



STANDARD CHARTERED INVESTMENTS AND LOANS (INDIA) LIMITED

CIN - U65990MH2003PLC142829

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SHELF INFORMATION MEMORANDUM ("SHELF INFORMATION MEMORANDUM") FOR THE ISSUE BY WAY OF PRIVATE PLACEMENT (THE "ISSUE") BY STANDARD CHARTERED INVESTMENTS AND LOANS (INDIA) LIMITED (THE "COMPANY" OR "ISSUER") OF SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES (THE "DEBENTURES") IN MULTIPLE TRANCHE BEARING A FACE VALUE OF INR 10,00,000 (INDIAN RUPEES TEN LAKH) EACH, AGGREGATING TO INR 500,00,00,000/- (INDIAN RUPEES FIVE HUNDRED CRORES ONLY) ("SHELF LIMIT").

This Shelf Information Memorandum contains relevant information and disclosures required in relation to the Debentures and is valid for a period of 180 days from the date of filing of this Shelf Information Memorandum. This Shelf Information Memorandum should be read harmoniously with the relevant Tranche Information Memorandum (*defined below*) and the Debenture Trust Deed (*defined below*). The board of directors by way of resolution dated March 19, 2019 and the shareholders by way special resolution has approved the Shelf Limit (provided in **Annexures L and M**), and the Memorandum and Articles of Association of the Issuer.

The Issue would be under the electronic book mechanism for issuance of debt securities on private placement basis as per the Securities and Exchange Board of India ("SEBI") circular no. SEBI/HO/DDHS/CIR/P/2018/05 dated January 5, 2018 as amended by way of the circular SEBI/HO/DDHS/CIR/P/2018/122 dated August 16, 2018 and any amendments thereto ("SEBI EBP Circular") read with the "Updated Operational Guidelines for issuance of Securities on Private Placement basis through an Electronic Book Mechanism" issued by BSE *vide* their Notice No. 20180928-24 dated September 28, 2018 and any amendments thereto ("BSE EBP Guidelines", together with the "SEBI EBP Circular" referred to as the "Operational Guidelines"). The Company intends to use the BSE BOND-EBP Platform for inviting bids and making disclosures required under Schedule 1 of the SEBI ILDS Regulations.

ISSUE OF TRANCHE & TERMS OF ISSUE

The Debentures will be issued in one or more tranches (each a "Tranche") subject to the Shelf Limit. The terms of issue of any Tranche (or series within a Tranche) of Debentures will together with the Shelf Information Memorandum to be set out in the final terms ("Final Terms") to be published in a tranche information memorandum ("Tranche Information Memorandum"), a form of which is set out in **Annexure N**, will contain the terms and pricing details of each particular issue of Debentures which will also contain any additional provisions, terms or disclosure required to comply with applicable laws, regulations and directives. Each Tranche may be issued in series (each a "Series") on the same or different dates of issue and on terms identical or otherwise specified in the applicable Tranche Information Memorandum.

THIS DISCLOSURE DOCUMENT IS BEING UPLOADED ON THE BSE BOND-EBP PLATFORM TO COMPLY WITH THE OPERATIONAL GUIDELINES AND AN OFFER WILL BE MADE BY ISSUE OF THE TRANCHE OFFER DOCUMENT RELEVANT TO A TRANCHE AFTER COMPLETION OF THE BIDDING PROCESS ON ISSUE / BID CLOSING DATE RELEVANT TO TRANCHE DEBENTURES, TO SUCCESSFUL BIDDERS IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT, 2013, AS AMENDED, TO THE EXTENT IT REPEALS THE 1956 ACT (THE "2013 ACT" OR THE "COMPANIES ACT") AND RULES ISSUED THEREUNDER.

This Disclosure Document provides disclosures in accordance with the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended (the "SEBI ILDS Regulations") and provides additional disclosures in Section 4 (*Additional Disclosures*). The Eligible Participants (as defined in Section 1 titled "Definitions") must evaluate the disclosures in the Disclosure Document for taking their investment decision.

No offer of Debentures is being made under the Shelf Information Memorandum and any offer shall be made under the relevant Tranche Information Memorandum Tranche Offer Documents and the issue opening date, issue closing date, pay-in-date and deemed date of allotment for any Tranche will be set out in the relevant Tranche Information Memorandum and Tranche Offer Document.

GENERAL RISKS

Investment in debt and debt related securities involve a degree of risk and Eligible Participants should not invest any funds in the debt instrument, unless they understand the terms and conditions of the Issue, the risk factors set out in **Annexure C (Management's Perception of Risk Factors)** and can afford to take the risks attached to such investments. For taking an investment decision, Eligible Participants must rely on their own examination of the Company and the Issue including the risks involved. The Debentures have not been recommended or approved by SEBI (*defined below*) nor does SEBI guarantee the accuracy or adequacy of this document. Eligible Participants are advised to take an informed decision and consult their tax, legal, financial and other advisers, regarding the suitability of the Debentures in the light of their particular financial circumstances, investment objectives and risk profile.

CREDIT RATING

The Debentures have been rated 'CRISIL AAA/Stable' by CRISIL and 'ICRA AAA (Stable)' by ICRA (hereinafter referred to as the "Credit Rating Agency(ies)"). This indicates "highest degree of safety" with respect to timely payment of interest and principal on the Debentures. The ratings are not a recommendation to buy, sell or hold the Debentures and Eligible Participants should take their own decision. The ratings may be subject to suspension, revision or withdrawal at any time by the assigning Credit Rating Agency(ies). The Credit Rating Agency(ies) have a right to revise, suspend or withdraw the rating at any time on the basis of factors such as new information or unavailability of information or other circumstances which the Credit Rating Agency(ies) believes may have an impact on its rating. Please refer to **Annexure K** to this Shelf Information Memorandum for rating letter by the Credit Rating Agency(ies).

LISTING

The Debentures are proposed to be listed on the Wholesale Debt Market segment of the BSE Limited ("BSE"). BSE shall be referred to as the "Stock Exchange". The Issuer shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI LODR Regulations") to the extent applicable to it on a continuous basis. BSE has given its 'in-principle' listing approval for the Debentures proposed to be offered through any Tranche Information Memorandum issued under this Shelf Information Memorandum through its letter dated June 18, 2019. Please refer to **Annexure O** to this Information Memorandum for the 'in-principle' listing approval from BSE.

DEBENTURE TRUSTEE TO THE ISSUE



BEACON TRUSTEESHIP LIMITED

Registered office and corporate office at 4C & D Siddhivinayak Chambers, Gandhi Nagar,
Opp. MIG Cricket Club, Bandra (East) Mumbai – 400 051 Tel: 022-26558759 | E-mail:
compliance@beacontrustee.co.in

REGISTRAR & TRANSFER AGENT TO THE ISSUE

NSDL DATABASE MANAGEMENT LIMITED

Registered office at 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013
Tel: 022- 4914 2700 | E-mail: nileshb@nsdl.co.in

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DISCLAIMERS

This Shelf Information Memorandum is neither a prospectus nor a statement in lieu of a prospectus and should not be construed to be a prospectus or a statement in lieu of a prospectus under the Companies Act. The issue of Debentures to be listed on BSE is being made strictly on a private placement basis. This Shelf Information Memorandum is not intended to be circulated to any person other than the Eligible Participants. Multiple copies hereof given to the same entity shall be deemed to be given to the same person and shall be treated as such. This Shelf Information Memorandum does not constitute and shall not be deemed to constitute an offer or a private placement of the Debentures under the Companies Act or to the public in general. The contents of this Shelf Information Memorandum should not be construed to be an offer within the meaning of Section 42 of the Companies Act. **This Shelf Information Memorandum shall be uploaded on the BSE BOND-EBP Platform to comply with the Operational Guidelines and an offer shall only be made upon the issue of the Tranche Offer Document to successful bidders after the completion of the bidding process.**

This Shelf Information Memorandum has been prepared in conformity with the SEBI ILDS Regulations and Companies Act to provide general information about the Issuer and the Debentures to Eligible Participants and shall be uploaded on the BSE BOND-EBP Platform to facilitate invitation of bids. This Shelf Information Memorandum shall be available on the wholesale debt market segment of the BSE website after the final listing of the Debentures. This Shelf Information Memorandum does not purport to contain all the information that any Eligible Participant may require. Neither this Shelf Information Memorandum nor any other information supplied in connection with the Issue is intended to provide the basis of any credit or other evaluation and any recipient of this Shelf Information Memorandum should not consider such receipt a recommendation to subscribe to the Issue or purchase any Debentures. Each Eligible Participant contemplating subscribing to the Issue or purchasing any Debentures should make its own independent investigation of the financial condition and affairs of the Issuer and its own appraisal of the creditworthiness of the Issuer as well as the structure of the Issue. Eligible Participants should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the Debentures. It is the responsibility of successful bidders to also ensure that they will sell these Debentures strictly in accordance with this Shelf Information Memorandum and Applicable Laws, so that the sale does not constitute an offer to the public, within the meaning of the Companies Act. Neither the intermediaries, nor their agents, nor advisors associated with the Issue undertake to review the financial condition or any of the affairs of the Issuer contemplated by this Shelf Information Memorandum or have any responsibility to advise any Eligible Participant or successful bidders on the Debentures of any information coming to the attention of any other intermediary.

The Issuer confirms that, as of the date hereof, this Shelf Information Memorandum (including the documents incorporated by reference herein, if any) contains all information in accordance with the SEBI ILDS Regulations that are material in the context of the Issue of the Debentures, and are accurate in all material respects and does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements herein not misleading, in the light of the circumstances under which they are made. No person has been authorised to give any information or to make any representation not contained or incorporated by reference in this Shelf Information Memorandum or in any material made available by the Issuer to any Eligible Participant pursuant hereto and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer. The legal advisor to the Issue and any other intermediaries and their agents and advisors associated with the Issue have not separately verified the information contained herein. Accordingly, the legal advisors to the Issue and other intermediaries associated

with the Issue shall have no liability in relation to the information contained in this Shelf Information Memorandum or any other information provided by the Issuer in connection with the Issue.

This Shelf Information Memorandum and the contents hereof are restricted for providing information under SEBI ILDS Regulations for the purpose of inviting bids on the BSE BOND-EBP Platform only from the Eligible Participants. An offer of private placement shall be made by the Issuer by way of issue of the Tranche Offer Document to the identified investors who have been addressed through a communication by the Issuer, and only such Eligible Participants to the Debentures. All Eligible Participants are required to comply with the relevant regulations/guidelines applicable to them, including but not limited to the Operational Guidelines for investing in this Issue. The contents of this Shelf Information Memorandum and any other information supplied in connection with this Shelf Information Memorandum or the Debentures are intended to be used only by those Eligible Participants to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced or disseminated by the recipient.

The Issue of the Debentures will be under the electronic book mechanism as required in terms of the Operational Guidelines.

No offer of private placement is being made to any persons other than the successful bidders on the BSE BOND-EBP Platform to whom the Tranche Offer Document will be separately sent by or on behalf of the Issuer. Any application by any person who is not a successful bidder (as determined in accordance with the Operational Guidelines) shall be rejected without assigning any reason.

The person who is in receipt of this Shelf Information Memorandum shall maintain utmost confidentiality regarding the contents of this Shelf Information Memorandum and shall not reproduce or distribute in whole or part or make any announcement in public or to a third party regarding the contents of this Shelf Information Memorandum or deliver this Shelf Information Memorandum or any other information supplied in connection with this Shelf Information Memorandum or the Debentures to any other person, whether in electronic form or otherwise, without the consent of the Issuer. Any distribution or reproduction of this Shelf Information Memorandum in whole or in part or any public announcement or any announcement to third parties regarding the contents of this Shelf Information Memorandum or any other information supplied in connection with this Shelf Information Memorandum or the Debentures is unauthorized. Failure to comply with this instruction may result in a violation of the Companies Act, the SEBI ILDS Regulations or other Applicable Laws of India and other jurisdictions. This Shelf Information Memorandum has been prepared by the Issuer for providing information in connection with the proposed Issue described in this Shelf Information Memorandum.

The Issuer does not undertake to update this Shelf Information Memorandum to reflect subsequent events after the date of the Shelf Information Memorandum and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer.

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

Each person receiving the Shelf Information Memorandum acknowledges that:

Such person has been afforded an opportunity to request and to review and has received all additional information considered by it to be necessary to verify the accuracy of or to supplement the information herein and such person has not relied on any intermediary that may be associated

with issuance of Debentures in connection with its investigation of the accuracy of such information or its investment decision. Each such person in possession of this Shelf Information Memorandum should carefully read and retain this Shelf Information Memorandum. However, each such person in possession of this Shelf Information Memorandum is not to construe the contents of this Shelf Information Memorandum as investment, legal, accounting, regulatory or tax advice, and such persons in possession of this Shelf Information Memorandum should consult their own advisors as to all legal, accounting, regulatory, tax, financial and related matters concerning an investment in the Debentures. The Issuer does not undertake to update the Shelf Information Memorandum to reflect subsequent events after the date of the Shelf Information Memorandum and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer.

Neither the delivery of this Shelf Information Memorandum nor any issue of Debentures made thereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof.

This Shelf Information Memorandum does not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction other than in India in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such an offer or solicitation. No action is being taken to permit an offering of the Debentures or the distribution of this Shelf Information Memorandum in any jurisdiction where such action is required. The distribution of this Shelf Information Memorandum and the offer, sale, transfer, pledge or disposal of the Debentures may be restricted by law in certain jurisdictions. Persons who have possession of this Shelf Information Memorandum are required to inform themselves about any such restrictions. No action is being taken to permit an offering of the Debentures or the distribution of this Shelf Information Memorandum in any jurisdiction other than India.

DISCLAIMER OF THE DESIGNATED STOCK EXCHANGE

As required, a copy of this Shelf Information Memorandum shall be submitted to the Designated Stock Exchange for hosting the same on its websites. It is to be distinctly understood that such submission of this Shelf Information Memorandum with the Designated Stock Exchange or hosting the same on its website should not in any way be deemed or construed that the document has been cleared or approved by the Designated Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Shelf Information Memorandum; nor does it warrant that the Issuer's Debentures will be listed or continue to be listed on the Designated Stock Exchange; nor does it take responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer. Every person who desires to apply for or otherwise acquire any Debentures of the Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Designated Stock 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 OF SEBI

This Shelf Information Memorandum has not been filed with SEBI. The Debentures have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this Shelf Information Memorandum. It is to be distinctly understood that this Shelf Information Memorandum should not, in any way, be deemed or construed that the same has been cleared or vetted by SEBI. SEBI does not take any responsibility for the correctness of the statements made or

opinions expressed in this Shelf Information Memorandum.

DISCLAIMERS OF ARRANGER

The Issuer has authorised the Arranger(s) (as may be appointed for a Tranche or Series) to distribute this Shelf Information Memorandum in connection with the Debentures or a Tranche or a Series proposed to be issued by the Issuer.

Nothing in this Shelf Information Memorandum constitutes an offer of securities for sale in the United States of America or any other jurisdiction where such offer or placement would be in violation of any law, rule or regulation.

The Issuer has prepared this Shelf Information Memorandum and the Issuer is solely responsible for its contents. The Issuer will comply with all laws, rules and regulations and has obtained all regulatory, governmental and corporate approvals for the issuance of the Debentures. All the information contained in this Shelf Information Memorandum has been provided by the Issuer or is from publicly available information, and such information has not been independently verified by the Arranger(s). No representation or warranty, expressed or implied, is or will be made, and no responsibility or liability is or will be accepted, by the Arranger(s) or its/ their affiliates for the accuracy, completeness, reliability, correctness or fairness of this Shelf Information Memorandum or any of the information or opinions contained therein, and the Arranger(s) hereby expressly disclaim, to the fullest extent permitted by law, any responsibility for the contents of this Shelf Information Memorandum and any liability, whether arising in tort or contract or otherwise, relating to or resulting from this Shelf Information Memorandum or any information or errors contained therein or any omissions therefrom. By accepting this Shelf Information Memorandum, the Eligible Participants agree that the Arranger(s) will not have any such liability.

It is hereby declared that the Issuer has exercised due diligence to ensure complete compliance of prescribed disclosure norms in this Shelf Information Memorandum. Each person receiving this Shelf Information Memorandum acknowledges that such person has not relied on the Arranger(s), nor any person affiliated with the Arranger(s), in connection with its/ their investigation of the accuracy of such information or its investment decision, and each such person must rely on its own examination of the Issuer and the merits and risks involved in investing in the Debentures. The Arranger(s): (a) has/ have no obligations of any kind to any invited Eligible Participants under or in connection with any Transaction Documents; (b) is/ are not acting as trustee or fiduciary for the Eligible Participants or any other person; and (c) is under no obligation to conduct any “know your customer” or other procedures in relation to any person on behalf of any Eligible Participant. Neither the Arranger(s) nor its/ their affiliates or its/ their respective officers, directors, partners, employees, agents, advisors or representatives are responsible for: (a) the adequacy, accuracy, completeness and/ or use of any information (whether oral or written) supplied by the Issuer or any other person in or in connection with any Transaction Document including this Shelf Information Memorandum; (b) the legality, validity, effectiveness, adequacy or enforceability of any Transaction Document or any other agreement, arrangement or document entered into, made or executed in anticipation of or in connection with any Transaction Document; or (c) any determination as to whether any information provided or to be provided to any finance party is non-public information the use of which may be regulated or prohibited by Applicable Law or regulation relating to insider dealing or otherwise.

The role of the Arranger(s) in the assignment is confined to marketing and placement of the Debentures on the basis of this Shelf Information Memorandum as prepared by the Issuer. The Arranger(s) has/ have neither scrutinized nor vetted nor has it done any due-diligence for verification of the contents of this Shelf Information Memorandum. The Arranger(s) is/are

authorised to deliver copies of this Shelf Information Memorandum on behalf of the Issuer to Eligible Participants which are considering participation in the Issue and shall use this Shelf Information Memorandum for the purpose of soliciting subscriptions from Eligible Participants in the Debentures to be issued by the Issuer on a private placement basis. It is to be distinctly understood that the use of this Shelf Information Memorandum by the Arranger(s) should not in any way be deemed or construed to mean that the Shelf Information Memorandum has been prepared, cleared, approved or vetted by the Arranger(s); nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Shelf Information Memorandum; nor does it take responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of the Issuer. The Arranger(s) or any of its/ their directors, employees, affiliates or representatives do not accept any responsibility and/or liability for any loss or damage arising of whatever nature and extent in connection with the use of any of the information contained in this Shelf Information Memorandum.

The Eligible Participants should carefully read and retain this Shelf Information Memorandum. However, the Eligible Participants are not to construe the contents of this Shelf Information Memorandum as investment, legal, accounting, regulatory or tax advice, and the Investors should consult with their own advisors as to all legal, accounting, regulatory, tax, financial and related matters concerning an investment in the Debentures. This Shelf Information Memorandum is not intended to be the basis of any credit analysis or other evaluation and should not be considered as a recommendation by the Arranger(s) or any other person that any recipient participates in the Issue or advice of any sort. It is understood that each recipient of this Shelf Information Memorandum will perform its own independent investigation and credit analysis of the proposed financing and the business, operations, financial condition, prospects, creditworthiness, status and affairs of the Issuer based on such information and independent investigation as it deems relevant or appropriate and without reliance on the Arranger(s) or on this Shelf Information Memorandum.

DISCLAIMER IN RESPECT OF JURISDICTION

This Shelf Information Memorandum does not constitute an offer to sell or an invitation to subscribe to the Debentures herein, in any other jurisdiction and to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any disputes arising out of this Issue will be subject to the jurisdiction of the courts in Mumbai, India.

FORCE MAJEURE

The Issuer reserves the right to withdraw the bid prior to the Issue / Bid Closing Date in accordance with the Operational Guidelines, in the event of any unforeseen development adversely affecting the economic and regulatory environment or otherwise.

CONFIDENTIALITY

By accepting a copy of this Shelf Information Memorandum or any other information supplied in connection with this Shelf Information Memorandum or the Debentures, each Eligible Participant agrees that neither it nor any of its employees or advisors will use the information contained herein for any purpose other than evaluating the transaction described herein or will divulge to any other party any such information. This Shelf Information Memorandum or any other information supplied in connection with this Shelf Information Memorandum or the Debentures must not be photocopied, reproduced, extracted or distributed in full or in part to any person other than the recipient without the prior written consent of the Issuer.

CAUTIONARY NOTE

By bidding for the Debentures and when investing in the Debentures, the Eligible Participants acknowledge that they: (i) are knowledgeable and experienced in financial and business matters, have expertise in assessing credit, market and all other relevant risk and are capable of evaluating, and have evaluated, independently the merits, risks and suitability of purchasing the Debentures, (ii) have not requested the Issuer to provide it with any further material or other information, (iii) have not relied on any investigation that any person acting on their behalf may have conducted with respect to the Debentures, (iv) have made their own investment decision regarding the Debentures based on their own knowledge (and information they have or which is publicly available) with respect to the Debentures or the Issuer, (v) have had access to such information as deemed necessary or appropriate in connection with purchase of the Debentures, (vi) are not relying upon, and have not relied upon, any statement, representation or warranty made by any person, including, without limitation, the Issuer, and (vii) understand that, by purchase or holding of the Debentures, they are assuming and are capable of bearing the risk of loss that may occur with respect to the Debentures, including the possibility that they may lose all or a substantial portion of their investment in the Debentures, and they will not look to the Debenture Trustee appointed for the Debentures and/or legal advisor to the Issue for all or part of any such loss or losses that they may suffer.

FORWARD LOOKING STATEMENTS

Certain statements in this Shelf Information Memorandum are not historical facts but are “forward-looking” in nature. Forward-looking statements appear throughout this Shelf Information Memorandum. Forward-looking statements include statements concerning the Issuer’s plans, financial performance etc., if any, the Issuer’s competitive strengths and weaknesses, and the trends the Issuer anticipates in the industry, along with the political and legal environment, and geographical locations, in which the Issuer operates, and other information that is not historical information.

Words such as “aims”, “anticipate”, “believe”, “could”, “continue”, “estimate”, “expect”, “future”, “goal”, “intend”, “is likely to”, “may”, “plan”, “predict”, “project”, “seek”, “should”, “targets”, “would” and similar expressions, or variations of such expressions, are intended to identify and may be deemed to be forward looking statements but are not the exclusive means of identifying such statements.

By their nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and assumptions about the Issuer, and risks exist that the predictions, forecasts, projections and other forward-looking statements will not be achieved.

Eligible Participants should be aware that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors include, but are not limited, to:

- (a) compliance with laws and regulations, and any further changes in laws and regulations applicable to India, especially in relation to the NBFC/ Banking and Financial sector;
- (b) availability of adequate debt and equity financing at reasonable terms;

- (c) our ability to effectively manage financial expenses and fluctuations in interest rates;
- (d) our ability to successfully implement our business strategy;
- (e) our ability to manage operating expenses;
- (f) performance of the Indian debt and equity markets; and
- (g) general, political, economic, social, business conditions in Indian and other global markets.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. Although the Issuer believes that the expectations reflected in such forward-looking statements are reasonable at this time, the Issuer cannot assure Eligible Participants that such expectations will prove to be correct. Given these uncertainties, Eligible Participants are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialize, or if any of the Issuer's underlying assumptions prove to be incorrect, the Issuer's 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 the Issuer are expressly qualified in their entirety by reference to these cautionary statements. As a result, actual future gains or losses could materially differ from those that have been estimated. The Issuer undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date hereof.

Forward looking statements speak only as of the date of this Shelf Information Memorandum. None of the Issuer, its Directors, its officers or any of their respective affiliates or associates has any obligation to update or otherwise revise any statement 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.

1. DEFINITIONS AND ABBREVIATIONS

In this Shelf Information Memorandum, unless the context otherwise requires, the terms defined, and abbreviations expanded below shall have the same meaning as stated in this section. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

Further, unless otherwise indicated or the context otherwise requires, all references to "the Company", "our Company", "Issuer", "we", "us" or "our" is to Standard Chartered Investments and Loans (India) Limited and references to "you" are to the Eligible Participants, as the case may be, in the Debentures.

