holders, over and above the interest rate on the NCDs specified in the relevant Tranche Prospectus, till the execution of the Debenture Trust Deed.

Debenture Redemption Reserve

In accordance with recent amendments to the Companies Act, 2013, and the Companies (Share Capital & Debentures) Rules 2014, read with Rule 16 of the SEBI Debt Regulations, any non-banking finance company that intends to issue debentures to the public are no longer required to create a DRR for the purpose of redemption of debentures. The Government, in the union budget for the Financial Year 2019-20 had announced that non-banking finance companies raising funds in public issues would be exempt from the requirement of creating a DRR.

Pursuant to the amendment to the Companies (Share Capital and Debentures) Rules 2014, notified on August 16, 2019, and as on the date of filing of this Draft Shelf Prospectus, the Company is not required to create DRR for the purpose of redemption of the NCDs. Accordingly, no debenture redemption reserve shall be created by our Company for the purpose of redemption of the NCDs or in connection with the Issue. The Company shall, as per the Companies (Share Capital & Debentures) Rules 2014 and other laws applicable from time to time, invest or deposit, as the case may be, the applicable amounts, within the specified timelines, in respect of debentures maturing during the year ending on the 3lst day of March of the next year, in any one or more methods of investments or deposits stipulated under the applicable law. Provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below the specified percentage, which is presently stipulated at 15% (fifteen percent) of the amount of the debentures maturing during the year ending on March 31 of the next year, in any of the following instruments or such other instruments as may be permitted under the applicable laws.

1. in deposits with any scheduled bank, free from any charge or lien
2. in unencumbered securities of the Central Government or any State Government;
3. in unencumbered securities mentioned in sub-clause (a) to (d) and (ee) of section 20 of the Indian Trusts Act, 1882;
4. in unencumbered bonds issued by any other company which is notified under sub-clause (f) of section 20 of the Indian Trusts Act, 1882:

Provided further that the amount invested or deposited as above shall not be used for any purpose other than for redemption of debentures maturing during the year referred above.

Face Value

The face value of each of the NCD shall be ₹ 1,000.

Trustees for the NCD Holders

We have appointed Beacon Trusteeship Limited to act as the Debenture Trustee for the NCD Holders in terms of Regulation 4(4) of the Debt Regulations and Section 71 (5) of the Companies Act, 2013 and the rules prescribed thereunder. We and the Debenture Trustee will execute a Debenture Trust Deed, before making the application for listing of NCDs, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us. The NCD Holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorized officials to do all such acts, deeds, matters and things in respect of or relating to the NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the NCD Holder(s). Any payment made by us to the Debenture Trustee on behalf of the NCD Holder(s) shall discharge us *pro tanto* to the NCD Holder(s).

The Debenture Trustee will protect the interest of the NCD Holders in the event of default by us in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.

Events of Default

Subject to the terms of the Debenture Trust Deed, the Debenture Trustee at its discretion may, or if so requested in writing by the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution, passed at a meeting of the NCD Holders, (subject to being indemnified and/or secured by the

NCD Holders to its satisfaction), give notice to our Company specifying that the NCDs and/or any particular series of NCDs, in whole but not in part are and have become due and repayable on such date as may be specified in such notice *inter alia* if any of the events listed below occurs. The description below is indicative and a complete list of events of default and its consequences will be specified in the Debenture Trust Deed:

(i) default is committed in payment of the principal amount of the NCDs on the due date(s); and
(ii) default is committed in payment of any interest on the NCDs on the due date(s).

NCD Holder not a Shareholder

The NCD Holders will not be entitled to any of the rights and privileges available to the equity and/or preference shareholders of our Company, except to the extent of the right to receive the annual reports of our Company and such other rights as may be prescribed under the Companies Act, 2013 and the rules prescribed thereunder and the SEBI Listing Regulations.

Rights of NCD Holders

Some of the significant rights available to the NCD Holders are as follows:

1. The NCDs shall not, except as provided in the Companies Act, 2013, our Memorandum and Articles of Association and/or the Debenture Trust Deed, confer upon the holders thereof any rights or privileges available to our Company's members/shareholders including, without limitation, the right to receive notices or annual reports of, or to attend and/or vote at any general meeting of our Company's members/shareholders. However, if any resolution affecting the rights attached to the NCDs is to be placed before the members/shareholders of our Company, the said resolution will first be placed before the concerned registered NCD Holders, for their consideration. In terms of Section 136 (1) of the Companies Act, 2013, holders of NCDs shall be entitled to a copy of the balance sheet and copy of trust deed on a specific request made to our Company.

2. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, including requirements of the RBI, the rights, privileges and conditions attached to the NCDs may be varied, modified and/or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution passed at a meeting of the concerned NCD Holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the NCDs, if the same are not acceptable to us.

3. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, the registered NCD Holder or in case of joint-holders, the one whose name stands first in the register of debenture holders shall be entitled to vote in respect of such NCDs, either in person or by proxy, at any meeting of the concerned NCD Holders and every such holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the NCD Holders shall be in proportion to the outstanding nominal value of NCDs held by him/her.

4. The NCDs are subject to the provisions of the Debt Regulations, the Companies Act, 2013, the Memorandum and Articles of Association of our Company, the terms of this Draft Shelf Prospectus, the Shelf Prospectus, relevant Tranche Prospectus, the Application Forms, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the NCDs.

5. The Depositories shall maintain the up to date record of holders of the NCDs in dematerialized Form. In terms of Section 88(3) of the Companies Act, 2013, the register and index of beneficial of NCDs maintained by a Depository for any NCD in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a Register of NCD holders for this purpose.

6. A register of NCD Holders holding NCDs in physical form pursuant to rematerialisation ("**Register of NCD 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 NCDs 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 NCD Holders as on the Record Date. For the NCDs issued in dematerialized form, the Depositories shall also maintain the up to date record of holders of the NCDs in dematerialized Form. In terms of Section 88(3) of

the Companies Act, 2013, the register and index of beneficial of NCDs maintained by a Depository for any NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a Register of NCD holders for this purpose.

7. Subject to compliance with RBI requirements, the NCDs can be rolled over only with the consent of the holders of at least 75% of the outstanding amount of the NCDs after providing 15 days prior notice for such roll over and in accordance with the SEBI Debt Regulations. Our Company may redeem the debt securities of all the debt securities holders, who have not given their positive consent to the roll-over.

The aforementioned rights of the NCD Holders are merely indicative. The final rights of the NCD Holders will be as per the terms of the Shelf Prospectus, respective Tranche Prospectus(es) and the Debenture Trust Deed.

Nomination facility to NCD Holder

In accordance with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 ("**Rule 19**") and the Companies Act, 2013, the sole NCD holder, or first NCD holder, along with other joint NCD Holders' (being individual(s)), may nominate, in the **Form No. SH.13,** any one person with whom, in the event of the death of Applicant the NCDs were Allotted, if any, will vest. Where the nomination is made in respect of the NCDs held by more than one person jointly, all joint holders shall together nominate in **Form No.SH.13** any person as nominee. A nominee entitled to the NCDs by reason of the death of the original holder(s), will, in accordance with Rule 19 and Section 56 of the Companies Act, 2013, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the NCDs. Where the nominee is a minor, the NCD holder(s) may make a nomination to appoint, in **Form No. SH.14**, any person to become entitled to NCDs in the event of the holder's death during minority. A nomination will stand rescinded on a sale/transfer/alienation of NCDs by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office, Corporate Office or with the Registrar to the Issue.

NCD Holder(s) are advised to provide the specimen signature of the nominee to us to expedite the transmission of the NCD(s) to the nominee in the event of demise of the NCD Holder(s). The signature can be provided in the Application Form or subsequently at the time of making fresh nominations. This facility of providing the specimen signature of the nominee is purely optional.

In accordance with Rule 19, any person who becomes a nominee by virtue of the Rule 19, will on the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as holder of NCDs; or
- to make such transfer of the NCDs, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the NCDs, and if the notice is not complied with, within a period of 90 days, our Board may thereafter withhold payment of all interests or other monies payable in respect of the NCDs, until the requirements of the notice have been complied with.

For all NCDs held in the dematerialized form, nominations registered with the respective Depository Participant of the Applicant would prevail. If the investors require changing their nomination, they are requested to inform their respective Depository Participant in connection with NCDs held in the dematerialized form.

Since the allotment of NCDs will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Applicant would prevail. If the investors require changing their nomination, they are requested to inform their respective Depository Participant.

Applicants who have opted for rematerialisation of NCDs and are holding the NCDs in the physical form should provide required details in connection with their nominee to our Company.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts of jurisdiction in New Delhi, India.

Application in the Issue

NCDs being issued through this Offer Document can be applied for, through a valid Application Form filled in by the applicant along with attachments, as applicable. Further, Applications in this Issue shall be made through the ASBA facility only.

In terms of Regulation 4(2)(d) of SEBI Debt Regulations, our Company will make public issue of the NCDs in the dematerialised form only.

However, in the terms of Section 8(1) of the Depositories Act, our Company at the request of the Investors who wish to hold the NCDs in physical form will rematerialise the NCDs. However, trading of the NCDs shall be compulsorily in dematerialized form only.

Form of Allotment and Denomination of NCDs

As per the SEBI Debt Regulations, the trading of the NCDs on the Stock Exchange shall be in dematerialized form only in multiples of one 1 (one) NCD ("**Market Lot**"). Allotment in the Issue to all Allottees, will be in electronic form i.e., in dematerialised form and in multiples of one NCD.

A successful Applicant can also request for the issue of NCDs certificates in the denomination of 1 (one) NCD at any time post allotment of the NCDs ("**Market Lot**").

It is however distinctly to be understood that the NCDs pursuant to this issue shall be traded only in demat form.

In respect of consolidated certificates, we will, only upon receipt of a request from the NCD Holder, split such consolidated certificates into smaller denominations subject to the minimum of Market Lot. No fees would be charged for splitting of NCD certificates in Market Lots, but stamp duty payable, if any, would be borne by the NCD Holder. The request for splitting should be accompanied by the original NCD certificate which would then be treated as cancelled by us.

Transfer/Transmission of NCD(s)

The NCDs shall be transferred or transmitted freely in accordance with the applicable provisions of the Companies Act, 2013. The NCDs held in dematerialized form shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL/CDSL and the relevant DPs of the transfer or transferee and any other applicable laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date.

In the absence of the same, interest will be paid/redemption will be made to the person, whose name appears in the register of debenture holders maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer or Registrar. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

Please see "*Issue Structure – Interest rate for each category of investor*" on page 199 for the implications on the interest applicable to NCDs held by different category of Investors on the Record Date. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 ("**SEBI LODR IV Amendment**"), NCDs held in physical form, pursuant to any rematerialisation, as above, cannot be transferred except by way of transmission or transposition, from December 4, 2018. However, any trading of the NCDs issued pursuant to this Issue shall be compulsorily in dematerialized form only.

Title

The NCD Holder for the time being appearing in the record of beneficial owners maintained by the Depository shall be treated for all purposes by our Company, the Debenture Trustee, the Depositories and all other persons dealing with such person as the holder thereof and its absolute owner for all purposes.

Succession

Where NCDs are held in joint names and one of the joint holders dies, the survivor(s) will be recognized as the NCD Holder(s). It will be sufficient for our Company to delete the name of the deceased NCD Holder after obtaining satisfactory evidence of his death. Provided, a third person may call on our Company to register his name as successor of the deceased NCD Holder after obtaining evidence such as probate of a will for the purpose of proving his title to the debentures. In the event of demise of the sole or first holder of the Debentures, our Company will recognise the executors or administrator of the deceased NCD Holders, or the holder of the succession certificate or other legal representative as having title to the Debentures only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. The directors of our Company in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation.

Where a non-resident Indian becomes entitled to the NCDs by way of succession, the following steps have to be complied with:

1. Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the NCDs were acquired by the non-resident Indian as part of the legacy left by the deceased NCD Holder.

2. Proof that the non-resident Indian is an Indian national or is of Indian origin.

3. Such holding by a non-resident Indian will be on a non-repatriation basis.

Joint-holders

Where two or more persons are holders of any NCD(s), they shall be deemed to hold the same as joint holders with benefits of survivorship subject to other provisions contained in the Articles.

Procedure for Re-materialization of NCDs

NCD Holders who wish to hold the NCDs in physical form may do so by submitting a request to their DP at any time after Allotment in accordance with the applicable procedure stipulated by the DP, in accordance with the Depositories Act and/or rules as notified by the Depositories from time to time. **Holders of NCDs who propose to rematerialize their NCDs, would have to mandatorily submit details of their bank mandate along with a copy of any document evidencing that the bank account is in the name of the holder of such NCDs and their Permanent Account Number to our Company and the DP. No proposal for rematerialization of NCDs would be considered if the aforementioned documents and details are not submitted along with the request for such rematerialization.**

Restriction on transfer of NCDs

There are no restrictions on transfers and transmission of NCDs allotted pursuant to this Issue. Pursuant to the SEBI LODR IV Amendment, NCDs held in physical form, pursuant to any rematerialisation, as above, cannot be transferred except by way of transmission or transposition, from December 4, 2018. However, any trading of the NCDs issued pursuant to this Issue shall be compulsorily in dematerialized form only.

Period of Subscription

ISSUE PROGRAMME	
ISSUE OPENS ON	As specified in respective Tranche Prospectus
ISSUE CLOSES ON	As specified in respective Tranche Prospectus

The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in the relevant Tranche Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or Bond Issue Committee thereof subject to receipt of necessary approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation on or before such earlier or extended date of Issue closure. On the Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by BSE and NSE. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 p.m. (Indian Standard Time) on one Working Day post the Issue Closing Date. For further details please refer to the section titled "*Issue Related Information*" on page 199.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Issue Closing Date and, no later than 3.00 p.m. (Indian Standard Time) on the Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Application Forms will only be accepted on Working Days during the Issue Period. Neither our Company, nor the Lead Managers or Trading Members of the Stock Exchanges are liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise. Please note that the Basis of Allotment under the Issue will be on a date priority basis in accordance with SEBI Circular dated October 29, 2013.

Interest/Premium and Payment of Interest/ Premium

Interest on NCDs

As specified in the Tranche Prospectus.

Payment of Interest

As specified in the Tranche Prospectus.

Taxation

As per clause (ix) of Section 193 of the I.T. Act, no tax is required to be withheld on any interest payable on any security issued by a company, where such security is in dematerialized form and is listed on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the rules made thereunder. Accordingly, no tax will be deducted at source from the interest on listed NCDs held in the dematerialised form.

However in case of NCDs held in physical form, as per the current provisions of the IT Act, tax will not be deducted at source from interest payable on such NCDs held by the investor, if such interest does not exceed ₹ 5,000 in any financial year. If interest exceeds the prescribed limit of ₹ 5,000 on account of interest on the NCDs, then the tax will be deducted at applicable rate. However in case of NCD Holders claiming non-deduction or lower deduction of tax at source, as the case may be, the NCD Holder should furnish either (a) a declaration (in duplicate) in the prescribed form i.e. (i) Form 15H which can be given by individuals who are of the age of 60 years or more (ii) Form 15G which can be given by all applicants (other than companies, and firms), or (b) a certificate, from the Assessing Officer which can be obtained by all applicants (including companies and firms) by making an application in the prescribed form i.e. Form No.13. The aforesaid documents, as may be applicable, should be submitted at the office of the Registrar quoting the name of the sole/ first NCD Holder, NCD folio number and the distinctive number(s) of the NCD held, at least seven days prior to the Record Date to ensure non-deduction/lower deduction of tax at source from interest on the NCD. The investors need to submit Form 15H/ 15G/certificate in original with the Assessing Officer for each financial year during the currency of the NCD to ensure non-deduction or lower deduction of tax at source from interest on the NCD.

Any tax exemption certificate/document, if any, must be lodged at the office of the Registrar at least seven days prior to the Record Date or as specifically required, failing which tax applicable on interest will be deducted at source on accrual thereof in our Company's books and/or on payment thereof, in accordance with the provisions of the IT Act and/or any other statutory modification, enactment or notification as the case may be. A tax deduction certificate will be issued for the amount of tax so deducted.

Subject to the terms and conditions in connection with computation of applicable interest on the Record Date, please note that in case the NCDs are transferred and/or transmitted in accordance with the provisions of this Draft Shelf Prospectus read with the provisions of the Articles of Association of our Company, the transferee of such NCDs or the deceased holder of NCDs, as the case may be, shall be entitled to any interest which may have accrued on the NCDs.

Day Count Convention

Interest shall be computed on actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI Circular bearing no. CIR/IMD/DF/18/2013 dated October 29, 2013 and the SEBI Circular No. CIR/IMD/DF-

1/122/2016 dated November 11, 2016.

Effect of holidays on payments

If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day (the "**Effective Date**"), however the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment. The interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.

Illustration for guidance in respect of the day count convention and effect of holidays on payments

The illustration for guidance in respect of the day count convention and effect of holidays on payments, as required by SEBI Circular No.CIR/IMD/DF/18/2013 dated October 29, 2013 and SEBI Circular No. CIR/IMD/DF-1/122/2016 dated November 11, 2016 will be a disclosed in the relevant Tranche Prospectus for each Tranche Issue.
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Application Size

As specified in the relevant Tranche Prospectus.
Applicants can apply for any or all types of NCDs offered hereunder (any/all series) provided the Applicant has applied for minimum application size using the same Application Form.

Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions.

Maturity and Redemption

As specified in the relevant Tranche Prospectus.

Put / Call Option

As specified in the relevant Tranche Prospectus.

Terms of Payment

The entire issue price per NCD is blocked in the ASBA Account on application itself. In case of allotment of lesser number of NCDs than the number of NCDs applied for, our Company shall instruct the SCSBs to unblock the excess amount blocked on application in accordance with the terms of the Shelf Prospectus and relevant Tranche Prospectus.

