

(THIS DISCLOSURE DOCUMENT IS NOT A PROSPECTUS)  
(FOR PRIVATE CIRCULATION ONLY)

Dated: August 3, 2020



**CENTRUM FINANCIAL SERVICES LIMITED**  
(CIN: U65910MH1993PLC192085)

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

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

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

**Tel:** +91 22 42159000; **Website:** www.centrum.co.in

**Contact Person:** Ms. Archana Goyal, Compliance Officer; **Email:** cs@centrum.co.in

**DISCLOSURE DOCUMENT FOR PRIVATE PLACEMENT OF SECURED, REDEEMABLE, NON-CONVERTIBLE, RATED, LISTED, TAXABLE DEBENTURES OF THE FACE VALUE RS. 10,00,000 (RUPEES TEN LAKHS ONLY) EACH ("DEBENTURES" OR "NCDs") FOR CASH, AGGREGATING UPTO RS. 40,00,00,000 (RS. FORTY CRORE ONLY) TO BE ISSUED IN ONE TRANCHE (THE "ISSUE"). THIS ISSUE WILL BE UNDER THE ELECTRONIC BOOK MECHANISM FOR ISSUANCE OF DEBT SECURITIES ON A PRIVATE PLACEMENT BASIS IN ACCORDANCE WITH SEBI CIRCULAR JANUARY 05, 2018 BEARING REFERENCE NUMBER SEBI/HO/DDHS/CIR/P/2018/05, AND SEBI CIRCULAR DATED AUGUST 16, 2018 BEARING REFERENCE NUMBER SEBI/HO/DDHS/CIR/P/2018/122, EACH AS AMENDED ("SEBI EBP CIRCULARS"), TOGETHER WITH THE UPDATED OPERATIONAL GUIDELINES "FOR ISSUANCE OF SECURITIES ON PRIVATE PLACEMENT BASIS THROUGH AN ELECTRONIC BOOK MECHANISM" ISSUED BY BSE BY THEIR NOTICE NUMBER 20180928-24 DATED 28 SEPTEMBER 2018 ("BSE EBP GUIDELINES"). THE COMPANY INTENDS TO USE THE BSE'S BID PLATFORM FOR THIS ISSUE ("BSE EBP PLATFORM")**

#### GENERAL DISCLAIMER

This Disclosure Document is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures to be issued by Centrum Financial Services Limited (the "Issuer" / the "Company"). This Disclosure Document is for the exclusive use of the institutions to whom it is addressed and it should not be circulated or distributed to third parties. It cannot be acted upon by any person other than to whom it has been specifically addressed. Multiple copies hereof given to the same entity shall be deemed to be offered to the same person. No document in relation to the Issuer or this Issue of Debentures has been delivered for registration to any authority.

This Disclosure Document is strictly, for a private placement and is only an information brochure intended for private use. Nothing contained in this Disclosure Document shall constitute and/or deemed to constitute an offer or an invitation to offer to the public or any section thereof to subscribe for or otherwise acquire the Debentures in general under any law for the time being in force. All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue.

#### GENERAL RISK

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 section titled 'Risk Factors' of this Disclosure Document carefully before taking an investment decision in relation to any Tranche of this Issue. For taking an investment decision, the investors must rely on their own examination of the Company, this Disclosure Document issued in pursuance hereof and the Issue including the risks involved. The Issue has not been recommended or approved by Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Disclosure Document. Prospective investors are advised to carefully read the risks associated with the Issue of Debentures. **Specific attention of investors is invited to the section titled 'Risk Factors' of this Disclosure Document.** These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the Debentures or investor's decision to purchase the Debentures.

**ISSUER’S ABSOLUTE RESPONSIBILITY**

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Disclosure Document contains all information as required under Schedule I of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time, that this information contained in this Disclosure Document is true and fair in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Disclosure Document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**CREDIT RATING**

“CARE A- with Negative Outlook” rating has been assigned by CARE Ratings Limited for Rs. 150,00,00,000 (Rupees One Hundred and Fifty Crore) for long term Non-Convertible Debentures programme of our Company. Instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk. The present issue is part of the aforesaid programme.

The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating agency has a right to suspend or withdraw the rating at any time on the basis of factors such as new information. The credit rating and rationale issued by CARE Ratings Limited is annexed as ‘Annexure B’ to this Disclosure Document.