TERM	DESCRIPTION
Articles or Articles of Association	Articles of Association of the Issuer, as amended from time to time
Arranger(s)	An arranger or arrangers appointed for any particular Tranche or any Series as mentioned in the relevant Tranche Information Memorandum or Series therein
Applicable Law	Any statute, national, state, provincial, local, municipal, foreign, international, multinational or other law, treaty, code, regulation, ordinance, rule, judgment, order, decree, bye-law, approval of any

TERM	DESCRIPTION
	Governmental Authority, directive, guideline, policy, requirement or other governmental restriction or any similar form of decision of or determination by, or any interpretation or administration having the force of law of any of the foregoing by any Governmental Authority having jurisdiction over the matter in question, whether in effect as of the date of this Shelf Information Memorandum or at any time thereafter in India
Application Form	Application form forming part of the Tranche Offer Document to be issued by the Issuer, after completion of the bidding process
Auditors	M/s Deloitte Haskins & Sells, Chartered Accountants bearing registration no. 117365W (Statutory Auditor)
Board or Board of Directors	The Board of Directors of the Issuer
Business Day	A day (except for a Saturday or Sunday) on which commercial banks are open for general business in Mumbai, Maharashtra
Business Day Convention	If any of the Coupon Payment Date(s), other than the ones falling on the Redemption Date, falls on a day that is not a Business Day, the payment shall be made by the Issuer on the immediately succeeding Business Day, which becomes the Coupon Payment Date for that Coupon. However, the future Coupon Payment Dates would be as per the schedule originally stipulated at the time of issuing the Debentures. In other words, the subsequent Coupon Payment Dates would not be disturbed merely because the payment date in respect of one particular coupon payment has been postponed earlier because of it having fallen on a non-Business Day If the Redemption Date of the Debentures falls on a day that is not a Business Day, the Redemption Amount shall be paid by the Issuer on the immediately preceding Business Day, which becomes the new Redemption Date, along with interest accrued on the Debentures until but excluding the date of such payment
BSE BOND-EBP Platform	Electronic Book Provider Platform of BSE for issuance of debt securities on private placement basis
Coupon Payment Date(s)	Means the dates on which the Coupon for the relevant Tranche or Series becomes payable as specified in their respective Tranche Offer Document. If this is not a Business Day, then as per the Business Day Convention . The last Coupon Payment Date will be the Redemption Date
Date of Subscription	The date of realisation of proceeds of subscription money in the Designated Account
Debentures	Secured, Listed, Rated, Redeemable Non-Convertible Debentures of the face value of Rs. 10,00,000 each for cash aggregating Rs. 500,00,00,000/-
Debenture Holder(s)/ Beneficial Owner(s)	Person(s) holding the Debenture(s) and whose name(s) is recorded as " <i>Beneficial Owner</i> " with the Depository (for Debentures held in dematerialized form) as defined under clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996, as amended or the person(s) whose name(s) appears as holder of Debenture(s) in the register of Debenture Holder(s) (for Debenture(s) held in physical

TERM	DESCRIPTION
	form)
Debenture Trustee	Beacon Trusteeship Limited, as trustee for the benefit of the Debenture Holder(s) / Beneficial Owner(s)
Debenture Trustee Appointment Agreement	The debenture trustee agreement entered into between the Issuer and the Debenture Trustee for the appointment of the Debenture Trustee
Debenture Trust Deed	The trust deed to be entered into between the Issuer and the Debenture Trustee
Debenture Trustee Regulations	SEBI (Debenture Trustee) Regulations, 1993, as amended
Deed of Hypothecation	Shall mean the deed of hypothecation executed by the Issuer on or about the date of the Debenture Trust Deed
Deemed Date of Allotment	Shall have the meaning as ascribed to the term in the Tranche Information Memorandum
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996, as amended
Depository Participant/ DP	A Depository Participant as defined under Depositories Act, 1996, as amended
Designated Account	Such bank account of ICCL or escrow account of the Issuer as specified in its Tranche Information Memorandum in which the successful bidders shall pay in the requisite funds.
Designated Stock Exchange	BSE Limited
Directors	The directors of Issuer
Shelf Information Memorandum	This Shelf Information Memorandum dated July 22, 2019
Eligible Participants	Shall have the meaning given to the term in Section 3 titled “ Issue Details ”
Final Redemption Date	Means with respect to a Tranche or a Series therein, the date on which all amounts payable under such Tranche or Series is paid to the satisfaction of the Debenture Trustee
Governmental Authority	Any (a) government (central, state or otherwise) or sovereign state; (b) any governmental agency, semi-governmental or judicial or quasi-judicial or administrative entity, department or authority, or any political subdivision thereof; and (c) international organisation, agency or authority, or including, without limitation, any stock exchange or any self-regulatory organization, established under any Applicable Law
Issue / Private Placement	Means issue by way of private placement of the Debentures by the Issuer pursuant to the terms of this Shelf Information Memorandum
Memorandum / Memorandum of Association	Memorandum of association of the Issuer, as amended from time to time

TERM	DESCRIPTION
NBFC Regulations	means the laws and regulations applicable to the Issuer, including any rules, regulations and / or directives issued by the RBI or any Person exercising the functions of a central bank or that otherwise has authority to regulate the non-banking financing sector in India
Operational Guidelines	Securities and Exchange Board of India circular no. SEBI/HO/DDHS/CIR/P/2018/122 dated August 16, 2018 and any amendments thereto (" SEBI EBP Circular ") read with the "Updated Operational Guidelines for issuance of Securities on Private Placement basis through an Electronic Book Mechanism" issued by BSE vide their Notice No. 20180928-24 dated September 28, 2018 and any amendments thereto (" BSE EBP Guidelines ")
Secured Obligations	<p>Shall mean, at any time all the amounts due and payable to the Debenture Holders or the Debenture Trustee or any other person, pursuant to the terms of the Transaction Documents, including but not limited to the following:</p> <ul style="list-style-type: none"> (a) the Redemption Amount(s), the Coupon (including the Default Interest); (b) all other, present or future, obligations and liabilities due and payable in relation to the Debentures, including indemnities, costs, charges, expenses, stamp duty, fees and interest of any Transaction Document incurred under, arising out of or in connection with, this Deed and/or any other Transaction Documents (in each case whether alone or jointly, or jointly and severally, with any other Person, whether actually or contingently and whether as principal, surety or otherwise); (c) any and all sums expended by any Debenture Holder and/or the Debenture Trustee or any other Person in order to preserve any Security Interest created under the Transaction Documents, in accordance with the terms thereof; and (d) any and all expenses for the enforcement and collection of any amounts due under the Debenture Trust Deed and/or any other Transaction Documents, including expenses of enforcement and realisation of the Security Interest created under the Transaction Documents.
SEBI ISIN Circular	Shall mean the circular named "Specifications related to International Securities Identification Number (ISINs) for debt securities issued under the SEBI (Issue and Listing of Debt Securities) Regulations, 2008" of 30 June 2017, and as amended, replaced, clarified or substituted from time to time
Supplemental Deed	Shall have the meaning given to the term in the "Debenture Trust Deed".
Tranche Issue Document	Shall mean the Shelf Information Memorandum, and/or Tranche Information Memorandum and/or Tranche Offer Document setting out the principal terms and conditions under which any Tranche is to be issued from time to time
Tranche Offer	Shall mean the Private Placement Offer Cum Application Letter

TERM	DESCRIPTION
Document	signed by the authorised signatory of the Company in Form PAS-4 to be issued by the Issuer pursuant to the provisions of Section 42 of the Companies Act, 2013 and the rules framed thereunder, as amended, to successful bidders after completion of the e-bidding process, in relation to a Tranche
QIBs	Qualified Institutional Buyers, as defined in Regulation 2(1)(zd) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or replaced from time to time
Redemption Date(s)	Means the dates on which the Redemption Amounts for the relevant Tranche/ Series becomes payable as specified in their respective Tranche Information Document, calculated from the Deemed Date of Allotment. If this is not a Business Day, then as per the Business Day Convention . The last Coupon Payment Date will be the Final Redemption Date
Registrar	NSDL Database Management Limited, as the registrar and transfer agent to the Issue
SEBI	Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
Stock Exchange	BSE/NSE

All other capitalised terms not defined above shall have the meaning assigned to them in “Issuer Information” and “Issue Details” of this Shelf Information Memorandum.

Abbreviations

&	And
API	Application programming interface
ASEAN	Association of Southeast Asian Nations
BSE	BSE Limited
CDSL	Central Depository Services Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
Cr	Crore
CRISIL	CRISIL Limited
CY	Calendar Year
DRR	Debenture Redemption Reserve
EBIT	Earnings Before Interest and Tax
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
EBP	Electronic Book Provider
ETB	Existing To Bank
FY	Financial Year
GoI	Government of India
HDFC	HDFC Bank Limited
HSBC	Hongkong and Shanghai Banking Corporation
ICAI	The Institute of Chartered Accountants of India
ICRA	ICRA Limited
Ind AS	Indian Accounting Standards

LAP	Loan Against Property
LAS	Loan Against Shares
MBA	Masters of Business Administration
MD	Managing Director
N.A.	Not Applicable
NEFT	National Electronic Funds Transfer
NBFC	Non-Banking Financial Company
NDML	NSDL Database Management Limited
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NTB	New To Bank
p.a.	Per annum
PAN	Permanent Account Number
ROC	Registrar of Companies, Maharashtra at Mumbai
Rs. Or INR	Indian Rupee
RTGS	Real Time Gross Settlement
SCB	Standard Chartered Bank
SCILL	Standard Chartered Investments and Loans (India) Limited
SEBI	Securities and Exchange Board of India
SME	Small and medium sized enterprises
TDS	Tax Deducted at Source
w.e.f.	with effect from
WDM	Wholesale Debt Market

2. ISSUER INFORMATION

2.1 About the Issuer

Standard Chartered Investments and Loans (India) Limited (“**SCILL**”) was incorporated on October 22, 2003 under the Companies Act, 1956 and is validly existing under the provisions of the Companies Act, 2013. The ROC has issued a certificate of incorporation of even date to this effect.

SCILL is a wholly owned subsidiary of Standard Chartered Bank-UK, Plc and is registered as a Systemically Important Non Deposit Accepting Non-Banking Finance Company with Reserve Bank of India (RBI).

SCILL is one of the few NBFCs which enjoy the highest credit ratings from the top rating agencies in India with a credit rating of CRISIL AAA/Stable and ICRA AAA (Stable) for its non-convertible debentures and CRISIL A1+ & ICRA A1+ for its commercial papers.

SCILL offers lending products to corporates in commercial banking, corporate & institutional banking segments and clients of private banking segment. As of March 31, 2019, SCILL has a net worth of INR 834.09 Crores and balance sheet size of INR 2359.86 Crores.

Name	Standard Chartered Investments and Loans (India) Limited
Corporate Identity Number (CIN)	U65990MH2003PLC142829

Registered Office of the Issuer	Floor no. 6, CRESCENZO Building, C-38/39, "G" Block, Bandra Kurla Complex, Bandra (East) Mumbai 400051
Corporate Office of the Issuer	Floor no. 6, CRESCENZO Building, C-38/39, "G" Block, Bandra Kurla Complex, Bandra (East) Mumbai 400051
Compliance Officer of the Issuer	Saket Maheshwari Tel No: 022-61158495 Fax No: 022-61157825 Email: saket.maheshwari@sc.com
CFO of the Issuer	Richa Tripathi Chief Financial Officer Tel No: 022-61157708 Fax No: 022-61157825 Email: richa.tripathi@sc.com
Arranger to the Issue	As specified under the relevant Tranche Information Memorandum or specific to any Series
Trustee of the Issue	Beacon Trusteeship Limited Tel: 022-26558759 E-mail: compliance@beacontrustee.co.in
Registrar	NSDL Database Management Limited Tel: 022- 4914 2700 Fax: 91-22-49142503 E-mail: info_ndml@nsdl.co.in
Credit Rating Agency of the Issue	(I) CRISIL Limited Tel: 022-33428070 Fax: 022-40405800 E-mail: krishnan.sitaraman@crisil.com (II) ICRA Limited Tel: 011-23357940 Fax: E-mail: info@icraindia.com
Auditors of the Issuer	M/s Deloitte Haskins & Sells, Chartered Accountants (Statutory Auditor) Reg. No. 117365W Tel: 022-61854000 Fax: 022-61854101 Email: rdaruvala@deloitte.com
Legal Advisors to the Issue	Khaitan & Co, One Indiabulls Centre, 10 th & 13 th Floor, Tower 1, 841 Senapati Bapat Marg, Mumbai, Maharashtra 400 013 Tel: + 91-22-6636 5000 Fax: +91-22-6636 5050

2.2 Brief summary of Business/ Activities of the Issuer and its line of Business

2.2.1 SCILL Current and Proposed Strategy

Currently, SCILL has an asset base of INR 2359.86 Crores as of March 2019, from existing to bank clients (ETB) across commercial banking, corporate and institutional banking, private bank & retail segments. SCILL is an existing profit-making entity with a net worth of INR 834.09 Crores, revenues of INR 153.17 Crores and operating profit of INR 62.65 Crores.

SCILL aims to follow customer centric direct distribution model through its branch offices, third party sourcing & digital platform complementing and deepening the reach of Standard Chartered Bank (Bank). While SCILL currently focuses on ETB customers, over the next 12-18 months the focus will also be on new to bank (NTB) emerging/ mass affluent and SME segments with a diversified product suite covering Loan against Property (LAP), Business Instalment Loans and Loans against Shares (LAS). The refreshed strategy will focus on:

a. Capturing market opportunities not currently addressed in Bank

- Expand geographic reach by focusing on high potential micro markets outside catchment areas of our branch network, targeting NTB opportunities and continuing to deepen existing to bank customers. Target 30 locations by Year 5.
- Customer segments: Segments adjacent to bank in risk-return profile
- Products: existing products and structurally attractive variants of existing products not offered in bank

b. Fully leverage existing capital and NBFC license

Opportunity to scale up book to INR 4500 - 5000 crores without additional capital infusion

c. Establish an end to end digital operating model

- Simpler organization structure which is agile and nimble
- Build a digital sourcing model supported by data and analytics, digital marketing, third party leads, supplemented by in-house teams
- The digital platform will differentiate our proposition in the market with minimal paper, automated rules for credit decisioning, collections, workflow management and digital servicing resulting in improved turnaround time ("TAT") AT, predictability and consistency

Proposed Digital platform

SCILL as part of its strategy is in the process of building a digital model to differentiate itself in the market and establish foundations for a lean operating model based on the following strategy:

- Leading NBFCs in India are gearing towards digital lending platforms to seek competitive advantage and deliver differentiation
- The objective is to provide end to end digital capabilities to serve clients through the entire loan life cycle (sourcing to servicing) leading to improvement in TAT, predictability, consistency, and efficiency
- The platform will have automated credit processes with rules codified across all possible product variants
- It will leverage third party fintech partnerships for data and analysis to accelerate client onboarding and credit assessments
- SCILL will use modern technology to onboard and service clients. Within the financial year 2023, around 40% of new customers will be sourced through the direct sales

team and through digital channel and the balance through third party referral partners

2.2.2 Details of the Holding Company/ Subsidiaries (as per Companies Act) as of June 30, 2019:

I	Holding Company
	Standard Chartered Bank, UK
II	Subsidiary Companies
	Nil

2.2.3 Key Operational and Financial Parameters for the last 3 Audited years*

(a) Consolidated

(Rs. in Crore)

Parameters	FY 2018-19(*)	FY 2017-18(*)	FY 2016-17(**)
Net-worth	833.34	825.99	770.27
Total Debt			
Debt Securities	1273.38	528.70	1,084.16
Borrowings (other than Debt securities)	195	-	-
- of which	-	-	-
- Non Current			
Maturities of Long Term Borrowing			
- Short	-	-	-
Term Borrowing			
- Current	-	-	-
Maturities of Long Term Borrowing			
Deposits	-	4.00	-
Other Financial Liabilities	21.00	19.62	20.45
Non financial liabilities	-	-	-
Current tax Liabilities	32.29	32.29	-
Provisions	2.03	0.65	45.49
Other Non financial liabilities	2.07	1.04	-
Equity			
Equity Share Capital	454.39	454.39	454.39
Other Equity	378.96	371.60	315.88

Parameters	FY 2018-19(*)	FY 2017-18(*)	FY 2016-17(**)
Total Liability and Equity	2359.11	1412.29	1920.37
Other Long Term Liabilities (including Deferred Payment Liabilities)	-	-	-
Non-Current Assets (including Fixed Assets)	-	-	-
Financial Assets			
Cash and Cash Equivalents	189.25	54.34	94.04
Current Investments	147.33	32.06	19.21
Current Assets	-	-	-
Loans	1,847.23	1,169.57	1,661.26
Trade Receivables	2.35		
Other financial Assets	1.06	0.19	6.36
Non Financial Assets			
Current tax assets	152.04	132.96	93.54
Deferred tax assets	4.60	13.17	16.00
Other Non financial assets	1.94	1.65	18.03
Net Fixed Assets (including CWIP)	13.31	8.35	11.93
Total Assets	2359.11	1412.29	1920.37
Current Liabilities	-	-	-
Net Sales	153.17	180.05	143.10
EBITDA	120.34	155.52	112.21
EBIT	116.51	151.68	110.85
Finance Cost	53.86	76.83	49.88
Tax	18.67	27.91	19.93
Profit before share in Net Profit/(Loss) of associate	43.98	46.94	41.04
Share in Profit/(loss) of associate	0.70	0.23	0.24
Profit after share in Net Profit/(Loss) of associate	44.68	47.17	41.28
Other Comprehensive income/(loss) (including associate)	(0.38)	1.13	-
Total comprehensive	44.30	48.30	-

Parameters	FY 2018-19(*)	FY 2017-18(*)	FY 2016-17(**)
income for the period			
Dividend Payout	-	36.95	-
Current ratio	1.47	2.27	1.02
Interest Coverage Ratio	2.16	1.97	2.22
Gross Debt / Equity Ratio	1.76	0.64	1.41
Debt Service Coverage Ratio	0.08	0.26	0.10

(*) The financials are reported as per Ind AS

(**) The financials are reported as per IGAAP

***Note:** The Company in the meeting of the board of directors dated May 16, 2019 has approved the standalone and consolidated financial Statements for the Financial Year ended March 31, 2019. The standalone and consolidated financials remain subject to shareholders approval in the ensuing annual general meeting.

Gross Debt: Equity Ratio of the Company: -

Before the issue of Debentures	1.76
After the issue of Debentures	2.36

(b) **Standalone*****

(Rs. in Crore)

Parameters	FY 2018-19(*)	FY 2017-18(*)	FY 2016-17(**)
Net-worth	834.09	827.41	769.05
Total Debt			
Debt Securities	1,273.38	528.70	1,084.16
Borrowings (other than Debt Securities)	195.00	-	-
- of which - Non Current Maturities of Long Term Borrowing	-	-	-
- Short Term Borrowing	-	-	-
- Current Maturities of Long Term Borrowing	-	-	-
Deposits	-	4.00	-
Other financial liabilities	21.00	19.62	20.45
Non Financial liabilities			
Current tax liabilities	32.29	32.29	
Provisions	2.03	0.65	45.49
Other Non Financial Liabilities	2.07	1.04	-
Equity			
Equity Share Capital	454.39	454.39	454.39
Other Equity	379.70	373.02	314.66
Total Liability and Equity	2359.86	1413.71	1919.15

Parameters	FY 2018-19(*)	FY 2017-18(*)	FY 2016-17(**)
Other Long Term Liabilities (including Deferred Payment Liabilities)	-	-	-
Non-Current Assets (including Fixed Assets)			
Financial Assets			
Cash and Cash Equivalents	189.25	54.34	94.04
Current Investments	148.08	33.48	17.99
Loans	1,847.23	1,169.57	1,661.26
Trade Receivables	2.35		
Other financial Assets	1.06	0.19	6.36
Non Financial Assets	-	-	-
Current tax Assets	152.04	132.96	93.54
Deferred tax assets	4.60	13.17	16.00
Other Non financial assets	1.94	1.65	18.03
Net Fixed Assets (including CWIP)	13.31	8.35	11.93
Total Assets	2359.86	1413.71	1919.15
Net Sales	153.17	180.05	143.10
EBITDA	120.34	155.52	112.21
EBIT	116.51	151.68	110.85
Finance Cost	53.86	76.83	49.88
Tax	18.67	27.91	19.93
PAT	43.98	46.94	41.04
Dividend Payout	-	36.95	-
Current ratio	1.47	2.27	1.02
Interest Coverage Ratio	2.16	1.97	0.60
Gross Debt / Equity Ratio	1.76	0.64	1.41
Debt Service Coverage Ratio	0.08	0.26	0.10

(*) The financials are reported as per Ind AS

(**) The financials are reported as per IGAAP

*****Note:** The Company in the meeting of the board of directors dated May 16, 2019 has approved the standalone and consolidated financial Statements for the Financial Year ended March 31, 2019. The standalone and consolidated financials remain subject to shareholders approval in the ensuing annual general meeting.

Gross Debt: Equity Ratio of the Company (as of June 30, 2019): -

Before the issue of Debentures	1.76
After the issue of Debentures	2.36

2.2.4 Project cost and means of financing, in case of funding new projects

Not Applicable

2.2.5 Objects of the Issue

Details of Utilization of Issue Proceeds

The net proceeds of the Issue (after meeting the expenditures of and related to the Issue) will be utilised *inter-alia* for various financing activities including lending and investments, repayment and servicing of existing borrowings/ debt, for our business operations including for our capital expenditure and working capital requirements and for general corporate purposes.

Interim use of proceeds

The management of the Company, 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, the Company intends to temporarily invest funds in high quality interest bearing liquid instruments including but not limited to money market mutual funds, deposits with banks, or temporarily deploy the funds in investment grade interest bearing securities as may be approved by the Board. Such investment would be in accordance with the investment policies approved by the Board or any sub-committee of the Board constituted in this regard from time to time.

The Issue Amount shall not be used in any manner that will violate the Companies Act or NBFC Regulations, any other provisions of any Applicable Law for the time being in force.

2.3 Brief history of the Issuer since its incorporation –

Date	Particulars of changes in Registered Office
November 14, 2007	Shifting of Registered Office address from 90, M.G. ROAD, FORT, MUMBAI 400 001 to Metro House, Plot No 53, 4 th Floor, M G Road, Fort 400001
March 9, 2009	Shifting of Registered Office address from Metro House, Plot No 53, 4 th Floor, M G Road, Fort 400001 to Oriental Building, Dr. D.N. Road, Fort Mumbai – 400 001
May 31, 2011	Shifting of Registered Office address from Oriental Building, Dr. D.N. Road, Fort Mumbai-400 001 to Crescenzo at Bandra Kurla complex

2.3.1 Details of Share Capital as on last quarter end i.e., June 30, 2019

Name of Shareholder	No. of Shares	%
Authorized Capital		
Equity shares of INR. 10 each	460,000,000	100%
Issued, subscribed and paid up share capital:		
Equity Shares of INR 10 each	454,385,000	100%
Total issued equity share capital	454,385,000	100%

2.3.2 There has been no changes in Capital structure as on last quarter end, i.e., June 30, 2019 for the last 5 years*

2.3.3 Equity Share Capital History of the Company as on last quarter end i.e., June 30, 2019 for the last 5 Years

Name of Shareholder	No. of Shares	%
March 31, 2019		
Equity share capital:	454,385,000	100%
Total issued equity share capital	454,385,000	100%
March 31, 2018		
Equity share capital:	454,385,000	100%
Total issued equity share capital	454,385,000	100%
March 31, 2017		
Equity share capital:	454,385,000	100%
Total issued equity share capital	454,385,000	100%
March 31, 2016		
Equity share capital:	454,385,000	100%
Total issued equity share capital	454,385,000	100%
March 31, 2015		
Equity share capital:	454,385,000	100%
Total issued equity share capital	454,385,000	100%

2.3.4 Details of any Acquisition or Amalgamation in the last 1 year

None

2.3.5 Details of any Reorganization or Reconstruction in the last 1 year

None

2.4 Details of the shareholding of the Company as on June 30, 2019

2.4.1 Shareholding pattern of the Company as on June 30, 2019

S. No.	Name of the Shareholder	No. of shares	Value in Rupees	(%)
1.	Standard Chartered Bank U. K.	454,384,994	4,543,849,940	100.00%
2.	*Mr. Souvik Sengupta	01	10	0.00%
3.	*Mr. Ganesh Iyer	01	10	0.00%
4.	*Ms. Richa Tripathi	01	10	0.00%
5.	*Mr. Saket Maheshwari	01	10	0.00%
6.	*Mr. Kumarapuram Venkateswaran Subramanian	01	10	0.00%
7.	*Mr. Param Sawlani	01	10	0.00%
Total		454,385,000	4,543,850,000	100.00%

**All these individuals (nominee shareholders) hold the shares under the beneficial interest of Standard Chartered Bank U. K.*

2.4.2 List of top 10 holders of equity shares of the Company as on the latest quarter end i.e. June 30, 2019

Sr. No.	Name of the Shareholders	Total No of Equity Shares	No of shares in Dematerialised form	Total Shareholding as % of total no of equity shares
1.	Standard Chartered Bank U. K.	454,384,994	454,384,994	100%
	Total	454,384,994	454,384,994	100.00

2.5 Details regarding the Directors of the Company

2.5.1 Details of the current Directors of the Company as of the date of this Shelf Information Memorandum

Name	Designation	DIN	Age	Address	Director of the Company since	Details of other Directorship
ZARIN BOMI DARUWAL A	Director	00034655	54 years	Ashok Towers, B Wing, Flat 1907/1908, Dr. S. S. Rao Road, Parel, Opp. Bharatmata Cinema, Mumbai 400012	16/06/2016	Details are provided in the table below

Names of companies / bodies corporate / firms / association of individuals	Nature of interest or concern / Change in interest or concern (Director/Partner/ Member/Promoter /Manager/CEO/ Owner)	Date on which interest or concern arose / changed
Standard Chartered Bank, India	Chief Executive Officer	April 01, 2016
Standard Chartered Global Business Services Private Limited	Director	* August 29, 2016
Standard Chartered Securities (India) Limited	Director	* September 22, 2016
Indian Institute of Banking & Finance	Member of the Council (Director)	*July 21, 2018
Standard Chartered Research and Technology India Private Limited	Director	January 08, 2019

*Change in designation from Additional Director to Director at Annual General Meeting