Manner of Payment of Interest / Refund / Redemption

The manner of payment of interest / refund / redemption in connection with the NCDs is set out below:

For NCDs held in physical form on account of rematerialisation

The bank details will be obtained from the Registrar to the Issue for payment of interest / refund / redemption as the case may be along with the rematerialisation request.

For NCDs applied / held in electronic form:

The bank details will be obtained from the Depositories for payment of Interest / refund / redemption as the case may be. Applicants who have applied for or are holding the NCDs in electronic form, are advised to immediately update their bank account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in credit of refunds to the Applicant at the Applicant's sole risk, and the Lead

Managers, our Company nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

The mode of interest / refund / redemption payments shall be undertaken in the following order of preference:

1. **Direct Credit**

   Investors having their bank account with the Refund Bank, shall be eligible to receive refunds, if any, through direct credit. The refund amount, if any, would be credited directly to their bank account with the Refund Banker.

2. **NACH**

   National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

3. **RTGS**

   Applicants having a bank account with a participating bank and whose interest payment/ refund/ redemption amounts exceed ₹ 200,000, or such amount as may be fixed by RBI from time to time, have the option to receive refund through RTGS. Such eligible Applicants who indicate their preference to receive interest payment/ refund/ redemption through RTGS are required to provide the IFSC code in the Application Form or intimate our Company and the Registrar to the Issue at least seven days prior to the Record Date. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant. In the event the same is not provided, interest payment/ refund/ redemption shall be made through NACH subject to availability of complete bank account details for the same as stated above.

4. **NEFT**

   Payment of interest/ refunds/ redemption shall be undertaken through NEFT wherever the Applicants' banks have been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to a Magnetic Ink Character Recognition ("**MICR**"), if any, available to that particular bank branch. The IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of interest/ refund/ redemption will be made to the applicants through this method.

5. **Registered Post/Speed Post**

   For all other applicants, including those who have not updated their bank particulars with the MICR code, the interest payment / refund / redemption orders shall be dispatched through speed post/ registered post.

   Please note that applicants are eligible to receive payments through the modes detailed in (1), (2) (3), and (4) herein above provided they provide necessary information for the above modes and where such payment facilities are allowed / available.

   Please note that our Company shall not be responsible to the holder of NCD, for any delay in receiving credit of interest / refund / redemption so long as our Company has initiated the process of such request in time.

   In case of ASBA Applicants, the Registrar to the Issue will issue requisite instructions to the relevant SCSBs to un-block amounts in the ASBA Accounts of the Applicants representing the amounts to be refunded to the Applicants.

6. The Registrar to the Issue shall instruct the relevant SCSB or in case of Bids by Retail Individual Investors applying through the UPI Mechanism to the Sponsor Bank, to revoke the mandate and to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful Applications within six Working Days of the Issue Closing Date.

Printing of Bank Particulars on Interest/ Redemption Warrants

As a matter of precaution against possible fraudulent encashment of refund orders and interest/redemption warrants due to loss or misplacement, the particulars of the Applicant's bank account are mandatorily required to be given for printing on the orders/ warrants. In relation to NCDs applied and held in dematerialized form, these particulars would be taken directly from the depositories. In case of NCDs held in physical form either on account of rematerialisation or transfer, the investors are advised to submit their bank account details with our Company / Registrar at least 7 (seven) days prior to the Record Date failing which the orders / warrants will be dispatched to the postal address of the holder of the NCDs as available in the records of our Company. Bank account particulars will be printed on the orders/ warrants which can then be deposited only in the account specified.

Loan against NCDs

Pursuant to the RBI Circular dated June 27, 2013, our Company, being an NBFC, is not permitted to extend any loans against the security of its NCDs.

Buy Back of NCDs

Our Company may, at its sole discretion, from time to time, consider, subject to applicable statutory and/or regulatory requirements, buyback of NCDs, upon such terms and conditions as may be decided by our Company.

Our Company may from time to time invite the NCD Holders to offer the NCDs held by them through one or more buy-back schemes and/or letters of offer upon such terms and conditions as our Company may from time to time determine, subject to applicable statutory and/or regulatory requirements. Such NCDs which are bought back may be extinguished, re-issued and/or resold in the open market with a view of strengthening the liquidity of the NCDs in the market, subject to applicable statutory and/or regulatory requirements.

Record Date

15 (fifteen) days prior to the relevant Interest Payment Date, relevant Redemption Date for NCDs issued under the relevant Tranche Prospectus or as may be otherwise prescribed by the Stock Exchanges. In case of redemption of NCDs, the trading in the NCDs shall remain suspended between the record date and the date of redemption. In event the Record Date falls on a Sunday or holiday of Depositories, the succeeding working day or a date notified by the Company to the Stock Exchanges shall be considered as Record Date.

Procedure for Redemption by NCD Holders

NCDs held in physical form pursuant to rematerialisation of NCDs:

No action would ordinarily be required on the part of the NCD Holder at the time of redemption and the redemption proceeds would be paid to those NCD Holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of Redemption. However, our Company may require that the NCD certificate(s), duly discharged by the sole holder/all the joint-holders (signed on the reverse of the NCD certificates) be surrendered for redemption on maturity and should be sent by the NCD Holders by Registered Post with acknowledgment due or by hand delivery to our office or to such persons at such addresses as may be notified by us from time to time. NCD Holders may be requested to surrender the NCD certificates in the manner as stated above, not more than three months and not less than one month prior to the redemption date so as to facilitate timely payment.

We may at our discretion redeem the NCDs without the requirement of surrendering of the NCD certificates by the holder(s) thereof. In case we decide to do so, the holders of NCDs need not submit the NCD certificates to us and the redemption proceeds would be paid to those NCD holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of redemption of NCDs. In such case, the NCD certificates would be deemed to have been cancelled. Also see the para "Payment on Redemption" given below.

NCDs held in electronic form:

No action is required on the part of NCD holder(s) at the time of redemption of NCDs.

Payment on Redemption

The manner of payment of redemption is set out below*.

NCDs held in physical form on account of rematerialisation

The payment on redemption of the NCDs will be made by way of cheque/pay order/ electronic modes. However, if our Company so requires, the aforementioned payment would only be made on the surrender of NCD certificates, duly discharged by the sole holder/ all the joint-holders (signed on the reverse of the NCD certificates). Despatch of cheques/ pay orders, etc. in respect of such payment will be made on the redemption date or (if so requested by our Company in this regard) within a period of 30 days from the date of receipt of the duly discharged NCD certificate.

In case we decide to do so, the redemption proceeds in the manner stated above would be paid on the redemption date to those NCD Holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of Redemption. Hence the transferees, if any, should ensure lodgment of the transfer documents with us at least seven days prior to the Record Date. In case the transfer documents are not lodged with us at least seven days prior to the Record Date and we dispatch the redemption proceeds to the transferor, claims in respect of the redemption proceeds should be settled amongst the parties inter se and no claim or action shall lie against us or the Registrar to the Issue.

Our liability to NCD Holders towards his/their rights including for payment or otherwise shall stand extinguished from the redemption in all events and when we dispatch the redemption amounts to the NCD Holders.

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the NCDs.

NCDs held in electronic form

On the redemption date, redemption proceeds would be paid by cheque/ pay order/ electronic mode to those NCD Holders whose names appear on the list of beneficial owners given by the Depositories to us. These names would be as per the Depositories' records on the Record Date fixed for the purpose of redemption. These NCDs will be simultaneously extinguished to the extent of the amount redeemed through appropriate debit corporate action upon redemption of the corresponding value of the NCDs. It may be noted that in the entire process mentioned above, no action is required on the part of NCD Holders.

Our liability to NCD Holders towards his/their rights including for payment/ redemption in all events shall end when we dispatch the redemption amounts to the NCD Holders.

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the NCDs.

**In the event, the interest / payout of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer. By way of illustration if the redemption amount is ₹1,837.5, then the amount shall be rounded off to ₹ 1,838.*

Recovery Expense Fund

The Company undertakes to create a recovery expense fund and deposit an amount equal to 0.01% of the issue size subject to maximum of ₹ 25 lakhs (per issuer) towards recovery expense fund ("**Recovery Expense Fund**"/ "**REF**") with the Designated Stock Exchange in the manner as maybe specified by SEBI from time to time and inform the Debenture Trustee about the same. The Issuer shall deposit such amount in the form of cash or cash equivalents including bank guarantees as contribution towards this fund. If the Issuer has deposited sum in the form of bank guarantee, Issuer shall ensure that the bank guarantee remains valid for a period of 6 (six) months post the Maturity

Date of the Debentures. Further, the Issuer shall ensure that bank guarantee is in force and renewed at least 7 working days prior to its expiry, upon failure of which the Designated Stock Exchange shall invoke such bank guarantee.

The Recovery Expense fund may be utilised by Debenture Trustee, in the event of default by the Company, for taking appropriate legal action to enforce the security.

Issue of Duplicate NCD Certificate(s)

If any NCD certificate(s) is/are mutilated or defaced or the cages for recording transfers of NCDs are fully utilised, the same may be replaced by us against the surrender of such certificate(s). Provided, where the NCD certificate(s) are mutilated or defaced, the same will be replaced as aforesaid only if the certificate numbers and the distinctive numbers are legible.

If any NCD certificate is destroyed, stolen or lost then upon production of proof thereof to our satisfaction and upon furnishing such indemnity/security and/or documents as we may deem adequate, duplicate NCD certificate(s) shall be issued. Upon issuance of a duplicate NCD certificate, the original NCD certificate shall stand cancelled.

Right to reissue NCD(s)

Subject to the provisions of the Companies Act, 2013, where we have fully redeemed or repurchased any NCDs, we shall have and shall be deemed always to have had the right to keep such NCDs in effect without extinguishment thereof, for the purpose of resale or re-issue and in exercising such right, we shall have and be deemed always to have had the power to resell or reissue such NCDs either by reselling or re-issuing the same NCDs or by issuing other NCDs in their place. The aforementioned right includes the right to reissue original NCDs.

Sharing of Information

We may, at our option, use on our own, as well as exchange, share or part with any financial or other information about the NCD Holders available with us, with our subsidiaries, if any and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither we or our affiliates nor their agents shall be liable for use of the aforesaid information.

Notices

All notices to the NCD Holder(s) required to be given by us or the Debenture Trustee shall be published in one English language newspaper having wide circulation and one regional language daily newspaper in Mumbai and/or will be sent by post/ courier or through email or other electronic media to the Registered Holders of the NCD(s) from time to time.

Future Borrowings

We will be entitled to borrow/raise loans or avail of financial assistance in whatever form as also to issue debentures/ NCDs/other securities in any manner having such ranking in priority, *pari passu* or otherwise, subject to applicable consents, approvals or permissions that may be required under any statutory/regulatory/contractual requirement, and change the capital structure including the issue of shares of any class, on such terms and conditions as we may think appropriate, without the consent of, or intimation to, the NCD Holders or the Debenture Trustee in this connection.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who: (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of the Companies Act, 2013"

Pre-closure

Our Company, in consultation with the Lead Managers reserves the right to close the Issue at any time prior to the Issue Closing Date, subject to receipt of minimum subscription or as may be specified in the Shelf Prospectus and relevant Tranche Prospectus. Our Company shall allot NCDs with respect to the Applications received until the time of such pre-closure in accordance with the Basis of Allotment as described herein and subject to applicable statutory and/or regulatory requirements. In the event of such early closure of the Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of closure or the Issue Closing Date, as applicable, through advertisement(s) in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of the issue have been given.

Minimum Subscription

In terms of the SEBI Debt Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue. If our Company does not receive the minimum subscription of 75 % of the Base Issue, prior to the Issue Closing Date the entire subscription amount shall be unblocked in the Applicants ASBA Account within 6 Working Days from the date of closure of the Issue. In the event, there is a delay, by our Company in unblocking aforesaid ASBA Accounts within the prescribed time limit, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 and Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013, circular no. SEBI/HO/DDHC/CIR/P/2020/233 dated November 23, 2020 and circular no. CIR/DDHS/P/121/2018 dated August 16, 2018.

Utilisation of Application Amount

The sum received in respect of the Issue will be kept in separate bank accounts until the documents for creation of security are executed and on receipt of listing and trading approval and we will have access to such funds as per applicable provisions of law(s), regulations and approvals.

Utilisation of Issue Proceeds

1. All monies received pursuant to the issue of NCDs to public shall be transferred to a separate bank account with a scheduled commercial bank as referred to in sub-section (3) of section 40 of the Companies Act, 2013.

2. Details of all monies utilised out of Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised;

3. Details of all unutilised monies out of issue of NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested.

4. We shall utilize the Issue proceeds only upon execution of the documents for creation of security as stated in this Draft Shelf Prospectus and the Shelf Prospectus, on receipt of the minimum subscription and receipt of listing approval from the Stock Exchanges.

5. The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property or in the purchase of any business or in the purchase of an interest in any business.

Guarantee/Letter of Comfort

The Issue is not backed by a guarantee or letter of comfort or any other document and/or letter with similar intent.

Arrangers to the Issue

There are no arrangers to the Issue.

Lien

Our Company will have the right of set-off and lien, present as well as future on the moneys due and payable to the NCD Holder, to the extent of all outstanding dues, if any by the NCD Holder to our Company, subject to applicable laws.

Lien on Pledge of NCDs

Subject to applicable laws, our Company, at its discretion, may note a lien on pledge of NCDs if such pledge of NCDs is accepted by any bank or institution for any loan provided to the NCD Holder against pledge of such NCDs as part of the funding.

Monitoring & Reporting of Utilisation of Issue Proceeds

There is no requirement for appointment of a monitoring agency in terms of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended. Our Board shall monitor the utilization of the proceeds of the Issue. For the relevant quarters, our Company will disclose in our quarterly financial statements, the utilization of the net proceeds of the Issue under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Issue.

Procedure for Rematerialisation of NCDs

NCD Holders who wish to hold the NCDs in physical form may do so by submitting a request to their DP at any time after Allotment in accordance with the applicable procedure stipulated by the DP, in accordance with the Depositories Act and/or rules as notified by the Depositories from time to time. Holders of NCDs who propose to rematerialize their NCDs, would have to mandatorily submit details of their bank mandate along with a copy of any document evidencing that the bank account is in the name of the holder of such NCDs and their Permanent Account Number to our Company and the DP. No proposal for rematerialization of NCDs would be considered if the aforementioned documents and details are not submitted along with the request for such rematerialization.

Sharing of Information

We may, at our option, use on our own, as well as exchange, share or part with any financial or other information about the NCD Holders available with us, with our subsidiaries, if any and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither we or our affiliates nor their agents shall be liable for use of the aforesaid information.

Notices

All notices to the NCD Holder(s) required to be given by us or the Debenture Trustee will be sent by post/ courier or through email or other electronic media to the Registered Holders of the NCD(s) from time to time.

Events of Default

Subject to the terms of the Debenture Trust Deed, the Debenture Trustee at its discretion may, or if so requested in writing by the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution, passed at a meeting of the NCD Holders, (subject to being indemnified and/or secured by the NCD Holders to its satisfaction), give notice to our Company specifying that the NCDs and/or any particular Options of NCDs, in whole but not in part are and have become due and repayable on such date as may be specified in such notice *inter alia* if any of the events listed below occurs. The description below is indicative and a complete list of events of default including cross defaults, if any, and its consequences will be specified in the respective Debenture Trust Deed:

(i) default is committed in payment of the principal amount of the NCDs on the due date(s); and
(ii) default is committed in payment of any interest on the NCDs on the due date(s)

Filing of the Shelf Prospectus and relevant Tranche Prospectus with the RoC

A copy of the Shelf Prospectus and relevant Tranche Prospectus will be filed with the RoC, in accordance with Section 26 of Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company will issue a statutory advertisement on or before the Issue Opening Date. This advertisement will contain the information as prescribed in Schedule IV of SEBI Debt Regulations in compliance with the Regulation 8(1) of SEBI Debt Regulations. Material updates, if any, between the date of filing of the Draft Shelf Prospectus, the Shelf Prospectus and relevant Tranche Prospectus with RoC and the date of release of this statutory advertisement will be included in the statutory advertisement.

ISSUE PROCEDURE

This section applies to all Applicants. Pursuant to the circular (CIR/DDHS/P/121/2018) dated August 16, 2018 issued by SEBI, all Applicants are required to apply for in the Issue through the ASBA process. Please note that all Applicants are required to pay the full Application Amount or ensure that the ASBA Account has sufficient credit balance such that the entire Application Amount can be blocked by the SCSB while making an Application.

*In addition, specific attention is invited to the UPI Mechanism Circular, whereby investor may use the Unified Payment Interface ("**UPI**") to participate in the public issue for an amount up to INR 2, 00, 000 being conducted on or after January 01, 2021.*

ASBA Applicants ensure that their respective ASBA accounts can be blocked by the SCSBs, in the relevant ASBA Accounts. Applicants should note that they may submit their Applications to the Lead Managers or Members of the Syndicate or Registered Brokers at the Broker Centres or CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations or designated branches of SCSBs as mentioned on the Application Form.

Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable law or as specified in this Draft Shelf Prospectus.

*Please note that this section has been prepared based on the circular no. CIR/IMD/DF/18/2013 dated October 29, 2013 issued by SEBI, circular no. CIR/DDHS/P/121/2018 dated August 16, 2018 issued by SEBI ("**Debt Application Circular**") and the UPI Mechanism Circular.*

Retail Individual Investors should note that they may use the UPI mechanism to block funds for application value upto ₹ 2 Lac submitted through the app/web interface of the Stock Exchange or through intermediaries (Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants).

Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility as provided for in the Debt Application Circular have been sought from the Stock Exchanges.