**LISTING**

The Debentures to be issued under this Disclosure Document are proposed to be listed on the Wholesale Debt Market segment (“WDM”) of the BSE Limited (“BSE”).

REGISTRAR	TRUSTEE
 <p><b>NSDL Database Management Limited</b>  <b>Address:</b>4th Floor, Trade World AWing, Kamala Mills Compound Senapati Bapat Marg, Lower Parel, Mumbai – 400 013  <b>Tel:</b> +91 22 49142700  <b>Fax:</b> +91 22 49142503  <b>E-mail:</b> nileshb@nsdl.co.in  <b>Website:</b> www.nsd.co.in</p>	 <p><b>Beacon Trusteeship Limited</b>  <b>Address:</b> 4C, Siddhivinayak Chambers, Gandhi Nagar, Opposite MIG Club, Bandra (E), Mumbai 400 051  <b>Tel:</b> +91 22 +91 22 26558759  <b>E-mail:</b> contact@beacontrustee.co.in  vaishali@beacontrustee.co.in  <b>Website:</b> www.beacontrustee.co.in</p>
<p><b>Issue Opens on:</b> August 14, 2020</p>	<p><b>Issue Closes on:</b> August 14, 2020</p>

**The Disclosure Document is dated August 3, 2020.**

**ISSUE SCHEDULE:**

Issue Opening Date: August 14, 2020  
 Issue Closing Date: August 14, 2020  
 Deemed Date of Allotment: August 18, 2020

Each Tranche/Series of Debentures offered pursuant to this Disclosure Document shall be subject to the terms and conditions pertaining to the Debentures outlined hereunder as modified /supplemented by the terms of the respective Disclosure Document(s) and/or the Private Placement Offer Letter(s) filed with the Stock Exchange in relation to such Series/Tranches and other documents in relation to such issuance.

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## SECTION I – NOTICE TO INVESTORS AND DISCLAIMER

### GENERAL DISCLAIMER:

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

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

This Disclosure Document is for private placement of Debentures and **Error! Reference source not found.** has been prepared in conformity with the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 06, 2008, and Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 issued vide circular no. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012, and SEBI circular no. CIR/IMD/DF/18/2013 dated October 29, 2013 and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2014 issued vide circular no. LAD-NRO/GN/2013-14/43/207 dated January 31, 2014, SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2015 issued vide circular no. No. LAD-NRO/GN/2014-15/25/539 dated March 24, 2015, SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2016 issued vide circular no. SEBI/ LAD-NRO/GN/2016-17/004 dated May 25, 2016, SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2017 issued vide circular dated SEBI/LAD-NRO/GN/2017-18/009 dated June 13, 2017 and SEBI (Issue and Listing of Debt Securities) (Second Amendment) Regulations, 2017 issued vide circular SEBI/LAD-NRO/GN/2017-18/023 dated December 15, 2017, and SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2019 issued vide circular SEBI/LAD-NRO/GN/2019/13 dated May 7, 2019 and section 42 of the Companies act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014. As per the applicable provisions, copy of this Disclosure Document has not been filed or submitted to SEBI for its review and/or approval.

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

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

**This Disclosure Document and the contents hereof are restricted for only the intended recipient(s) who have been addressed directly and specifically through a communication by the Issuer and only such recipients are eligible to apply for the Debentures. All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue. The**

contents of this Disclosure Document are intended to be used only by those investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced by the recipient.

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

#### **DISCLAIMER CLAUSE OF THE COMPANY**

The Company accepts no responsibility for statements made otherwise than in the Disclosure Document and anyone placing reliance on any other source of information would be doing so at their own risk.

The Company has certified that the disclosures made in this Disclosure Document are adequate and in conformity with SEBI regulations/guidelines and RBI guidelines in force for the time being. This requirement is to facilitate investors to take an informed decision for making an investment in the proposed Issue.

#### **DISCLAIMER OF THE SECURITIES AND EXCHANGE BOARD OF INDIA**

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

#### **DISCLAIMER OF THE STOCK EXCHANGE**

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

#### **DISCLAIMER BY THE RESERVE BANK OF INDIA:**

**THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED AUGUST 14, 2009 BEARING REGISTRATION NO. B-1301946 ISSUED BY THE RESERVE BANK OF INDIA UNDER SECTION 45 IA OF THE RESERVE BANK OF INDIA ACT, 1934. HOWEVER, RBI DOES NOT ACCEPT ANY RESPONSIBILITY OR GUARANTEE ABOUT THE PRESENT POSITION AS TO THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS OR REPRESENTATIONS MADE OR OPINIONS EXPRESSED BY THE COMPANY AND FOR REPAYMENT OF DEPOSITS/ DISCHARGE OF LIABILITY BY THE COMPANY.**

#### **DISCLAIMER OF THE TRUSTEE**

The Debenture Trustee, "*ipso facto*" does not have the obligations of a borrower or a principal debtor or a guarantor as to the monies paid/invested by Debenture Holders.