PRADEEP CHANDRA IYER	Director	0735 2497	52 years	1201-2, Tower-C, Ashok Towers, Babasaheb Ambedkar Road, Parel, Mumbai-400012	01/01/2016	Details are provided in the table below												
<table><tr><td>Names of companies / bodies corporate / firms / association of individuals</td><td>Nature of interest or concern / Change in interest or concern (Director/Partner/ Member/Promoter /Manager/CEO/ Owner)</td><td>Date on which interest or concern arose / changed</td></tr><tr><td>Standard Chartered Finance Private Limited</td><td>Director</td><td>* August 16, 2016</td></tr><tr><td>Standard Chartered Securities (India) Limited</td><td>Director</td><td>January 20, 2016</td></tr><tr><td>St. Helen’s Nominees India Private Limited</td><td>Director</td><td>* September 20, 2016</td></tr></table>							Names of companies / bodies corporate / firms / association of individuals	Nature of interest or concern / Change in interest or concern (Director/Partner/ Member/Promoter /Manager/CEO/ Owner)	Date on which interest or concern arose / changed	Standard Chartered Finance Private Limited	Director	* August 16, 2016	Standard Chartered Securities (India) Limited	Director	January 20, 2016	St. Helen’s Nominees India Private Limited	Director	* September 20, 2016
Names of companies / bodies corporate / firms / association of individuals	Nature of interest or concern / Change in interest or concern (Director/Partner/ Member/Promoter /Manager/CEO/ Owner)	Date on which interest or concern arose / changed																
Standard Chartered Finance Private Limited	Director	* August 16, 2016																
Standard Chartered Securities (India) Limited	Director	January 20, 2016																
St. Helen’s Nominees India Private Limited	Director	* September 20, 2016																
*Change in designation from Additional Director to Director at Annual General Meeting																		
SOUVIK SENGUPTA	Managing Director and Chief Executive Officer	0771 6597	45 years	503A, Panchtantra II Panch Marg, Off Yari Road, Versova, Andheri (West), Mumbai 400061	27/11/2017	NIL												
SUBHRAD EEP MOHANTY	Director	0772 1796	41 years	703, 7th Floor, Raheja Vivarea, Sane Guruji Marg, Mahalaxmi (East), Jacob Circle, Mumbai-400011	08/02/2017	Details as in the table below												
<table><tr><td>Names of companies / bodies corporate / firms / association of individuals</td><td>Nature of interest or concern / Change in interest or concern (Director/Partner/ Member/Promoter /Manager/CEO/ Owner)</td><td>Date on which interest or concern arose / changed</td></tr><tr><td>Standard Chartered Securities (India) Limited</td><td>Director</td><td>*September 21, 2017</td></tr><tr><td>Standard Chartered Private Equity Advisory (India) Private Limited</td><td>Additional Director</td><td>September 19, 2018</td></tr></table>							Names of companies / bodies corporate / firms / association of individuals	Nature of interest or concern / Change in interest or concern (Director/Partner/ Member/Promoter /Manager/CEO/ Owner)	Date on which interest or concern arose / changed	Standard Chartered Securities (India) Limited	Director	*September 21, 2017	Standard Chartered Private Equity Advisory (India) Private Limited	Additional Director	September 19, 2018			
Names of companies / bodies corporate / firms / association of individuals	Nature of interest or concern / Change in interest or concern (Director/Partner/ Member/Promoter /Manager/CEO/ Owner)	Date on which interest or concern arose / changed																
Standard Chartered Securities (India) Limited	Director	*September 21, 2017																
Standard Chartered Private Equity Advisory (India) Private Limited	Additional Director	September 19, 2018																
KUMARAP URAM VENKATES WARAN SUBRAMA	Director	0784 2700	53 years	Flat No.11, Plot No.220, Panchavati, Sion (East), Mumbai Tamil Sangam	27/11/2017	Details as in the table below												

NIAN				Marg, Mumbai-400 022																																																			
<table border="1"> <thead> <tr> <th colspan="3">Names of companies / bodies corporate / firms / association of individuals</th><th colspan="2">Nature of interest or concern / Change in interest or concern (Director/Partner/Member/Promoter/Manager/CEO/Owner)</th><th colspan="2">Date on which interest or concern arose / changed</th></tr> </thead> <tbody> <tr> <td colspan="3">St. Helen's Nominees India Private Limited</td><td colspan="2">Director</td><td colspan="2">*August 31, 2018</td></tr> <tr> <td colspan="3">Standard Chartered (India) Modeling and Analytics Centre Private Limited</td><td colspan="2">Director</td><td colspan="2">*August 30, 2018</td></tr> <tr> <td colspan="3">Standard Chartered Private Equity Advisory (India) Private Limited</td><td colspan="2">Director</td><td colspan="2">*September 19, 2018</td></tr> <tr> <td colspan="3">Standard Chartered Finance Private Limited</td><td colspan="2">Director</td><td colspan="2">*September 21, 2018</td></tr> <tr> <td colspan="3">Standard Chartered Securities (India) Limited</td><td colspan="2">Director</td><td colspan="2">*September 24, 2018</td></tr> <tr> <td colspan="3">CDSL Ventures Limited</td><td colspan="2">Additional Director</td><td colspan="2">May 02, 2019</td></tr> </tbody> </table> <p>*Change in designation from Additional Director to Director at Annual General Meeting</p>							Names of companies / bodies corporate / firms / association of individuals			Nature of interest or concern / Change in interest or concern (Director/Partner/Member/Promoter/Manager/CEO/Owner)		Date on which interest or concern arose / changed		St. Helen's Nominees India Private Limited			Director		*August 31, 2018		Standard Chartered (India) Modeling and Analytics Centre Private Limited			Director		*August 30, 2018		Standard Chartered Private Equity Advisory (India) Private Limited			Director		*September 19, 2018		Standard Chartered Finance Private Limited			Director		*September 21, 2018		Standard Chartered Securities (India) Limited			Director		*September 24, 2018		CDSL Ventures Limited			Additional Director		May 02, 2019	
Names of companies / bodies corporate / firms / association of individuals			Nature of interest or concern / Change in interest or concern (Director/Partner/Member/Promoter/Manager/CEO/Owner)		Date on which interest or concern arose / changed																																																		
St. Helen's Nominees India Private Limited			Director		*August 31, 2018																																																		
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Standard Chartered Finance Private Limited			Director		*September 21, 2018																																																		
Standard Chartered Securities (India) Limited			Director		*September 24, 2018																																																		
CDSL Ventures Limited			Additional Director		May 02, 2019																																																		
GAUTAM JAIN	Additional Director	0839 8438	47 years	125, Arthur Road, #16-03, Arthur Mansions, Singapore 439829	25/03/2019	Details as in the table below																																																	
<table border="1"> <thead> <tr> <th colspan="3">Names of companies / bodies corporate / firms / association of individuals</th><th colspan="2">Nature of interest or concern / Change in interest or concern (Director/Partner/Member/Promoter/Manager/CEO/Owner)</th><th colspan="2">Date on which interest or concern arose / changed</th></tr> </thead> <tbody> <tr> <td colspan="3">SC Ventures G.P. Limited</td><td colspan="2">Director</td><td colspan="2">March 13, 2019</td></tr> </tbody> </table>							Names of companies / bodies corporate / firms / association of individuals			Nature of interest or concern / Change in interest or concern (Director/Partner/Member/Promoter/Manager/CEO/Owner)		Date on which interest or concern arose / changed		SC Ventures G.P. Limited			Director		March 13, 2019																																				
Names of companies / bodies corporate / firms / association of individuals			Nature of interest or concern / Change in interest or concern (Director/Partner/Member/Promoter/Manager/CEO/Owner)		Date on which interest or concern arose / changed																																																		
SC Ventures G.P. Limited			Director		March 13, 2019																																																		
SIDDHARTHA SENGUPTA	Additional Non Executive Independent Director	084 676 48	60 Years	Flat No. A -604, Sai Sapphire, Plot No. 178/180 Sector 20, Ulwe, Panvel Raigarh	14/06/2019	Details as in the table below																																																	

				Maharashtra India 410206		
				Names of companies / bodies corporate / firms / association of individuals	Nature of interest or concern / Change in interest or concern (Director /Partner / Member /Promoter /Manager/CEO/ Owner)	Date on which interest or concern arose / changed
				THE FEDERAL BANK LTD	Addition al Non-Executiv e Independent Director	June 13, 2019
VENKATA RAMAN GOPALA KRISHNA N GOVIND RAJAPUR AM	Additional Non Executive Independent Director	023 810 08	58 Years	Flat No.602, 6th Floor, Octavius Hiranandani, Hiranandani Gardens, Powai, Mumbai 400076, Maharashtra, India	14/06/2019	Details as in the table below
				Names of companies / bodies corporate / firms / association of	Nature of interest or concern	Date on which interest or concern arose /

				individuals	/ Change in interest or concern (Director /Partner / Member /Promoter /Manager/CEO/ Owner)	changed
				Kloutix Solutions Private Limited	Director	September 30, 2017
				Katabole Technology Venture Private Limited	Additional Director	September 23, 2016
				Sixty Two Miles Technologies Private Limited	Director	September 05, 2016* *Change in designation from Additional Director to Director at Annual General Meeting
				Myyshopp Ecommerce Technologies Private Limited	Additional Director	September 23, 2016
Neil Percy Francisco	Additional Non Executive Independent Director	085 039 71	57 years	Flat No. 71, Chalet Gilda, 7 th Floor, Convent Avenue, Santacruz (West), Mumbai-400054, Maharashtra, India	08/07/2019	Details as in the table below
				Names of companies / bodies corporate	Nature of interest	Date on which interest or

				/ firms / association of individuals	or concern / Change in interest or concern (Director /Partner / Member /Promot er /Manage r/CEO/ Owner)	concern arose / changed
				NIL	NIL	NIL

2.5.2 Details of change in Directors since last three years

Name	Designation	DIN	Appointment/ Resignation	Date of Appointment/ Resignation Dd/mm/yy	Director of Company since (in case of resignatio n)	Remarks
2018 -19						
Mr. Shyamal Saxena	Director	00118078	Resignation	08/02/2019	12/09/2016	
2017 -18						
Mr. Souvik Sengupta	Managing Director and Chief Executive Officer	07716597	Appointment	27/11/2017	NA	
Mr. Kumarapuram Venkateswaran Subramanian	Director	07842700	Appointment	27/11/2017	NA	
Mr. Amit Saxena	Managing Director and Chief Executive Officer	05248652	Resignation	23/10/2017	12/09/2016	
Mr. Joseph Coutinho	Director	00061131	Resignation	31/12/2017	19/06/2015	
2016-17						

Mr. Amit Saxena	Managing Director and Chief Executive Officer	05248652	Appointment	12/09/2016	NA	
Mr. Shyamal Saxena	Director	00118078	Appointment	12/09/2016	NA	
Mr. Subhradeep Mohanty	Director	00034655	Appointment	08/02/2017	NA	
Mr. Anantharaman Venkataraman	Director	01223191	Resignation	23/11/2016	25/02/2011	
Mr. Anurag Adlakha	Director	00296012	Resignation	08/02/2017	19/06/2015	

2.6 Details regarding the Auditors of the Company

2.6.2 Details of the statutory auditors of the Company

Name	Address	Auditor since
M/s Deloitte Haskins & Sells, Chartered Accountants bearing registration no. 117365W	19th Floor, Shapath -V, S G Highway, Ahmedabad - 380015, Gujarat.	9 th August 2017

2.6.3 Details of change in statutory auditors since last three years

B S R & Co. LLP, Chartered Accountants (bearing registration no. 101248W) resigned as Statutory Auditors w.e.f. 8th August 2017.

2.7 Details of borrowings of the Company as on latest quarter ended i.e. June 30, 2019

2.7.1 Details of Secured Bank Loan Facilities

Lender's Name	Type of facility	Amount Sanctioned (Rs. Cr)	Principal Amount Outstanding (Rs. Cr)	Repayment Date / Schedule	Security
Standard Chartered Bank – India Branch	Short Term Loan	200.00	Nil	Not Applicable currently since there is no outstanding	Charge over present and future book debts and receivables*.
Standard Charter	Term Loan	400.00	Nil	Not Applicable currently	Charge over present and future book debts and receivables*.

ed Bank – India Branch				since there is no outstanding	
HDFC Bank	Term Loan	200.00	117.14	Repayable in equal monthly instalments (to be paid on the first day of the every month), with the first instalment payable May 01, 2019 and the last instalment to be paid on the March 25, 2026	Charge over book debts and receivables*.

**Note: Please note that a more detailed description of the security has been made in the relevant security document entered into by the Issuer with the bank(s).*

2.7.2 Details of Secured Bank Cash Credit/ Overdraft Facilities

Lender's Name	Type of facility	Amount Sanctioned (Rs. Cr)	Principal Amount Outstanding (Rs. Cr)	Repayment Date / Schedule	Security
HDFC Bank	Overdraft	100.00	19.71	Non-Maturing Facility (Annual Renewal in the Month of March each year)	Charge over book debts and receivables.*

**Note: Please note that a more detailed description of the security has been made in the relevant security document entered into by the Issuer with the bank(s).*

2.7.3 Details of Unsecured Loan Facilities

Lender's Name	Type of facility	Amount Sanctioned (Rs. Cr)	Principal Amount Outstanding (Rs. Cr)	Repayment Date / Schedule	Security
HDFC Bank	Short Term	75.00	75.00	November 06, 2019	Unsecured

	Loan				
--	------	--	--	--	--

2.7.4 Details of NCDs

Not Applicable (No outstanding NCDs as of June 30, 2019)

2.7.5 List of top 10 Debenture Holders

Not Applicable (No outstanding NCDs as of June 30, 2019)

2.7.6 The amount of corporate guarantee issued by the Issuer along with name of the counterparty (like name of the subsidiary, JV entity, group company, etc.) on behalf of whom it has been issued as on June 30, 2019 –

Not Applicable (No outstanding corporate guarantees issued by the Issuer as of June 30, 2019)

2.7.7 Details of Commercial Papers outstanding as on June 30, 2019

S. No.	Maturity Date	Amount Outstanding (Face value) (Rs. in Crore)*
1	22-Jul-2019	180.00
2	22-Aug-2019	125.00
3	28-Aug-2019	75.00
4	03-Sep-2019	75.00
5	13-Sep-2019	100.00
6	18-Sep-2019	25.00
7	20-Sep-2019	110.00
8	27-Sep-2019	120.00
9	22-Oct-2019	150.00
10	29-Nov-2019	85.00
11	04-Dec-2019	75.00
12	16-Dec-2019	45.00
13	19-Dec-2019	50.00
14	20-Dec-2019	50.00
15	26-Dec-2019	60.00
16	06-Mar-2020	55.00
17	13-Mar-2020	50.00
	Total	1,430.00

2.7.8 Details of rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures/ Preference Shares) as on June 30, 2019

Inter-Corporate Deposits (Unsecured and Unrated)

S. No.	Maturity Date	Amount Outstanding (Rs. In Crore)
1	02-Aug-2019	6.00
2	13-Dec-2019	9.00
	Total	15.00

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

Not Applicable

2.7.10 Details of any outstanding borrowings taken/ debt securities issued where taken/ issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option

Not Applicable*

**Note: Commercial Papers issued by the Company are by their very nature issued at a discount, the details of which are set out in paragraph 2.7.7 above*

2.8 Details of Promoters of the Company

2.8.1 Details of Promoter Holding in the Company as on the latest quarter end i.e. June 30, 2019

Sr. No.	Name of the shareholders	Total No of Equity Shares	No of shares in demat form	Total Sharehol-ding as % of total no of equity shares	Total voting rights as % of total voting rights	No of Shares Pledged	% of Shares pledged with respect to shares owned
Promoter and Promoter Group							
1	Standard Chartered Bank UK (includes shares held by nominee shareholders)	454385000	0	100	100	Nil	Nil
Total		454385000	0	100	100%	Nil	Nil

2.9 Abridged version of Financial information for the last 3 years –

2.9.1 Abridged version of Audited Consolidated financial information for the last three years***

(Rs. In Crores)

Sr. No.	Particulars	FY 2018-19(*)	FY 2017-18(*)	FY 2016-17(**)
A.	<u>Balance Sheet</u>			
	Financial Assets	NIL		
	Cash and cash equivalents	189.25	54.34	94.04
	Trade Receivables	2.35	NIL	NIL
	Loans	1,847.23	1,169.57	1661.26
	Investments	147.33	32.06	19.21
	Other financial assets	1.06	0.19	6.36
	Non Financial Assets			
	Current Tax Assets	152.04	132.96	93.54
	Deferred Tax Assets (Net)	4.60	13.17	16.00
	Net Fixed assets (including CWIP)	13.31	8.35	11.93
	Other non-financial assets	1.94	1.65	18.03
	Total Assets	2359.11	1412.29	1920.37
	Liabilities and Equity			
	Financial Liabilities			
	Trade Payables	-	-	-
	Debt securities	1,273.38	528.70	1,084.16
	Borrowings	195.00	-	-
	Deposits	-	4.00	-
	Other financial liabilities	21.00	19.62	20.45
	Non-financial liabilities			
	Current tax liabilities	32.29	32.29	-
	Provisions	2.03	0.65	45.49
	Other Non financial liability	2.07	1.04	-
	Equity			
	Equity Share Capital	454.39	454.39	454.39
	Other Equity	378.95	371.60	315.88
	Total Liabilities and Equity	2359.11	1412.29	1920.37
B.	<u>Profit and Loss Statement</u>			
	Revenue from Operations	137.03	174.70	136.10
	Other Income	16.14	5.35	7.00
	Expenditure (excluding Finance cost Depreciation and amortisation)	32.83	24.53	30.89
	EBITDA	120.34	155.52	112.21
	Depreciation and Amortisation	3.83	3.84	1.36
	EBIT	116.51	151.68	110.85
	Finance Cost	53.86	76.83	49.88

	Tax	18.67	27.91	19.93
	PAT before minority Interest	-	-	-
	Minority Interest	-	-	-
	Profit before share in Net Profit/(Loss) of associate	43.98	46.94	41.04
	Share in Net Profit/(Loss) of associate	0.70	0.23	0.24
	Profit after share in Net Profit/(Loss) of associate	44.68	47.17	41.28
	Other Comprehensive Income/(Loss) (including associate)	(0.38)	1.13	-
	Total Comprehensive Income for the period	44.30	48.30	-
C.	<u>Cash Flow Statement</u>			
	Operating Profit/ Loss before Working Capital Changes	62.65	74.85	56.32
	Net Cash from Operating Activities	(590.93)	585.55	(863.95)
	Net Cash from/ (used in) Investing Activities	(119.93)	2.93	(7.84)
	Net Cash From/ (used in) Financing Activities	845.77	(628.18)	781.36
	Net increase / (decrease) in Cash and Cash Equivalents	134.91	(39.70)	(90.43)
	Opening balance of Cash and Cash Equivalents	54.34	94.04	184.47
	Upon Addition of Subsidiaries	-	-	-
	Closing balance of Cash and Cash Equivalents	189.25	54.34	94.04

(*) The financials are reported as per Ind AS

(**) The financials are reported as per IGAAP

*****Note:** The Company in the meeting of the board of directors dated May 16, 2019 has approved the standalone and consolidated financial Statements for the Financial Year ended March 31, 2019. The standalone and consolidated financials remain subject to shareholders approval in the ensuing annual general meeting.

2.9.2 Abridged version of Audited Standalone financial information for the last three years***

(Rs. In Crores)

Sr. No.	Particulars	FY 2018-19(*)	FY 2017-18(*)	FY 2016-17(**)
A.	<u>Balance Sheet</u>			
	Financial Assets			
	Cash and cash equivalents	189.25	54.34	94.04
	Trade Receivables	2.35	-	-
	Loans	1,847.23	1,169.57	1661.26

	Investments	148.08	33.48	17.99
	Other financial assets	1.06	0.19	6.36
	Non Financial Assets			
	Current Tax Assets	152.04	132.96	93.54
	Deferred Tax Assets (Net)	4.60	13.17	16.00
	Net Fixed assets (including WIP)	13.31	8.35	11.93
	Other non-financial assets	1.94	1.65	18.03
	Total Assets	2359.86	1413.71	1919.15
	Liabilities and Equity			
	Financial Liabilities			
	Debt securities	1,273.38	528.70	1,084.16
	Borrowings	195.00	-	-
	Deposits	-	4.00	-
	Other financial liabilities	21.00	19.62	20.45
	Non-financial liabilities			
	Current tax liabilities	32.29	32.29	-
	Provisions	2.03	0.65	45.49
	Other Non financial liability	2.07	1.04	-
	Equity Share Capital	454.39	454.39	454.39
	Other Equity	379.70	373.02	314.66
	Total Liability and Equity	2359.86	1413.71	1919.15
B.	<u>Profit and Loss Statement</u>			
	Revenue from Operations	137.03	174.70	136.10
	Other Income*	16.14	5.35	7.0
	Expenditure (excluding Finance cost Depreciation and amortisation)	32.83	24.53	30.89
	EBITDA	120.34	155.52	112.21
	Depreciation and Amortisation	3.83	3.84	1.36
	EBIT	116.51	151.68	110.85
	Finance Cost	53.86	76.83	49.88
	Tax	18.67	27.91	19.93
	PAT before minority Interest	-	-	-
	Minority Interest	-	-	-
	Profit after Tax for the year	43.98	46.94	41.04
C.	<u>Cash Flow Statement (Please refer above</u>			
	Operating Profit/ Loss before Working Capital Changes	62.25	74.85	56.32
	Net Cash From Operating Activities	(590.93)	585.55	(863.95)
	Net Cash From/ (used in) Investing Activities	(119.93)	2.93	(7.84)
	Net Cash From/ (used in) Financing Activities	845.77	(628.18)	781.36
	Net increase / (decrease) in Cash and Cash Equivalents	134.91	(39.70)	(90.43)

	Opening balance of Cash and Cash Equivalents	54.34	94.04	184.47
	Upon Addition Of Subsidiaries	-	-	-
	Closing balance of Cash and Cash Equivalents	189.25	54.34	94.04

(*) The financials are reported as per Ind AS

(**) The financials are reported as per IGAAP

*****Note:** The Company in the meeting of the board of directors dated May 16, 2019 has approved the standalone and consolidated financial Statements for the Financial Year ended March 31, 2019. The standalone and consolidated financials remain subject to shareholders approval in the ensuing annual general meeting.

2.9.3 Abridged version of Latest Audited / Limited Review Half Yearly Consolidated financial information

Not Applicable as the Company is not required to prepare half yearly financials.

2.9.4 Abridged version of Latest Audited / Limited Review Half Yearly Standalone financial information

Not Applicable as the Company is not required to prepare half yearly financials.

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

Save as stated elsewhere in this Shelf Information Memorandum no material event / development / change has taken place since the date of the last published audited financial statements of the Issuer which may affect the Issue or the Eligible Participants decision to invest in the Debentures.

2.11 Debenture Trustee

Beacon Trusteeship Limited having its address at 4C & D Siddhivinayak Chambers, Gandhi Nagar, Opp. MIG Cricket Club, Bandra (East) Mumbai – 400 051 has been appointed as Debenture Trustee for the Issue. The Debenture Trustee has given its consent to the Issuer for its appointment and has entered into a Debenture Trustee Appointment Agreement with the Issuer. The Issuer shall enter into a Debenture Trust Deed, *inter alia*, specifying the terms and conditions of the Debentures and the powers, authorities and obligations of the Issuer and the Debenture Trustee in respect of the Debentures.

The Debenture Holders shall, by subscribing to the Debentures or by purchasing the Debentures and without any further act or deed, be deemed to have irrevocably given their consent to and authorised the Debenture Trustee or any of their agents or authorised officials to do, *inter alia*, all such acts, deeds and things necessary in terms of this Shelf Information Memorandum. All rights and remedies under the Debenture Trust Deed and/ or other security documents shall vest in and be exercised by the Debenture Trustee without having it referred to the Debenture Holders. Any payment made by the Issuer to the Debenture Trustee on behalf of the Debenture Holders shall discharge the Issuer *pro tanto*

to the Debenture Holders. No Debenture Holder shall be entitled to proceed directly against the Issuer unless the Debenture Trustee, having become so bound to proceed, fails to do so.

The Debenture Trustee will protect the interest of the Debenture Holders in the event of default by the Issuer in regard to timely payment of interest and the Redemption Amount and they will take necessary action at the cost of the Issuer.

2.12 Credit Rating of Debentures –

The Debentures are rated as “AAA” by the Credit Rating Agency(ies).

This indicates “highest degree of safety” with respect to timely payment of interest and principal on the instrument. The rating is not a recommendation to buy, sell or hold Debentures and investors should take their own decision. The rating may be subject to suspension, revision or withdrawal at any time by the assigning Credit Rating Agency. The Credit Rating Agency has a right to revise, suspend or withdraw the rating at any time on the basis of factors such as new information or unavailability of information or other circumstances which the Credit Rating Agency believes may have an impact on its rating.

The rating letter(s) as released by Credit Rating Agency(ies) is attached as **Annexure K** of this Shelf Information Memorandum.

2.13 Guarantee or comfort for the Debentures

Not applicable

2.14 Consent letter from the Debenture Trustee

Copy of the consent letter from the Debenture Trustee is enclosed in this Shelf Information Memorandum as **Annexure J**.