Specific attention is drawn to the circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013 issued by SEBI, which amends the provisions of the SEBI circular (CIR/IMD/DF-1/20/2012) dated July 27, 2012 to the extent that it provides for allotment in public issues of debt securities to be made on the basis of date of upload of each application into the electronic book of the Stock Exchanges, as opposed to the date and time of upload of each such application.

PLEASE NOTE THAT ALL TRADING MEMBERS OF THE STOCK EXCHANGES WHO WISH TO COLLECT AND UPLOAD APPLICATIONS IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGES WILL NEED TO APPROACH THE RESPECTIVE STOCK EXCHANGES AND FOLLOW THE REQUISITE PROCEDURES AS MAY BE PRESCRIBED BY THE RELEVANT STOCK EXCHANGE. THE FOLLOWING SECTION MAY CONSEQUENTLY UNDERGO CHANGE BETWEEN THE DATES OF THIS DRAFT SHELF PROSPECTUS, THE SHELF PROSPECTUS, THE ISSUE OPENING DATE AND THE ISSUE CLOSING DATE.

THE LEAD MANAGERS, THE CONSORTIUM MEMBERS AND THE COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF THE TRADING MEMBERS IN CONNECTION WITH THE RESPONSIBILITIES OF SUCH TRADING MEMBERS INCLUDING BUT NOT LIMITED TO COLLECTION AND UPLOAD OF APPLICATIONS IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGE. FURTHER, THE RELEVANT STOCK EXCHANGES SHALL BE RESPONSIBLE FOR ADDRESSING INVESTOR GRIEVANCES ARISING FROM APPLICATIONS THROUGH TRADING MEMBERS REGISTERED WITH SUCH STOCK EXCHANGE.

For purposes of the Issue, the term "Working Day" shall mean all days excluding Saturdays, Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post Issue period, i.e., period beginning from Issue closure to listing of the securities on the Stock Exchanges, Working Days shall mean *all trading days of the Stock Exchanges, excluding Sundays and Bank holidays as per the SEBI Circular CIR/DDHS/P/121/2018 dated August 16, 2018.*

The information below is given for the benefit of the investors. Our Company and the Members of Consortium are not liable for any amendment or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Shelf Prospectus.

PROCEDURE FOR APPLICATION

Availability of this Draft Shelf Prospectus, the Shelf Prospectus, Abridged Prospectus, and Application Forms

Please note that only ASBA Applicants shall be permitted to make an application for the NCDs.

Please note that there is a single Application Form for Applicants who are Persons Resident in India.

Physical copies of the Abridged Prospectus containing the salient features of the Shelf Prospectus, the respective Tranche Prospectus(es) together with Application Forms may be obtained from:

1. Our Company's Registered Office and Corporate Office;
2. Offices of the Lead Managers;
3. Offices of the Lead Brokers;
4. Registrar to the Issue
5. Designated RTA Locations for RTAs;
6. Designated CDP Locations for CDPs; and
7. Designated Branches of the SCSBs.

Electronic copies of the Shelf Prospectus and relevant Tranche Prospectus along with the downloadable version of the Application Form will be available on the websites of the Lead Managers, the Stock Exchanges, SEBI and the SCSBs.

Electronic Application Forms may be available for download on the websites of the Stock Exchanges and on the websites of the SCSBs that permit submission of Applications electronically. A unique application number ("**UAN**") will be generated for every Application Form downloaded from the websites of the Stock Exchanges.

Our Company may also provide Application Forms for being downloaded and filled at such websites as it may deem fit. In addition, brokers having online demat account portals may also provide a facility of submitting the Application Forms virtually online to their account holders.

Trading Members of the Stock Exchanges can download Application Forms from the websites of the Stock Exchanges. Further, Application Forms will be provided to Trading Members of the Stock Exchanges at their request.

Who can apply?

The following categories of persons are eligible to apply in the Issue:

Category I	Category II	Category III	Category IV
Institutional Investors	**Non Institutional Investors**	**High Net-worth Individual, ("HNIs"), Investors**	**Retail Individual Investors**
• Public financial institutions, scheduled commercial banks, Indian multilateral and bilateral development financial institution which are authorized to invest in the NCDs;	• Companies within the meaning of section 2(20) of the Companies Act, 2013; • Statutory Bodies/ Corporations; • Societies registered under the applicable laws in India and	• Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 1 million across all series of NCDs in Issue	• Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹ 1 million across all series of NCDs in Issue

• Provident funds, pension funds with a minimum corpus of ₹ 250 million, superannuation funds and gratuity funds, which are authorized to invest in the NCDs; • Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012; • Mutual Funds registered with SEBI • Venture Capital Funds registered with SEBI; • Insurance Companies registered with IRDA; • State industrial development corporations; • Insurance funds set up and managed by the army, navy, or air force of the Union of India; • Insurance funds set up and managed by the Department of Posts, the Union of India; • Systemically Important Non-Banking Financial Company, a nonbanking financial company registered with the Reserve Bank of India and having a net-worth of more than ₹ 5,000 million as per the last audited financial statements; • National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India;	authorised to invest in the NCDs; • Co-operative banks and regional rural banks • Public/private charitable/ religious trusts which are authorised to invest in the NCDs; • Scientific and/or industrial research organisations, which are authorised to invest in the NCDs; • Partnership firms in the name of the partners; • Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009); • Association of Persons; and • Any other incorporated and/ or unincorporated body of persons.		

Please note that it is clarified that Persons Resident outside India shall not be entitled to participate in the Issue and any applications from such persons are liable to be rejected.

Participation of any of the aforementioned categories of persons or entities is subject to the applicable statutory and/or regulatory requirements in connection with the subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/ consents/ approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to the Issue.

The Members of Consortium and their respective associates and affiliates are permitted to subscribe in the Issue.

Who are not eligible to apply for NCDs?

The following categories of persons, and entities, shall not be eligible to participate in the Issue and any Applications from such persons and entities are liable to be rejected:

1. Minors without a guardian name*(A guardian may apply on behalf of a minor. However, Applications by minors must be made through Application Forms that contain the names of both the minor Applicant and the guardian);
2. Foreign nationals, NRI *inter-alia* including any NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA;
3. Persons resident outside India and other foreign entities;
4. Foreign Institutional Investors;
5. Foreign Portfolio Investors;
6. Foreign Venture Capital Investors
7. Qualified Foreign Investors;
8. Overseas Corporate Bodies; and
9. Persons ineligible to contract under applicable statutory/regulatory requirements.

**Applicant shall ensure that guardian is competent to contract under Indian Contract Act, 1872*

Based on the information provided by the Depositories, our Company shall have the right to accept Applications belonging to an account for the benefit of a minor (under guardianship). In case of such Applications, the Registrar to the Issue shall verify the above on the basis of the records provided by the Depositories based on the DP ID and Client ID provided by the Applicants in the Application Form and uploaded onto the electronic system of the Stock Exchange.

The concept of Overseas Corporate Bodies (meaning any company, partnership firm, society and other corporate body or overseas trust irrevocably owned/held directly or indirectly to the extent of at least 60% by NRIs), which was in existence until 2003, was withdrawn by the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies) Regulations, 2003. Accordingly, OCBs are not permitted to invest in the Issue.

Please refer to "*Rejection of Applications*" on page 240 for information on rejection of Applications.

Method of Applications

In terms of the SEBI circular CIR/DDHS/P/121/2018 dated August 16, 2018, an eligible investor desirous of applying in this Issue can make Applications through the ASBA mechanism only.

Applicants are requested to note that in terms of the Debt Application Circular, SEBI has mandated issuers to provide, through a recognized stock exchange which offers such a facility, an online interface enabling direct application by investors to a public issue of debt securities with an online payment facility ("**Direct Online Application Mechanism**"). In this regard, SEBI has, through the Debt Application Circular, directed recognized Stock Exchange in India to put in necessary systems and infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism. Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange.

All Applicants shall mandatorily apply in the Issue through the ASBA process only. Applicants intending to subscribe in the Issue shall submit a duly filled Application form to any of the Designated Intermediaries. Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Form (except the Application Form from a Retail Individual Investor bidding using the UPI mechanism) to the respective SCSB, where such investor has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank.

Applicants should submit the Application Form only at the Bidding Centres, i.e., to the respective Members of the Syndicate at the Specified Locations, the SCSBs at the Designated Branches, the Registered Broker at the Broker

Centres, the RTAs at the Designated RTA Locations or CDPs at the Designated CDP Locations. Kindly note that Application Forms submitted by Applicants at the Specified Locations will not be accepted if the SCSB with which the ASBA Account, as specified in the Application Form is maintained has not named at least one branch at that location for the Designated Intermediaries for deposit of the Application Forms. A list of such branches is available at https://www.sebi.gov.in.

The relevant Designated Intermediaries, upon receipt of physical Application Forms from ASBA Applicants, shall upload the details of these Application Forms to the online platform of the Stock Exchange and submit these Application Forms with the SCSB with whom the relevant ASBA Accounts are maintained.

An Applicant shall submit the Application Form, which shall be stamped at the relevant Designated Branch of the SCSB. Application Forms in physical mode, which shall be stamped, can also be submitted to be the Designated Intermediaries at the Specified Locations. The SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form.

Our Company, the Directors, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to ASBA Applications accepted by the Designated Intermediaries, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Applications uploaded by SCSBs, the Application Amount has been blocked in the relevant ASBA Account. Further, all grievances against Designated Intermediaries in relation to this Issue should be made by Applicants directly to the relevant Stock Exchange.

In terms of the UPI Mechanism Circular, an eligible investor desirous of applying in this Issue can make Applications through the following modes:

1. **Through Self-Certified Syndicate Bank (SCSB) or intermediaries** (viz. Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants)

   a. An investor may submit the bid-cum-application form, with ASBA as the sole mechanism for making payment, physically at the branch of a SCSB, i.e. investor's bank. For such applications, the existing process of uploading of bid on the Stock Exchange bidding platform and blocking of funds in investors account by the SCSB would continue.

   b. An investor may submit the completed bid-cum-application form to intermediaries mentioned above along with details of his/her bank account for blocking of funds. The intermediary shall upload the bid on the Stock Exchange bidding platform and forward the application form to a branch of a SCSB for blocking of funds.

   c. An investor may submit the bid-cum-application form with a SCSB or the intermediaries mentioned above and use his / her bank account linked UPI ID for the purpose of blocking of funds, if the application value is ₹2 lakhs or less. The intermediary shall upload the bid on the Stock Exchange bidding platform. The application amount would be blocked through the UPI mechanism in this case.

2. **Through Stock Exchanges**

   a. An investor may submit the bid-cum-application form through the App or web interface developed by Stock Exchange (or any other permitted methods) wherein the bid is automatically uploaded onto the Stock Exchange bidding platform and the amount is blocked using the UPI Mechanism.

   b. To further clarify the submission of bids through the App or web interface, the Stock Exchange has issued operational guidelines and circulars dated December 28, 2020 available at https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20201228-60 and https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20201228-61.

APPLICATIONS FOR ALLOTMENT OF NCDs

Details for Applications by certain categories of Applicants including documents to be submitted are summarized below.

Applications by Mutual Funds

Pursuant to the SEBI circular no. SEBI/HO/IMD/DF2/CIR/P/2017/14 dated February 22, 2017 ("**SEBI Circular 2017**"), mutual funds are required to ensure that the total exposure of debt schemes of mutual funds in a particular sector shall not exceed 25% of the net assets value of the scheme. Further, the additional exposure limit provided for financial services sector not exceeding 15% of net assets value of scheme shall be allowed only by way of increase in exposure to HFCs. Further, the group level limits for debt schemes and the ceiling be fixed at 20% of net assets value extendable to 25% of net assetsvalue after prior approval of the board of trustees.

A separate Application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such Applications shall not be treated as multiple Applications. Applications made by the AMCs or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which Application is being made. In case of Applications made by Mutual Fund registered with SEBI, a certified copy of their SEBI registration certificate must be submitted with the Application Form. 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 Application in whole or in part, in either case, without assigning any reason therefor.**

Application by Commercial Banks, Co-operative Banks and Regional Rural Banks

Commercial Banks, Co-operative banks and Regional Rural Banks can apply in the Issue based on their own investment limits and approvals. The Application Form must be accompanied by certified true copies of their (i) memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) resolution authorising investments/containing operating instructions; and (iv) specimen signatures of authorised signatories. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

Pursuant to SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Application by Systemically Important Non-Banking Financial Companies

Systemically Important Non-Banking Financial Companies can apply in the Issue based upon their own investment limits and approvals. Applications by them for Allotment of the NCDs must be accompanied by certified true copies of (i) their memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) a board resolution authorising investments; and (ii) specimen signatures of authorised signatories. Failing this, our Company reserves the right to accept or reject any Application for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

Application by Insurance Companies

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with Application Form. The Applications must be accompanied by certified copies of (i) Memorandum and Articles of Association (ii) Power of Attorney (iii) Resolution authorising investment and containing operating instructions (iv) Specimen signatures of authorized signatories. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason, therefore.**

Application by Indian Alternative Investment Funds

Applications made by Alternative Investment Funds eligible to invest in accordance with the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, as amended (the "**SEBI AIF Regulations**") for Allotment of the NCDs must be accompanied by certified true copies of (i) SEBI registration certificate; (ii) a resolution authorising investment and containing operating instructions; and (iii) specimen signatures of authorised persons. The Alternative Investment Funds shall at all times comply with the requirements applicable to it under the SEBI AIF Regulations and the relevant notifications issued by SEBI. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without**

assigning any reason therefor.

Applications by Associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment

In case of Applications made by Applications by Associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment, must submit a (i) certified copy of the certificate of registration or proof of constitution, as applicable, (ii) Power of Attorney, if any, in favour of one or more persons thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to the Issue must ensure that (a) they are authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures, and (c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications by Trusts

In case of Applications made by trusts, settled under the Indian Trusts Act, 1882, as amended, or any other statutory and/or regulatory provision governing the settlement of trusts in India, must submit a (i) certified copy of the registered instrument for creation of such trust, (ii) Power of Attorney, if any, in favour of one or more trustees thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to the Issue must ensure that (a) they are authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or **regulatory requirements to invest in debentures, and (c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications by Public Financial Institutions or Statutory Corporations, which are authorized to invest in the NCDs

The Application must be accompanied by certified true copies of: (i) Any Act/ Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications by Provident Funds, Pension Funds, Superannuation Funds and Gratuity Fund, which are authorized to invest in the NCDs

The Application must be accompanied by certified true copies of: (i) Any Act/Rules under which they are incorporated; (ii) Power of Attorney, if any, in favour of one or more trustees thereof, (iii) Board Resolution authorising investments; (iv) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (v) Specimen signature of authorized person; (vi) certified copy of the registered instrument for creation of such fund/trust; and (vii) Tax Exemption certificate issued by Income Tax Authorities, if exempt from Tax. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

Applications by National Investment Fund

The application must be accompanied by certified true copies of: (i) resolution authorising investment and containing operating instructions; and (ii) Specimen signature of authorized person. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

Applications by companies, bodies corporate and societies registered under the applicable laws in India

The Application must be accompanied by certified true copies of: (i) Any Act/ Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications by Indian scientific and/or industrial research organizations, which are authorized to invest in the NCDs

The Application must be accompanied by certified true copies of: (i) Any Act/ Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

Applications by partnership firms formed under applicable Indian laws in the name of the partners and Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009)

The Application must be accompanied by certified true copies of: (i) Partnership Deed; (ii) Any documents evidencing registration thereof under applicable statutory/regulatory requirements; (iii) Resolution authorizing investment and containing operating instructions; (iv) Specimen signature of authorized person. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications under Power of Attorney

In case of Applications made pursuant to a power of attorney by Applicants who are Institutional Investors or Non Institutional Investors, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, with a certified copy of the memorandum of association and articles of association and/or bye laws must be submitted with the Application Form. In case of Applications made pursuant to a power of attorney by Applicants who are HNI Investors or Retail Individual Investors, a certified copy of the power of attorney must be submitted with the Application Form. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor. Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney with the Application Forms subject to such terms and conditions that our Company, the Lead Managers may deem fit.**

Brokers having online demat account portals may also provide a facility of submitting the Application Forms online to their account holders. Under this facility, a broker receives an online instruction through its portal from the Applicant for making an Application on his/ her behalf. Based on such instruction, and a power of attorney granted by the Applicant to authorise the broker, the broker makes an Application on behalf of the Applicant.

APPLICATIONS FOR ALLOTMENT OF NCDs IN THE DEMATERIALIZED FORM

Submission of Applications

This section is for the information of the Applicants proposing to subscribe to the Issue. The Lead Managers and our Company are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Shelf Prospectus. Investors are advised to make their independent investigations and to ensure that the Application Form is correctly filled up. Our Company, our directors, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by and/or uploaded by and/or accepted but not uploaded by Lead Brokers, Trading Members, Registered Brokers, CDPs, RTAs and SCSBs who are authorised to collect Application Forms from the Applicants in the Issue, or Applications accepted and uploaded without blocking funds in the ASBA Accounts by SCSBs. It shall be presumed that for Applications uploaded by SCSBs, the Application Amount payable on Application has been blocked in the relevant ASBA Account.The list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive Application Forms from the Members of the Syndicate is available on the website of SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes as updated from time to time or any such other website as may be prescribed by SEBI from time to time. The list of Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Applications can be submitted through either of the following modes:

1. Physically or electronically to the Designated Branches of the SCSB(s) with whom an Applicant's ASBA Account is maintained. In case of ASBA Application in physical mode, the ASBA Applicant shall submit the Application Form at the relevant Designated Branch of the SCSB(s). The Designated Branch shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account and shall also verify that the signature on the Application Form matches with the Investor's bank records, as mentioned in the ASBA Application, prior to uploading such ASBA Application into the electronic system of the Stock Exchange. **If sufficient funds are not available in the ASBA Account, the respective Designated Branch shall reject such ASBA Application and shall not upload such ASBA Application in the electronic system of the Stock Exchange.** If sufficient funds are available in the ASBA Account, the Designated Branch shall block an amount equivalent to the Application Amount and upload details of the ASBA Application in the electronic system of the Stock Exchange. The Designated Branch of the SCSBs shall stamp the Application Form and issue an acknowledgement as proof of having accepted the Application. In case of Application in the electronic mode, the ASBA Applicant shall submit the ASBA Application either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for application and blocking funds in the ASBA Account held with SCSB, and accordingly registering such ASBA Applications.