**DISCLAIMER IN RESPECT OF JURISDICTION**

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

**DISCLAIMER CLAUSE OF THE RATING AGENCIES**

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

**FORCE MAJEURE**

The Company reserves the right to withdraw the Issue at any time or any Tranche/Series under the Issue prior to the closing date thereof in the event of any unforeseen development adversely affecting the economic and/or regulatory environment or otherwise. In such an event, the Company will refund the application money, if any, collected in respect of that Tranche/Series without assigning any reason.

**ISSUE OF DEBENTURES IN DEMATERIALIZED FORM**

The Debentures will be issued in dematerialised form. The Issuer has made arrangements with the Depositories for the issue of the Debentures in dematerialised form. Investors will have to hold the Debentures in dematerialised form as per the provisions of the Depositories Act. The Issuer shall take necessary steps to credit the Debentures allotted to the beneficiary account maintained by the Investor with its Depository Participant. The Issuer will make the Allotment to Investors on the Deemed Date(s) of Allotment after verification of the Application Form, the accompanying documents and on realisation of the application money.

**EACH PERSON RECEIVING THIS DISCLOSURE DOCUMENT ACKNOWLEDGES THAT:**

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

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

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

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

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

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

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

#### **FORWARD LOOKING STATEMENTS**

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

**SECTION II - DEFINITIONS AND ABBREVIATIONS**

Unless the context otherwise indicates or requires, the following terms shall have the meanings given below in this Disclosure Document.

**Company related terms**

<b>Term</b>	<b>Description</b>
Board of Directors/Board	The board of directors of the Company or any committee thereof.
Company/Issuer	Centrum Financial Services Limited.
Director(s)	Director(s) of the Company, as may change from time to time, unless otherwise specified.
Memorandum and Articles	The Memorandum & Articles of Association of the Company, as amended from time to time.
NBFC	Non-Banking Financial Company as per Reserve Bank of India Act, 1934, as amended from time to time.
NBFC ND-SI	Non-Deposit Taking Systemically Important Non-Banking Financial Company

**Issue related terms**

<b>Term</b>	<b>Description</b>
Act	Companies Act, 1956 and the Companies Act, 2013, which are in effect from time to time.
Allotment/Allot/Allotted	The allotment of the NCDs or Debentures.
AGM	Annual General Meeting.
Applicable Law	Includes all applicable statutes, enactments or acts of any legislative body in India, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Governmental Authority and any modifications or re-enactments thereof.
Application Form	The form used by the recipient of this Disclosure Document, to apply for subscription to the Debentures, which is annexed to this Disclosure Document and marked as <b>Annexure A</b> .
Beneficial Owner(s)	Holder(s) of the Debentures in dematerialized form as defined under section 2 of the Depositories Act, 1996.
BSE	BSE Limited (earlier known as Bombay Stock Exchange).
BSE EBP Platform / BSE-BOND Platform	Electronic bidding platform of the BSE for issuance of eligible securities on private placement basis.
Business Day	'Business Day' shall be a day on which commercial banks are open for business in the city of Mumbai, Maharashtra & New Delhi, Delhi and when the money market is functioning in Mumbai.
CDSL	Central Depository Services (India) Limited
Debenture(s) or NCDs	400 Secured, Redeemable, Non-Convertible, Rated, Listed, Taxable Debentures of the face value of Rs. 10,00,000/- (Rupees Ten Lakhs) each for cash aggregating upto Rs.40,00,00,000/- (Rupees Forty Crore Only) to be issued in one Tranche pursuant to this Disclosure Document.
Debenture Holder	The Debenture holder whose name appears in the register of debenture holders or in the beneficial ownership record furnished by NSDL/CDSL for this purpose.
<b>Term</b>	<b>Description</b>
Debenture Trustee	Trustee for the Debenture Holders, in this case being Beacon Trusteeship Limited
Debenture Trustee Agreement	Agreement executed/to be executed by and between the Debenture Trustee and the Company for the purposes of appointment of the Debenture Trustee to act as debenture trustee in connection with the issuance of the Debentures
Debenture Trust Deed	Debenture Trust Deed to be entered by and between the Company and the Debenture Trustee.
Deemed Date of Allotment	The deemed date of allotment of Debentures will be August 18, 2020
Depository(ies)	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996, as amended from time to time, in this case being NSDL and CDSL.



Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depository Participant/DP	A depository participant as defined under the Depositories Act.
Disclosure Document/DD/Disclosure Document	This Disclosure Document through which the Issue is being made and which contains the disclosures as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time.
DP-ID	Depository Participant Identification Number.
Due Date	Any date on which the holders of the Debentures are entitled to any payments, whether towards coupon/redemption premium or repayment of the principal amounts due in respect of the Debentures.
ECS	Electronic Clearing System
EGM	Extra Ordinary General Meeting
Equity Shares	Equity shares of the Company of face value of Rs.10/- (Rupees Ten only) each.
Financial Year/ FY	Twelve months period commencing from April 1 of a particular calendar year and ending on March 31 of the subsequent calendar year.
Governmental Authority	The President of India, the Government of India, the Governor and the Government of any State in India, any Ministry or Department of the same, any municipal or local government authority, any authority or private body exercising powers conferred by Applicable Law and any court, tribunal or other judicial or quasi-judicial body and shall include, without limitation, a stock exchange and any regulatory body.
Interest/Coupon Rate	9.25 per cent per annum
Issue	Private placement of the Debentures.
INR/ Rs.	Rupees (Currency of Republic of India)
Investors	Those persons who fall under the category of eligibility to whom this Disclosure Document may be sent with a view to offering the debentures for sale on private placement basis through this Disclosure Document.
Majority Debenture Holders	Debenture Holders holding at least 51% of the outstanding amounts of Debentures
Market Lot	The minimum lot size for trading of the Debentures on the Stock Exchange, being 1 (one) Debenture.
Moveable Property	Moveable Property shall mean the specific identified Receivables of the Company provided as security in relation to the Debentures.
Mutual Fund	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
NEFT	National Electronic Funds Transfer
NSDL	National Securities Depository Limited
NA	Not Applicable
NPA	Non-Performing Asset
PAN	Permanent Account Number
Private Placement Offer Letter	Shall mean the offer letter prepared in compliance with Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, which shall be issued with respect to each Tranche issued under the Issue.
Rating Agency	CARE Ratings Limited
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time.
Record Date	Means in relation to any Due Date on which any payments are scheduled to be made by the Company to the Debenture Holders, the day falling at least 7 (Seven) calendar days prior to such Due Date.
Receivables	Receivables shall mean all amounts payable to the Company by the obligors including principal, interest, additional interest, overdue charges, premium on prepayment, prepayment proceeds, gross of service tax (if any) arising out of any of loans and advances' of the Company.

Redemption Date	With respect to any Tranche/Series shall mean the date on which repayment of principal amount and all other amounts due in respect of the Debentures of that Tranche/Series will be made.
Registrar/Registrar to the Issue	NSDL Database Management Limited
RoC	Registrar of Companies
RTGS	Real Time Gross Settlement
<b>Term</b>	<b>Description</b>
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Debt Listing Regulations	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued by SEBI, as amended by the SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 vide notification dated October 12, 2012 and from time to time and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended/replaced from time to time.
Security	Means the security created or caused to be created by the Company to secure its obligations in respect of the Debentures.
Series	Any Series of Debentures (within a Tranche) issued under the Issue pursuant to this Disclosure Document and Private Placement Offer Letter.
Super Majority Debenture Holders	Debenture Holders holding at least 75% of the outstanding amounts of Debentures
TDS	Tax Deducted at Source
Tranche	Any tranche of Debentures issued under the Issue pursuant to the Issue under this Disclosure Document and Private Placement Offer Letter.
Transaction Documents	The documents executed or to be executed in relation to the issuance of the Debentures as more particularly set out hereinafter.
Stock Exchange	BSE
WDM	Wholesale Debt Market Segment of the BSE
Wilful Defaulter	Shall mean an Issuer who is categorized as a wilful defaulter by any Bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes an issuer whose director or promoter is categorized as such in accordance with Regulation 2(n) of SEBI (Issue and Listing of Debt Securities) Regulations, 2008.