2.15 Listing of Debentures: The Debentures are proposed to be listed on Designated Stock Exchange. The Company has obtained in-principle approval from the Designated Stock Exchange.

BSE shall act as the Designated Stock Exchange.

2.16 Other Details

Debenture Redemption Reserve

Not Applicable for the Issuer since no DRR is required for privately placed debentures issued by a NBFC registered with the RBI under Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014.

Issue related Laws

The Debentures offered are subject to provisions of the Companies Act, SEBI ILDS Regulations, SEBI LODR Regulations, Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, and NBFC Regulations and any other regulations applicable to the Company from time to time.

Governing Law and Provisions

The Debentures are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising in respect thereof will be subject to the exclusive jurisdiction of the courts at Mumbai, Maharashtra in India.

Material Contracts - By the very nature and volume of its business, the Company is involved in a large number of transactions involving financial obligations and therefore it may not be possible to furnish details of all material contracts and agreements involving financial obligations of the Company. However, copies of the contracts considered material for the Issue together with the copies of documents referred to in the paragraph below may be inspected at the Registered Office of the Company on any Business Day as mutually agreed between the Company and the Debenture Trustee, until the Issue Closing Date.

- Memorandum and Articles of Association
- Board Resolution dated March 19, 2019 authorising issue of Debentures
- Shareholders Resolution dated August 28, 2014 authorising borrowing upto INR 3500 Crores passed under Section 180(1)(c) of Companies Act, 2013
- Consent letter from Beacon Trusteeship Limited for acting as Debenture Trustee for and on behalf of the Debenture Holder(s) dated June 3, 2019
- Consent letter from NSDL Database Management Limited for acting as Registrar for the Issue dated June 3, 2019
- Letters from Credit Rating Agenc(ies) dated July 3, 2019 (CRISIL) and June 27, 2019 (ICRA)
- Tripartite Agreement between the Company, NSDL and the Registrar for the Issue dated 3 July, 2019
- Tripartite Agreement between the Company, CDSL and the Registrar for the Issue dated 1 July, 2019
- In-principle approval for listing of Debentures received from BSE dated June 18, 2019
- Annual Reports of the Company for the last three years
- Latest Audited / Limited Review Half Yearly Consolidated and Standalone Financial Information (Profit & Loss statement, Balance Sheet and Cash Flow statement) and auditor qualifications, if any

Credit of Debentures

The Company shall credit the Debentures in no later than 2 Business Days from the Issue Closing Date. The Company shall give the instruction to the Registrar for crediting the Debentures in compliance with the Operational Guidelines. The Company shall allot the Debentures and issue and credit the Letter of Allotment in the beneficiary account of the investor(s) with NSDL / Depository Participant ("**Beneficiary Account**").

Depository Arrangements

The Company has appointed NDML as the Registrar to the Issue. A copy of the consent letter from the Registrar is enclosed in this Shelf Information Memorandum as **Annexure I**. The Company has made necessary depository arrangements with NSDL for the Issue and holding of Debentures in the dematerialised form by investors. In this context, the Company has signed tripartite agreements as under:

- Tripartite Agreement between the Company, the Registrar and NSDL for offering Depository option to the investors dated 3 July, 2019.
- Tripartite Agreement between the Company, the Registrar and CDSL for offering Depository option to the investors dated 1 July, 2019.

Listing

The Debentures are proposed to be listed on the Wholesale Debt Market (WDM) segment of the BSE within 20 (twenty) days of the Deemed Date of Allotment for a Tranche/ Series. The Company shall comply with the requirements of the simplified listing agreement read with SEBI LODR Regulations, to the extent applicable to it, on a continuous basis.

BSE shall act as the Designated Stock Exchange.

Coupon Rate

Shall be the interest rate payable on each Tranche/ Series as specified in the respective Tranche Offer Document.

Market Lot

The market lot will be one Debenture. Since the Debentures are being issued only in dematerialised form, the odd lots will not arise either at the time of issuance or at the time of transfer of Debentures.

Interest on Application Money

As the Pay-In Date and the Deemed Date of Allotment fall on the same date, interest on application money shall not be applicable. Further, no interest on application money will be payable in case the Issue is withdrawn by the Issuer in accordance with the Operational Guidelines.

Debentures in Dematerialised Form

The Company is issuing the Debentures only in dematerialised form and hence no Debentures are being issued in physical form in terms of the Shelf Information Memorandum. The Company has entered into Depository Arrangements with NSDL & CDSL for dematerialisation of the securities.

Interest, Redemption Amount or other benefits with respect to the Debentures would be paid to those Debenture Holders whose names appear: (i) on the list of Beneficial Owners given by the Depository to the Issuer, and (ii) for physical Debentures, in the register of Debenture Holders, as on the Record Date.

Undertaking - Common Form of Transfer

The Debentures shall be transferred subject to and in accordance with the rules and

procedures as prescribed by the NSDL/ CDSL, Depository Participant of the transferor/ transferee and any other Applicable Laws.

The normal procedure followed for transfer of securities held in the dematerialized form shall be followed for transfer of the Debentures, issued in terms of the Shelf Information Memorandum and held in electronic form. The seller should give delivery instructions containing details of the buyer's depository account to his Depository Participant.

The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be made to the person, whose name appears in the records of the Depository. In such cases, claims, if any, by the transferee(s) would need to be settled with the transferor(s) and not with the Company.

The Company is issuing the Debentures only in the dematerialized form and hence there is no physical holding of the Debentures being issued in terms of the Shelf Information Memorandum. The Company undertakes that it shall use a common form/ procedure for transfer of the Debentures issued under the terms of the Shelf Information Memorandum, if at a later stage there is some holding in the physical form due to the Depository giving the re-materialisation option to any investor.

Joint-Holders

Where two or more persons are holders of any Debenture(s), they shall be deemed to hold the same as joint tenants with benefits of survivorship in the same manner and to the same extent and be subject to the same restrictions and limitations as in the case of the existing equity shares of the Company, subject to other provisions contained in the Articles of Association of the Company.

Mode of Transfer

The Debentures shall be transferable and transmittable in the same manner and to the same extent and be subject to the same restrictions and limitations as in the case of the existing equity shares of the Company. The provisions relating to transfer and transmission, nomination and other related matters in respect of equity shares of the Company, contained in the Articles of Association of the Company, shall apply *mutatis mutandis* to the transfer and transmission of the Debentures and nomination in this respect.

Succession

In the event of demise of the sole holder of the Debentures, the Company will recognize the executor or administrator of the deceased Debenture Holder, or the holder of succession certificate or other legal representative as having title to the Debentures. The Company shall not be bound to recognize such executor, administrator or holder of the succession certificate, unless such executor or administrator obtains probate or letter of administration or such holder is the holder of succession certificate or other legal representation, as the case may be, from a Court in India having jurisdiction over the matter. The Directors of the Company may, in their absolute discretion, where they think fit, dispense with production of probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Debentures standing in the name of the deceased Debenture Holder on production of sufficient documentary proof or indemnity.

Record Date

The Record Date for the Debentures shall be mentioned in the relevant Tranche Information Memorandum with respect to Coupon Payment Dates and/or the Redemption Date, as the case may be.

In case the Record Date falls on a non-business day, the day prior to the said non-business day will be considered as the Record Date.

Interest and/or Redemption Amount shall be paid to the person whose name appears as sole/ first holder in the register of Debenture Holders/ beneficiaries on the Record Date. In the event of the Company not receiving any notice of transfer at least 15 (fifteen) days before the respective due date of payment of interest and at least 15 (fifteen) days prior to the Redemption Date, as the case may be, the transferees for the Debentures shall not have any claim against the Company in respect of interest so paid to the registered Debenture Holders.

In case of those Debentures for which the beneficial owner is not identified by the Depository as on the Record Date or if the details of the Debenture Holders is recorded erroneously in the record of the Depository, the Company would keep in abeyance the payment of Coupon or other benefits, till such time that the beneficial owner is identified by the Depository and conveyed to the Company, whereupon the Coupon or benefits will be paid to the beneficiaries, as identified, within a period of 30 (thirty) days from the date of such notification by the Depository.

List of Debenture Holder(s)/ Beneficiaries

The Company shall request the Registrar/Depository to provide a list of Debenture Holders/ Beneficial Owners at the end of the Record Date. This shall be the list, which shall be considered for payment of Coupon or Redemption Amount, as the case may be.

Interest on Debentures

The Debentures shall carry interest at Coupon Rate (subject to deduction of tax at source at the rates prevailing from time to time under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof). The Coupon shall be payable on the respective Coupon Payment Dates as specified in the respective Tranche Information Memorandum and the terms of the respective Series under such Tranche Information Memorandum, if any, through the Tenor of the Debentures.

The Coupon will be paid to the Debenture Holders/ Beneficial Owners as per the beneficiary list provided by the Registrar/ Depository as on the Record Date.

Payment will be made by way of RTGS/ NEFT/ any other electronic mode / any other permissible mode of payment from time to time in the name of Debenture Holder(s) whose names appear on the List of Beneficial Owners as on the Record Date given by the Depository to the Company.

Interest in all cases shall be payable on the amount outstanding on an Actual/ Actual basis. For any leap year, the calculation would be modified to the extent presented. In this context, please refer to a model illustration covering the different scenarios (hereinafter referred to as the “**Model Cash Flow Illustration**”):

Particulars	Details	Notes				
Face Value per NCD (Rs.)	1,000,000.00					
Issue Price per NCD (Rs.)	1,000,000.00					
Coupon Rate (per annum)	8.25%					
Interest Rate for Interest on Application Money (per annum)	8.25%	Same as Coupon Rate				
Pay-in Date	Fri 07-Jun-2019					
Deemed Date of Allotment	Mon 10-Jun-2019					
Maturity Date	Sun 30-Jun-2024					
Redemption Price per NCD (Rs.)	1,000,000.00					
Frequency of Coupon Payment	Semi-annually and on maturity i.e. on 03rd December and 03rd June each year starting with December 03, 2019 and on maturity i.e. July 01, 2022					
Scheduled Cashflow Date	Actual Cashflow Date	Cashflow Type	No. of Days in Coupon Period/ No. of Days for which Coupon Calculated	Base days in an year taken for Computing Coupon/ Interest on	Cashflow (Rs.)	Rounded Cashflow (Rs.)

				Application Money		
Fri 07-Jun-2019	Fri 07-Jun-2019	Pay-in by Investor	N.A.	N.A.	(1,000,000.00)	(1,000,000.00)
Mon 10-Jun-2019	Mon 10-Jun-2019	Interest on Application Money	3	366	678.08	678.00
Tue 10-Dec-2019	Tue 10-Dec-2019	1st Coupon	183	366	41,250.00	41,250.00
Wed 10-Jun-2020	Wed 10-Jun-2020	2nd Coupon	183	366	41,250.00	41,250.00
Thu 10-Dec-2020	Thu 10-Dec-2020	3rd Coupon	183	365	41,363.01	41,363.00
Thu 10-Jun-2021	Thu 10-Jun-2021	4th Coupon	182	365	41,136.99	41,137.00
Fri 10-Dec-2021	Fri 10-Dec-2021	5th Coupon	183	365	41,363.01	41,363.00
Fri 10-Jun-2022	Fri 10-Jun-2022	6th Coupon	182	365	41,136.99	41,137.00
Sat 10-Dec-2022	Mon 12-Dec-2022	7th Coupon	185	365	41,815.07	41,815.00
Sat 10-Jun-2023	Mon 12-Jun-2023	8th Coupon	182	365	41,136.99	41,137.00
Sun 10-Dec-2023	Mon 11-Dec-2023	9th Coupon	182	366	41,024.59	41,025.00
Mon 10-Jun-2024	Mon 10-Jun-2024	10th Coupon	182	366	41,024.59	41,025.00
Sun 30-Jun-2024	Sat 29-Jun-2024	11th Coupon/ Final Coupon	19	365	4,294.52	4,295.00
Sun 30-Jun-2024	Sat 29-Jun-2024	Redemption of Principal	N.A.	N.A.	1,000,000.00	1,000,000.00
		Sum of Cashflows			1,417,473.84	1,417,474.00

TAX DEDUCTION AT SOURCE (TDS)

Debenture Holders should consult their own independent tax advisers to understand their positions. In addition, the Debenture Holders should be aware that tax regulations and their application by the relevant taxation authorities change from time to time. Accordingly, it is not possible to predict the precise tax treatment which will apply at any given time. Therefore, the Debenture Holders are advised to consider the tax implications in respect of subscription to the Debentures in consultation with their tax advisors.

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source on payment of interest or any other sums payable in respect of the Debentures. For seeking TDS exemption/lower rate of TDS, relevant certificate(s)/ order(s)/ declaration(s)/ document(s) must be lodged at least 15 (fifteen) days before the payment of interest becoming due with the Registrar or to such other person(s) at such other address(es) as the Company may specify from time-to-time through suitable communication. Tax exemption certificate/ order/ declaration/ document of non-deduction of tax at source on Interest on Application Money, should be submitted along with the Application Form. Where any deduction of Income Tax is made at source and PAN has been provided by the Debenture Holder, the Company shall send to the Debenture Holder(s) a Certificate of Tax Deduction at Source.

Regarding deduction of tax at source and the requisite certificate(s)/ order(s)/ declaration(s)/ document(s) forms to be submitted, prospective investors are advised to consult their own tax consultant(s).

With effect from June 1, 2008 under Section 193 of the Income-tax Act, 1961, no tax is deductible at source from the amount of interest payable on any security issued by a Company in dematerialised form and listed on a recognised stock exchange in India in accordance with the Securities Contract (Regulation) Act, 1956 and the rules made thereunder, held by a person resident in India. Since the Debentures shall be issued in dematerialized mode and are proposed to be listed on BSE, no tax will be deductible at source on the payment or credit of interest on the Debentures held by any person resident in India. Provided that if the law is subsequently amended to mandate deduction of tax at source from the amount of interest payable, the Issuer shall comply with such amended laws and regulations and deduct the tax at source as required.

Payment on Redemption

The Debentures shall be redeemed for such Redemption Amounts on such Redemption Dates as specified in the respective Tranche Information Memorandum and the Terms of the Series under such Tranche Information Memorandum, if any, and calculated from the relevant Deemed Date of Allotment.

The Debentures will not carry any obligation, for interest or otherwise, after the Final Redemption Date. The Debentures held in the dematerialised form shall be taken as discharged on payment of the Redemption Amount by the Company on Redemption Date to the registered Debenture Holders whose name appear in the Register of Debenture Holders/ Beneficial Owners as per the list provided by the Depository(ies), on the Record Date. Such payment will be a legal discharge of the liability of the Company towards the Debenture Holders.

Payment of Redemption Amount will be made by way of RTGS/ NEFT/ any other electronic mode / any other permissible mode of payment in the name of Debenture Holder(s)/ Beneficial Owners(s) whose names appear on the List of Beneficial Owners given by the Depository to the Company as on the Record Date.

In respect of any Debentures held physically under a consolidated debenture certificate, payments will be made by way of cheque or pay order or electronically. However, if the Issuer so requires, payments on maturity may be made upon the surrender of the consolidated debenture certificate(s). Dispatch of cheque or pay order in respect of payments with respect to redemptions will be made within a period of 30 (thirty) days from the date of receipt of the duly discharged consolidated debenture certificate. No interest will accrue after the Redemption Date, irrespective of the non-surrender of the consolidated debenture certificate.

Future Borrowings

The Company shall be entitled, from time to time, to make further issuance of NCDs or issue such other instrument to the public, members of the Company or to any other person(s) and/ or raise further loans/ advances and/ or avail of further financial facilities/ guarantee(s) from Indian or international financial institutions, banks and/ or any other person(s) on the security of the assets/ properties which constitute the security for the Debentures issued under this Shelf Information Memorandum or any part thereof and/ or such other assets/ properties and having such ranking including ranking in priority to the security to be created as may be decided by the company from time to time, on such terms as to security or otherwise as may be decided by the Company in its sole discretion, provided the required security cover has been maintained, without requiring the consent of the Debenture Holders. The security will be created within the stipulated timeframe as allowed by the regulators/ law from time to time.

Business Day Convention/ Effect of Holidays

If any of the Coupon Payment Date(s), other than the ones falling on the Redemption Date, falls on a day that is not a Business Day, the payment shall be made by the Issuer on the immediately succeeding Business Day, which becomes the Coupon Payment Date for that Coupon. However, the future Coupon Payment Date(s) would be as per the schedule originally stipulated at the time of issuing the Debentures. In other words, the subsequent Coupon Payment Date(s) would not be disturbed merely because the payment date in respect of one particular coupon payment has been postponed earlier because of it having fallen on a non-Business Day.

If the Redemption Date of the Debentures falls on a day that is not a Business Day, the Redemption Amount shall be paid by the Issuer on the immediately preceding Business Day, which becomes the new Redemption Date, along with interest accrued on the Debentures until but excluding the date of such payment.

Right of Consolidation and Reissuance

Subject to the provisions of the Applicable Law and the SEBI ISIN Circular, the Board of Directors of the Issuer shall have the power to consolidate, reissue or further issue its debt securities including the Debentures on such terms and conditions as they may deem fit

Tax Implications to the Debenture Holders

The holder(s) of the Debentures are advised to consider in their own case, the tax implications in respect of subscription to the Debentures after consulting their own tax advisor/ counsel.

Consents

The consents in writing of Registrar of the Issue and the Debenture Trustee to act in their respective capacities have been obtained.

Sharing of Information

The Company may, at its option, use on its own, as well as exchange, share or part with any financial or other information about the Debenture Holder(s) available with the Company, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Company nor its subsidiaries and affiliates or their agents shall be liable for use of the aforesaid information.

Debenture Holder not a shareholder

The Debenture Holder(s) will not be entitled to any of the rights and privileges available to the shareholders of the Company.

Modification of Rights

The rights, privileges, terms and conditions attached to the Debentures may be varied, modified or abrogated by the Company, with the consent, in writing, of those Debenture Holder(s) who hold at least three-fourth of the outstanding amount of the Debentures or with the sanction accorded pursuant to a special resolution passed at a meeting of the Debenture Holder(s), provided that nothing in such consent or resolution shall be operative against the Company where such consent or resolution modifies or varies the terms and conditions of the Debentures, if the same are not acceptable to the Company.

Notice(s)

All notices to the Debenture Holder(s) required to be given by the Company or the Debenture Trustee from time to time, shall be deemed to have been given if sent by registered post/ by courier / by email to the sole/ first holder or the sole/ first Beneficial Owner of the Debentures or registered email id of such holder, as the case may be, or if published in Mumbai.

All notice(s) to be given by the Debenture Holder(s) shall be sent by registered post or by hand delivery to the Company or to such persons at such address as may be notified by the Company from time to time through suitable communication.

Disputes and Governing Law

The Debentures are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising in respect thereof will be subject to the exclusive jurisdiction of the courts at Mumbai, Maharashtra.

Bidding Process

This Shelf Information Memorandum has been drafted in compliance with the SEBI ILDS Regulations, the Memorandum and Articles of Association of the Issuer and all other Applicable Laws. This section applies to all Eligible Participants. Please note that all Eligible Participants are required to make payment of the full application amount in accordance with the Operational Guidelines.

The shareholders of the Issuer, through a resolution passed at their meeting dated August 28, 2014 authorised the Board of Directors to borrow moneys for an amount not exceeding INR 3500 Crores at any time. Pursuant to a resolution of the Board of Directors dated March 19, 2019 the Issuer has been authorised to Issue the Debentures, the Issuer has been authorised to inter-alia invite bids in relation to the issue of Debentures pursuant to this Shelf Information Memorandum.

Who can bid?

All Eligible Participants comprising of QIBs, and any non-QIB Investors specifically mapped by the Issuer on the BSE BOND – EBP Platform, are eligible to bid for this Issue.

All Eligible Participants are required to comply with the relevant regulations/ guidelines applicable to them for investing in this Issue in accordance with the norms approved by the Government of India, RBI or any other statutory body from time to time, including but not limited to the Operational Guidelines for investing in this Issue.

Right to Accept or Reject Bids

The Issuer reserves its full, unqualified and absolute right to accept or reject any application for bid, in part or in full, without assigning any reason thereof in accordance with the Operational Guidelines.

How to bid?

All Eligible Participants will have to register themselves as a one-time exercise (if not already registered) under the BSE BOND – EBP Platform offered by BSE for participating in the electronic book mechanism. Eligible Participants will also have to complete the mandatory KYC verification process. Eligible Participants should refer to the Operational Guidelines.

The details of the Issue shall be entered on the BSE BOND – EBP Platform by the Issuer at least 2 (two) working days prior to the Issue / Bid Opening Date, in accordance with the Operational Guidelines.

The Issue will be open for bidding for the duration of the bidding window that would be communicated through the Issuer's bidding announcement on the BSE BOND – EBP Platform, at least 1 (one) working day before the start of the Issue / Bid Opening Date.

Some of the key guidelines in terms of the current Operational Guidelines on issuance of securities on private placement basis through an electronic book mechanism, are as follows:

1 Modification of Bid:

Eligible Participants may note that modification of bid is allowed during the bidding period / window. However, in the last 10 minutes of the bidding period / window, revision of bid is only allowed for upward revision of the bid amount placed by the Eligible Participant.

2 Cancellation of Bid

Eligible Participants may note that cancellation of bid is allowed during the bidding period / window. However, in the last 10 minutes of the bidding period / window, no cancellation of bids is permitted.

3 Multiple Bids

Investors are permitted to place multiple bids on the EBP platform in line with SEBI EBP Circular.

4 Manner of bidding

The details of the manner of the bidding shall be in accordance with the Operational Guidelines and mentioned in the Tranche Information Memorandum and/ or as specified at the time of entering details particular to a Tranche or Series on the BSE Bond EBP Platform.

5 Manner of allotment

The allotment will be done in line with the Operational Guidelines and as mentioned in the Tranche Information Memorandum and/ or specified at the time of entering details particular to a Tranche or Series on the BSE Bond EBP Platform.

6 Manner of settlement

The settlement shall be in accordance with provisions of the Operational Guidelines and as mentioned in the Tranche Information Memorandum and/ or as specified at the time of entering details particular to a Tranche or Series on the BSE Bond EBP Platform.

7 Settlement cycle

The process of pay-in of funds by investors and pay-out to Issuer will be done as per the Operational Guidelines and as mentioned in the Tranche Information Memorandum and/ or as specified at the time of entering details particular to a Tranche or Series on the BSE Bond EBP Platform.

8 Withdrawal of Issue

The Issuer may, at its discretion, withdraw the issue process on the conditions set out under the Operational Guidelines. Provided that the Issuer shall accept or withdraw the Issue on the BSE BOND – EBP Platform within 1 (one) hour of the closing of the bidding window, and not later than 6 pm on the Issue/Bidding Closing Date.

However, Eligible Participants should refer to the Operational Guidelines as prevailing on the date of the bid.

The disclosure of estimated cut off yield (*as defined in the Operational Guidelines*) by BSE BOND platform to the Eligible Participants, pursuant to closure of the Issue, shall be at the discretion of the Issuer. If the Issuer has withdrawn the Issue, the BSE BOND shall mandatorily disclose the estimated cut off yield to the Eligible Participants. Estimated cut off yield should be disclosed on BSE BOND platform at least one hour prior to the bid start time. An Issuer may choose to disclose the estimated cut-off yield to all the Eligible Participants before the bidding.

9 Application Size

Applications for the Debentures are required to be for a minimum of 10 (ten) Debenture and multiples of 1 (one) Debenture thereafter.

All Eligible Participants under the Operational Guidelines and subsequent Debenture Holders (who shall purchase the Debentures in the secondary market) are required to consult their own advisors in investing in the Debentures and comply with the relevant rules, regulations, guidelines or notifications applicable to them for investing in the Debentures.

10 Offer or Issue of executed Tranche Offer Document to Successful Bidders

The Tranche Offer Document along with the Application Form will be issued to the successful bidders. Successful bidders will be required to complete and submit the Application Form and Part B of the Tranche Offer Document to the Issuer in order to accept the offer of Debentures.

No person other than the successful bidders to whom the Tranche Offer Document has been issued by Issuer may apply for the Issue through the Tranche Offer Document and any Application Form received from a person other than those specifically addressed will be invalid.

Minimum Subscription

The requirement of minimum subscription shall not be applicable to the Issue and therefore the Issuer shall not be liable to refund the subscription(s) or proceed(s) in respect of Issue in the event of the total Issue collection falling short of the proposed Issue size or certain percentage of the proposed Issue size.

Allocation and Basis of Allotment

- **Provisional or Final Allocation**

Allocation shall be made as per the Tranche Information Memorandum. Post completion of bidding process, the Issuer will upload the provisional allocation on the BSE BOND-EBP Platform. Post receipt of details of the successful bidders, the Issuer will upload the final allocation file on the BSE BOND-EBP Platform.

- **Payment Mechanism**

Payment of subscription money for the Debentures should be made by the successful bidder as notified by the Issuer (to whom the Issuer has issued/ given the offer by issue of the Tranche Offer Document).

Successful bidders should do the funds pay-in to the bank account(s) of ICCL or into the escrow account of the Issuer ("**Designated Account**"), as specified in its Tranche Information Memorandum. The process for the pay-in and receipt of subscription amount into the Designated Account shall be in accordance with the provisions of the Operational Guidelines.

Date of Subscription

The date of subscription shall be the date of realisation of proceeds of subscription money in the Designated Account.