2. Physically through the Members of Consortium, or Trading Members of the Stock Exchanges only at the Specified Cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bangalore, Hyderabad, Pune, Vadodara and Surat), i.e. Syndicate ASBA. Kindly note that ASBA Applications submitted to the Members of Consortium or Trading Members of the Stock Exchanges at the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the ASBA Application, is maintained has not named at least one branch at that Specified City for the Members of Consortium or Trading Members of the Stock Exchange, as the case may be, to deposit ASBA Applications (A list of such branches is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes).

Upon receipt of the Application Form by the Members of Consortium or Trading Members of the Stock Exchange, as the case may be, an acknowledgement shall be issued by giving the counter foil of the Application Form to the ASBA Applicant as proof of having accepted the Application. Thereafter, the details of the Application shall be uploaded in the electronic system of the Stock Exchanges and the Application Form shall be forwarded to the relevant branch of the SCSB, in the relevant Specified City, named by such SCSB to accept such ASBA Applications from the Members of Consortium or Trading Members of the Stock Exchange, as the case may be (A list of such branches is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes). Upon receipt of the ASBA Application, the relevant branch of the SCSB shall perform verification procedures including verification of the Applicant's signature with his bank records and check if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the ASBA Form. **If sufficient funds are not available in the ASBA Account, the relevant ASBA Application is liable to be rejected.** If sufficient funds are available in the ASBA Account, the relevant branch of the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application. The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be.

Applicants must note that:

1. Physical Application Forms will be available with the Designated Branches of the SCSBs and with the Members of Consortium and Trading Members of the Stock Exchanges at the Specified Cities; and electronic Application Forms will be available on the websites of the SCSBs and the Stock Exchanges at least one day prior to the Issue Opening Date. Application Forms will also be provided to the Trading Members of the Stock Exchanges at their request. The Application Forms would be serially numbered. Further, the SCSBs will ensure that the Prospectus is made available on their websites.

2. The Designated Branches of the SCSBs shall accept Applications directly from Applicants only during the Issue Period. The SCSB shall not accept any Applications directly from Applicants after the closing time of acceptance of Applications on the Issue Closing Date. However the relevant branches of the SCSBs at Specified Cities can accept Applications from the Members of Consortium or Trading Members of the Stock Exchange, as the case may be, after the closing time of acceptance of Applications on the Issue Closing Date, if the Applications have been uploaded. For further information on the Issue programme, please refer to "*General Information – Issue Programme*" on page 58.

3. Application Forms directly submitted to SCSBs should bear the stamp of SCSBs, if not, the same are liable to be rejected.

Please note that ASBA Applicants can make an Application for Allotment of NCDs in the dematerialized form only.

Submission of Direct Online Applications

Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchanges.

In the event the Direct Online Application facility is implemented by the Stock Exchanges, relevant "know your customer" details of such Applicants will be validated online from the Depositories, on the basis of the DP ID and Client ID provided by them in the Application Form. On successful submission of a Direct Online Application, the Applicant will receive a system-generated unique application number ("**UAN**") and an SMS or an e-mail confirmation on credit of the requisite Application Amount paid through the online payment facility with the Direct Online Application. On Allotment, the Registrar to the Issue shall credit NCDs to the beneficiary account of the Applicant and in case of refund, the refund amount shall be credited directly to the Applicant's bank account. Applicants applying through the Direct Online Application facility must preserve their UAN and quote their UAN in: (a) any cancellation/withdrawal of their Application; (b) in queries in connection with Allotment of NCDs and/or refund(s); and/or (c) in all investor grievances/complaints in connection with the Issue.

As per the Debt Application Circular issued by SEBI, the availability of the Direct Online Applications facility is subject to the Stock Exchanges putting in place the necessary systems and infrastructure, and accordingly the aforementioned disclosures are subject to any further clarifications, notification, modification deletion, direction, instructions and/or correspondence that may be issued by the Stock Exchanges and/or SEBI.

INSTRUCTIONS FOR FILLING-UP THE APPLICATION FORM

General Instructions

A. General instructions for completing the Application Form

- Applications must be made in prescribed Application Form only.
- Application Forms must be completed in block letters in English, as per the instructions contained in this Draft Shelf Prospectus, the Shelf Prospectus, relevant Tranche Prospectus and the Application Form.
- If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account held in joint names.
- Applications should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details (in case of Applicants applying for Allotment of the Bonds in dematerialized form) and Applications should be made by Karta in case the Applicant is an HUF. Please ensure that such Applications contain the PAN of the HUF and not of the Karta.
- Applicants applying for Allotment in dematerialised form must provide details of valid and active DP ID, Client ID and PAN clearly and without error. On the basis of such Applicant's active DP ID, Client ID and PAN provided in the Application Form, and as entered into the electronic Application system of Stock Exchanges by SCSBs, the Members of the Syndicate at the Syndicate ASBA Application Locations and the Trading Members, as the case may be, the Registrar will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the NCDs.

- Applications must be for a minimum of 10 NCDs and in multiples of one NCD thereafter. For the purpose of fulfilling the requirement of minimum application size of 10 NCDs, an Applicant may choose to apply for 10 NCDs of the same series or across different series. Applicants may apply for one or more series of NCDs Applied for in a single Application Form.
- If the ASBA Account holder is different from the ASBA Applicant, the Application Form should be signed by the ASBA Account holder also, in accordance with the instructions provided in the Application Form.
- If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.
- Applications should be made by Karta in case of HUFs. Applicants are required to ensure that the PAN details of the HUF are mentioned and not those of the Karta.
- Thumb impressions and signatures other than in English/Hindi/Gujarati/Marathi or any other languages specified in the 8th Schedule of the Constitution needs to be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his/her seal.
- No separate receipts will be issued for the money payable on the submission of the Application Form. However, the Members of Consortium, Trading Members of the Stock Exchanges or the Designated Branches of the SCSBs, as the case may be, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicants the Transaction Registration Slip (TRS). This TRS will serve as the duplicate of the Application Form for the records of the Applicant. Applicants must ensure that the requisite documents are attached to the Application Form prior to submission and receipt of acknowledgement from the relevant Lead Manager, Trading Member of the Stock Exchanges or the Designated Branch of the SCSBs, as the case may be.
- Every Applicant should hold valid Permanent Account Number (PAN) and mention the same in the Application Form.
- All Applicants are required to tick the relevant column of "Category of Investor" in the Application Form.
- Applicant should correctly mention the ASBA Account number and UPI ID in case applying through UPI Mechanism and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form and ensure that the signature in the Application Form matches with the signature in the Applicant's bank records.

The series, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Members of Consortium, Trading Member of the Stock Exchanges in the data entries as such data entries will be considered for allotment.

Applicants should note that neither the Members of Consortium, Trading Member of the Stock Exchange nor Designated Branches, as the case may be, will be liable for error in data entry due to incomplete or illegible Application Forms.

Our Company would allot the series of NCDs, as specified in the Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant series of NCDs.

B. Applicant's Beneficiary Account and Bank Account Details

ALL APPLICANTS APPLYING FOR ALLOTMENT OF THE NCDS SHOULD MENTION THEIR DP ID, CLIENT ID, PAN AND UPI ID (in case applying through UPI Mechanism) IN THE APPLICATION FORM. APPLICANTS MUST ENSURE THAT THE DP ID, CLIENT ID PAN AND UPI ID GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE DP ID, CLIENT ID, PAN AND UPI ID AVAILABLE IN THE DEPOSITORY DATABASE. IF THE BENEFICIARY ACCOUNT IS HELD IN JOINT NAMES, THE APPLICATION FORM SHOULD CONTAIN THE NAME AND PAN OF BOTH THE HOLDERS OF THE BENEFICIARY ACCOUNT AND SIGNATURES OF BOTH HOLDERS WOULD BE REQUIRED IN THE APPLICATION FORM.

Applicants applying for Allotment in dematerialized form must mention their DP ID and Client ID in the Application Form and ensure that the name provided in the Application Form is exactly the same as the name in which the Beneficiary Account is held. In case the Application Form for Allotment in dematerialized form is submitted in the first Applicant's name, it should be ensured that the Beneficiary Account is held in the same joint names and in the same sequence in which they appear in the Application Form. In case the DP ID, Client ID and PAN mentioned in the Application Form for Allotment in dematerialized form and entered into the electronic system of the Stock

Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database or in case PAN is not available in the Depository database, the Application Form for Allotment in dematerialized form is liable to be rejected. Further, Application Forms submitted by Applicants applying for Allotment in dematerialized form, whose beneficiary accounts are inactive, will be rejected.

On the basis of the DP ID, Client ID and UPI ID provided by the Applicant in the Application Form for Allotment in dematerialized form and entered into the electronic system of the Stock Exchange, the Registrar to the Issue will obtain from the Depositories the Demographic Details of the Applicant including PAN, address, bank account details for printing on refund orders/sending refunds through electronic mode, Magnetic Ink Character Recognition ("**MICR**") Code and occupation. These Demographic Details would be used for giving Allotment Advice and refunds (including through physical refund warrants, direct credit, NACH, NEFT and RTGS), if any, to the Applicants. Hence, Applicants are advised to immediately update their Demographic Details as appearing on the records of the DP and ensure that they are true and correct, and carefully fill in their Beneficiary Account details in the Application Form. Failure to do so could result in delays in dispatch/credit of refunds to Applicants and delivery of Allotment Advice at the Applicants' sole risk, and neither our Company, the Members of Consortium, Trading Members of the Stock Exchange, SCSBs, Registrar to the Issue nor the Stock Exchanges will bear any responsibility or liability for the same.

The Demographic Details would be used for correspondence with the Applicants including mailing of the Allotment Advice and printing of bank particulars on the refund orders, or for refunds through electronic transfer of funds, as applicable. Allotment Advice and physical refund orders (as applicable) would be mailed at the address of the Applicant as per the Demographic Details received from the Depositories. Applicants may note that delivery of refund orders/ Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. In such an event, the address and other details given by the Applicant (other than ASBA Applicants) in the Application Form would be used only to ensure dispatch of refund orders.

Please note that any such delay shall be at such Applicants sole risk and neither our Company, the Members of Consortium, Trading Members of the Stock Exchange, SCSBs, Registrar to the Issue nor the Stock Exchanges shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay. In case of refunds through electronic modes as detailed in this Draft Shelf Prospectus, refunds may be delayed if bank particulars obtained from the Depository Participant are incorrect.

In case of Applications made under power of attorney, our Company in its absolute discretion, reserves the right to permit the holder of Power of Attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of refund orders/ Allotment Advice, the demographic details obtained from the Depository of the Applicant shall be used. By signing the Application Form, the Applicant would have deemed to have authorized the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records. The Demographic Details given by Applicant in the Application Form would not be used for any other purpose by the Registrar to the Issue except in relation to the Issue.

With effect from August 16, 2010, the beneficiary accounts of Applicants for whom PAN details have not been verified shall be suspended for credit and no credit of NCDs pursuant to the Issue will be made into the accounts of such Applicants. Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected. Furthermore, in case no corresponding record is available with the Depositories, which matches the four parameters, namely, DP ID, Client ID, PAN and UPI ID, then such Application are liable to be rejected.

Applicants should note that the NCDs will be allotted to all successful Applicants only in dematerialized form. The Application Forms which do not have the details of the Applicant's depository account, including DP ID, Client ID and PAN and UPI ID (for Retail Individual Investor Applicants bidding using the UPI mechanism), shall be treated as incomplete and will be rejected.

C. Unified Payments Interface (UPI)

SEBI has issued UPI circularson November 23, 2020 with reference number SEBI/HO/DDHC/CIR/P/2020/233 in relation to streamlining the process of public issue of inter alia debt issues. Pursuant to the UPI circular, the UPI Mechanism has been introduced and will become applicable for public debt issues being conducted on or after January 01, 2021 as a payment mechanism (in addition to the mechanism of blocking funds maintained with SCSBs under ASBA) for applications by retail individual bidders through Designated Intermediaries. All SCSBs offering the facility of making applications in public issues shall also provide the facility to make applications using UPI.

The Company will be required to appoint one SCSB as a Sponsor Bank to act as a conduit between the Stock Exchange and National Payments Corporation of India in order to facilitate the collection of requests and/or payment instructions of the investors.

D. Permanent Account Number (PAN)

The Applicant should mention his or her Permanent Account Number (PAN) allotted under the IT Act. For minor Applicants, applying through the guardian, it is mandatory to mention the PAN of the minor Applicant. However, Applications on behalf of the Central or State Government officials and the officials appointed by the courts in terms of a SEBI circular dated June 30, 2008 and Applicants residing in the state of Sikkim who in terms of a SEBI circular dated July 20, 2006 may be exempt from specifying their PAN for transacting in the securities market. In accordance with Circular No. MRD/DOP/Cir-05/2007 dated April 27, 2007 issued by SEBI, the PAN would be the sole identification number for the participants transacting in the securities market, irrespective of the amount of transaction. **Any Application Form, without the PAN is liable to be rejected, irrespective of the amount of transaction. It is to be specifically noted that the Applicants should not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.**

However, the exemption for the Central or State Government and the officials appointed by the courts and for investors residing in the State of Sikkim is subject to the Depository Participants' verifying the veracity of such claims by collecting sufficient documentary evidence in support of their claims. At the time of ascertaining the validity of these Applications, the Registrar to the Issue will check under the Depository records for the appropriate description under the PAN Field i.e. either Sikkim category or exempt category.

D. Joint Applications

Applications may be made in single or joint names (not exceeding three). In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.

E. Additional/ Multiple Applications

An Applicant is allowed to make one or more Applications for the NCDs for the same or other series of NCDs, subject to a minimum application size of ₹ 10,000 and in multiples of ₹ 1,000 thereafter as specified in the Prospectus. **Any Application for an amount below the aforesaid minimum application size will be deemed as an invalid application and shall be rejected.** However, multiple Applications by the same individual Applicant aggregating to a value exceeding ₹ 10 lakhs shall be deemed such individual Applicant to be a HNI Applicant and all such Applications shall be grouped in the HNI Portion, for the purpose of determining the basis of allotment to such Applicant. However, any Application made by any person in his individual capacity and an Application made by such person in his capacity as a Karta of a Hindu Undivided family and/or as Applicant (second or third Applicant), shall not be deemed to be a multiple Application. For the purposes of allotment of NCDs under the Issue, Applications shall be grouped based on the PAN, i.e. Applications under the same PAN shall be grouped together and treated as one Application. Two or more Applications will be deemed to be multiple Applications if the sole or first Applicant is one and the same. For the sake of clarity, two or more applications shall be deemed to be a multiple Application for the aforesaid purpose if the PAN number of the sole or the first Applicant is one and the same.