Settlement Process

Upon final allocation by the Issuer, the Issuer or the Registrar on behalf of the Issue shall instruct the Depositories on the Pay In Date, and the Depositories shall accordingly credit the allocated Debentures to the demat account of the successful bidder.

The Company shall give the instruction to the Registrar for crediting the Debentures as per the Operational Guidelines.

Post-Allocation Disclosures by the EBP

Upon final allocation by the Issuer, the Issuer shall disclose the Issue size, coupon rate, ISIN, number of successful bidders, category of the successful bidder(s), etc., in accordance with the Operational Guidelines. The EBP shall upload such data, as provided by the Issuer, on its website to make it available to the public.

3. ISSUE DETAILS

Security Name	Shall be as specified in the Tranche Offer Document
Issuer	Standard Chartered Investments and Loans (India) Limited
Arranger	Shall be as specified in the Tranche Information Memorandum
Type of Instrument	Rated, Listed, Secured, Redeemable Non-Convertible Debentures
Nature of Instrument	Secured
Seniority	Senior
Mode of Issue	Private Placement Please refer Circular no. SEBI/HO/DDHS/CIR/P/2018/05 dated January 5, 2018 as amended by way of the circular SEBI/HO/DDHS/CIR/P/2018/122 dated August 16, 2018 and any amendments thereto. The Issue will be through bidding on the EBP platform in line with the Operational Guidelines

Eligible Participants/	(a) Qualified Institutional Buyers (QIBs), defined as per Regulation 2(zd) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or replaced from time to time (b) Any non-QIB investor including arranger(s), who/which has been authorized by the issuer, to participate in a particular issue on EBP Platform.
Designated Stock Exchange(s)	BSE
Listing	The listing of the Tranche Debentures is to be obtained within 20 (twenty) days of the Deemed Date of Allotment for the relevant Tranche. The listing application shall be filed with the Designated Stock Exchange(s) within 15 (fifteen) days from the Deemed Date of Allotment. Provided however, where the any initial subscriber is a foreign portfolio investor, the Issuer shall obtain the final listing and trading approval with respect to such Series within 15 (fifteen) days of the Deemed Date of Allotment. The in-principle listing approval to be obtained prior to issuance of the Debentures. In case the Debentures are not listed at the end of this period, the Issuer shall pay to the Debenture Holders, a listing default interest of 1% on the Debentures amount, commencing after the expiry of 30 (thirty) days from the Deemed Date of Allotment till the Debentures are listed on the Designated Stock Exchange(s)
Rating of the Instrument	CRISIL AAA/Stable by CRISIL & ICRA AAA (Stable) by ICRA
Issue Size	The overall Issue Size (including option to retain oversubscription) of this Shelf Information Memorandum is upto INR 500,00,00,000/- (Rupees Five Hundred Crores Only) (to be issued in one or more Tranches/ Series aggregating to a maximum of INR 500,00,00,000/-)
Option to Retain Oversubscription	As indicated in the respective Tranche Information Memorandum for a Tranche/ Series
Objects of the Issue	Refer paragraph 2.2.4 (<i>Objects of the Issue</i>) under Section 2 (<i>Issuer Information</i>) of this Shelf Information Memorandum
Details of the utilization of the proceeds	Refer paragraph 2.2.4 (<i>Objects of the Issue</i>) under Section 2 (<i>Issuer Information</i>) of this Shelf Information Memorandum
Coupon Rate	As per Tranche Offer Document relevant to a Tranche or Series
Step Up/Step down Coupon rate	As per Tranche Information Memorandum relevant to a Tranche or Series
Coupon Payment Frequency	As per Tranche Information Memorandum relevant to a Tranche or Series
Coupon Payment Date	As per Tranche Information Memorandum relevant to a Tranche or Series
Coupon Type	As per Tranche Information Memorandum relevant to a Tranche or Series
Coupon Reset	As per Tranche Information Memorandum relevant to a Tranche or Series
Day Count Basis	Interest/ Coupon in all cases shall be payable on the amount outstanding on an Actual/ Actual basis. For any leap year, the calculation would be modified to the extent presented as per the

	"Model Cash Flow Illustration"
Interest on Application Money	As the Pay-In Date and the Deemed Date of Allotment fall on the same date, interest on application money shall not be applicable. Further, no interest on application money will be payable in case the Issue is withdrawn by the Issuer in accordance with the Operational Guidelines.
Default Interest Rate	<p>(i) Default in Payment: In case of default in payment of Coupon and/or principal redemption on the due dates, default interest of 2% per annum or such other rate as may be prescribed by Applicable Law, over the coupon rate will be payable by the Company for the defaulting period.</p> <p>(ii) Default interest at the rate of 2% per annum or such other rate as may be prescribed by Applicable Law, payable in the event the Security Interest stipulated in accordance with the terms of the Issue and set out under the Transaction Documents is not created within the stipulated timeline;</p> <p>(iii) Default interest at the rate of 1% per annum or such other rate as may be prescribed by Applicable Law, over the Coupon Rate for the respective Tranche/ Series payable in case of delay in listing beyond 15 days from the Deemed Date of Allotment, from the expiry of 20 (twenty) days from the Deemed Date of Allotment till the listing of the Debentures in accordance with the terms of the Issue</p>
Default Interest Rate for non-execution of Debenture Trust Deed*	In case the Issuer/Company fails to execute the Debenture Trust Deed within 3 (three) months from the Deemed Date of Allotment, without prejudice to the provisions of the Companies Act and the SEBI ILDS Regulations, the Issuer shall also pay an additional interest of two percent per annum to the Debenture Holders, over and above the Coupon Rate, till the execution of the Debenture Trust Deed.
Tenor	As per Tranche Information Memorandum relevant to a Tranche or Series
Redemption Date	As per Tranche Information Memorandum relevant to a Tranche or Series
Redemption	As per Tranche Information Memorandum relevant to a Tranche or Series
Redemption Amount	Rs. 10,00,000/- (Rupees Ten Lakhs Only) per Debenture payable on each Redemption Date as per the redemption schedule provided in the Tranche Issue Documents
Redemption Premium /Discount	As per the redemption schedule specified in Tranche Offer Document relevant to a Tranche or Series
Issue Price	As per Tranche Offer Document relevant to a Tranche or Series
Discount at which security is issued	As per Tranche Offer Document relevant to a Tranche or Series

and the effective yield as a result of such discount.	
Put Date	As specified in the Tranche Information Memorandum relevant to a Tranche
Put Price	As specified in the Tranche Information Memorandum relevant to a Tranche
Call Date	As specified in the Tranche Information Memorandum relevant to a Tranche
Call Price	As specified in the Tranche Information Memorandum relevant to a Tranche
Put Notification Time	As specified in the Tranche Information Memorandum relevant to a Tranche
Call Notification Time	As specified in the Tranche Information Memorandum relevant to a Tranche
Face Value	Rs. 10,00,000/- per Debenture
Minimum Bid Size	10 Debenture of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each and in multiple of 1 Debenture of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each thereafter
Minimum Application and in multiples of thereafter	10 Debenture of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each and in multiple of 1 Debenture of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each thereafter
Issue Timing 1. Issue / Bid Opening Date 2. Issue / Bid Closing Date 3. Pay-in-Date 4. Deemed Date of Allotment	As specified in the Tranche Information Memorandum relevant to a Tranche
Issuance mode of the Instrument	Demat only (for private placement)
Trading mode of the Instrument	Demat only (for private placement)
Settlement mode of the Instrument	The settlement shall be in accordance with provisions of the Operational Guidelines and as mentioned in the Tranche Information Memorandum
Depository	NSDL and CDSL
Business Day Convention	(i) The Coupon amount shall be made only on the Business Days. Therefore, if the Coupon payment date falls on a day other than a Business Day, the Coupon payment shall be on the next succeeding Business Day and calculation of such coupon payment shall be as per original schedule as if such Coupon Payment Date were a Business Day. Further, the future Coupon payment dates shall remain intact and shall not be disturbed because of postponement of such Coupon payment on account of it failing

	<p>on a non-Business Day;</p> <p>(ii) The Redemption Amount shall be made only on the Business Days. If Redemption Date falls on a day that is not a Business Day, the Redemption Amount shall be paid by the Issuer on the immediately preceding Business day along with coupon accrued on the Debentures until but excluding the date of such payment.</p> <p>(iii) In the event the Record Date falls on a day which is not a Business Day, the immediately preceding Business Day shall be considered as the Record Date.</p>
Record Date	<p>The Record Date for the Debentures shall be mentioned in the relevant Tranche Information Memorandum with respect to Coupon Payment Dates and/or the Redemption Date and/ or the Put Date and/ or the Call Date, as the case may be.</p> <p>In case the Record Date falls on a non-business day, the day prior to the said non-business day will be considered as the Record Date</p>
Negative Covenants	The negative covenants are set out in detail in the Debenture Trust Deed
Security	First ranking <i>pari passu</i> charge over the book debts and receivables of the Company with a minimum security cover being at least 100% (One Hundred percent) of the outstanding Redemption Amounts and Coupon due and payable thereon at any point of time or such higher cover as may be stipulated under each Tranche Offer Document relevant to any Tranche (the “ Security Cover ”), in terms of the Deed of Hypothecation.
Issuer Affirmative Covenants	The Issuer shall comply with all covenants applicable to issue of non-convertible debentures as stipulated under Applicable Laws, Companies Act, Debenture Trustee Regulations and NBFC Regulations
Transaction Documents	<p>To be executed as conditions precedent to the funding prior to Deemed Date of Allotment:</p> <ol style="list-style-type: none"> 1. Debenture Trustee Agreement for appointment of the Debenture Trustee 2. Debenture Trust Deed; 3. the Tranche Issue Document(s); 4. any Supplemental Deed; and 5. any other document that may be mutually agreed as a transaction document by the Debenture Trustee and the Company.
Events of Default	<p>The occurrence of any of the specified events set out below (which is not remedied within the respective cure periods (if any) as specified for such relevant events, if any) shall constitute an “Event of Default”.</p> <p>(a) default in payment of any Secured Obligations;</p> <p>(b) liquidation or winding up event;</p> <p>(c) default in performance of obligations, complying with covenants under Transaction Documents;</p> <p>(d) breach of representation and warranties;</p>

	<p>(e) illegality or unlawfulness;</p> <p>(f) if the Security Cover falls and the Company does not provide additional security cover within the timelines stipulated under the Debenture Trust Deed;</p> <p>(g) Company without the consent of Debenture Holders/Debenture Trustee ceases to carry on its business or gives notice of its intention to do so;</p> <p>(h) Company enters into amalgamation, reorganization or reconstruction without the prior consent of the Debenture Trustee in writing; and</p> <p>(i) in the opinion of the Debenture Trustee, the Security created for the benefit of Debenture Holders is in jeopardy</p> <p>The detailed Events of Default shall be provided in the Debenture Trust Deed.</p>
Provisions related to Cross Default Clause	As set out specifically in the Debenture Trust Deed
Conditions Precedent and Conditions Subsequent	As set out specifically in the Debenture Trust Deed
Roles and responsibilities of the Debenture Trustee	The Issuer has appointed Beacon Trusteeship Limited, registered with SEBI, as Debenture Trustee for the benefit of Debenture Holders. The responsibilities of the Debenture Trustee shall be in accordance with provisions of the Debenture Trust Deed, the SEBI (Debenture Trustees) Regulations, 1993, as amended
Governing Law and Jurisdiction	<p>Indian law</p> <p>Mumbai, Maharashtra, India</p>

*As per Regulation 15 of the SEBI ILDS Regulations, the same is applicable only in relation to 'Issue requirements for public issues'.

4. ADDITIONAL DISCLOSURES

	Particulars	Disclosures
A	Details of Branches and Units –	Please refer to Annexure A for branches and units of the Company
B	Brief particulars about the Management	Please refer to Annexure B
C	Management's perception of risk factors	Please refer to Annexure C
D	Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of	
i)	statutory dues;	None
ii)	debentures and interest thereon;	None
iii)	deposits and interest thereon; and	None

	Particulars	Disclosures
iv)	loan from any bank or financial institution and interest thereon.	None
E	Details of default in annual filing of the Company, if any, under the Companies Act, 2013 and the rules made thereunder	There are no defaults in annual filing of the Company under the Companies Act and the rules made thereunder as on date.
F	The change in control, if any, in the Company, that would occur consequent to the private placement	Not Applicable as the issue relates to Debentures
G	The number of persons to whom allotment on preferential basis/private placement/rights issue has already been made during the year, in terms of number of securities as well as price	Please refer to Annexure D
H	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	The Issuer is issuing secured rated redeemable non-convertible debentures on private placement basis hence the contribution by the promoters or directors is NIL.
I	The details of significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of the Company and its future operations.	Nil
J	The pre-issue and post-issue shareholding pattern of the Company	Please refer to Annexure E
K	Any financial or other material interest of the directors, promoters or key managerial personnel in the offer/issue and the effect of such interest in so far as it is different from the interests of other persons.	None of the directors, promoters or key managerial personnel has financial or material interests in the offer.
L	Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the Issuer during the last three years immediately preceding the year of the circulation of this Shelf Information Memorandum and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation	There are a number of pending and ongoing legal disputes and regulatory investigations involving the Group including Standard Chartered Bank, UK. In certain litigation and regulatory matters significant judgement is required by the Group to determine whether a present obligation exists and whether a provision should be recognised. If there is a present obligation, there are significant judgements in determining the measurement of provisions, which are subject to the future outcome of legal or

	Particulars	Disclosures
	or legal action.	<p>regulatory processes.</p> <p>The amounts involved could be potentially significant, and the application of accounting standards to estimate the expected outflow of any liability to be recognised is inherently subjective.</p> <p>The references to the litigations can be found at https://av.sc.com/corp-en/content/docs/SCB_ARA_2018_FINAL.pdf (the annual report of Standard Chartered, Plc) which is similarly captured in the annual report of Standard Chartered Bank, UK</p>
M	Remuneration of directors (during the current year and last three financial years)	Please refer to Annexure F
N	Related party transactions entered during the last three financial years immediately preceding the year of circulation of this Shelf Information Memorandum including with regard to loans made or, guarantees given or securities provided.	Please refer to Annexure G
O	Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of this Shelf Information Memorandum and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark.	None
P	Details of any inquiry, inspections or investigations initiated or conducted under the Act or any previous company law in the last three years immediately preceding the year of circulation of this Shelf Information Memorandum in the case of company and all of its subsidiaries. Also, if there were any	None

	Particulars	Disclosures				
	prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of this Shelf Information Memorandum and if so, section-wise details thereof for the company and all of its subsidiaries.					
Q	Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company.	None				
R	The securities premium account before and after the Issue	<table><tr><td>Before the issue of Debentures*</td><td>Not Applicable</td></tr><tr><td>After the issue of Debentures*</td><td>Not Applicable</td></tr></table> <p><i>*As of March 31, 2019, please note that there is no securities premium account in relation to the Debentures.</i></p>	Before the issue of Debentures*	Not Applicable	After the issue of Debentures*	Not Applicable
Before the issue of Debentures*	Not Applicable					
After the issue of Debentures*	Not Applicable					
S	<p>Details of the existing share capital of the Issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration</p> <p>Number and price at which each of the allotments were made in the last one year preceding the date of this Shelf Information Memorandum separately indicating the allotments made for considerations other than cash and the details of the consideration in each case.</p>	<p>Please refer to Annexure H</p> <p><i>Please refer to Annexure H</i></p>				
T	Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company.	<p>Yes</p> <p>The financial statements, for the year ended March 31, 2019, are the first financial statements the Company has prepared in accordance with Ind AS. For periods, up to and including the year ended March 31, 2018 the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with Companies</p>				

	Particulars	Disclosures
		<p>(Accounts) Rules, 2014 (Indian GAAP or previous GAAP).</p> <p>Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for year ended March 31, 2019 together with the comparative period data as at and for the year ended March 31, 2018, as described in the summary of significant accounting policies. In preparing the financial statements, the Company's opening balance sheet was prepared as at April 1, 2017, the Company's date of transition to Ind AS. The below note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the Balance Sheet as at April 1, 2017 and the financial statements as at and for the year ended March 31, 2018.</p>

Reconciliation of net worth			(INR Lacs)
Particulars	Footnote ref.	As at April 01, 2017	As at March 31, 2018
Total Net worth under IGAAP		76,905	81,523
Prior period error	6	(281)	(281)
		76,624	81,242
Summary of Ind AS adjustments			
FVOCI - Equity investment	1	1,431	1,548
Expected credit loss (ECL) (Stage 1 and 2)	2	(612)	(500)
Reversal of provision on Standard Assets	2	558	465
Provision/Reversal of provisions for NPA (Stage 3)	2	15	202
EIR adjustment	3	(246)	(354)
Deferred tax on Ind AS adjustments	4	164	138
Total Ind AS adjustments		1,310	1,499
Total Net worth under Ind AS		77,934	82,741
Reconciliation of Comprehensive income			(INR Lacs)
Particulars	Footnote ref.	Year Ended March 31, 2018	
Comprehensive income under IGAAP			4,618
Summary of Ind AS adjustments			
Expected credit loss (ECL) (Stage 1 and 2)	2		112
Reversal of provision for NPA (Stage 3)	2		186
Reversal of provision on Standard Assets	2		(93)
EIR adjustments	3		(107)
Deferred taxes on Ind AS adjustments	4		(26)
Remeasurements of the defined benefit plans (net of taxes)	5		4
Other Comprehensive Income			
FVOCI - Equity instruments	1		117
Remeasurements of the defined benefit plans (net of taxes)	5		(4)
Total Ind AS adjustments			189
Comprehensive income under Ind AS			4,807

Notes:

1. Under Indian GAAP, the Company accounted for long term investments in unquoted equity shares at cost less provision for other than temporary diminution in the value of investments. Under Ind AS, the Company has designated such investment in SCFL at FVOCI and measured it at fair value.
2. Under India GAAP, the Company had created provisions for NPAs and standard assets in line with RBI prudential norms. Under Ind AS, impairment allowance has been determined based on ECL method. Further under Indian GAAP provisions for NPAs and standard assets were presented under provisions. However, under Ind AS financial assets measured at amortised cost (majorly loans) are presented net of provision for expected credit losses.
3. Under Indian GAAP, the processing fees on loans below INR 60 Lacs was recognised upfront while under Ind AS, such fees are included in the initial recognition amount of financial assets and recognised as interest income using the effective interest method.
4. The application of Ind AS 12 'Income Taxes' has resulted in recognition of deferred tax on new temporary differences which were not required under Indian GAAP.
5. Under Indian GAAP actuarial gains and losses for defined benefit obligation on gratuity benefit was recognised in profit or loss. Under Ind AS such actuarial gains and losses are presented in other comprehensive income (OCI) separately.
6. The Company has restated its standalone financial position as at April 1, 2017, in accordance with the requirement of Ind AS 8 - "Accounting policies, changes in Accounting Estimates and Errors" on account of reversal of interest accrued in an earlier year on non-performing assets.

5. DISCLOSURES PERTAINING TO WILFUL DEFAULT

Neither the Company nor any of its Promoters or Directors is a wilful defaulter or is 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.

6. DECLARATION BY THE ISSUER

- The Issuer hereby declares that this Shelf Information Memorandum contains full disclosure in accordance with SEBI ILDS Regulations, the Companies Act and the Operational Guidelines.
- The Issuer also confirms that this Shelf Information Memorandum does not omit disclosure of any material fact which may make the statements made therein, in the light of the circumstances under which they are made, misleading. The Shelf Information Memorandum also does not contain any false or misleading statement. The Issuer accepts no responsibility for the statements made otherwise than in this Shelf Information Memorandum or in any other material issued by or at the instance of the Issuer and that anyone placing reliance on any other source of information would be doing so at his own risk.
- The Issuer declares that all the relevant provisions of the relevant regulations or guidelines issued by SEBI and other Applicable Laws have been complied with and no statement made in this Shelf Information Memorandum is contrary to the provisions of the regulations or guidelines issued by SEBI and other Applicable Law, as the case may be.

I am authorized by the Board of Directors of the Company vide resolution number 29B dated March 19, 2019 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

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

Signed By:

Name: Souvik Sengupta

DIN: 07716597

Designation: MD & CEO

Date: July 22, 2019

Place: Mumbai

ANNEXURE A

BRANCHES AND UNITS OF THE COMPANY

Registered Office/Corporate Office	Crescenzo, 6th Floor, G Block, C 38/39, BKC, Bandra (E), Mumbai - 400051, India
Branch Office	Sri Shankara Arcade, Municipal No. 19, Geetha Colony, 27th Cross Road, 4th Block, Jayanagar, Bangalore 5600011
Branch Office	A/2, First Floor, Deccan Chambers, Opp. Garware College, Erandwana, Karve Road, Pune – 411004
Branch Office	Malviya Smriti Bhavan, 52-53 Deen Dayal Upadhyaya Marg, New Delhi - 110 002
Branch Office	1/1, Jamal Santhini, IInd Main Road, Seethammal Colony, Alwarpet, Chennai-600 018.
Branch Office	UG/13, Mekins Maheshwari, Mayank Plaza, 6-3-866/1/A, Greenlands, Ameeerpet, Hyderabad - 500 016
Branch Office	1st floor, Raindrops, Opp. Cargo Motors, C G Road, Ahmedabad - 380006

ANNEXURE B**BRIEF PARTICULARS OF THE MANAGEMENT OF THE COMPANY****DIRECTORS:**

S. No.	Name	Designation	Experience
1.	Ms. Zarin Daruwala	Non-Executive Director	<p>Zarin has been appointed as the Chief Executive Officer of Standard Chartered Bank – India.</p> <p>Before joining Standard Chartered Bank, Zarin was the president at ICICI Bank Limited (“ICICI”) and responsible for managing the wholesale banking business of ICICI. In addition to her responsibility as President, Zarin served on the board of directors of key ICICI group companies, ICICI Lombard – General Insurance and ICICI Securities. In the past, Zarin has been on the board of JSW Steel Limited for almost eight years.</p> <p>Zarin is a rank holder chartered accountant and a gold medallist company secretary. She joined the ICICI Group in 1989 and has had varied experience of working in various departments such as resources, corporate planning, investment banking & credit. She has held leadership positions in various fields including corporate finance and agri-business.</p> <p>Zarin has good relationships with top promoters & CEOs of all major companies in India as well as chairpersons & MDs of large financial institutions and banks. She also has extensive knowledge about various sectors of the Indian economy. Zarin also has good relationships with top bureaucrats in India.</p> <p>She has been selected as the twenty first most powerful woman in business by Fortune in 2014 and nineteenth in 2015. She has also been selected as one of the top 30 most powerful women in Indian business by Business Today 4 times in the past 6 years. She has also been conferred with the chartered accountant business achiever award by the ICAI.</p>
2.	Mr. Subhradeep Mohanty	Non-Executive Director	<p>Subhradeep Mohanty is the CFO of Standard Chartered Bank (India) and took up this responsibility at the beginning of 2017.</p>

S. No.	Name	Designation	Experience
			<p>Subhradeep has diverse experience across the financial services sector across multiple markets. In his prior role, he was the global CFO for retail banking segment for SCB, Singapore. He has previously worked with JP Morgan Chase, American Express and ICICI across India, Singapore, Hong Kong and New York.</p> <p>He holds a bachelor's degree in engineering from the Indian Institute of Technology and an MBA from the Indian Institute of Management, Ahmedabad.</p>
3.	Mr. Pradeep Iyer	Non-Executive Director	<p>Pradeep Iyer is currently the country chief risk officer, SCB. Pradeep has been with SCB for over seventeen years in various risk and business roles in India, USA, Singapore, Dubai and Africa. Immediately prior to the current role, he was the regional head for SCB's local corporate business initially for Africa & thereafter for ASEAN.</p> <p>Before he joined SCB, Pradeep has also been in various roles in India and Australia with ANZ Grindlays Bank and Dresdner Bank in India. He continues to leverage his experience across different geographies and functions as he focuses on strengthening the banks risk culture in India.</p> <p>Pradeep is a commerce graduate and a qualified chartered accountant.</p>
4.	Mr. K. V. Subramanian	Non-Executive Director	<p>K V Subramanian is currently head of strategy, process & governance at SCB, India.</p> <p>Prior to this, he was MD & head global markets and head of the wholesale bank at SCB, Indonesia from 2011-2017.</p> <p>Mr. Subramanian has over 28 years of banking experience having joined ANZ Grindlays Bank in 1989 as a management trainee in the capital markets division. In 1992, he joined TAIB Bank, Bahrain to set up the India investment desk for the bank and was also responsible for their proprietary equity and debt business. In 1996, he moved back to ANZ Grindlays Bank, India to run the debt capital markets sales business. Post the merger of SCB and ANZ Grindlays in 2000, he ran the institutional sales business for South Asia (2000-2006) and from 2006 to 2011</p>