Process for investor application submitted with UPI as mode of payment

a. Before submission of the application with the intermediary, the investor would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).

b. An investor shall fill in the bid details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediaries or through the stock exchange App/ Web interface, or any sother methods as may be permitted.

c. The intermediary, upon receipt of form, shall upload the bid details along with the UPI ID on the stock exchange bidding platform using appropriate protocols.

d. Once the bid has been entered in the bidding platform, the Stock Exchange shall undertake validation of the PAN and Demat account combination details of investor with the depository.

e. The Depository shall validate the aforesaid PAN and Demat account details on a near real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.

f. Once the bid details are uploaded on the Stock Exchange platform, the Stock Exchange shall send an SMS to the investor regarding submission of his / her application, at the end of day, during the bidding period. For the last day of bidding, the SMS may be sent the next working day.

g. Post undertaking validation with the Depository, the Stock Exchange shall, on a continuous basis, electronically share the bid details along with investors UPI ID, with the Sponsor Bank appointed by the issuer.

h. The Sponsor Bank shall initiate a mandate request on the investor

i. The request raised by the Sponsor Bank, would be electronically received by the investor as a SMS / intimation on his / her mobile no. / mobile app, associated with the UPI ID linked bank account.

j. The investor shall be able to view the amount to be blocked as per his / her bid in such intimation. The investor shall be able to view an attachment wherein the public issue bid details submitted by investor will be visible. After reviewing the details properly, the investor shall be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a one-time mandate for each application in the public issue.

k. An investor is required to accept the UPI mandate latest by 5 pm on the third working day from the day of bidding on the stock exchange platform except for the last day of the issue period or any other modified closure date of the issue period in which case, he / she is required to accept the UPI mandate latest by 5 pm the next working day.

l. An investor shall not be allowed to add or modify the bid(s) of the application except for modification of either DP ID/Client ID, or PAN ID but not both. However, the investor can withdraw the bid(s) and reapply.

m. For mismatch bids, on successful validation of PAN and DP ID/ Client ID combination during T+1 modification session, such bids will be sent to Sponsor Bank for further processing by the Exchange on T+1 day till 1 PM.

n. The facility of re-initiation/ resending the UPI mandate shall be available only till 5 pm on the day of bidding.

o. Upon successful validation of block request by the investor, as above, the said information would be electronically received by the investors' bank, where the funds, equivalent to application amount, would get blocked in investors account. Intimation regarding confirmation of such block of funds in investors account would also be received by the investor.

p. The information containing status of block request (e.g. accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with the Stock Exchange. The block request status would also be displayed on the Stock Exchange platform for information of the intermediary.

q. The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation.

r. Post closure of the offer, the Stock Exchange shall share the bid details with RTA. Further, the Stock Exchange shall also provide the RTA, the final file received from the Sponsor Bank, containing status of blocked funds or otherwise, along with the bank account details with respect to applications made using UPI ID.

s. The allotment of debt securities shall be done as per SEBI Circular No. CIR/IMD/DF/18/2013 dated October 29, 2013.

t. The RTA, based on information of bidding and blocking received from the Stock Exchange, shall undertake reconciliation of the bid data and block confirmation corresponding to the bids by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.

u. Upon approval of the basis of allotment, the RTA shall share the 'debit' file with Sponsor bank (through Stock Exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the investor's account. The Sponsor Bank, based on the mandate approved by the investor at the time of blocking of funds, shall raise the debit / collect request from the investor's bank account, whereupon funds will be transferred from investor's account to the public issue account and remaining funds, if any, will be unblocked without any manual intervention by investor or their bank.

v. Upon confirmation of receipt of funds in the public issue account, the securities would be credited to the investor's account. The investor will be notified for full/partial allotment. For partial allotment, the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the investor.

w. Thereafter, Stock Exchange will issue the listing and trading approval.

x. Further, in accordance with the Operational Instructions and Guidelines for Making Application for Public Issue of Debt Securities through BSEDirect issued by BSE on December 28, 2020 the investor shall also be responsible for the following:

   i. Investor shall check the Issue details before placing desired bids;
   ii. Investor shall check and understand the UPI mandate acceptance and block of funds process before placing the bid;
   iii. The receipt of the SMS for mandate acceptance is dependant upon the system response/ integration of UPI on Debt Public Issue System;
   iv. Investor shall accept the UPI Mandate Requests within the stipulated timeline;
   v. Investor shall note that the transaction will be treated as completed only after the acceptance of mandates by the investor by way of authorising the transaction by entering their UPI pin and successfully blocking funds through the ASBA process by the investor's bank;
   vi. Investor shall check the status of their bid with respect to the mandate acceptance and blocking of funds for the completion of the transaction; and
   vii. In case the investor does not accept the mandate within stipulated timelines, in such case their bid will not be considered for allocation.

y. Further, in accordance with circular issued by National Stock Exchange of India Limited for Introduction of Unified Payment Interface (UPI) for Debt IPO through NSE goBID on January 05, 2021 the investor shall also be responsible for the following:
   i. After successful registration & log-in, the investors shall view and check the active Debt IPO's available from IPO dashboard.
   ii. Investors shall check the issue/series details. Existing registered users of NSE goBID shall also be able to access once they accept the updated terms and condition.
   iii. After successfully bidding on the platform, investors shall check the NSE goBID app/psp/sms for receipt of mandate & take necessary action.
   iv. UPI mandate can be accepted latest by 5 pm on the third working day from the day of bidding on the stock exchange platform except for the last day of the issue period or any other modified closure date of the issue period in which case, he / she is required to accept the UPI mandate latest by 5 pm the next working day.
   v. For UPI bid the facility of re-initiation/ resending the UPI mandate shall be available only till 5 pm on the day of bidding.
   vi. Investors can use the re-initiation/ resending facility only once in case of any issue in receipt/acceptance of mandate.

The Investors are advised to read the operational guidelines mentioned for making application for Public Issue of Debt Securities through BSE Direct issued by BSE on December 28, 2020 and the circular issued by National Stock Exchange of India Limited for Introduction of Unified Payment Interface (UPI) for Debt IPO through NSE goBID on January 05, 2021 before investing through the through the app/ web interface of Stock Exchange(s).

Do's and Don'ts

Applicants are advised to take note of the following while filling and submitting the Application Form:

Do's

1. Check if you are eligible to apply as per the terms of this Draft Shelf Prospectus, the Shelf Prospectus, the relevant Tranche Prospectus and applicable law;
2. Read all the instructions carefully and complete the Application Form in the prescribed form;
3. Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek Allotment of NCDs pursuant to the Issue.
4. Ensure that the DP ID, Client ID and PAN mentioned in the Application Form, which shall be entered into the electronic system of the Stock Exchange are correct and match with the DP ID, Client ID and PAN available in the Depository database. Ensure that the DP ID and Client ID are correct and beneficiary account is activated for Allotment of NCDs in dematerialized form. The requirement for providing Depository Participant details shall be mandatory for all Applicants.
5. Ensure that you have mentioned the correct ASBA Account number in the Application Form.
6. Ensure that the Application Form is signed by the ASBA Account holder in case the Applicant is not the ASBA account holder.
7. Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form to the respective Designated Branch of the SCSB, or to the Designated Intermediaries, as the case may be.
8. Ensure that the Application Forms are submitted at the collection centres provided in the Application Forms, bearing the stamp of a member of the Consortium or Trading Members of the Stock Exchange, as the case may be.
9. Before submitting the Application Form with the Designated Intermediaries ensure that the SCSB, whose name has been filled in the Application Form, has named a branch in that relevant Bidding Centre;
10. Ensure that you have been given an acknowledgement as proof of having accepted the Application Form;
11. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic application platform of the Stock Exchanges as per the procedures and requirements prescribed by each relevant Stock Exchange, ensure that you have first withdrawn your original Application and submit a fresh Application. For instance, as per the notice No: 20120831-22 dated August 31, 2012 issued by the NSE, fields namely, quantity, series, application no., sub-category codes will not be allowed for modification during the Issue. In such a case the date of the fresh Application will be considered for date priority for allotment purposes.
12. Ensure that signatures other than in the languages specified in the Eighth Schedule to the Constitution of India is attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.
13. Ensure that you mention your PAN in the Application Form. In case of joint Applicants, the PAN of all the Applicants should be provided, and for HUFs, PAN of the HUF should be provided. Any Application Form without the PAN is liable to be rejected. Applicants should not submit the GIR Number instead of the PAN as the Application is liable to be rejected on this ground.
14. In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta. However, the PAN number of the HUF should be mentioned in the Application Form and not that of the Karta;
15. Ensure that the Applications are submitted to the Members of Consortium, Trading Members of the Stock Exchanges or Designated Branches of the SCSBs, as the case may be, before the closure of application hours on the Issue Closing Date. For further information on the Issue programme, please see "*General Information – Issue Programme*" on page 58.
16. Ensure that the Demographic Details including PAN are updated, true and correct in all respects.
17. Permanent Account Number: Except for Application (i) on behalf of the Central or State Government and officials appointed by the courts, and (ii) (subject to SEBI circular dated April 3, 2008) from the residents of

the state of Sikkim, each of the Applicants should provide their PAN. Application Forms in which the PAN is not provided will be rejected. The exemption for the Central or State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same.

18. All Applicants are requested to tick the relevant column "Category of Investor" in the Application Form and Tick the series of NCDs in the Application Form that you wish to apply for.
19. Retail individual investors using the UPI Mechanism to ensure that they submit bids upto the application value of INR 2,00,000.
20. Investor using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Bid cum Application Form.
21. Investors bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the issue and submit the application with any of the intermediaries or through the Stock Exchange App/ Web interface.
22. Ensure that you have correctly signed the authorisation /undertaking box in the Application Form or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Application Form, as the case may be, at the time of submission of the Bid. In case of Retail Individual Investor submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
23. Ensure that you have mentioned the correct details of ASBA Account (i.e., bank account number or UPI ID, as applicable) in the Application Form.
24. In case of Retail Individual Investor submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
25. Retail Individual Investors submitting Application Form using the UPI Mechanism, should ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid, are listed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40

In terms of SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account.

SEBI Circular No. CIR/DDHS/P/121/2018 dated August 16, 2018 stipulating the time between closure of the Issue and listing at 6 (six) Working Days. In order to enable compliance with the above timelines, investors are advised to use ASBA facility only to make payment.

Don'ts:

1. Do not apply for lower than the minimum application size.
2. Do not pay the Application Amount in cash, by cheque, by money order or by postal order or by stock invest.
3. Do not send Application Forms by post; instead submit the same to the Members of Consortium, sub-brokers, Trading Members of the Stock Exchanges or Designated Branches of the SCSBs, as the case may be.
4. Do not submit the Application Form to any non-SCSB bank or our Company.
5. Do not Bid on an Application Form that does not have the stamp of the relevant Designated Intermediary or the Designated Branch of the SCSB, as the case may be.
6. Do not fill up the Application Form such that the NCDs applied for exceeds the Issue size and/or investment limit or maximum number of NCDs that can be held under the applicable laws or regulations or maximum

amount permissible under the applicable regulations.

7. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.
8. Do not submit incorrect details of the DP ID, Client ID, UPI ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue.
9. Do not submit an Application Form using UPI ID, if the Application is for an amount more than INR 2,00,000.
10. Do not submit a bid using UPI ID, if you are not a Retail Individual Investor.
11. Do not submit the Application Forms without ensuring that funds equivalent to the entire Application Amount are available for blocking in the relevant ASBA Account.
12. Do not submit Applications on plain paper or on incomplete or illegible Application Forms.
13. Do not apply if you are not competent to contract under the Indian Contract Act, 1872.
14. Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB and/or mobile applications which are not mentioned in the list provided in the SEBI.
15. Do not submit an Application in case you are not eligible to acquire NCDs under applicable law or your relevant constitutional documents or otherwise.
16. Do not submit an Application that does not comply with the securities law of your respective jurisdiction.
17. Do not apply if you are a person ineligible to apply for NCDs under the Issue including Applications by Persons Resident Outside India, NRI (*inter-alia* including NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA).
18. Do not make an application of the NCD on multiple copies taken of a single form.
19. Payment of Application Amount in any mode other than through blocking of Application Amount in the ASBA Accounts shall not be accepted in the Issue.
20. Do not submit more than five Application Forms per ASBA Account.
21. If you are a Retail Individual Investor who is submitting the ASBA Application with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third-party linked bank account UPI ID.

Kindly note that ASBA Applications submitted to the Members of Consortium or Trading Members of the Stock Exchanges at the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that Specified City for the Members of Consortium or Trading Members of the Stock Exchange, as the case may be, to deposit such Application Forms (A list of such branches is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes)).

Please refer to "*Rejection of Applications*" on page 240 for information on rejection of Applications.

TERMS OF PAYMENT

The entire issue price for the NCDs is payable on Application only. In case of Allotment of lesser number of NCDs than the number applied, our Company shall refund the excess amount paid on Application to the Applicant (or the excess amount shall be unblocked in the ASBA Account, as the case may be).

The ASBA Applicants shall specify the ASBA Account number in the Application Form.

For ASBA Applications submitted to the Members of Consortium or Trading Members of the Stock Exchanges at the Specified Cities, the ASBA Application will be uploaded onto the electronic system of the Stock Exchanges and deposited with the relevant branch of the SCSB at the Specified City named by such SCSB to accept such ASBA Applications from the Members of Consortium or Trading Members of the Stock Exchange, as the case may be (A list of such branches is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes). The relevant branch of the SCSB shall perform verification procedures and block an amount in the ASBA Account equal to the Application Amount specified in the ASBA Application.

For ASBA Applications submitted directly to the SCSBs, the relevant SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the ASBA Application, before entering the ASBA Application into the electronic system of the Stock Exchange. SCSBs may provide the electronic mode of application either through an internet enabled application and banking facility or such other secured, electronically enabled mechanism for application and blocking of funds in the ASBA Account.

ASBA Applicants should ensure that they have funds equal to the Application Amount in the ASBA Account before submitting the ASBA Application to the Members of Consortium or Trading Members of the Stock Exchange, as the case may be, at the Specified Cities or to the Designated Branches of the SCSBs. An ASBA Application where the corresponding ASBA Account does not have sufficient funds equal to the Application Amount at the time of blocking the ASBA Account is liable to be rejected.

The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is approved, and upon receipt of intimation from the Registrar, the controlling branch of the SCSB shall, on the Designated Date, transfer such blocked amount from the ASBA Account to the Public Issue Account. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB within 6 (six) Working Days of the Issue Closing Date. The Application Amount shall remain blocked in the ASBA Account until transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the ASBA Application, as the case may be.

An Applicant may submit the Application Form with a SCSB, or the intermediaries mentioned above and use his / her bank account linked UPI ID for the purpose of blocking of funds, if the application value is Rs.2 lac or less. The intermediary shall upload the bid on the Stock Exchange bidding platform. The application amount would be blocked through the UPI Mechanism once the mandate request has been successfully accepted by the Applicant in this case.

An Applicant may submit the Application Form through the App or web interface developed by Stock Exchanges wherein the bid is automatically uploaded onto the Stock Exchange bidding platform and the amount is blocked using the UPI Mechanism once the mandate request has been successfully accepted by the Applicant.

Payment mechanism for Direct Online Applicants

Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchanges.

Additional Instructions for Retail Individual Investors using the UPI mechanism:

a. Before submission of the application form with the Designated Intermediary, a Retail Individual Investor shall download the mobile app for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/ her bank account where the funds equivalent to the application amount is available.

b. The Retail Individual Investor shall fill in the bid details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediaries or through the stock exchanges App/Web interface.

c. The Designated Intermediary, upon receipt of form, shall upload the bid details along with the UPI ID on the Stock Exchange(s) bidding platform using appropriate protocols.

d. Once the bid has been entered in the bidding platform, the Stock Exchange(s) shall undertake validation of the PAN and Demat account combination details of investor with the depository.

e. The Depository shall validate the aforesaid PAN and Demat account details on a near real time basis and send response to Stock Exchange(s) which would be shared by the Stock Exchange(s) with the Designated Intermediaries through its platform, for corrections, if any.

f. Once the bid details are uploaded on the Stock Exchange(s) platform, the Stock Exchange(s) shall send an SMS to the investor regarding submission of his / her application, at the end of day, during the bidding period. For the last day of bidding, the SMS may be sent the next Working Day.

g. Post undertaking validation with the Depository, the Stock Exchange(s) shall, on a continuous basis, electronically share the bid details along with investors UPI ID, with the Sponsor Bank appointed by the Company.

h. The Sponsor Bank shall initiate a mandate request on the investor i.e. request the investor to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment.

i. The request raised by the Sponsor Bank, would be electronically received by the investor as a SMS / intimation on his / her mobile no. / mobile app, associated with the UPI ID linked bank account.

j. The investor shall be able to view the amount to be blocked as per his / her bid in such intimation. The investor shall be able to view an attachment wherein the bid details submitted by such investor will be visible. After reviewing the details properly, the investor shall be required to proceed to authorize the mandate. Such mandate raised by the Sponsor Bank would be a one-time mandate for each application in the Issue.

k. The investor is required to accept the UPI mandate latest by 5 pm on the third working day from the day of bidding on the stock exchange platform except for the last day of the Issue period or any other modified closure date of the Issue period in which case, he / she is required to accept the UPI mandate latest by 5 pm the next Working Day.

l. The investor shall not be allowed to add or modify the bid(s) of the application except for modification of either DP ID/Client ID, or PAN ID but not both. However, the investor can withdraw the bid(s) and reapply.

m. For mismatch bids, on successful validation of PAN and DP ID/ Client ID combination during T+1 (T being the Issue Closing Date) modification session, such bids will be sent to Sponsor Bank for further processing by the Exchange on T+1 (T being the Issue Closing Date) day till 1 pm.

n. The facility of Re-initiation/ Resending the UPI mandate shall be available only till 5 pm on the day of bidding.

o. Upon successful validation of block request by the investor, as above, the said information would be electronically received by the investors' bank, where the funds, equivalent to application amount, would get blocked in investors account. Intimation regarding confirmation of such block of funds in investors account would also be received by the investor.

p. The information containing status of block request (e.g. accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with the Stock Exchange(s). The block request status would also be displayed on the Stock Exchange(s) platform for information of the intermediary.

q. The information received from Sponsor Bank, would be shared by Stock Exchange(s) with the Registrar to the Issue in the form of a file for the purpose of reconciliation.

r. Post closure of the Issue, the Stock Exchange(s) shall share the bid details with the Registrar to the Issue. Further, the Stock Exchange(s) shall also provide the Registrar to the Issue, the final file received from the Sponsor Bank, containing status of blocked funds or otherwise, along with the bank account details with respect to applications made using UPI ID.

SUBMISSION OF COMPLETED APPLICATION FORMS

Mode of Submission of Application Forms	To whom the Application Form has to be submitted
ASBA Applications	(i) If using <u>physical Application Form</u>, (a) to the Members of Consortium or Trading Members of the Stock Exchanges only at the Specified Cities ("**Syndicate ASBA**"), or (b) to the Designated Branches of the SCSBs where the ASBA Account is maintained; or (ii) If using <u>electronic Application Form</u>, to the SCSBs, electronically through internet banking facility, if available.

Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchanges.

No separate receipts will be issued for the Application Amount payable on submission of Application Form. However, the Members of Consortium/ Trading Members of Stock Exchanges will acknowledge the receipt of the Application Forms by stamping the date and returning to the Applicants a TRS which will serve as a duplicate Application Form for the records of the Applicant.

Electronic Registration of Applications

(a) The Members of Consortium, Trading Members of the Stock Exchanges and Designated Branches of the SCSBs, as the case may be, will register the Applications using the on-line facilities of the Stock Exchange. **The Members of Consortium, our Company and the Registrar to the Issue are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the SCSBs, (ii) the Applications uploaded by the SCSBs, (iii) the Applications accepted but not uploaded by the SCSBs, (iv) with respect to ASBA Applications accepted and uploaded by the SCSBs without blocking funds in the ASBA Accounts, or (v) any Applications accepted both uploaded and/or not uploaded by the Trading Members of the Stock Exchange.**

In case of apparent data entry error by the Members of Consortium, Trading Members of the Stock Exchange, or Designated Branches of the SCSBs, as the case may be, in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to the Designated Stock Exchange. However, the series, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Members of Consortium, Trading Member of the Stock Exchanges in the data entries as such data entries will be considered for allotment/rejection of Application.

(b) The Stock Exchanges will offer an electronic facility for registering Applications for the Issue. This facility will be available on the terminals of Members of Consortium, Trading Members of the Stock Exchanges and the SCSBs during the Issue Period. The Members of Consortium and Trading Members of the Stock Exchanges can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for Applications on a regular basis, and before the expiry of the allocated time on the Issue Closing Date. On the Issue Closing Date, the Members of Consortium, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs shall upload the Applications till such time as may be permitted by the Stock Exchange. This information will be available with the Members of Consortium, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation. For further information on the Issue programme, please refer to "*General Information – Issue Programme*" on page 58.

(c) With respect to ASBA Applications submitted directly to the SCSBs at the time of registering each Application, the Designated Branches shall enter the requisite details of the Applicants in the on-line system including:

- Application Form number
- PAN (of the first Applicant, in case of more than one Applicant)
- Investor category and sub-category
- DP ID
- Client ID
- Series of NCDs applied for
- Number of NCDs Applied for in each series of NCD
- Price per NCD
- Bank code for the SCSB where the ASBA Account is maintained
- Bank account number
- Application amount

(d) With respect to ASBA Applications submitted to the Members of Consortium, or Trading Members of the Stock Exchanges only at the Specified Cities, at the time of registering each Application, the requisite details of the Applicants shall be entered in the on-line system including:

- Application Form number

- PAN (of the first Applicant, in case of more than one Applicant)
- Investor category and sub-category
- DP ID
- Client ID
- Series of NCDs applied for
- Number of NCDs Applied for in each series of NCD
- Price per NCD
- Bank code for the SCSB where the ASBA Account is maintained
- Location of Specified City
- Application amount

(e) A system generated acknowledgement (TRS) will be given to the Applicant as a proof of the registration of each Application. **It is the Applicant's responsibility to obtain the acknowledgement from the Members of Consortium, Trading Members of the Stock Exchanges and the Designated Braches of the SCSBs, as the case may be. The registration of the Application by the Members of Consortium, Trading Members of the Stock Exchanges and the Designated Braches of the SCSBs, as the case may be, does not guarantee that the NCDs shall be allocated/ Allotted by our Company. The acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.**

(f) Applications can be rejected on the technical grounds listed on page 240 or if all required information is not provided or the Application Form is incomplete in any respect.

(g) The permission given by the Stock Exchanges to use their network and software of the online system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Shelf Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchanges.

(h) Only Applications that are uploaded on the online system of the Stock Exchanges shall be considered for allocation/ Allotment. The Members of Consortium, Trading Members of the Stock Exchanges and the Designated Braches of the SCSBs shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Application data in the electronic systems of the Stock Exchange. In order that the data so captured is accurate the Members of Consortium, Trading Members of the Stock Exchanges and the Designated Braches of the SCSBs will be given up to one Working Day after the Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

REJECTION OF APPLICATIONS

Applications would be liable to be rejected on the technical grounds listed below or if all required information is not provided or the Application Form is incomplete in any respect. The Board of Directors and/or Bond Issue Committee of our Company reserves it's full, unqualified and absolute right to accept or reject any Application in whole or in part and in either case without assigning any reason thereof.

Application may be rejected on one or more technical grounds, including but not restricted to:

i. Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, except bids by Minors (applying through the guardian) having valid demat account as per demographic details provided by the Depository Participants.
ii. Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant.
iii. PAN not mentioned in the Application Form, except for Applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants. In case of minor Applicants applying through guardian, when PAN of the Applicant is not mentioned.
iv. Application Amount blocked being higher or lower than the value of NCDs Applied for. However, our Company may allot NCDs up to the number of NCDs Applied for, if the value of such NCDs Applied for exceeds the minimum Application size.

v. Applications where a registered address in India is not provided for the Applicant.
vi. In case of partnership firms (except LLPs), NCDs applied for in the name of the partnership and not the names of the individual partner(s).
vii. DP ID and Client ID not mentioned in the Application Form.
viii. GIR number furnished instead of PAN.
ix. Applications by OCBs.
x. Applications for an amount below the minimum application size.
xi. Submission of more than five ASBA Forms per ASBA Account.
xii. Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals.
xiii. In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not submitted.
xiv. Applications accompanied by Stock invest/cheque/ money order/ postal order/ cash.
xv. If an authorization to the SCSB or Sponsor Bank for blocking funds in the ASBA Account or acceptance of UPI Mandate Request raised has not been provided.
xvi. Signature of sole Applicant missing, or in case of joint Applicants, the Application Forms not being signed by the first Applicant (as per the order appearing in the records of the Depository).
xvii. Applications by persons debarred from accessing capital markets, by SEBI or any other regulatory authority.
xviii. Date of Birth for first/sole Applicant for persons applying for Allotment not mentioned in the Application Form.
xix. Application Forms not being signed by the ASBA Account holder, if the account holder is different from the Applicant.
xx. Signature of the ASBA Account holder on the Application Form does not match with the signature available on the SCSB bank's records where the ASBA Account mentioned in the Application Form is maintained.
xxi. Application Forms submitted to the Members of Consortium or Trading Members of the Stock Exchanges or Designated Branches of the SCSBs does not bear the stamp of the relevant Member of Consortium or Trading Member of the Stock Exchange or Designated Branch of the SCSB, as the case may be.
xxii. Applications not having details of the ASBA Account to be blocked.
xxiii. In case no corresponding record is available with the Depositories that matches three parameters namely, DP ID, Client ID and PAN or if PAN is not available in the Depository database.
xxiv. Inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds.
xxv. SCSB making an application (a) through an ASBA account maintained with its own self or (b) through an ASBA Account maintained through a different SCSB not in its own name or (c) through an ASBA Account maintained through a different SCSB in its own name, where clear demarcated funds are not present or (d) through an ASBA Account maintained through a different SCSB in its own name which ASBA Account is not utilised solely for the purpose of applying in public issues.
xxvi. Applications for amounts greater than the maximum permissible amount prescribed by the regulations and applicable law.
xxvii. Authorization to the SCSB for blocking funds in the ASBA Account or acceptance of UPI Mandate Request raised has been not provided.
xxviii. Applications by persons prohibited from buying, selling or dealing in shares, directly or indirectly, by SEBI or any other regulatory authority.
xxix. Applications by any person outside India.
xxx. Applications by other persons who are not eligible to apply for NCDs under the Issue under applicable Indian or foreign statutory/regulatory requirements.
xxxi. Applications not uploaded on the online platform of the Stock Exchange.
xxxii. Applications uploaded after the expiry of the allocated time on the Issue Closing Date, unless extended by the Stock Exchange, as applicable.
xxxiii. Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and the Shelf Prospectus and relevant Tranche Prospectus and as per the instructions in the Application Form.
xxxiv. Applications by Applicants whose demat accounts have been 'suspended for credit' pursuant to the circular issued by SEBI on July 29, 2010 bearing number CIR/MRD/DP/22/2010.
xxxv. Where PAN details in the Application Form and as entered into the electronic system of the Stock Exchange, are not as per the records of the Depositories.
xxxvi. Applications for Allotment of NCDs in dematerialised form providing an inoperative demat account

number.

xxxvii. Applications submitted to the Members of Consortium, or Trading Members of the Stock Exchanges at locations other than the Specified Cities or at a Designated Branch of a SCSB where the ASBA Account is not maintained.

xxxviii. Applications tendered to the Trading Members of the Stock Exchanges at centers other than the centers mentioned in the Application Form.

xxxix. Investor Category not ticked.

xl. In case of cancellation of one or more orders (series) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application.

xli. The UPI Mandate Request is not approved by the Retail Individual Investor.

xlii. Forms not uploaded on the electronic software of the Stock Exchange.

Kindly note that Applications submitted to the Members of Consortium, or Trading Members of the Stock Exchanges at the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has not named at least one branch at that Specified City for the Members of Consortium, or Trading Members of the Stock Exchange, as the case may be, to deposit ASBA Applications (A list of such branches is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes).

For information on certain procedures to be carried out by the Registrar to the Offer for finalization of the basis of allotment, please refer to "- *Information for Applicants*" on page 242.

BASIS OF ALLOTMENT

Basis of Allotment for NCDs

As specified in the relevant Tranche Prospectus.

Allocation Ratio

Reservations shall be made for each of the Portions as specified relevant Tranche Prospectus.

Retention of oversubscription

As specified in the relevant Tranche Prospectus

Information for Applicants

Based on the information provided by the Depositories, our Company shall have the right to accept Applications belonging to an account for the benefit of a minor (under guardianship).

Unblocking of Funds for withdrawn, rejected or unsuccessful or partially successful Applications

The Registrar shall, pursuant to preparation of Basis of Allotment, instruct the relevant SCSB to unblock the funds in the relevant ASBA Account for withdrawn, rejected or unsuccessful or partially successful Applications within 6 (six) Working Days of the Issue Closing Date.

ISSUANCE OF ALLOTMENT ADVICE

Our Company shall ensure dispatch of Allotment Advice and/ or give instructions for credit of NCDs to the beneficiary account with Depository Participants within 6 (six) Working Days of the Issue Closing Date. The Allotment Advice for successful Applicants will be mailed to their addresses as per the Demographic Details received from the Depositories.

Our Company shall use best efforts to ensure that all steps for completion of the necessary formalities for commencement of trading at the Stock Exchanges where the NCDs are proposed to be listed are taken within 6 (six) Working Days from the Issue Closing Date; provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Accounts(s) of the Applicants within 6 (six) Working Days from the Issue Closing Date, failing which our Company will become liable to refund the Application Amount along with interest at the rate of 15 (fifteen) percent per annum for the delayed period.

Our Company will provide adequate funds required for dispatch of Allotment Advice, as applicable, to the Registrar to the Issue.

OTHER INFORMATION

Withdrawal of Applications during the Issue Period

Withdrawal of Applications

Applicants can withdraw their Applications during the Issue Period by submitting a request for the same to Consortium Member, Trading Member of the Stock Exchanges or the Designated Branch, as the case may be, through whom the Application had been placed. In case of Applications submitted to the Consortium Member, or Trading Members of the Stock Exchanges at the Specified Cities, upon receipt of the request for withdrawal from the Applicant, the relevant Consortium Member, or Trading Member of the Stock Exchange, as the case may be, shall do the requisite, including deletion of details of the withdrawn Application Form from the electronic system of the Stock Exchange. In case of Applications submitted directly to the Designated Branch of the SCSB, upon receipt of the request for withdraw from the Applicant, the relevant Designated Branch shall do the requisite, including deletion of details of the withdrawn Application Form from the electronic system of the Stock Exchanges and unblocking of the funds in the ASBA Account directly.

In case an Applicant wishes to withdraw the Application after the Issue Closing Date, the same can be done by submitting a withdrawal request to the Registrar to the Issue prior to the finalization of the Basis of Allotment.

Early Closure

Our Company, in consultation with the Lead Managers reserves the right to close the Issue at any time prior to the Closing Date of respective Tranche Prospectus, subject to receipt of minimum subscription for NCDs aggregating to 75% of the Base Issue Size. Our Company shall allot NCDs with respect to the Applications received at the time of such early closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements.

If our Company does not receive the minimum subscription of 75% of Base Issue Size within the timelines prescribed under applicable laws, the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 6 Working Days from the Issue Closing Date of respective Tranche Prospectus. In case of failure of the Issue due to reasons such as non-receipt of listing and trading approval from the Stock Exchanges wherein the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be unblocked in the Applicants ASBA Account within 6 working days from the Issue Closing Date, failing which the Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

Revision of Applications

As per the notice No: 20120831-22 dated August 31, 2012 issued by the BSE and notice No: NSE/CML/2012/0672 dated August 7, 2012 issued by NSE, cancellation of one or more orders (series) within an Application is permitted during the Issue Period as long as the total order quantity does not fall under the minimum quantity required for a single Application. Please note that in case of cancellation of one or more orders (series) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application will be liable for rejection by the Registrar.

Applicants may revise/ modify their Application details during the Issue Period, as allowed/permitted by the stock exchange(s), by submitting a written request to the Consortium Member / Trading Members of the Stock Exchange/ the SCSBs, as the case may be. However, for the purpose of Allotment, the date of original upload of the Application will be considered in case of such revision/modification. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic Application platform of the Stock Exchange(s) as per the procedures and requirements prescribed by each relevant Stock Exchange, Applicants should ensure that they first withdraw their original Application and submit a fresh Application. In such a case the date of the new Application will be considered for date priority for Allotment purposes.

Revision of Applications is not permitted after the expiry of the time for acceptance of Application Forms on Issue Closing Date. However, in order that the data so captured is accurate, the Consortium Member, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs will be given up to one Working Day after the Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period, after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

Depository Arrangements

We have made depository arrangements with NSDL and CDSL. Please note that Tripartite Agreements have been executed between our Company, the Registrar and both the depositories.

As per the provisions of the Depositories Act, 1996, the NCDs issued by us can be held in a dematerialized form. In this context:

i. Tripartite agreement dated April 11, 2018 among our Company, the Registrar and CDSL and tripartite agreement dated May 18, 2017 among our Company, the Registrar and NSDL, respectively for offering depository option to the investors.
ii. An Applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the Application.
iii. The Applicant must necessarily provide the DP ID and Client ID details in the Application Form.
iv. NCDs Allotted to an Applicant in the electronic form will be credited directly to the Applicant's respective beneficiary account(s) with the DP.
v. Non-transferable Allotment Advice/ refund orders will be directly sent to the Applicant by the Registrar to this Issue.
vi. It may be noted that NCDs in electronic form can be traded only on the Stock Exchanges having electronic connectivity with NSDL or CDSL. The Stock Exchanges have connectivity with NSDL and CDSL.
vii. Interest or other benefits with respect to the NCDs held in dematerialized form would be paid to those NCD Holders whose names appear on the list of beneficial owners given by the Depositories to us as on Record Date. In case of those NCDs for which the beneficial owner is not identified by the Depository as on the Record Date/ book closure date, we would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and conveyed to us, whereupon the interest or benefits will be paid to the beneficiaries, as identified, within a period of 30 days.
viii. The trading of the NCDs on the floor of the Stock Exchanges shall be in dematerialized form only.

Please also refer to "- *Instructions for filling up the Application Form - Applicant's Beneficiary Account and Bank Account Details*" on page 229.

Please note that the NCDs shall cease to trade from the Record Date (for payment of the principal amount and the applicable premium and interest for such NCDs) prior to redemption of the NCDs.

PLEASE NOTE THAT TRADING OF NCDs ON THE FLOOR OF THE STOCK EXCHANGES SHALL BE IN DEMATERIALIZED FORM ONLY IN MULTIPLE OF ONE NCD.

Allottees will have the option to re-materialize the NCDs Allotted under the Issue as per the provisions of the Companies Act, 2013 and the Depositories Act.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or first Applicant, Application Form number, Applicant's DP ID and Client ID, Applicant's PAN, number of NCDs applied for, date of the Application Form, name and address of the Lead Manager, Trading Member of the Stock Exchanges or Designated Branch, as the case may be, where the Application was submitted, and cheque/ draft number and issuing bank thereof or with respect to ASBA Applications, ASBA Account number in which the amount equivalent to the Application Amount was blocked. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB.

Applicants may contact our Compliance Officer (and Company Secretary) or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of Allotment Advice, refunds, or credit of NCDs in the respective beneficiary accounts, as the case may be.

Interest in case of Delay

Our Company undertakes to pay interest, in connection with any delay in allotment, demat credit and refunds, beyond the time limit as may be prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated under such applicable statutory and/or regulatory requirements.

Undertaking by the Issuer

Statement by the Board:

(a) All monies received pursuant to the Issue of NCDs to public shall be transferred to a separate bank account as referred to in sub-section (3) of section 40 of the Companies Act, 2013.
(b) Details of all monies utilised out of Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised; and
(c) Details of all unutilised monies out of issue of NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested.
(d) the details of all utilized and unutilised monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized, and the securities or other forms of financial assets in which such unutilized monies have been invested;
(e) Undertaking by our Company for execution of Debenture Trust Deed;
(f) We shall utilize the Issue proceeds only upon execution of the Debenture Trust Deed as stated in this Draft Shelf Prospectus and the Shelf Prospectus, on receipt of the minimum subscription of 75% of the Base Issue and receipt of listing and trading approval from the Stock Exchange.
(g) The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property dealing of equity of listed companies or lending/investment in group companies.
(h) The allotment letter shall be issued or application money shall be refunded within 15 days from the closure of the Issue or such lesser time as may be specified by Securities and Exchange Board of India, or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

Other Undertakings by our Company

Our Company undertakes that:

a) Complaints received in respect of the Issue will be attended to by our Company expeditiously and satisfactorily;
b) Necessary cooperation to the relevant credit rating agency(ies) will be extended in providing true and adequate information until the obligations in respect of the NCDs are outstanding;
c) Our Company will take necessary steps for the purpose of getting the NCDs listed within the specified time, i.e., within 6 Working Days of the Issue Closing Date;
d) Funds required for dispatch of refund orders/Allotment Advice will be made available by our Company to the Registrar to the Issue;
e) Our Company will forward details of utilisation of the proceeds of the Issue, duly certified by the Statutory Auditor, to the Debenture Trustee on a half-yearly basis;
f) Our Company will provide a compliance certificate to the Debenture Trustee on an annual basis in respect of compliance with the terms and conditions of the Issue as contained in this Draft Shelf Prospectus and the Shelf Prospectus.
g) Our Company shall make necessary disclosures/reporting under any other legal and regulatory requirement as may be required by our Company from time to time.
h) Our Company will disclose the complete name and address of the Debenture Trustee in its annual report and website.
   i) if Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within six Working Days from the Issue Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants in accordance with applicable laws;
   j) We shall create a recovery expense fund in the manner as maybe specified by the Board from time to time and inform the Debenture Trustee about the same
   k) We undertake that the assets on which charge is created, are free from any encumbrances and in cases

where the assets are already charged to secure a debt, the permission or consent to create a second or pari-passu charge on the assets of the issuer has been obtained from the earlier creditor

SECTION VIII- MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY

ARTICLES OF ASSOCIATION

OF

DHANI LOANS AND SERVICES LIMITED

PRELIMINARY

1. Article 1: *The regulations contained in Table F of Schedule I shall apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the management of the Company, so however that the Articles shall to the extent to which they are repugnant to and / or at variance with the provisions of the Companies Act 2013, various Schedules thereto and the Rules made thereunder (collectively referred to as "Act"), be deemed to have been replaced by the relevant provisions/rules in the Act so as to be in consonance and harmony therewith.*

INTERPRETATION

2. (1) In these regulations: -

(a) “The Act” means the Companies Act, 1956, as amended, from time to time.