S. No.	Name	Designation	Experience
			was MD & regional head capital markets for South Asia. He has been responsible for leading some of the largest capital market transactions for SCB from India.
5.	Mr. Souvik Sengupta	Managing Director & Chief Executive Officer	<p>Mr. Souvik Sengupta has been a seasoned professional in the financial services sector for almost 22 years and has worked in a cross section of institutions like GE Capital, HDFC and ICICI.</p> <p>He has seamlessly moved across all the areas of retail, commercial and SME lending.</p> <p>In his last assignment, he was the chief business officer with Reliance Capital where he was a part of the founding team and has set up most of their lending businesses with a diversity ranging 15,000 micro finance loan to an INR 250 crores infrastructure loan and everything in between.</p>
6.	Mr. Gautam Jain	Additional Director	<p>Mr. Gautam Jain is a member of SC Ventures at SCB, a new business unit established in March 2018 to lead innovation across the group, invest in fintech companies, and promote the testing and implementation of new business models.</p> <p>His key responsibilities include spreading best practices in innovation & problem-solving and promoting intrapreneurship across SCB; client and regulatory engagement for innovation and new technologies, running a professional investment unit to seek opportunities and manage the group's investments in fintech companies; and managing strategic ventures that are wholly or partially owned by the group.</p> <p>Mr. Gautam has vast experience in managing technology and business, encompassing both product and programme management. He held various leadership positions in Barclays, HSBC and Citibank. Prior to joining SC Ventures in his current capacity, he was global head for digitization and client access for transaction banking and has driven several new initiatives in the space of blockchain, APIs and mobility.</p> <p>Mr. Gautam has a degree in aerospace</p>

S. No.	Name	Designation	Experience
			engineering from Indian Institute of Technology, Kanpur, India
7.	Mr. Siddhartha Sengupta	Additional Non - Executive Independent Director	<p>Summary:</p> <p>Dy. Managing Director (International Bank Group-With Additional Charge of Global market). Siddhartha Sengupta joined State Bank of India as a Probationary Officer in 1982 and holds a Bachelor of Science (Hons) in Chemistry and Masters in Business Administration from XLRI Jamshedpur. As the head of SBI's International Operations, he was looking after the Bank's business operations at over 190 overseas offices spread across 36 countries.</p> <p><u>Experience</u></p> <p>Mr. Siddhartha Sengupta has been a Deputy Managing Director of International Banking Group at State Bank of India since December 2014. Mr. Sengupta was in charge of the International Operations of the Bank across 36 countries with a balance sheet size of USD 45 billion. Mr. Sengupta served as Group Executive of International Banking at State Bank of India. Mr. Sengupta served as the Regional Head (Middle East, West Asia & North Africa) of SBI since March 11, 2013 till November 2014. During his illustrious career spanning 36 years in State Bank of India, he has held several important positions viz.: Chief Manager (GB) of D&PB Network, LHO Kolkata; Vice President Branch Co-Ordination of US Operations in New York; Deputy General Manager and Chief Operating Officer of CAG Branch; Deputy General Manager and Rel. Mgr. of AMT-I, CAG, Mumbai; General Manager of Network-III, LHO, New Delhi; and General Manager of Mid Corporate, Regional Office Delhi. He has worked in various senior management positions in Retail and Branch Banking, Corporate Banking and International Banking in the Bank, having joined State Bank of India as a directly recruited officer in December 1982. He has served in various parts of India and has worked in New York as part of the Compliance Team in the office of the Country Head of US Operations with overall responsibility for AML & OFAC Compliance and regulatory examination. He</p>

S. No.	Name	Designation	Experience
			served as Chairman of State Bank of India (UK) Ltd until January 31, 2019 and also its Non-Executive Director since October 5, 2017 until January 31, 2019. Mr. Sengupta served as the Chairman at SBI (Mauritius) Ltd until December 2018 and its Non-Executive Director since July 7, 2015 until December 2018. He served as a Director of Nepal SBI Bank Ltd. until November 8, 2017, Chairman & Director of State Bank of India California Inc. until November 30, 2018, Chairman & Director of SBI (Mauritius) Ltd until December 13, 2018, Chairman of SBI Canada until December 17, 2018, Chairman of CIBIL Moscow until January 22, 2019 and Chairman & Director of State Bank of India (UK) Ltd until January 31, 2019.
8.	Mr. Venkataraman Gopalakrishnan Govindrajapuram	Additional Non - Executive Independent Director	<p>Mr. Gopalakrishnan has 36+ years of experience in the technology function, across verticals like manufacturing, service and financial services. He has worked with Enfield (now Eicher Motors), Blue Dart, Standard Chartered Bank (Dubai), HDFC Bank and Aditya Birla Financial Services (now Aditya Birla Capital). With more than 24 years, in the BFSI sector across banks, insurance, Mutual Funds, Wealth Management and Broking, he has successfully lead and managed large teams in Technology, Operations and Business Excellence / Quality covering strategy, policy, process and implementation. His last assignment was with Aditya Birla Financial Services (now Aditya Birla Capital) as Group Chief Operations Officer.</p> <p>Aditya Birla Capital - Group Chief Operations Officer – Jul 2008 to Jul 2016 HDFC Bank – Senior Vice President – Jun 2000 to Jun 2008 Standard Chartered Bank, Dubai – Regional Head IS – MESA – Mar 1993 to May 2008</p> <p>In his new avatar, he is an investor, mentor and advisor to a few disruptive tech start-ups in India.</p> <p>Director and Advisor @ Kloutix Solutions Private Limited. Kloutix provides Cloud Enabled analytics solution (www.kloutix.com) and cloud Sales Automation (Leads management, Sales</p>

S. No.	Name	Designation	Experience
			<p>automation & Contact management) and Integrated Campaign management (Website monitoring, Social media integration & Campaign management) (www.zigihub.com)</p> <p>Co-Founder & Director @ Katabole. Katabole is an incubator and accelerator for disruptive tech startups. (www.katabole.com)</p> <p>Co-Founder & Director @ MyyShopp. MyyShopp is a SaaS based technology solution for creating a digital identity, both website and mobile app, for any retailer, thus enabling them to get on to the online space. (www.myyshopp.com)</p> <p>Advisor @ PurpleHealth. PurpleHealth is India's leading consumer-focused health innovator and, is a digital health platform that gives people greater control, choice and flexibility in connecting with doctors and healthcare provider and with an integrated clinic management solution. This is a SaaS based technology solution which also creates a digital identity, both browser and mobile app for doctors. (www.purplehealth.com)</p>
9.	Neil Percy Francisco	Additional Non – Executive Independent Director	<p>Mr. Neil Francisco was a Group Head and Co-Head, Retail Risk of HDFC Bank, India's second-largest private bank. In his current role, Mr. Francisco heads Retail Underwriting and Risk Management functions in the Bank. These two functions are responsible for Underwriting and Fraud and Risk Control for Retail Lending Products and Payment Business Products, in addition to Agriculture, Commercial Vehicle, Construction Equipment, and Healthcare businesses of the bank.</p> <p>Mr. Francisco joined the Bank as Head - Credit Policy in 2002 to set up the Payment Business which includes Cards and Merchant Acquiring Services. Over the years, the Bank's Payment Business has grown to be a leader with a market share of over 40 per cent.</p> <p>Prior to joining the Bank, Mr. Francisco held senior positions in Business Development, Collections and Credit at GE Capital India and Standard Chartered Bank India.</p>

ANNEXURE C**MANAGEMENT'S PERCEPTION OF RISK FACTORS RELATING TO THE DEBENTURES**

The following is a description of material risk factors, the occurrence or continuation of any of which could have a material adverse effect on the Company's business, financial condition or results of operations.

Risk Factors**Risks related to the Business**

1. ***Our lending activities are particularly vulnerable to interest rate risk and volatility in interest rates could adversely affect our net interest margin, the value of our fixed income investments, if any, our income from treasury operations, if any, the quality of our loan portfolio and our financial performance.***

The lending and financing business of an NBFC by its very nature is structurally exposed to interest rate risk (including as a result of lending to customers at fixed/ floating interest rates and in amounts and for periods which may differ from our funding sources) as opposed to other corporates. If the yield on our interest-earning assets does not increase at the same time or to the same extent as our cost of funds, or if our cost of funds does not decline at the same time or to the same extent as the decrease in yield on our interest-earning assets, our net interest income and net interest margin would be adversely impacted. Further, any tightening of liquidity and volatility in markets may limit our access to money markets and debenture/ bond markets and result in an increase in our cost of funding. Continued volatility in international markets could also constrain and increase the cost of our borrowings and our ability to replace maturing borrowings and fund new assets.

While we seek to match our interest rate positions to minimize interest rate risk, we are unable to assure you that significant variation in interest rates will not have an effect on our results of operations. In a rising interest rate environment with the continuing volatility, if the yield on our interest-earning assets does not increase simultaneously with or to the same extent as our cost of funds, or, in a declining interest rate environment, if our cost of funds does not decline simultaneously or to the same extent as the yield on our interest-earning assets, our net interest income and net interest margin would be adversely impacted and the same would adversely affect our business and results of operations.

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

The present financial and economic situation of the country which is owing to various factors, including a rise in unemployment, prolonged recessionary conditions, our regulators' assessment and review of our loan portfolio, a sharp and sustained rise in interest rates, movements in global commodity markets and exchange rates and global competition, have caused and could continue to cause an increase in the level of NPAs resulting in a material adverse impact on the quality of our loan portfolio. Consistent with the growth of our branch network and our product portfolio, we expect an increase in our loan assets. Should the overall credit quality of our loan portfolio deteriorate, the current level of our provisions may not be adequate to cover further increases in the amount of our NPAs. Moreover, there also can be no assurance that there will be no further deterioration in our provisioning

coverage as a percentage of gross NPAs or otherwise, or that the percentage of NPAs that we will be able to recover will be similar to our past experience of recoveries of NPAs. If a significant number of our customers are unable to meet their financial obligations in a timely manner, it may lead to an increase in our level of NPAs. If we are not able to prevent increases in our level of NPAs, our business and our future financial performance could be adversely affected.

3. *The value of our collateral may decrease or we may experience delays in enforcing our collateral when borrowers default on their obligations to us which may result in failure to recover the expected value of collateral security exposing us to a potential loss.*

A substantial portion of our loans to our customers is secured by collateral provided by such customers. Changes in asset prices may cause the value of our collateral to decline, and we may not be able to realize the full value of our collateral as a result of delays in bankruptcy and foreclosure proceedings, delays in the creation of security interests, defects or deficiencies in the perfection of collateral (including due to inability to obtain approvals that may be required from various persons, agencies or authorities), fraudulent transfers by borrowers and other factors, including depreciation in the value of the collateral and illiquid market for disposal of and volatility in the market prices for the collateral, current legislative provisions or changes thereto and past or future judicial pronouncements. Foreclosure on collateral consisting of property can be undertaken directly by lenders by fulfilling certain procedures and requirements (unless challenged in courts of law) or otherwise by a written petition to an Indian court or tribunal. An application, when made (or a legal challenge to the foreclosure undertaken directly), may be subject to delays or administrative requirements that may result in, or be accompanied by, a decrease in the value of collateral. These delays can last for several days and might lead to deterioration in the physical condition or market value of the collateral.

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 realizable 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.

Similarly, in case of loan against securities, the value of collateral may be extremely volatile and in default scenario might not yield results same as per book value. A failure to recover

the expected value of collateral security could expose us to a potential loss. Any such losses could adversely affect our financial condition and results of operations.

4. *Our business requires substantial capital, and any disruption in funding sources would have a material adverse effect on our 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 funding requirements have been largely met from various sources, including shareholder funding, loan and overdraft facilities from SCB India, issuance of commercial papers and inter-corporate deposits. 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 and plans to raise funds through issuance of non-convertible debentures can disrupt its sources of funding and as a consequence, could have a material adverse effect on our Company's liquidity and financial condition.

Our Company's ability to borrow funds and refinance existing debt may also be affected by a variety of factors, including liquidity in the 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.

5. *We depend on the accuracy and completeness of information about customers and counterparties.*

In deciding whether to extend credit or enter into other transactions with customers and counterparties, we may rely on information furnished to us by or on behalf of customers and counterparties, including financial statements and other financial information. We may also rely on certain representations as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors. For example, in deciding whether to extend credit, we may assume that a customer's audited financial statements conform to generally accepted accounting principles and present fairly, in all material respects, the financial condition, results of operations and cash flows of the customer. Our financial condition and results of operations could be negatively affected by relying on financial statements that do not comply with generally accepted accounting principles or other information that is materially misleading. In addition, unlike several developed economies, a nationwide credit bureau has only recently become operational in India. This may affect the quality of information available to us about the credit history of our borrowers, especially individuals and small businesses. As a result, our ability to effectively manage our credit risk may be adversely affected.

Moreover, we have implemented KYC norms and other measures, to prevent money laundering. In the event of ineffectiveness of these norms and systems, our reputation,

business and results of operations may be adversely affected.

6. *Negative publicity could damage our reputation and adversely impact our business and financial results and the price of the Debentures.*

Reputation risk, or the risk to our business, earnings and capital from negative publicity, is inherent in our business. The reputation of the financial services industry in general has been closely monitored as a result of the financial crisis and other matters affecting the financial services industry. Negative public opinion about the financial services industry generally or us specifically could adversely affect our ability to keep and attract customers and expose us to litigation and regulatory action. Negative publicity can result from our actual or alleged conduct in any number of activities, including lending practices and specific credit exposures, corporate governance, regulatory compliance, mergers and acquisitions, and related disclosure, sharing or inadequate protection of customer information, and actions taken by government, regulators and community organizations in response to that conduct. Although we take steps to minimize reputation risk in dealing with customers and other constituencies, we, as a financial services organization, are inherently exposed to this risk.

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

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

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

A principal component of our strategy is to continue to grow by expanding the size and geographical scope of our businesses, as well as the development and scaling up of our new products in the SME/ Retail space including Loans Against Property (LAP), Asset Backed Finance (ABF), Business Installment Loans (BIL), etc.. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Failure to train our employees properly may result in an increase in employee attrition rates, require additional hiring, erode the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us. If we grow our loan book too rapidly or fail to make proper assessments of credit risks associated with new borrowers, a higher percentage of our loans may become non-performing, which would have a negative impact on the quality of our assets and our financial condition. Any inability on our part to manage such growth could

disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

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

As we are a “systemically important non-deposit accepting” NBFC and do not have access to deposits, our liquidity and ongoing profitability are primarily dependent upon our timely access to, and the costs associated with raising capital. Our business is significantly dependent on funding from the debt capital markets and commercial borrowings. The demand for such funds is competitive and our ability to obtain funds at competitive rates will depend on various factors including our ability to maintain positive credit ratings. Ratings reflect a rating agency’s opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. In relation to our Non-Convertible Debentures, we currently have long term ratings of “AAA” from CRISIL & ICRA. Further we also have long term ratings of “AAA” from CRISIL for our Bank Facilities. In relation to our short-term borrowings from Commercial Papers, we have also received rating of “A1+” from CRISIL & ICRA. Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and debt markets and, as a result, would negatively affect our net interest margin and our business. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any additional financing or refinancing arrangements in the future. Any such adverse development could adversely affect our business, financial condition and results of operations.

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

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

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

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

We are regulated principally by and have reporting obligations to the RBI. We are also subject to the corporate, taxation and other laws in effect in India. In recent years, existing rules and regulations have been modified, new rules and regulations have been enacted and reforms have been implemented which are intended to provide tighter control and more transparency in the NBFC industry. Moreover, new regulations may be passed that restrict our ability to do business.

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

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

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

- 13. *We may not be able to successfully sustain our growth plans.***

Our growth in the coming four to five years are fairly substantial. Our growth plan includes growing and expanding our lending/ financing activities in the SME/ Retail space with products like LAP, LAS, ABF, BIL etc. in addition to our substantial existing exposure in the wholesale lending space. There can be no assurance that we will be able to sustain our growth plan successfully or that we will be able to expand further or diversify our product portfolio. If we grow our loan book too rapidly or fail to make proper assessments of credit risks associated with new borrowers, a higher percentage of our loans may become non-performing, which would have a negative impact on the quality of our assets and our financial condition.

We also face a number of operational risks in executing our growth strategy. Our plans for rapid growth may expose us to a wide range of increased risks, including business and

operational risks, such as the possibility of growth of NPAs, fraud risks and regulatory and legal risks.

Our ability to sustain our rate of growth also significantly depends upon our ability to recruit trained and efficient personnel and retain key managerial personnel, maintain effective risk management policies, continuing to offer products which are relevant to our target base of clients, developing managerial experience to address emerging challenges and ensuring a high standard of client service. 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 our employees properly may result in an increase in employee attrition rates, erode the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us.

14. *Our insurance coverage may not adequately protect us against losses.*

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

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

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

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

Our future success will depend, in part, on our ability to respond to new technological advances and emerging banking industry standards and practices on a cost-effective and timely manner. The development and implementation of such technology entails significant technical and business risks. There can be no assurance that we will be able to successfully

implement new technologies or adapt its transaction processing systems to customer requirements or emerging market standards.

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

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

(a) General Risks

Investment in debt and debt related securities involve a degree of risk and investors should not invest any funds in the debt instruments, unless they can afford to take the risks attached to such investments. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, the investors must rely on their own examination of the Company, this Shelf Information Memorandum issued in pursuance hereof and the Issue including the risks involved. The Issue has not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this Shelf Information Memorandum.

(b) Interest Rate Risk

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

(c) Future legal and regulatory obstructions

Future government policies and changes in laws and regulations in India and comments, statements or policy changes by any regulator, including but not limited to the SEBI or the RBI, may adversely affect the Debentures. The timing and content of any new law or regulation is not within the Issuer's control and such new law, regulation, comment, statement or policy change could have an adverse effect on market for and the price of the Debentures. Further, the RBI or other regulatory authorities may require clarifications on this Shelf Information Memorandum, which may cause a delay in the issuance of Debentures or may result in the Debentures being materially affected or even rejected.

(d) Political instability or changes in the government could delay further liberalization

of the Indian economy and adversely affect economic conditions in India generally.

Since 1991, successive Indian governments have pursued policies of economic liberalization. The role of the Central and State Governments in the Indian economy as producers, consumers and regulators has remained significant. If there was to be any slowdown in the economic policies, or a reversal of steps already taken, it could have an adverse effect on the debt market which as such is exposed to the risks of the Indian regulatory and policy regime and also have an impact on global economic market.

ANNEXURE D

THE NUMBER OF PERSONS TO WHOM ON A PREFERENTIAL BASIS/ PRIVATE PLACEMENT/ RIGHTS ISSUE HAS ALREADY BEEN MADE DURING THE YEAR, IN TERMS OF THE NUMBER OF SECURITIES AS WELL AS THE PRICE

The Issuer has not made any preferential allotments during the year.

ANNEXURE E

PRE-ISSUE AND POST-ISSUE SHAREHOLDING PATTERN OF THE COMPANY

Sl. No	Category	Pre-Issue		Post-issue	
		No of shares held	% of shareholding	No of shares held	% of shareholding
A	Promoters' holding				
1	Indian				
	Individual	-	-	-	-
	Bodies corporate	-	-	-	-
		-	-	-	-
	Sub-total				
2	Foreign promoters	454384994	100%	454384994	100%
	Sub-total (A)	6	0.00	6	0.00
B	Non-promoters' holding	454385000	100%	454385000	100%
1	Institutional Investors				
2	Non-institutional investors	-	-	-	-
	Private Corporate bodies	-	-	-	-
	Directors and relatives	-	-	-	-
	Indian public	-	-	-	-
	Others (including non-resident Indians)	-	-	-	-
	Sub-total (B)	-	-	-	-
	GRAND TOTAL (A+B)	454385000	100%	454385000	100%

ANNEXURE F**REMUNERATION OF DIRECTORS DURING THE CURRENT YEAR AND THE LAST THREE FINANCIAL YEARS****Remuneration to Executive Directors:**

SI No	Particulars of Remuneration	Name of MD and CEO			
		2016-17	2017-18		2018-19
		Mr. Amit Saxena	Mr. Amit Saxena#	Mr. Souvik Sengupta ##	Mr. Souvik Sengupta
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14,705,106	14,044,994	12,871,389	23,398,926
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	1,545,873	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	10,177,653
3	Sweat Equity	-	-	-	-
4	Commission -as % of profit -others specify...	-	-	-	-
5	Others (PF) Others (Stock Option Buyout)	-	607,131	293,467	744,000 9,429,567
	TOTAL	14,705,106	16,197,998	13,164,856	43,750,146

Resigned as MD & CEO w.e.f.23.10.2017

Appointed as MD & CEO and nominee shareholder w.e.f. 27.11.2017

Remuneration to Non-Executive Directors (in nature of sitting fees and commission):

(Rs.)

Name of Director		FY 2018-19 Current Year	FY 2017-18	FY 2016-17
1.	Ms. Jayanti Shukla	2,50,000	320,000	270000
2.	Mr. Navneet Singh	2,40,000	280,000	275000

ANNEXURE G

**RELATED PARTY TRANSACTION ENTERED DURING THE LAST THREE FINANCIAL YEARS
IMMEDIATELY PRECEDING THE YEAR OF ISSUE OF THIS SHELF INFORMATION MEMORANDUM
INCLUDING WITH REGARD TO LOANS MADE OR, GUARANTEES GIVEN OR SECURITY PROVIDED**

Sl. No.	Name of the related party and nature of relationship (a)	Nature of contracts / arrangements / transactions (b)	Duration of contracts / arrangements / transactions (c)	Salient features of contracts / arrangements / transactions, including value, if any (d)	Justification for entering into such contracts / arrangements / transactions (e)	Date(s) of approval by the Board (f)	Amount paid as advances, if any (g)	Date on which special resolution was passed in General meeting u/s 188(1) (h)
31st March 2019								
1	Standard Chartered Global Business Services Pvt. Ltd. (erstwhile Scope International Pvt. Ltd.)	Service Level agreement	July 06, 2018 to July 05, 2021	On Demand Monthly Name Screening. These FCC Surveillance controls are provided by FCSU (Financial Crime Surveillance Unit) Amount: Upto INR 2,20,000/- (exclusive of taxes) (USD 3300 - 0.15 FTE)	Optimum utilisation of services being offered by Group Company at arm's length pricing	June 01, 2018 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required.	Nil	Not required
2	Standard Chartered Global Business Services Pvt. Ltd. (erstwhile Scope International Pvt. Ltd.)	Global People Services – HR Backend support	June 01, 2018 to August 31, 2019	Global Business Services provides HR backend support to Employee, Leavers/Retirees, Vendors, Recruitment and helping with background verification services.	Optimum utilisation of services being offered by Group Company at arm's length pricing	June 01, 2018 Audit Committee approved as both in ordinary course and at arm's length, hence Board	Nil	Not required

				Amount: Upto INR 9,00,000/- (exclusive of taxes) (Recharge rate per FTE per annum is USD-21240)		approval was not required .		
3	Standard Chartered Global Business Services Pvt. Ltd. (erstwhile Scope International Pvt. Ltd.)	Service Level agreement	August 01, 2018 to July 31, 2021	For review and submission of GIC and changes to authorized signatories for Global Banking & Commercial Banking clients using eCDD+ System Amount: Upto INR 8,20,000/- (exclusive of taxes) (USD 12,500 - 0.50 FTE)	Optimum utilisation of services being offered by Group Company at arm's length pricing	June 01, 2018 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required .	Nil	Not required
4	Standard Chartered Bank, Singapore Branch	Service Level agreement	One time contract for system integration and ongoing contract for annual running cost	Services for Indus software integration One time contract - upto USD 885,567 (INR 58,943,350) (exclusive of taxes) plus annual running cost	Optimum utilisation of services being offered by Group Company at arm's length pricing	19 Sep 2018 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required	Nil	Not required
5	Standard Chartered Securities (India) Limited (SCSI)	Agreement for sharing office space at Bangalore	March 20, 2019 to April 30, 2019	To hire premises on rent: Rent per Sq.ft - Rs 92 and	Optimum utilisation of space available with the Group	19 March 2019 Audit Committee	Nil	Not required

				Rent for the period amounts to Rs. 11592 And Property Service Charges Rs. 6,048/- (at the rate of Rs. 48 per sq.ft per month) for the period March 20 2019 to April 30 2019)	Company at arm's length pricing	approved as both in ordinary course and at arm's length, hence Board approval was not required .		
6	Standard Chartered Securities (India) Limited (SCSI)	Agreement for sharing office space at Hyderabad	March 20, 2019 to April 30, 2019	To hire premises on rent: Rent per Sq.ft - Rs 104.17 and Rent for the period amounts to Rs. 13125 And Property Service Charges Rs.8500/- (at the rate of Rs.67.46 per sq.ft per month for the period March 20 2019 to April 30 2019)	Optimum utilisation of space available with the Group Company at arm's length pricing	19 March 2019 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required .	Nil	Not required
7	Standard Chartered Securities (India) Limited (SCSI)	Agreement for sharing office space at Ahmedabad	March 20, 2019 to April 30, 2019	To hire premises on rent: For 20/03/2019 to 31/03/2019 : Rent per Sq.ft – Rs. 81.96 and Rent for the period amounts to Rs. 2951 For 01/04/2019	Optimum utilisation of space available with the Group Company at arm's length pricing	19 March 2019 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval	Nil	Not required

				to 30/04/2019 - : Rent per Sq.ft – Rs. 87.29 and Rent for the period amounts to Rs. 7856 Property Service Charges: Rs. 5,640/- (at the rate of Rs. 44.76 per sq.ft per month for the period March 20 2019 to April 30 2019)		was not required .		
8	Standard Chartered Securities (India) Limited (SCSI)	Agreement for sharing office space at Pune	March 20, 2019 to April 30, 2019	To hire premises on rent: For 20/03/2019 to 30/04/2019 : Rent per Sq.ft – Rs. 107 and Rent for the period amounting to Rs. 13482 Property Service Charges: Rs.7182/- (at the rate of Rs. 57/- per sq.ft per month for the period March 20 2019 to April 30 2019)	Optimum utilisation of space available with the Group Company at arm's length pricing	19 March 2019 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required .	Nil	Not required
9	Standard Chartered Global Business Services Pvt. Ltd. (erstwhile	Service Level agreement	April 01, 2019 to March 31, 2020	Financial Reporting, Financial Control and Management Reporting, Accounts	Optimum utilisation of services being offered by Group Company	19 March 2019 Audit Committee approve	Nil	Not required