(b) "The Directors" means the Directors of the Company and include persons occupying the position of Directors by what-ever name called.

(c) "This Seal" means the Common Seal of the Company.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any Statutory modification thereof in force.

3. **DELETED**

IV. CAPITAL

4. The Authorised Share Capital of the Company is such that stated in Clause V of the Memorandum of Association of the Company or altered thereat, from time to time. The company has the, Power from time to time to increase or reduce, its capital. Any of the said shares and new shares hereafter to be created may, from time to time, be divided into shares of several classes in such manner as may be provided hereinafter. The shares of each class may have or confer such preferential or other special right and privileges may be issued under such restrictions and conditions whether in regard to dividend, voting, return of capital or otherwise as shall have been assigned thereto by or under provisions of Articles of Association but so that the special rights or privileges belonging to holders of any share issued with preferred or other rights shall not be varied or abrogated or effected except with such sanction as is provided for hereinafter.

5. The shares shall be under the control of the Board of Directors who may allot or otherwise dispose of the same to such persons on such terms as the Board of Directors think fit and to give any persons any shares whether at par or at premium and for such consideration as the Board of Directors think fit.

6. Subject to these presents and the provisions of the Act, the shares of the Company whenever issued shall be under the control and the disposal of Board of Directors who may allot, issue or otherwise dispose of the same or any of them to such persons or on such terms and conditions and at such times and at par or premium or discount as they may, from time to time, think fit and proper, may also allot and issue shares in capital of the Company in payment or part payment for any property sold or transferred to or for service

rendered to the Company in or about the conduct of its business and the shares which may be allotted may be issued as fully paid up shares and if so issued deemed to the fully paid up shares.

V. TRANSFER AND TRANSMISSION

7. Subject to these Provisions of Section 108 of the Companies Act, 1956, Any member desiring to sell any of his shares must notify to the Board of Directors of the number of shares, the value and the name of the proposed transferee and the Board of Directors must offer to other share-holders, the shares altered at the fair value and if, the offer is accepted, the shares shall be transferred to the acceptors and if the sharers of any of them are not so accepted within one month from the date of notice of Board , the members, proposing transfer shall, be at liberty, subject to Article 8 and 9 hereof, to sell and transfer the shares to any other person either at the same price or at higher price. In case of any dispute, regarding the fair value of the share it shall be decided and fixed by the company Auditor whose decision shall be final.

8. No transfer of shares shall be made or registered without the previous sanction of the Board of Directors, except when the transfer is made by any member of the Company to another member or to a member's spouse or child or children or his/her heirs and Directors may decline to give such sanction without assigning any reason, subject to Section 111 of the Act.

9. The Board of Directors may refuse to register any transfer of shares (I) where the Company has a lien on the share, or (2) where the share is not a fully paid up share, subject to Section 111 of the Act.

VI. GENERAL MEETNG

10. All General Meetings, other than Annual General Meeting shall be called Extra-Ordinary General Meetings.

11. (1) The directors may, whenever it thinks fit, call an Extra-Ordinary General Meeting.

(2) If at any time they are not within India, Directors capable of acting who are sufficient in number to form a quorum, any director or any two members if the company may call for an Extra-Ordinary General Meeting in the same manner, as nearly as possible, as that in which a meeting may be called by the Board.

(3) Subject to Sections 190, 171, and 219 of the Act, all General Meetings may be called by giving to members clear seven days' notice in writing except where such condition is waived off unanimously by all members in writing in the meeting.

VII PROCEEDINGS AT GENERAL MEETING

12. (1) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when meeting proceeds to business.

(2) Subject to regulation 49 of Table 'A' at least two members present in person shall be a quorum.

13. The Chairman if any, of the Board of Directors shall preside as Chairman of every General Meeting of the Company.

14. If there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their member to be the Chairman of the meeting.

15. If at any meeting, no Director is willing to act as Chairman or if no Director is present within 15 (Fifteen) minutes after the time appointed for holding the meeting, the members (present shall elect one of their members to be Chairman of the meeting.

16. (I) The Chairman may with the consent of any meeting at which quorum is present and shall, if so directed by the meeting adjourn the meeting, from time to time and from place to place.

(II) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(III) When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting.

(IV) Same as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

17. In case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hand takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

18. Any business other than upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

VIII. DIRECTORS

19. The business of the Company shall be managed by the Board of Directors who may pay all expenses incurred in getting the Company registered and may exercise all such powers of the Company as are not restricted by the Act or any statutory modification thereof for the time being inforce or by these Articles required to be exercised by the Company in general meeting subject nevertheless, to all regulations of these Article, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid Regulation or provisions as may be prescribed by the Company in General Meeting. Nothing shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

20. The First Directors of the Company shall be:
(1) Mr. Rajesh Kumar Malpani
(2) Mr. Amit Kumar Malpani
(3) Kamal Kishore Malpani

21. No person, other than a retiring Director, shall be elected as a Director (except as a first Director or Directors appointed by the Director) unless fourteen days' notice shall have been given at the Registered Office of the Company of the intention to propose himself together with a notice in writing, signed by himself signifying his willingness to be elected.

22. The Directors shall not be required to hold any qualification shares in the Company.

23. Each Directors shall receive out of the funds of the Company by way of sitting fee for his services a sum in accordance with the provision of the Companies Act 1956 and Rules made thereunder for every meeting of the Board or any Committee of Directors attended by him.

24. The Director shall also be paid travelling and other expenses of attending and returning from meetings of the Board of Directors (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company. Directors may also be remunerated for any extra services done by them outside their ordinary duties as a Director, subject to the provisions of Section 314 of the Act.

25. If any Director, being willing shall be called upon to perform extra services or special attention for the purpose of the Company, the Company may, subject to Section 314 of the Act, remunerate such Director which is either in addition to or in substitution for remuneration to which he may otherwise be entitled.

26. Subject to Sections 297 and 299 of the Act, no Director shall be disqualified by his office from contracting with the Company, nor shall any such contract entered into by or on behalf of the Company, in which any Director shall be in any way interested, be avoided nor shall any Director contracting or being so interested be liable to account to the Company for any profit realized by any such contract by reason only of such Director holding that office or of fiduciary relations thereby established but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract is determined if

his interest then exists or in any other case at the first meeting of the Directors after he acquires such interest.

27. The Board of Directors shall have the power, at any time and from time to time, to appoint any person as Additional Director in addition to the existing Directors but so that the total number of Directors shall not be less than two and not more than twelve including nominee director at any time. Any Director, so appointed shall hold office only till the net following Annual General Meeting but shall be eligible thereof for election as Director.

28. Subject to Section 197A of the Act, the Directors may, from time to time, appoint one or more of them to the office of Managing Director on such terms and conditions and at such remuneration as they may think fit.

IX. PROCEEDINGS OF DIRECTORS

29. The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business and the place and manner in which the meeting shall be called. At least two Directors or one third of its total strength whichever is higher, present in accordance with Section 287 of the Act, shall form a quorum. Subject to the provisions of the Act, questions arising at any meeting shall be decided by majority of votes, in case of an equality of votes, the Chairman shall have a second or casting vote.

30. A director may and on the request of a Director, the Secretary, if any shall at any time summon a meeting of Directors. A Director who is not in India shall not be entitled to a notice of a meeting of the Directors.

31. The Directors may and from time to time elect a Chairman who shall preside at the meeting of the Directors and determine the period for which he is to hold office, but if no such Chairman is elected or if at any time, the Chairman is not present the Directors present shall choose one of their numbers to be the Chairman of such meeting.

32. Except a resolution which the Companies Act, 1956 requires it specifically to be passed in a board meeting a resolution in writing signed by the majority of the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted subject to section 289 of the Act.

X. POWERS OF THE DIRECTORS

33. Subject in section 292 of the Act the Board of Directors shall have the rights to delegate any of their powers to such managers, agents or other persons as they may deem fit and may at their own discretion revoke such powers.

34. The Board of Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have powers of general direction management and superintendence of the business of the Company with full power to do all such acts matters and things deemed necessary, proper or expedient for carrying on the business and concern of the Company, and to make and sign all such contracts and to draw and accept on behalf of the Company all such bills of exchange, hundies, cheques, drafts and other Government papers and instruments as shall be necessary, proper or expedient for authority and direction of the Company except only such or them as by the Act or by these presents which are expressly directed to be exercised by share-holders in the general meeting

XI. INSPECTION OF ACCOUNTS

35. (1) The Board shall cause proper books of accounts to be maintained under Section 209 of the Act.

(2) The Board of Directors shall from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations all books of the Company, or any of them, shall be open to the inspection of members not being directors.

(3) No member (not being a director) shall have any right of inspecting any account book or document of the Company except as conferred by law or authorised by the Board of Directors or by the Company in general meetings.

XII. SECRECY

36. Every manager, auditor, trustee, member of a committee officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Board of Directors, before entering upon his duties, sign, declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matter relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any general meeting or by the laws of country and except so far as may be necessary in order to comply with any of the provisions in these presents or the Act.

XIII. BORROWING POWERS

37. Subject to section 58A and 292 of the Act, and Regulations made thereunder and Directions issued by the RBI the Board of Directors shall have the power, from time to time and at their discretion to borrow, raise or to secure the payment of any sum of money for the purpose of the Company in such manner and upon terms and condition in all respects as they think fit and in particular by the issue of debentures or bonds of the Company or by mortgage charged upon all or any of the properties of the Company both present and future including its uncalled capital for the time being.

37A. The Company may carry out consolidation and re-issuance of its debt securities, pursuant to and in terms of the provisions of Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as may be amended, from time to time.

XIV. OPERATION OF BANK ACCOUNTS

38. The Board of Directors shall have the power to open bank accounts to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies, bills or may authorise any other such person or persons to exercise such powers.

XV. BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

39. The Board of Directors shall lay before each Annual General Meeting, Profit and Loss Account and Balance Sheet for the financial year of the company and Balance Sheet made upto the end of the financial year only and audited by a qualified auditor under the provisions of the Act.

XVI. AUDIT

40. The first auditors of the Company shall be appointed by the Board of Directors within one month after its incorporation who shall hold the office till the conclusion of first Annual General Meeting.

41. At each annual general meeting of the Company, the Company shall appoint auditors to hold office from the conclusion at the Annual General Meeting to the conclusion of the next Annual General Meeting.

42. The Board of Directors may fill up any casual vacancy by death in office of the Auditors.

43. The remuneration of the auditors shall be fixed by the company in the Annual General Meeting or in such manner as the company in the Annual General Meeting determine except that remuneration of the first or any auditors appointed by the Directors may be fixed by the Board of Directors.

XVII. THE SEAL

44. (1) The Board of Directors shall provide for the safe custody of the seal of the Company.

(2) The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or of a Committee of the Board authorized by it in that behalf and except in the presence of one of the directors who shall sign every instrument to which the seal of the Company is so affixed. The share certificates will, however, be signed and in accordance with Rule 6 of the Companies (Issue of Share Certificates) Rules, 1960.

XVIII. WINDING UP

45. (1) On the winding up of the company, the liquidator may, subject to the provisions of the Act, divide amongst the members in specie or otherwise the whole or any part of the assets of the Company, whether they shall consist of property of the same kinds or not.

(2) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how much division shall be carried out as between the members or different classes of members.

(3) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributors as the liquidator shall, think fit but so that no member shall be compelled to accept any shares or other Securities whereon there is any liability.

XIX. INDEMNITY

46. Subject to Section 201 of the Companies Act,1956, the Chairman, Directors, Auditors, Managing Directors, and others officers for the time being or the Company and any trustees for the time being acting in relation to any of the affairs or the company and their heirs, executors shall be indemnified out of the assets and funds of the Company from or against all bonafide suits proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duties in their respective offices except those done through their willful neglect, or default. Any such officers or trustee shall not be answerable for acts, omissions, neglects or defaults of any other officer or trustee.

SECTION IX- MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Draft Shelf Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, may be inspected on Working Days at the Corporate Office of our Company situated at One International Centre, Senapati Bapat Marg, Elphinstone road, Mumbai – 400 013 between 10 am to 5 pm on any Working Day (Monday to Friday) from the date of filing of this Draft Shelf Prospectus with Stock Exchanges until the Issue Closing Date.

MATERIAL CONTRACTS

1. Issue Agreement dated March 26, 2021 between our Company and the Lead Managers.
2. Registrar Agreement dated March 25, 2021 between our Company and the Registrar to the Issue.
3. Debenture Trustee Agreement dated March 24, 2021 executed between our Company and the Debenture Trustee.
4. The agreed form of the Debenture Trust Deed to be executed between our Company and the Debenture Trustee.
5. Tripartite agreement dated April 11, 2018 among our Company, the Registrar and CDSL.
6. Tripartite agreement dated May 18, 2017 among our Company, the Registrar and NSDL.

MATERIAL DOCUMENTS

1. Memorandum and Articles of Association of our Company, as amended to date.
2. Certificate of Incorporation of our Company dated October 27, 1994, issued by Registrar of Companies, NCT of Delhi and Haryana.
3. Certificate of Registration dated August 21, 2020 bearing registration number B-14.00909 issued by the Reserve Bank of India.
4. Copy of shareholders resolution passed at the AGM of our Company held on September 20, 2018 under section 180 (1)(c) of the Companies Act, 2013 on overall borrowing limits of the Board of Directors of our Company.
5. Copy of the resolution by the Board of Directors dated January 14, 2019, approving the issue of NCDs.
6. Copy of the resolution passed by Bond Issue Committee at its meeting held on March 26, 2021, approving the Draft Shelf Prospectus.
7. Credit rating letter dated March 12, 2021 and credit rating rationale dated March 12, 2021 by Infomerics Valuation and Rating Private Limited assigning a rating IVR AA/ Stable Outlook for the Issue.
8. Consents of the Directors, Chief Financial Officer, our Company Secretary and Compliance Officer, Lead Managers, Bankers to our Company, Legal Advisor to the Issue, Credit Rating Agencies, CRISIL for inclusion of the CRISIL Report, Registrar to the Issue and the Debenture Trustee for the NCDs, to include their names in this Draft Shelf Prospectus, in their respective capacities.
9. Consent of the Statutory Auditors of our Company for inclusion of their name and the report on the Reformatted Financial Statements, the Limited Review Financial Results, in the form and context in which they appear in this Draft Shelf Prospectus.
10. Consent of independent chartered accountants, namely A Sardana & Co., for inclusion of their name and statement of tax benefits dated March 26, 2021, in the form and context in which they appear in this Draft Shelf Prospectus.
11. Statutory auditor's examination report dated March 26, 2021 in relation to the Reformatted Financial Statements included therein.
12. The statutory auditor's report dated November 12, 2020 in relation to the Half-year Limited Review Financial Results included therein.
13. The statutory auditor's report dated March 24, 2021 in relation to the Nine-months Limited Review Financial Results included therein.
14. Annual Report of our Company for the last five Fiscals.
15. In-principle approval from BSE by its letter no. [●] dated [●], 2021.
16. In-principle approval from NSE by its letter no. [●] dated [●], 2021.
17. Due diligence certificate dated [●] filed by the Lead Managers with SEBI.
18. Share purchase agreement dated March 20, 2020 between our Company, and certain shareholders of the Company and DSL along with certain of its shareholders.
19. Share purchase agreement dated April 1, 2020 between the promoters of TranServ and the Company.

Any of the contracts or documents mentioned above may be amended or modified at any time, without reference to the NCD Holders, in the interest of our Company in compliance with applicable laws.

DECLARATION

We, the Directors of the Company, hereby certify and declare that all applicable legal requirements in connection with the Issue including the relevant provisions of the Companies Act, 2013, as amended, relevant provisions of Companies Act, 1956, as applicable and rules prescribed thereunder to the extent applicable as on the date of the Draft Shelf Prospectus, the guidelines issued by the Government of India and the regulations and guidelines and circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be have been complied with. We further certify that the disclosures made in this Draft Shelf Prospectus are true correct and in conformity with the Companies Act, 2013 read with rules prescribed thereunder, as amended, the relevant provisions of Companies Act, 1956, and the rules prescribed thereunder, to the extent applicable and in force as on the date of this Draft Shelf Prospectus,the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended, provisions under the Securities Contracts (Regulation) Act, 1956, as amended and rules made thereunder, including the Securities Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and no statement made in this Draft Shelf Prospectus is contrary to the relevant provisions of any acts, rules, regulations, guidelines and circulars as applicable to this Draft Shelf Prospectus.

We further certify that all the disclosures and statements in this Draft Shelf Prospectus are in compliance with all applicable legal requirements and are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Draft Shelf Prospectus does not contain any misstatements.

Signed by the Board of Directors of the Company

Pinank Jayant Shah
DIN: 07859798
Whole-time Director and Chief Executive Officer

Gagan Banga
DIN: 00010894
Non-Executive Director

Brig. (Retd.) Labh Singh Sitara
DIN: 01724648
Independent Director

Narendra Damodar Jadhav
DIN: 02435444
Independent Director

Ajit Kumar Mittal
DIN: 02698115
Non-Executive Director

Nafees Ahmed
DIN: 03496241
Non-Executive Director

Preetinder Virk

Preetinder Virk
DIN: 02398827
Non-Executive Director

Place: MUMBAI

Date: 26-03-2021

ANNEXURE A

For the annexure, please see the page below.

March 10, 2021

Mr. Pinank Shah

Chief Executive Officer,

Dhani Loans & Services Limited

M-62 & 63, First Floor, Connaught Place,

New Delhi - 110 001.

Dear Sir,

Assignment of rating to Proposed Non-Convertible Debentures of Dhani Loans & Services Limited (DLSL)

Please refer to the Mandate contract dated **January 22, 2021** on the captioned subject and your letter dated **March 09, 2021** accepting our rating & use thereof.

1. Our Rating Committee has assigned the following rating:

Instrument / Facility	Amount (INR Crore)	Rating	Rating Action
Long Term Fund based facilities Proposed Non-Convertible Debentures*	1000.00	IVR AA/ Stable Outlook [IVR Double A with Stable Outlook]	Assigned

* *The proposed NCDs of DLSL are through a Public Issue (not through a Private Placement) for INR 1,000 Crore.*

2. Details of the credit facilities are attached in Annexure I. Our rating symbols for long-term and explanatory notes thereon are attached in Annexure II.
3. The press release for the rating(s) will be communicated to you shortly.
4. If the proposed long term / short term facility (if any) is not availed within a period of six months / three months respectively from the date of this letter, then the rating may please be revalidated from us before availing the facility.
5. The above rating is normally valid for a period of one year from the date of our **initial communication** of rating to you (that is **March 10, 2021**).

6. A formal surveillance/review of the rating is normally conducted within 12 months from the date of initial rating/last review of the rating. However, INFOMERICS reserves the right to undertake a surveillance/review of the rating more than once a year if in the opinion of INFOMERICS, circumstances warrant such surveillance/review.
7. Further in terms of the mandate executed with us, you have undertaken to comply with the following:-
   a) Inform INFOMERICS before availing any new bank facility/ies and/or of any changes in the terms, conditions and/or size of the facilities rated.
   b) Furnish all material information and any other information in a timely manner as may be required by INFOMERICS, for monitoring the Rating assigned during the tenure of the bank facilities rated by INFOMERICS.
   c) Co-operate with and enable INFOMERICS to arrive at and maintain a true and fair rating and in particular, provide INFOMERICS with true, adequate, accurate, fair, and timely information for the purpose.
   d) Inform INFOMERICS, in writing and in a timely manner, of any other developments which may have a direct or indirect impact on the CLIENT's debt servicing capability including any proposal for re-schedulement or postponement of the repayment programs of the dues/ debts of the CLIENT with any lender (s)/ investor (s) within seven days from the date of such developments/ proposal.
8. **You shall provide us with a No Default Statement as at the last date of the month on the first date of succeeding month without fail.** The NDS shall be mailed every month to nds@infomerics.com and to the mail id of the undersigned.
9. **You shall provide the quarterly performance results/quarterly operational data (being submitted to Banks) to us within 6 weeks from the close of each calendar quarter for our review/monitoring.**
10. You shall furnish all material information and any other information called for by INFOMERICS in a timely manner, for monitoring the rating assigned by INFOMERICS. In the event of failure on your part in furnishing such information, to carry out continuous monitoring of the rating of the bank facilities, INFOMERICS shall carry out the review/annual surveillance on the basis of best available information throughout the lifetime of such bank facilities as per the policy of INFOMERICS.

Infomerics Ratings

Continuation Sheet No.

11. INFOMERICS reserves the right to withdraw/revise/reaffirm the rating assigned on the basis of new information. INFOMERICS is also entitled to publicise/disseminate such withdrawal/revision in the assigned rating in any manner considered appropriate by it, without reference to you.
12. Please note that INFOMERICS ratings are not recommendations to buy, sell or hold any security or to sanction, renew, disburse or recall the bank facilities. INFOMERICS do not take into account the sovereign risk, if any, attached to the foreign currency loans, and the ratings are applicable only to the rupee equivalent of these loans.
13. In case you require any clarification, you are welcome to communicate with us in this regard.

Thanking you,

With Regards,

For, Pdattank

Neha Mehta
Rating Analyst
nmehta@infomerics.com

For, Rajath Rajpal Rating Analyst

Prakash Kabra
Vice President
prakash.kabra@infomerics.com

Annexure - I

1. Long-term facilities

1.A. Proposed Long Term Facility – Proposed NCDs*

Facility Type	Sanction Amount (INR Crore)	Tenure
Proposed NCD*	1000.00	To be decided

** The proposed NCDs of DLSL are through a Public Issue (not through a Private Placement) for INR 1,000 Crore.*

Total Long-Term facilities **INR 1000.00 Crore**

Annexure II

INFOMERICS Rating Scale for Long Term Instruments & Borrowing Programmes

Rating Scale	Definition
IVR AAA	Instruments with this rating are considered to offer the highest degree of safety regarding timely servicing of financial obligations. Such issuers carry lowest credit risk.
IVR AA	Instruments with this rating are considered to offer high degree of safety regarding timely servicing of financial obligations. Such issuers carry very low credit risk.
IVR A	Instruments with this rating are considered to offer adequate degree of safety regarding timely servicing of financial obligations. Such issuers carry low credit risk.
IVR BBB	Instruments with this rating are considered to offer moderate degree of safety regarding timely servicing of financial obligations. Such issuers carry moderate credit risk.
IVR BB	Instruments with this rating are considered to offer moderate risk of default regarding timely servicing of financial obligations.
IVR B	Instruments with this rating are considered to offer high risk of default regarding timely servicing of financial obligations.
IVR C	Instruments with this rating are considered to offer very high risk of default regarding timely servicing of financial obligations.
IVR D	Instruments with this rating are in default or are expected to be in default soon in servicing of debt obligations.

INFOMERICS may apply '+' (plus) or '-' (minus) signs for ratings assigned 'IVR AA' to 'IVR C' to indicate their relative standing within the category.

INFOMERICS may assign rating outlooks for ratings from IVR 'AAA' to IVR 'B'.

Press Release

Dhani Loans and Services Limited [DLSL]

March 12, 2021

Rating

Sr. No.	Instrument/ Facility	Amount (INR Crore)	Rating Assigned	Rating Action
1	Long Term Fund based facilities Proposed Non-Convertible Debentures*	1000.00	IVR AA/ Stable Outlook [IVR Double A with Stable Outlook]	Assigned

** The proposed NCDs of DLSL are through a Public Issue (not through a Private Placement) for INR 1,000 Crore.*

Details of facilities are in Annexure 1

Rating Rationale

The rating assigned to the Non-Convertible Debentures of Dhani Loans and Services Limited (DLSL) derives strength from experienced promoters backed by reputed board members, comfortable capitalization and strong resource-raising ability, strong linkage & support from the Promoters, improved gearing parameters and improved operating income parameters. The rating is however constrained by reduction in loan portfolio, moderate asset quality, significant amount of impairment losses, impact of COVID-19 global pandemic and competitive nature of industry.

Key Rating Sensitivities:

- **Upward Rating Factor:**
  Substantial scaling up of its operations and diversifying its loan portfolio geographically, while maintaining the asset quality indicators, adequate capital position and profitability.

- **Downward Rating Factor:**
  Adverse movement in the collection efficiency which impacts the asset quality significantly thereby increasing the credit cost for the Company.

Detailed Description of Key Rating Drivers

Key Rating Strengths

Experienced promoters backed by reputed board members:

DLSL's promoter is Dhani Services Limited (formerly Indiabulls Ventures Limited) ('DSL').

Mr. Pinank Jayant Shah, aged 41 years, is a Whole-time Director on the Board and Chief Executive Officer of the Company. He holds a bachelor's degree in commerce from Mumbai University and a master's degree in management studies (Finance) from Jamnalal Bajaj Institute of Management Studies. He has over 18 years of experience in retail lending, corporate lending and fund raising.

He is also one of the Executive Director of the parent company DSL. All the remaining board members also well qualified and have vast experience in their respective fields and contribute significantly in the overall growth of the Company. The company shall benefit from the strong experience of its professional management team which will enable them to scale-up its operations while managing the risks inherent in this type of business.

Comfortable capitalization and strong resource-raising ability:

DLSL has comfortable capitalization primarily supported by steady capital infusion from the promoter group. The Company's Tangible Net Worth stood at INR 4263.37 Crore as at H1-FY21 as against INR 4183.52 Crore as at March 31, 2020. DLSL has been able to obtain continuous funding support from its promoters as well as investors. During the six months ended 30-Sep-2020, the Company has issued & allotted NCDs (privately placed) worth INR 500 Crore.

Considering the scale of operations as on March 31, 2020, the company is well capitalized with a CAR (%) of 58.92%. Also, it has adequately matched asset liability profile as on September 30, 2020.

Strong linkage & support from the Promoters

Dhani Loans & Services Limited is a wholly-owned subsidiary of Dhani Services Limited (DSL) (Formerly Indiabulls Ventures Limited). Dhani Services Ltd. is a consumer business that operates through its app 'Dhani' and provides digital healthcare and digital transactional finance to its customers. The equity shares of DSL are listed on NSE and BSE and its Global Depository Receipts are listed on the Luxembourg Stock Exchange.

DSL has raised multiple rounds of capital through placement of its equity shares to specialist tech enabled investors. The last round of such capital was a raise of 80 mn USD in Sep/Oct 2020.

During FY19, the Holding Company (DSL) infused equity capital of INR 2,302.75 Crore into DLSL.

Improved Gearing parameters

The Overall Gearing ratio has improved significantly from 1.75x as at FY19 to 1.14x as at FY20 & further to 0.94x as at half year ended Sep-20, as the borrowings reduced over the years.

Improved operating income parameters

The Company interest income has increased by almost 20% in FY20 from FY19. The Net Interest margin (NIM) has seen improvement given the increase in Net Interest Income while having a moderate level of loan book as on March 31, 2020. The NIM was 12.51% in FY19, which improved to 13.89% in FY20.

Key Rating Weaknesses

Reduction in loan portfolio:

Decline in loan portfolio is due to sale of loan assets by way of Assignment, subsequently resulting in de-recognition of such assets from the books of the Company. The gain on sale of loan portfolio through assignment amounted to INR 616.69 Crore in FY20.

The Company has also securitized its loan assets to unrelated entities. These loan assets are not derecognized and proceeds received are presented as other financial liability.

The own book portfolio reduced from INR 10,633 Crore (AUM – INR 11,228 Crore) as at FY19 to INR 4,710 (AUM – INR 9,626 Crore) as at FY20.

Moderate Asset Quality:

The Gross NPAs increased in percentage terms to 2.18% in FY20 when compared to 0.80% in FY19 while the Net NPA levels stood at 0.74% in FY20 and 0.25% in FY19. This is largely due to the reduction in the portfolio size. The ability to grow its loan book while maintaining low delinquency levels remains to be seen. Given that the portfolio has grown aggressively only post lockdown (i.e. May 2020), the portfolio has not yet seen one complete cycle. The company's ability to manage the asset quality while growing its portfolio is a key rating sensitivity.

Significant amount of impairment losses

There has been a significant amount of impairment on financial assets in FY20 of INR 816.25 Crore as against INR 103.01 Crore in FY19. Out of INR 816 Crore in FY20, loans written off amounted to INR 362 Crore and Covid related provision amounted to INR 390 Crore.

Impact of COVID-19 global pandemic

COVID-19, a global pandemic has contributed to a significant decline and volatility in global & Indian markets and a significant decrease in economic activity. The Company's businesses are expected to be impacted by lower lending opportunities and decline in collection efficiencies.

However, the Company's capital & liquidity position remains strong. The Overall Gearing ratio improved from 1.14x as at Mar-20 to 0.94x as at Sep-20. Pursuant to RBI's circular, the Company had extended moratorium to its borrowers in accordance to their board approved policies. Around 28% of the loans were under moratorium. Collection Efficiency has also started improving post COVID-19. The company expects only around 5% of the loans to come under restructuring.

Competitive nature of industry:

DLSL is exposed to stiff competition from other NBFCs and banks. The lending industry focused around SMEs and small ticket loans is highly fragmented with unorganized lenders also vying for the same set of borrowers. However, DLSL's professional management and focused approach towards SME lending and conservative underwriting policy standards is expected to grow its business while mitigating the risks.

Analytical Approach & Applicable Criteria:

- Standalone
- Rating methodology for Financial Institutions/NBFCs
- Financial ratios and Interpretation (Financial Sector)

Liquidity: Strong

Considering the scale of operations as on March 31, 2020, the company is well capitalized with a CAR (%) of 58.92%. Also, it has adequately matched asset liability profile as on September 30, 2020. Also, it has strong cash & bank balances of INR 746.35 Crore as at December 31, 2020.

About the company

Dhani Loans and Services Limited (Formerly Indiabulls Consumer Finance Limited) (DLSL) is a non-deposit taking, systemically important, non-banking finance company (NBFC-ND-SI), registered with the Reserve Bank of India. It is a wholly owned subsidiary of Dhani Services Limited (Formerly Indiabulls Ventures Limited). DLSL primarily extends three kinds of Loans – Secured and Unsecured MSME loans and self-employed and salaried personal loans.

Financials [DLSL – Standalone]

INR in Crore

For the year ended/ As on*	**31-03-2019 (Audited)**	**31-03-2020 (Audited)**
Total Operating Income	1,648.06	2,516.88
Interest expense	559.48	739.66
PAT	400.19	54.25
Total Debt	7,565.21	4,986.41
Tangible Net Worth	4,313.82	4,183.52
Total Loan Assets	10,508.13	4,179.55
Ratios (%)		
Overall Gearing Ratio (x)	1.75	1.14

GNPA (%)	0.80%	2.18%
NNPA (%)	0.25%	0.74%
CAR (%)	37.70%	58.92%

** Classification as per Infomerics' standards*

Details of Non Co-operation with any other CRA: Nil

Any other information: N.A.

Rating History for last three years:

Name of Instrument/ Facility	Current Rating (Year: 2020-21)			Rating History for the past 3 years		
	Type	Amount (INR Crore)	Rating	Rating assigned in 2019-20	Rating assigned in 2018-19	Rating assigned in 2017-18
Long Term Fund based facility	Proposed NCDs*	1000.00	IVR AA/ Stable Outlook	--	--	--

** The proposed NCDs of DLSL are through a Public Issue (not through a Private Placement) for INR 1,000 Crore.*

Note on complexity levels of the rated instrument: Infomerics has classified instruments rated by it on the basis of complexity and a note thereon is available at www.infomerics.com.

Name and Contact Details of the Analysts:

Name: Ms. Neha Mehta

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About Infomerics:

Infomerics commenced rating & grading operations in April 2015 after having spent over 25 years in various segments of financial services. Infomerics is registered with the Securities and Exchange Board of India (SEBI) and accredited by Reserve Bank of India. Company's long experience in varied spectrum of financial services is helping it to fine tune its product offerings to best suit the market.

Annexure 1: Details of Facilities

Sr. No.	Name of Facility	Date of Issuance	Coupon Rate/ IRR	Maturity Date	Size of Facility (INR Crore)	Rating Assigned/ Outlook
1	Long Term Fund based facilities Proposed Non-Convertible Debentures*	--	--	To be decided	1000.00	IVR AA/ Stable Outlook

** The proposed NCDs of DLSL are through a Public Issue (not through a Private Placement) for INR 1,000 Crore.*

ANNEXURE B

For the annexure, please see the page below.

14465/CL/MUM/20-21/DEB/210
Date: Mar 25, 2021

Dhani Loans and Services Limited
International Finance Centre, Tower - 1 , 4th Floor, Senapati Bapat Marg, ,
Elphinstone Road, (W),
Mumbai,Maharashtra - 400013,
India

Kind Attn: Mr. Harsh Shah

Sub: Consent to act as Debenture Trustee for Secured Listed Non-Covertible Debentures aggregating to Rs. 1000.00 Crores

Dear Sir,

This is with reference to our conversation regarding appointment of Beacon Trusteeship Limited as Debenture Trustee for Secured Listed Non-Covertible Debentures aggregating to Rs. 1000.00 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.

Yours faithfully,

For Beacon Trusteeship Limited

Authorised Signatory

Accepted

For Dhani Loans and Services Limited

Authorised Signatory

Annexure A

डिबेंचर न्यासी

FORM-B

DEBENTURE TRUSTEE

भारतीय प्रतिभूति और विनिमय बोर्ड

SECURITIES AND EXCHANGE BOARD OF INDIA

(डिबेंचर न्यासी) विनियम, 1993

(DEBENTURE TRUSTEE) REGULATIONS, 1993

DOO 257

(Regulation 8)

रजिस्ट्रीकरण प्रमाणपत्र INITIAL REGISTRATION

CERTIFICATE OF REGISTRATION

1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder for the debenture trustee the Board hereby grants a certificate of registration to

BEACON TRUSTEESHIP LIMITED
3, PRABHAT KUNJ,
PRABHAT COLONY,
SANTACRUZ EAST
Mumbai 400055
Maharashtra India

as a debenture trustee subject to the conditions in the rules and in accordance with the regulations.

2) Registration Code for the debenture trustee is INO000000585

3) This Certificate of Registration shall be valid from 11/04/2016 to 10/04/2021, unless suspended or cancelled by the Board

भारतीय प्रतिभूति और विनिमय बोर्ड

By order

For and on behalf of

Securities and Exchange Board of India

Place MUMBAI

Date APRIL 11, 2016

MEDHA SONPAROTE

Authorised Signatory