	Scope International Pvt. Ltd.)			payable processing Up to INR 9,000,000/- (exclusive of taxes)	at arm's length pricing	d as both in ordinary course and at arm's length, hence Board approval was not required		
10	Standard Chartered Bank, India Branch	Addendum to Cost allocation agreement	January 01, 2019 to March 31, 2020	Support from common functions like HR, Tax, Legal, CRES, IT and MTCR Cost allocation is based on derived methodology of the Company for all the support functions mentioned in the agreement	Optimum utilisation of services being offered by Group Company at arm's length pricing	19 March 2019 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required.	Nil	Not required
11	Standard Chartered Bank, India Branch	Agreement to acquire assets	One time contract	Transfer of Employment. The total contract value is NIL for transfer employment	Optimum utilisation of services being offered by Group Company at arm's length pricing	19 March 2019 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required.	Nil	Not required
12	Standard Chartered Securities (India)	Agreement to provide office space at	March 01, 2019 to May 15, 2019	Premises on rent Rent per Sq.ft	Optimum utilisation of space available	19 March 2019 Audit	Nil	Not required

	Limited (SCSI)	New Delhi		<p>– Rs. 192 and Rent for the period amounting to Rs. 39552</p> <p>Property Service Charges: Rs. 21,630/-/at the rate of Rs.105 per sq.ft per month</p>	with the Group Company at arm's length pricing	Committee approved as both in ordinary course and at arm's length, hence Board approval was not required.		
31st March 2018								
1.	Standard Chartered Bank, Singapore Branch	Service Level Agreement	One time contract for system integration and ongoing contract for annual running cost.	<p>SLA-Services for Miles Software integration.</p> <p>One time contract up to INR 95,824,387 (USD 1,478,153) (exclusive of taxes) plus annual running cost.</p>	Optimum utilisation of services being offered by Group Company at arm's length pricing	30 May 2017 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required.	Nil	Not required
2.	Standard Chartered Bank, Singapore Branch	Service Level Agreement	One time contract for system implementation & One year contract for Annual operating cost from the date of system implementation	<p>SLA-EPROC implementation for payment process</p> <p>Upto USD 5000 – Implementation Cost & Upto USD 10000 – Annual Operating Cost</p>	Optimum utilisation of services being offered by Group Company at arm's length pricing	30 May 2017 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required.	Nil	Not required

3.	Standard Chartered Bank, India Branch	Addendum Agreement	Period from 01 June 2017 to 24 October 2019	Addendum Agreement for additional office space at 6th Floor, Crescenzo, BKC, Bandra Mumbai (Premised on Rent) INR 306 consists of rental component of Rs 225 per sq ft (basis the external valuation report) and Rs 81 towards building maintenance (security, housekeeping, utility charges, etc) which have been arrived basis the actual cost incurred and factoring any budgeted spends.	Optimum utilisation of services being offered by Group Company at arm's length pricing	30 May 2017 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required.	Nil	Not required
4	Standard Chartered Securities (India) Limited (SCSI)	Rent agreement.	April 01, 2017 to December 15, 2020	Revised agreement for office space at Sri Shankara Arcade, Municipal No. 19, Geetha Colony, 27th Cross Road, 4th Block, Jayanagar, Bangalore 560 011 (Premises on Rent)	Optimum utilisation of services being offered by Group Company at arm's length pricing	30 May 2017 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required.	Nil	Not required
5	Standard	Agreement	One time	Transfer of	Optimum	13	Nil	Not

	Chartered Bank, India Branch	to acquire assets	contract	Employment and assets The total contract value shall be NIL for transfer employment and upto INR 15,00,000 (exclusive of taxes) for transfer of assets	utilisation of services being offered by Group Company at arm's length pricing	September 2017 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required .		required
6.	Standard Chartered Bank, India Branch	Issuing & Paying Agency Services for Commercial Paper Issuances	October 09, 2017 to October 08, 2020	IPA- Upto INR 3 Lacs per annum (exclusive of taxes)	Optimum utilisation of services being offered by Group Company at arm's length pricing	13 September 2017 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required .	Nil	Not required
7.	Standard Chartered Bank, India Branch	Term Loan arrangement Committed bank line facilities	July 21, 2017 to July 20, 2020	Upto INR 600 Crores + Commitment fees of 0.25% per annum (exclusive of taxes) + interest on loan as applicable	Optimum utilisation of services being offered by Group Company at arm's length pricing	13 September 2017 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval	Nil	Not required

						was not required .		
8	Standard Chartered Global Business Services Pvt. Ltd. (erstwhile Scope International Pvt. Ltd.)	Service Level agreement	December 01, 2017 to November 30, 2018	Transaction Processing Services – namely passing of NPA Accounting Entries in PSGL Upto INR 300,000 per annum (exclusive of taxes)	Optimum utilisation of services being offered by Group Company at arm's length pricing	27 November 2017 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required .	Nil	Not required
9	Standard Chartered Bank, India Branch	Service Level Agreement	December 01, 2017 to November 30, 2020	Aadhar authentication of the clients. The Company is appointed as sub AUA of SCB India who is an AUA Upto INR 25,000 per annum (exclusive of taxes)	Optimum utilisation of services being offered by Group Company at arm's length pricing	27 November 2017 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required .	Nil	Not required
10	Standard Chartered Bank, Singapore Branch	IFRS9 project	One Time Contract	Reimbursement of cost charged to the Company for IFRS 9 project App. INR 1,187,263	Optimum utilisation of services being offered by Group Company at arm's length pricing	27 November 2017 Audit Committee approved as both in ordinary course and at arm's	Nil	Not required

						length, hence Board approval was not required .		
11 .	Standard Chartered Bank – India Branch	Support Cost allocation agreement Support from common functions like HR, Tax, Finance etc.	April 01, 2018 to March 31, 2020.	Cost allocation will be based on revenue of the Company for all the support functions mentioned in the agreement except for Group Special Asset Management function which will be upto INR 14,00,000 per annum	Optimum utilisation of services being offered by Group Company at arm's length pricing	12 March 2018 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required .	Nil	Not required
12 .	Standard Chartered Global Business Services Pvt. Ltd.	Service Level agreement Financial Reporting, Financial Control and Management Reporting, Accounts payable processing	April 01, 2018 to March 31, 2019	Up to INR 7,500,000/- (exclusive of taxes)	Optimum utilisation of services being offered by Group Company at arm's length pricing	12 March 2018 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required .	Nil	Not required
13 .	Standard Chartered Securities (India) Limited	Agreement for office space at Chennai Premises on rent	March 15, 2018 to August 31, 2022	Total area 185 sq.ft. 15 March 2018 to 31 August 2020 (94.29 per sq.ft)	Optimum utilisation of services being offered by Group Company at arm's	12 March 2018 Audit Committee approved as	Nil	Not required

				01 September 2020 to 31 August 2022 (108.43 per sq.ft.) Property service charges Rs.73.35 per sq.ft per month.	length pricing	both in ordinary course and at arm's length, hence Board approval was not required .		
14	Standard Chartered Securities (India) Limited	Agreement for office space at Hyderabad Premises on rent	March 15, 2018 to October 15, 2021	Total area 362 sq.ft. 15 March 2018 to 15 October 2019 (104.17 per sq.ft.) 16 October 2019 to 15 October 2021 (119.79 per sq.ft.) Property service charges Rs. 67.46 per sq.ft per month.	Optimum utilisation of services being offered by Group Company at arm's length pricing	12 March 2018 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required .	Nil	Not required
15	Standard Chartered Securities (India) Limited	Agreement for office space at Ahmedabad Premises on rent	March 15, 2018 to March 31, 2024	Total area 150 sq.ft. 15 March 2018 to 31 March 2018 (76.96 per sq. Ft.) 01 April 2018 to 31 March 2019 (81.96 per sq. Ft.) 01 April 2019 to 31 March 2020 (87.29 per sq. Ft.) 01 April 2021 to 31 March 2022 (99 per sq.ft) 01 April 2022 to 31 March 2023 (105.44 per sq.ft.)	Optimum utilisation of services being offered by Group Company at arm's length pricing	12 March 2018 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required .	Nil	Not required

				01 April 2023 to 31 March 2024 (112.29 per sq.ft)				
31st March 2017								
1.	Standard Chartered Bank	Premises on rent	October 25, 2016 to 24 October 2019	Agreement for office space at Mumbai and cost is INR 300.23 per sq.ft. per month	Optimum utilisation of services being offered by Group Company at arm's length pricing	23 November 2016 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required.	Nil	Not required
2.	Standard Chartered Global Business Services Pvt. Ltd. (erstwhile Scope International Pvt. Ltd.)	Service Level Agreement	November 24, 2016 to 31 March 2017	Addendum to current Service Level Agreement - Tax Compliance activities and cost is upto INR 0.86 lacs excluding taxes	Optimum utilisation of services being offered by Group Company at arm's length pricing	23 November 2016 Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required.	Nil	Not required
3.	Standard Chartered Securities (India) Limited	Premises on rent	December 01, 2016 to December 15, 2020	Agreement for office space at Bangalore and cost is in the range of INR 122.56 to 139.71 per sq. ft. per month	Optimum utilisation of services being offered by Group Company at arm's length pricing	23 November 2016 Audit Committee approved as both in ordinary	Nil	Not required

				including property service charges		course and at arm's length, hence Board approval was not required .		
4.	Standard Chartered Global Business Services Pvt. Ltd. (erstwhile Scope International Pvt. Ltd.)	Service Level Agreement	1 April 2017 to 31 March 2018	Service Level Agreement Financial Reporting, Financial Control and Management Reporting, Accounts payable processing Upto INR 60 lacs excluding taxes.	Optimum utilisation of services being offered by Group Company at arm's length pricing	27 March 2017. Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required .	Nil	Not required
5.	Standard Chartered Global Business Services Pvt. Ltd. (erstwhile Scope International Pvt. Ltd.)	Service Level Agreement	1 April 2017 to 31 March 2018	Service Level Agreement - On Demand Monthly Name Screening. These FCC Surveillance controls are provided by FCSU (Financial Crime Surveillance Unit) Upto INR 13 lacs excluding taxes.	Optimum utilisation of services being offered by Group Company at arm's length pricing	27 March 2017. Audit Committee approved as both in ordinary course and at arm's length, hence Board approval was not required .	Nil	Not required
6.	Standard Chartered Global Business Services	Service Level Agreement	1 April 2017 to 31 March 2018	Service Level Agreement - Global Business Services	Optimum utilisation of services being offered by	27 March 2017. Audit Committee	Nil	Not required

	Pvt. Ltd. (erstwhile Scope Internatio nal Pvt. Ltd.)			provides HR backend support to Employees, Leavers/Retir ees, Vendors. Upto INR 15 lacs excluding taxes.	Group Company at arm's length pricing	ee approve d as both in ordinary course and at arm's length, hence Board approval was not required .		
7.	Standard Chartered Securities (India) Limited	Premises on rent	April 01, 2017 to July 15, 2019	Agreement for office space at Pune and cost is in the range of INR 154 to 164 per sq. ft. per month including property service charges plus proportionate property tax extra	Optimum utilisation of services being offered by Group Company at arm's length pricing	27 March 2017. Audit Committ ee approve d as both in ordinary course and at arm's length, hence Board approval was not required .	Nil	Not require d

ANNEXURE H**DETAILS OF EXISTING SHARE CAPITAL OF THE COMPANY****Existing Share Capital of the Issuer, as on June 30, 2019:**

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration (Cash, other than cash, etc.)	Nature of Allotment	Cumulative		
						No of equity shares	Equity Share Capital (Rs.)	Equity Share Premium (in Rs.)
22- 10- 2003	50000	10	10	Cash	Subscription of shares	50000	500000	NIL
26- 12- 2003	34070500	10	10	Cash	Right Issue	34070500	340705000	NIL
22- 07- 2004	194837000	10	10	Cash	Right Issue	228907500	2289075000	NIL
15 -07- 2005	109025000	10	10	Cash	Right Issue	337932500	3379325000	NIL
27 -07- 2006	116402500	10	10	Cash	Right Issue	454335000	4543350000	NIL

Equity Share Capital (Paid in capital) history as on last quarter end June 30, 2019

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration (Cash, other than cash, etc.)	Nature of Allotment	Cumulative		
						No of equity shares	Equity Share Capital (Rs.)	Equity Share Premium (in Rs.)
22- 10- 2003	50000	10	10	Cash	Subscription of shares	50000	500000	NIL
26- 12- 2003	34070500	10	10	Cash	Right Issue	34070500	340705000	NIL
22- 07- 2004	194837000	10	10	Cash	Right Issue	228907500	2289075000	NIL
15 -07- 2005	109025000	10	10	Cash	Right Issue	337932500	3379325000	NIL
27 -07- 2006	116402500	10	10	Cash	Right Issue	454335000	4543350000	NIL

ANNEXURE I

CONSENT LETTER FROM THE REGISTRAR TO THE ISSUE

NSDL Database Management Limited



June 03, 2019

To

Souvik Sengupta
Standard Chartered Investments and Loans (India) Limited
Crescenzo, 6th Floor, C-38/39,
G Block, Bandra Kurla Complex,
Bandra East, Mumbai,
Maharashtra 400051

Dear Sir/Madam,

Subject : Consent to act as Registrar to the Proposed issue of "Rated, Secured, Listed, Redeemable, Non-Convertible Debentures" of face value of INR 10 lakh each for cash aggregating to INR 500 crores to be issued on private placement basis in multiple tranches and series ("Issue").

We refer to the subject issue and hereby accept our appointment as 'Registrar' for electronic connectivity provider in relation to the issue of "Rated, Secured, Listed, Redeemable, Non-Convertible Debentures of face value of Rs. 10 Lakh each for cash aggregating to INR 500,00,00,000 and give our consent to incorporate our name as "Registrar to the Issue" in the shelf information memorandum, tranche information memorandum and any other document for the Issue.

Our Permanent SEBI Registration No.: INR000004181.

Thanking you

Yours faithfully

For NSDL Database Management Ltd

Nilesh Bhandare
Manager



ANNEXURE J
CONSENT LETTER FROM THE DEBENTURE TRUSTEE

5884/BTL/CL/19-20/DEB

Date: June 03, 2019



Standard Chartered Investments and Loans (India) Limited
Crescenzo Building, 6th floor, C-38/39, "G" Block,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

Kind Attn: - Mr. Souvik Sengupta, MD & CEO

Dear Sir/Madam,

Sub: Consent to act as Debenture Trustee for the Secured, Listed, Rated, Redeemable Non-Convertible Debentures aggregating to Rs. 500 Crores, to be issued in one or more series and multiple tranches.

This is with reference to the discussion we had with you regarding appointment of Beacon Trusteeship Limited as Debenture Trustee for Secured, Listed, Rated Redeemable Non-Convertible Debentures aggregating to Rs. 500 Crores to be raised on a private placement basis, in one or more series and multiple tranches, by Standard Chartered Investments and Loans (India) Limited ("**Company**").

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



BEACON TRUSTEESHIP LTD.

Corporate Office : 4 C & D, Siddhivinayak Chambers, Gandhi Nagar, Opp MIG Cricket Club Bandra (E), Mumbai - 400 051.
Office : F/801, Jai Balaji CHS Ltd., Plot No. 23, Sector 6, Nerul, Thane, Maharashtra - 400 706. | CIN : U74999MH2015PLC271288
Phone : 022-26558759 | Email : contact@beacontrustee.co.in | Website : www.beacontrustee.co.in

ANNEXURE K

RATING LETTER FROM CRISIL AND ICRA

Ratings

CONFIDENTIAL



SCILL/220849/NCD/05142019/1
July 03, 2019

Mr. Souvik Sengupta
Managing Director & CEO
Standard Chartered Investments and Loans India Limited
Crescenzo - 6th Floor, C-38/39, 'G' Block,
Bandra Kurla Complex,
Bandra (East)
Mumbai - 400051

Dear Mr. Souvik Sengupta,

Re: CRISIL Rating on the Rs.500 crore Non-convertible Debentures of Standard Chartered Investments and Loans India Limited

All ratings assigned by CRISIL are kept under continuous surveillance and review.
Please refer to our rating letter dated June 6, 2019 bearing Ref. no: SCILL/220849/NCD/05142019

Please find in the table below the ratings outstanding for your company.

S.No.	Instrument	Rated Amount (Rs. in Crore)	Rating Outstanding
1	Non-Convertible Debentures	500	CRISIL AAA/Stable

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Ajit Velonie
Director - CRISIL Ratings

Nivedita Shibu
Associate Director - CRISIL Ratings



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

Corporate Identity Number: L67120MH1987PLC042363

CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400076. Phone: +91 22 3342 3000 | Fax: +91 22 4040 5800
www.crisil.com



ICRA

ICRA Limited

Ref: 2019-20/MUMR/0344

Date: June 27, 2019

Mr. Saket Maheshwari
Head of Finance and Company Secretary
Standard Chartered Investments & Loans (India) Ltd.
Crescenzo, 6th Floor, c-38/39, G-Block
Bandra-Kurla Complex, Bandra (East)
Mumbai 400051

Dear Sir,

Re: ICRA rating for Rs. 500 crore Non-Convertible Debenture Programme (Yet to be placed Rs. 500 crore) of
Standard Chartered Investments & Loans (India) Ltd.

Please refer to your request dated June 26, 2019 for revalidating the rating letter issued for the captioned programme.

We confirm that the [ICRA] AAA (pronounced as ICRA Triple A) rating assigned to your captioned programme and last communicated to you vide our letter dated May 17, 2019 stands. The outlook on the long-term rating is "Stable". Instruments with this rating indicate are considered to have the highest degree of safety regarding timely servicing of Financial Obligations. Such Instruments carry lowest credit risk.

In any of your publicity material or other document wherever you are using our above rating. It should be stated as [ICRA] AAA (Stable).

The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same as communicated vide our letter Ref 2019-20/MUM/0262 dated April 30, 2019.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,

Yours sincerely,

For ICRA Limited

Anil Gupta
(Vice President)
anilg@icraindia.com

Manushree Saggat
(Vice President)
manushrees@icraindia.com

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Tel. : +91.124.4545300
CIN : L74999DL1991PLC042749

Website : www.icra.in
Email : info@icraindia.com
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Registered Office : 1105, Kailash Building, 11th Floor, 26 Kasturba Gandhi Marg, New Delhi - 110001. Tel. : +91.11.23357940-45

RATING • RESEARCH • INFORMATION

80420

ANNEXURE L

BOARD RESOLUTION



EXTRACT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF STANDARD CHARTERED INVESTMENTS AND LOANS (INDIA) LIMITED ("THE COMPANY") HELD ON TUESDAY, 19 MARCH 2019 FROM 2:00 PM TO 3:30 PM AT CRESCENZO BUILDING, GODAVARI MEETING ROOM, FLOOR NO.7, G BLOCK, C 38/39, BANDRA KURLA COMPLEX, BANDRA (E), MUMBAI 400 051

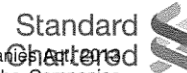
ISSUANCE OF NON-CONVERTIBLE DEBENTURES (NCD)

"RESOLVED THAT further to the special resolution of the shareholders of the Company dated August 28, 2014 passed under section 180 (1) (c) of the Companies Act, 2013, resolution of the Board of Directors of the Company dated December 4, 2018 passed under section 179 (3) (d) of the Companies Act, 2013 and pursuant to the provisions of Section 42, Section 71 and Section 179 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities), Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, the memorandum of association and articles of association of the Standard Chartered Investments & Loans (India) Ltd ("the Company") and all such other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals, consents, sanctions, permissions as may be necessary from the government authorities and all other appropriate statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions and subject to such conditions or modifications which may be agreed to by the Board of Directors ("Board"), the approval of the Board be and is hereby accorded for issue and allotment of rated, secured, listed, redeemable, non-convertible debentures for an aggregate amount of up to [INR 500 Crores (Indian Rupees Five Hundred Crores Only)] in one or more series/tranches, on a private placement basis on such terms (the "Issue") to inter-alia qualified institutional buyers/ (QIB(s)), defined as per Regulation 2(zd) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and any non-QIB investors including arranger(s) ("Eligible Participants / Eligible Investors"), who/which has been authorized /mapped on the electronic bidding platform ("EBP Platform") of the BSE Limited ("BSE") on such terms and conditions as set out in the documents entered into for the Issue.

"RESOLVED FURTHER THAT in terms of Section 179 of the Companies Act, 2013 and other applicable provisions therein and further subject to the approval of shareholders of the Company under section 180 (1) (c) of the Companies Act, 2013 by way of special resolution dated August 28, 2014 and such other provisions of the Companies Act, 2013 (including any rules and regulations issued thereunder) and all other approvals, consents, sanctions, permissions as may be necessary from the government authorities and all other appropriate statutory and regulatory authorities, to the extent applicable, the Board hereby approves the creation of the security by way of mortgage, charge, pledge and/or hypothecation, as may be necessary on the assets of the Company, both present and in future, in such manner, in favour of the Eligible Investors and trustees for the holders of debentures which may be issued on private placement basis or otherwise, to secure the obligations of the Company in relation to the Debentures payable by the Company to the debenture trustees under a debenture trust deed and/or to the Investors under their respective agreements/debenture trust deeds to be entered into by the Company in respect of such borrowings."

Standard Chartered Investments and Loans (India) Ltd
Registered Office
Crescenzo - 6th Floor, C-38/39, "G" Block, Bandra-Kurla Complex
Bandra (East), Mumbai - 400 051, India
CIN: U65990MH2003PLC142829

Tel (91-22) 2675 7826, 2675 7829
Fax (91-22) 2675 7825
Website: www.standardcharteredinvestmentsloans.co.in
Email: scilcustomer.care@sc.com



"RESOLVED FURTHER THAT pursuant to Section 179 (3) (c) of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any statutory modifications, amendments thereto or re-enactment thereof, read with the rules made there under, as may be amended from time to time, and pursuant to the provisions of articles of association of the Company, consent of the Board be and is hereby accorded to authorize a committee of directors namely **"Non Convertible Debentures (NCD) Committee"** be and hereby constituted with the following committee of directors comprising of:

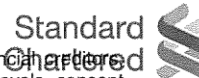
- | | |
|---------------------------|------------|
| 1) Mr. Subhradeep Mohanty | - Director |
| 2) Mr. Pradeep Iyer | - Director |
| 3) Mr. KV Subramanian | - Director |
| 4) Mr. Souvik Sengupta | - MD & CEO |

"RESOLVED FURTHER THAT the NCD Committee shall *inter-alia* do such acts, deeds and things as the NCD Committee in its absolute discretion deems necessary or desirable in connection with the issue and allotment of the Debentures, including without limitation, the following:

- (a) to decide the terms of the issue including number of units and the face value of the Debentures, premium, coupon, redemption terms etc.;
- (b) take all the necessary steps/ actions to comply with Securities and Exchange Board of India ("SEBI") circulars on Electronic Book Mechanism, wherever and to the extent applicable;
- (c) to identify investors from the successful bidders selected on the EBP Platform ("Identified Investors") to whom the signed, addressed to and serially numbered private placement offer cum application letter ("PPOAL") shall be issued to;
- (d) to alter or modify the terms of the Issue, to authorize the repurchase of the Debentures, approve, finalise and issue the PPOAL in terms of the Companies (Prospectus and Allotment Rules) 2014 and/or information memorandum with disclosures under the Schedule 1 of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 ("Disclosure Document"), and providing the same on BSE/ NSE BOND platform or any other appropriate platform and arrangement for the submission of the and any amendments supplements thereto, with any applicable statutory and/or regulatory authorities, institutions or bodies, as may be required;
- (e) to authorize such directors or officers of the Company to sign, execute and issue consolidated receipt/s for the Debentures, debenture certificate (for the purpose of payment of stamp duty) listing, application, various agreements (including but limited to subscription agreement, depository agreement, debenture trustee agreement, agreement with stock exchanges), undertaking, deeds, declarations and all other documents and to do all such things, deeds and acts and to comply with all the formalities as may, in the opinion of such authorized persons, be required in connection with or incidental to the aforesaid offering of Debentures, including post Issue formalities;
- (f) giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time, and all other related matters;

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- (g) seeking, if required, any approval, consent or waiver from any/all financial institutions, banks, concerned government and regulatory authorities, and/or any other approvals, consent or waivers that may be required in connection with the issue, offer and allotment of the Debentures;
- (h) obtain in-principal approval and final listing/trading approvals from NSE/BSE and obtain ISIN from the depositories and allot Debentures to all the Identified Investors to the Debentures;
- (i) deciding, negotiating and finalizing the terms of the Debentures, including the price, coupon, face value, tenor, issue opening date, issue closing date and all other related matters as more particularly set out in the Transaction Documents;
- (j) creating a debenture redemption reserve in accordance with the provisions of the Companies Act, 2013 and the rules thereunder;
- (k) entering into arrangements with any depository in connection with the issue of Debentures in demat form;
- (l) appointing the debenture trustee and such other intermediaries, as may be necessary in relation to the Debentures in accordance with the terms of the Transaction Documents;
- (m) do all such acts, matters, deeds and things in relation to the Issue including without limitation appointment of legal counsel, the registrar and transfer agent, the arranger, the rating agency and other advisors and/or intermediaries as may be required and making payment of their fees;
- (n) undertake such actions required pursuant to participation on the EBP Platform of the BSE/NSE;
- (o) finalization of the allotment of the Debentures on the basis of the applications received;
- (p) acceptance and appropriation of the proceeds of the issue of the Debentures;
- (q) authorization of the maintenance of a register of holders of the Debentures;
- (r) negotiate, finalise, execute, ratify and deliver the term sheet, the Transaction Documents (to which the Company is a party) and such other documents, as may be necessary including but not limited to all other documents, instruments, deeds, amendments, papers, applications, notices or letters as may be required for the filing, registration, negotiation on dealing in any manner with the regulatory authorities in connection with the Debentures (including but not limited to Registrar of Companies, Ministry of Corporate Affairs, Company Law Board, National Securities Depository Limited/Central Depository Services (India) Limited, the SEBI, NSE and/or BSE or any other stock exchange in India and such other authorities as may be required);
- (s) to execute all documents, file forms and take all necessary and appropriate steps relating to the creation, perfection and registration of any security created by the Company under any of the Transaction Documents (to which it is a party) including the registration of charges with the relevant registrar of companies, any depository or any other authorities under applicable laws and complete all listing and registration formalities with the relevant sub-registrar of assurances and other relevant governmental authorities as may be necessary;

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(t) entering into and dispatching such other documents, deeds, notices, agreements, power of attorneys, declarations, memorandums, affidavits, certificates, indentures, indemnities (including without limitation in respect of stamp duty), undertakings, instruments and forms as may be required, in relation to or in connection with the Issue, the creation of Security or pursuant to any other purpose mentioned in these resolutions or to give effect to any transactions contemplated in such Transaction Documents for the benefit of the holders of the Debentures; and

(u) to take all steps and do all things and give such directions, as may be required, necessary, expedient or desirable for giving effect to the Transaction Documents, the transactions contemplated therein and the resolutions mentioned herein.

"RESOLVED FURTHER THAT any of the members of the NCD Committee be and is hereby authorized to sub-delegate all or any powers conferred to other officers/officers of the Company, external consultants, professionals, lawyers etc. as may think fit and proper in the interest of the Company.

"RESOLVED FURTHER THAT any members of the NCD Committee be and is hereby authorized to do all such acts, deeds and things as may be necessary or incidental thereto in this regard."

**CERTIFIED TRUE COPY
FOR STANDARD CHARTERED INVESTMENTS AND LOANS (INDIA) LIMITED**



Saket Maheshwari
Head of Finance & Company Secretary
ACS 21823
Date: June 17, 2019

Standard Chartered Investments and Loans (India) Ltd
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ANNEXURE M

SHAREHOLDERS RESOLUTION



EXTRACT OF THE ANNUAL GENERAL MEETING HELD ON THURSDAY 28 AUGUST 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT 6TH FLOOR, CRESCENZO BUILDING, G BLOCK, C 38/39, BANDRA KURLA COMPLEX, BANDRA (E), MUMBAI – 400 051, AT 11.00 A.M.

Borrowing powers of the Board

“**RESOLVED** that in supersession of the Ordinary Resolution adopted at the 2nd Annual General Meeting held on 29 September 2005 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of INR 3500 crores (Rupees Three thousand Five hundred crores) over and above the aggregate of the paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 180 (1)(a) and all other applicable provisions of the Companies Act, 2013, the Company hereby accords to and authorises the Board of Directors of the Company to mortgage, hypothecate and/or charge all or any of the immovable and movable properties of the Company, present and future and the whole of the undertaking, wherever situated, on such terms and conditions as the Board of Directors may think fit to secure, if necessary, the borrowing specified above.

“**RESOLVED FURTHER THAT** the consent of the Company be and is hereby accorded pursuant to the provisions of the Section 180 (1)(a) of the Companies Act, 2013, to the Board of Directors of the Company for creating such mortgages of and/or charging, on such terms and conditions and at such time or times and in such form or manner as it may think fit, the whole or substantially the whole or any one or more of the Company's undertakings or all its undertakings, including the present and/or future properties, whether movable or immovable comprised in any existing and/or new undertakings of the Company, as the case may be, together with the power to take over the management of the business and concern of all or any such undertaking of the Company in certain events, to or in favour of the Trustees whenever appointed by the Board of Directors of the Company as security for debentures together with interest thereon, and further/compound interest, if any thereon, commitment charges, liquidated damages, remuneration of the Trustees and, cost, charges, expenses and other monies payable in the above connection and to enter into agreement(s) with Trustees in respect of debentures, such security to rank pari passu with or second or subservient to the mortgages and/or may be agreed to between the concerned parties and as may be thought expedient by the Board of Directors and further that the Board of Directors be and is hereby authorised to finalise and execute the documents and any other deed papers and writings for

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creating the aforesaid mortgages and/or charges and to do all such acts, deeds and things as may be necessary or expedient for implementing this resolution."



**CERTIFIED TRUE COPY
FOR STANDARD CHARTERED INVESTMENTS AND LOANS (INDIA) LIMITED**

A handwritten signature in black ink, appearing to read "Saket", written over a horizontal line.

Saket Maheshwari
Head of Finance & Company Secretary
ACS 21823
Date: June 17, 2019

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ANNEXURE N

FORM OF TRANCHE INFORMATION MEMORANDUM

Tranche Information Memorandum dated [●]

Issue of [●] Debentures under the Shelf Information Memorandum dated [●]

Terms used herein shall be deemed to be defined as such for the purposes of the conditions set forth in the Shelf Information Memorandum dated [●]. This document constitutes the final terms of the Debentures under Tranche [●] (“**Tranche Debentures**”) described herein and which has been authorised by the Board (or any of its constituted committee) by way of resolution dated [●] under Section 179 of the Companies Act and must be read in conjunction with the Shelf Information Memorandum, as so supplemented from time to time. Full information on Standard Chartered Investments and Loans (India) Limited (the “**Issuer/Company**”) and the disclosures related to Tranche Debentures is only available on the basis of the combination of this Tranche Information Memorandum and the Shelf Information Memorandum, as so supplemented from time to time. The Shelf Information Memorandum, as so supplemented from time to time is available for viewing at [address] [and] [website] and copies may be obtained from [address].

FINAL TERMS

[Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that the numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs or sub-paragraphs. Italics denote guidance for completing the Tranche Information Memorandum.]

Security Name	[●] [In case of Series, <table><tr><td>Series [●]</td><td>Series [●]</td></tr><tr><td></td><td></td></tr></table>		Series [●]	Series [●]		
Series [●]	Series [●]					
Issuer	Standard Chartered Investments and Loans (India) Limited					
Arranger	[●] [In case of Series, <table><tr><td>Series [●]</td><td>Series [●]</td></tr><tr><td></td><td></td></tr></table>		Series [●]	Series [●]		
Series [●]	Series [●]					
Type of Instrument	Rated, Listed, Secured, Redeemable Non-Convertible Debentures					
Nature of Instrument	Secured					
Seniority	Senior					
Mode of Issue	Private Placement Please refer Circular no. SEBI/HO/DDHS/CIR/P/2018/05 dated January 5, 2018 as amended by way of the circular SEBI/HO/DDHS/CIR/P/2018/122 dated August 16, 2018 and any amendments thereto. The Issue will be through bidding on the EBP platform in line with the Operational Guidelines					
Eligible Participants/	(a) Qualified Institutional Buyers (QIBs), defined as per Regulation 2(zd) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or replaced from time to time					

	(b) Any non-QIB investor including arranger(s), who/which has been authorized by the issuer, to participate in a particular issue on EBP Platform.					
Designated Stock Exchange(s)	BSE					
Listing	The listing of the Tranche Debentures is to be obtained within 20 (twenty) days of the Deemed Date of Allotment for the relevant Tranche. The listing application shall be filed with the Designated Stock Exchange(s) within 15 (fifteen) days from the Deemed Date of Allotment. Provided however, where the any initial subscriber is a foreign portfolio investor, the Issuer shall obtain the final listing and trading approval with respect to such Series within 15 (fifteen) days of the Deemed Date of Allotment. The in-principle listing approval to be obtained prior to issuance of the Debentures. In case the Debentures are not listed at the end of this period, the Issuer shall pay to the Debenture Holders, a listing default interest of 1% on the Debentures amount, commencing after the expiry of 30 (thirty) days from the Deemed Date of Allotment till the Debentures are listed on the Designated Stock Exchange(s)					
Rating of the Instrument	CRISIL AAA/Stable by CRISIL & [ICRA] AAA (Stable) by ICRA					
Issue Size	[●] within the overall issue size under the Shelf Information Memorandum [In case of Series, <table><tr><td>Series [●]</td><td>Series [●]</td></tr><tr><td></td><td></td></tr></table>		Series [●]	Series [●]		
Series [●]	Series [●]					
Option to Retain Oversubscription	[●] [In case of Series, <table><tr><td>Series [●]</td><td>Series [●]</td></tr><tr><td></td><td></td></tr></table>		Series [●]	Series [●]		
Series [●]	Series [●]					
Objects of the Issue	Refer paragraph 2.2.4 (<i>Objects of the Issue</i>) under Section 2 (<i>Issuer Information</i>) of the Shelf Information Memorandum					
Details of the utilization of the proceeds	Refer paragraph 2.2.4 (<i>Objects of the Issue</i>) under Section 2 (<i>Issuer Information</i>) of the Shelf Information Memorandum					
Coupon Rate	[●] [In case of Series, <table><tr><td>Series [●]</td><td>Series [●]</td></tr><tr><td></td><td></td></tr></table>		Series [●]	Series [●]		
Series [●]	Series [●]					
Step Up/Step down Coupon rate	[●] [In case of Series, <table><tr><td>Series [●]</td><td>Series [●]</td></tr><tr><td></td><td></td></tr></table>		Series [●]	Series [●]		
Series [●]	Series [●]					
Coupon Payment Frequency	[●] [In case of Series,					

	<table> <tr> <td><i>Series [●]</i></td><td><i>Series [●]</i></td></tr> <tr> <td></td><td></td></tr> </table>	<i>Series [●]</i>	<i>Series [●]</i>		
<i>Series [●]</i>	<i>Series [●]</i>				
Coupon Payment Date	<p>[●]</p> <p><i>[In case of Series,</i></p> <table> <tr> <td><i>Series [●]</i></td><td><i>Series [●]</i></td></tr> <tr> <td></td><td></td></tr> </table>	<i>Series [●]</i>	<i>Series [●]</i>		
<i>Series [●]</i>	<i>Series [●]</i>				
Coupon Type	<p>[●]</p> <p><i>[In case of Series,</i></p> <table> <tr> <td><i>Series [●]</i></td><td><i>Series [●]</i></td></tr> <tr> <td></td><td></td></tr> </table>	<i>Series [●]</i>	<i>Series [●]</i>		
<i>Series [●]</i>	<i>Series [●]</i>				
Coupon Reset	<p>[●]</p> <p><i>[In case of Series,</i></p> <table> <tr> <td><i>Series [●]</i></td><td><i>Series [●]</i></td></tr> <tr> <td></td><td></td></tr> </table>	<i>Series [●]</i>	<i>Series [●]</i>		
<i>Series [●]</i>	<i>Series [●]</i>				
Day Count Basis	Interest/ Coupon in all cases shall be payable on the amount outstanding on an Actual/ Actual basis. For any leap year, the calculation would be modified to the extent presented as per the “Model Cash Flow Illustration”				
Interest on Application Money	As the Pay-In Date and the Deemed Date of Allotment fall on the same date, interest on application money shall not be applicable. Further, no interest on application money will be payable in case the Issue is withdrawn by the Issuer in accordance with the Operational Guidelines.				
Default Interest Rate	<p>(i) Default in Payment: In case of default in payment of Coupon and/or principal redemption on the due dates, default interest of 2% per annum or such other rate as may be prescribed by Applicable Law, over the Coupon Rate will be payable by the Company for the defaulting period.</p> <p>(ii) Default interest at the rate of 2% per annum or such other rate as may be prescribed by Applicable Law, payable in the event the Security Interest stipulated in accordance with the terms of the Issue and set out under the Transaction Documents is not created within the stipulated timeline;</p> <p>(iii) Default interest at the rate of 1% per annum or such other rate as may be prescribed by Applicable Law, over the Coupon Rate for the respective Tranche/ Series payable in case of delay in listing beyond 15 days from the Deemed Date of Allotment, from the expiry of 20 (twenty) days from the Deemed Date of Allotment till the listing of the Debentures in accordance with the terms of the Issue</p>				
Tenor	<p>[●]</p> <p><i>[In case of Series,</i></p>				

	<table> <tr> <td><i>Series [●]</i></td><td><i>Series [●]</i></td></tr> <tr> <td></td><td></td></tr> </table>	<i>Series [●]</i>	<i>Series [●]</i>		
<i>Series [●]</i>	<i>Series [●]</i>				
Redemption Date	<p>[●]</p> <p><i>[In case of Series,</i></p> <table> <tr> <td><i>Series [●]</i></td><td><i>Series [●]</i></td></tr> <tr> <td></td><td></td></tr> </table>	<i>Series [●]</i>	<i>Series [●]</i>		
<i>Series [●]</i>	<i>Series [●]</i>				
Redemption	<p>[●]</p> <p><i>[In case of Series,</i></p> <table> <tr> <td><i>Series [●]</i></td><td><i>Series [●]</i></td></tr> <tr> <td></td><td></td></tr> </table>	<i>Series [●]</i>	<i>Series [●]</i>		
<i>Series [●]</i>	<i>Series [●]</i>				
Redemption Amount	<p>Rs. 10,00,000/- (Rupees Ten Lakhs Only) per Debenture payable on each Redemption Date as per the below redemption schedule:</p> <p>[●]</p> <p><i>[In case of Series,</i></p> <table> <tr> <td><i>Series [●]</i></td><td><i>Series [●]</i></td></tr> <tr> <td></td><td></td></tr> </table>	<i>Series [●]</i>	<i>Series [●]</i>		
<i>Series [●]</i>	<i>Series [●]</i>				
Redemption Premium /Discount	<p>[●]</p> <p><i>[In case of Series,</i></p> <table> <tr> <td><i>Series [●]</i></td><td><i>Series [●]</i></td></tr> <tr> <td></td><td></td></tr> </table>	<i>Series [●]</i>	<i>Series [●]</i>		
<i>Series [●]</i>	<i>Series [●]</i>				
Issue Price	<p>[●]</p> <p><i>[In case of Series,</i></p> <table> <tr> <td><i>Series [●]</i></td><td><i>Series [●]</i></td></tr> <tr> <td></td><td></td></tr> </table>	<i>Series [●]</i>	<i>Series [●]</i>		
<i>Series [●]</i>	<i>Series [●]</i>				
Discount at which security is issued and the effective yield as a result of such discount.	As per Tranche Offer Document relevant to a Tranche or Series				
Put Date	<p>[●]</p> <p><i>[In case of Series,</i></p> <table> <tr> <td><i>Series [●]</i></td><td><i>Series [●]</i></td></tr> <tr> <td></td><td></td></tr> </table>	<i>Series [●]</i>	<i>Series [●]</i>		
<i>Series [●]</i>	<i>Series [●]</i>				
Put Price	<p>[●]</p> <p><i>[In case of Series,</i></p>				

	<table border="1"> <tr> <td>Series [●]</td><td>Series [●]</td></tr> <tr> <td></td><td></td></tr> </table>	Series [●]	Series [●]														
Series [●]	Series [●]																
Call Date	[●] [In case of Series, <table border="1"> <tr> <td>Series [●]</td><td>Series [●]</td></tr> <tr> <td></td><td></td></tr> </table>	Series [●]	Series [●]														
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Call Price	[●] [In case of Series, <table border="1"> <tr> <td>Series [●]</td><td>Series [●]</td></tr> <tr> <td></td><td></td></tr> </table>	Series [●]	Series [●]														
Series [●]	Series [●]																
Put Notification Time	[●] [In case of Series, <table border="1"> <tr> <td>Series [●]</td><td>Series [●]</td></tr> <tr> <td></td><td></td></tr> </table>	Series [●]	Series [●]														
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Call Notification Time	[●] [In case of Series, <table border="1"> <tr> <td>Series [●]</td><td>Series [●]</td></tr> <tr> <td></td><td></td></tr> </table>	Series [●]	Series [●]														
Series [●]	Series [●]																
Face Value	Rs. 10,00,000/- per Debenture																
Minimum Bid Size	10 Debenture of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each and in multiple of 1 Debenture of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each thereafter																
Minimum Application and in multiples of thereafter	10 Debenture of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each and in multiple of 1 Debenture of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each thereafter																
Issue Timing 5. Issue / Bid Opening Date 6. Issue / Bid Closing Date 7. Pay-in-Date 8. Deemed Date of Allotment	[●] [In case of Series, <table border="1"> <tr> <th colspan="2">Series [●]</th><th colspan="2">Series [●]</th></tr> <tr> <td>Issue / Bid Opening Date</td><td>[●]</td><td>Issue / Bid Opening Date</td><td>[●]</td></tr> <tr> <td>Issue / Bid Closing Date</td><td>[●]</td><td>Issue / Bid Closing Date</td><td>[●]</td></tr> <tr> <td>Pay-in-Date</td><td>[●]</td><td>Pay-in-Date</td><td>[●]</td></tr> </table>	Series [●]		Series [●]		Issue / Bid Opening Date	[●]	Issue / Bid Opening Date	[●]	Issue / Bid Closing Date	[●]	Issue / Bid Closing Date	[●]	Pay-in-Date	[●]	Pay-in-Date	[●]
Series [●]		Series [●]															
Issue / Bid Opening Date	[●]	Issue / Bid Opening Date	[●]														
Issue / Bid Closing Date	[●]	Issue / Bid Closing Date	[●]														
Pay-in-Date	[●]	Pay-in-Date	[●]														

	Deemed Date of Allotment	[●]	Deemed Date of Allotment	[●]	
Issuance mode of the Instrument	Demat only (for private placement)				
Trading mode of the Instrument	Demat only (for private placement)				
Settlement mode of the Instrument	The settlement shall be in accordance with provisions of the Operational Guidelines and [●]				
Depository	NSDL and CDSL				
Business Day Convention	<p>(i) The Coupon amount shall be made only on the Business Days. Therefore, if the Coupon payment date falls on a day other than a Business Day, the Coupon payment shall be on the next succeeding Business Day and calculation of such coupon payment shall be as per original schedule as if such Coupon Payment Date were a Business Day. Further, the future Coupon payment dates shall remain intact and shall not be disturbed because of postponement of such Coupon payment on account of it failing on a non-Business Day;</p> <p>(ii) The Redemption Amount shall be made only on the Business Days. If Redemption Date falls on a day that is not a Business Day, the Redemption Amount shall be paid by the Issuer on the immediately preceding Business day along with coupon accrued on the Debentures until but excluding the date of such payment.</p> <p>(iii) In the event the Record Date falls on a day which is not a Business Day, the immediately preceding Business Day shall be considered as the Record Date.</p>				
Record Date	<p>The Record Date for the Debentures shall be mentioned in the relevant Tranche Information Memorandum with respect to Coupon Payment Dates and/or the Redemption Date and/ or the Put Date and/ or the Call Date, as the case may be.</p> <p>In case the Record Date falls on a non-business day, the day preceding to the said non-business day will be considered as the Record Date</p>				
Negative Covenants	As customary for financing of this nature including without limitation: The negative covenants are set out in detail in the Debenture Trust Deed				
Security	First ranking <i>pari passu</i> charge over the book debts and receivables of the Company with a minimum security cover being at least 100% (One Hundred percent) of the outstanding Redemption Amounts and Coupon due and payable thereon at any point of time or such higher cover as may be stipulated under each Tranche Offer Document relevant to any Tranche (the “ Security Cover ”), in terms of the Deed of Hypothecation.				
Issuer Affirmative Covenants	The Issuer shall comply with all covenants applicable to issue of non-convertible debentures as stipulated under Applicable Laws, Companies Act, Debenture Trustee Regulations and NBFC Regulations				
Transaction Documents	<p>To be executed as conditions precedent to the funding prior to Deemed Date of Allotment:</p> <ol style="list-style-type: none"> 1. Debenture Trustee Agreement for appointment of the Debenture Trustee 2. Debenture Trust Deed; 				

	<ol style="list-style-type: none"> 3. the Tranche Issue Document(s); 4. any Supplemental Deed; and 5. any other document that may be mutually agreed as a transaction document by the Debenture Trustee and the Company.
Events of Default	<p>The occurrence of any of the specified events set out below (which is not remedied within the respective cure periods (if any) as specified for such relevant events, if any) shall constitute an “Event of Default”.</p> <ol style="list-style-type: none"> (a) default in payment of any Secured Obligations; (b) liquidation or winding up event; (c) default in performance of obligations, complying with covenants under Transaction Documents; (d) breach of representation and warranties; (e) illegality or unlawfulness; (f) if the Security Cover falls and the Company does not provide additional security cover within the timelines stipulated under the Debenture Trust Deed; (g) Company without the consent of Debenture Holders/Debenture Trustee ceases to carry on its business or gives notice of its intention to do so; (h) Company enters into amalgamation, reorganization or reconstruction without the prior consent of the Debenture Trustee in writing; and (i) in the opinion of the Debenture Trustee, the Security created for the benefit of Debenture Holders is in jeopardy <p>The detailed Events of Default shall be provided in the Debenture Trust Deed.</p>
Provisions related to Cross Default Clause	As set out specifically in the Debenture Trust Deed
Conditions Precedent and Conditions Subsequent	As set out specifically in the Debenture Trust Deed
Roles and responsibilities of the Debenture Trustee	The Issuer has appointed Beacon Trusteeship Limited, registered with SEBI, as Debenture Trustee for the benefit of Debenture Holders . The responsibilities of the Debenture Trustee shall be in accordance with provisions of the Debenture Trust Deed, the SEBI (Debenture Trustees) Regulations, 1993, as amended
Governing Law and Jurisdiction	<p>Indian law</p> <p>Mumbai, Maharashtra, India</p>
Allocation and Basis of Allocation	<i>[to be inserted]</i>
Manner of bidding	<i>[to be inserted]</i>
Method of Allotment	<i>[to be inserted]</i>
Manner of settlement	<i>[to be inserted]</i>
Settlement cycle	<i>[to be inserted]</i>
Settlement process	<i>[to be inserted]</i>

Arranger	<i>[to be inserted, if applicable]</i>
Designated Account for funds Pay-In	<i>[to be inserted either ICCL or escrow account details]</i>
Payment Mechanism	<i>[to be inserted]</i>

CASH FLOWS OF THE TRANCHE/SERIES

[•]

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Tranche Information Memorandum.

Signed on behalf of the Issuer:

By:

Duly authorised

ANNEXURE O

IN-PRINCIPLE APPROVAL OF THE DESIGNATED STOCK EXCHANGE



DCS/COMP/SB/IP-PPDI/419/19-20
June 18, 2019

The Company Secretary
STANDARD CHARTERED INVESTMENTS AND LOANS (INDIA) LIMITED
Floor no. 6, CRESCENZO Building,
C-38/39, "G" Block,
Bandra Kurla Complex,
Bandra (East) Mumbai 400051

Dear Sir,

Re: Private Placement of Secured, Rated, Listed, Redeemable, Non-Convertible Debentures in multiple tranches bearing a face value of Rs. 10 Lakh each, aggregating to Rs. 500 Crores

We acknowledge receipt of your application on the online portal on June 17, 2019 seeking In-principle approval for issue of captioned security. In this regard, the Exchange is pleased to grant in-principle approval for listing subject to fulfilling the following conditions:

1. Filing of listing application and execution of Listing Agreement.
2. Payment of fees as may be prescribed from time to time.
3. Compliance with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended 2012, and submission of Disclosures and Documents as per Regulations 21, in the format specified in Schedule I of the said Regulations and also Compliance with provisions of Companies Act 2013.
4. Receipt of Statutory & other approvals & compliance of guidelines issued by the statutory authorities including SEBI, RBI, DCA etc. as may be applicable.
5. Compliance with change in the guidelines, regulations directions of the Exchange or any statutory authorities, documentary requirements from time to time

This In Principle Approval is valid for a period of 1 year from the date of issue of this letter. The Exchange reserves its right to withdraw its in-principle approval at any later stage if the information submitted to the Exchange is found to be incomplete/ incorrect/misleading/false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Guidelines/Regulations issued by the statutory authorities etc. Further, it is subject to payment of all applicable charges levied by the Exchange for usage of any system, software or similar such facilities provided by BSE which the Company shall avail to process the application of securities for which approval is given vide this letter.

Yours faithfully,
For BSE Limited

Rupat Khandelwal
Rupat Khandelwal
Manager

Ishwari
Ishwari Vaidya
Assistant Manager



BSE Limited (Formerly Bombay Stock Exchange Ltd.)
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Corporate Identity Number: L67120MH2005PLC155188