## SECTION III - RISK FACTORS

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

Consistent with the growth of our branch network and our product portfolio, we expect an increase in our loan assets. Should the overall credit quality of our loan portfolio deteriorate, the current level of our provisions may not be adequate to cover further increases in the amount of our NPAs. Moreover, there also can be no assurance that there will be no further deterioration in our provisioning coverage as a percentage of Gross NPAs or otherwise, or that the percentage of NPAs that we will be able to recover will be similar to our past experience of recoveries of NPAs. As of March 31, 2020, the gross value of NPAs on our books of accounts was 2% of our total loan book. While we believe that we have adequately provided for NPAs to cover known or expected losses which may arise in our asset portfolio, any increase in the level of final credit losses shall adversely affect our business and future financial performance.

Post COVID-19 lockdown being lifted, the operational and financial performance of the borrowers of the Company will be critical for maintaining reduced NPA levels. The NPA levels may temporarily increase due to cashflow issues with the borrowers. We may be impacted by volatility in interest rates or adverse market scenario which could cause our Gross Spreads to decline and consequently affect our profitability.

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

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

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

Being an NBFC, the operations of the Company are subject to various regulations prescribed by the RBI and other statutory authorities including regulations relating to foreign investment in India. Pursuant to the regulatory framework for NBFCs issued by RBI Master Direction NBFC-SI-ND Directions, 2016- RBI/DNBR/2016-17/45 Master Direction DNBR.PD.CC.No.086/03.10.001 dated September 01, 2016 (Updated as on February 17, 2020), the Company has been classified as a Systemically Important Non Deposit Accepting NBFC. Pursuant to the aforesaid circular, among other things, NBFCs will be required to consider a term loan inclusive of unpaid interest as non-performing asset if it is overdue for period of 3 months or more or on which interest amount remained overdue for period of 3 months or more and in respect of demand or call loan which remained overdue for period of 3 months or more from the date of demand or call or on which interest amount remained overdue for period of 3 months or more. Provisions for standard assets has 0.23% per cent by end of March 31, 2020. The Company is required to maintain a CAR of 15% besides complying with other Prudential Norms, directions and the requirements under the revised regulatory framework. Compliance with many of the regulations applicable to the Company across jurisdictions including any restrictions on investments and other activities currently being carried out by the Company involve a number of risks, particularly in areas where applicable regulations may be subject to varying interpretations. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and the business of the Company

could be adversely affected. Further, the RBI's may amend regulations/ guidelines applicable to NBFCs in future which may require us to restructure our activities, incur additional cost or could otherwise adversely affect our business and our financial performance.

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

**3. Our ability to borrow from various banks may be restricted on account of guidelines issued by the RBI imposing restrictions on banks in relation to their exposure to NBFCs.**

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

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

Under the various schemes announced by the government for NBFCs, the impact on liquidity of the NBFCs depends majorly on the successful implementation of these by the Banks/ FIs.

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

As per RBI Master Direction NBFC-SI-ND Directions, 2016- RBI/DNBR/2016-17/45 Master Direction DNBR.PD.CC.No.086/03.10.001 dated September 01, 2016 (Updated as on February 17, 2020) has restricted 'Loan against Shares' business undertaken by NBFCs. Some of the requirements of such circular are: a. LTV ratio should not exceed 50%, and shall be maintained at all times. Any shortfall in the maintenance of the 50% LTV occurring on account of movement in the share price shall be made within 7 working days, b. In case where lending is done for investment in capital market, only Group 1 securities can be accepted as collateral for loans of value more than Rs.5 lakh subject to review by RBI, and c. to report on-line to stock exchanges, information on the shares pledged in favor of NBFC, by borrowers for availing loans. At this point, we cannot assure you that this notification and its applicability to us will not have a material and adverse effect on our future financial conditions and results of operations.

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

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

The RBI Master Direction NBFC-SI-ND Directions, 2016- RBI/DNBR/2016-17/45 Master Direction DNBR.PD.CC.No.086/03.10.001 dated September 01, 2016 (Updated as on February 17, 2020) issued certain guidelines to NBFCs with respect to raising of money through private placement by them in the form of non -convertible debentures. These guidelines include restrictions on the minimum subscription amount for a single investor of Rs. 20,000, prohibition on providing loan against the security of its own debentures, etc. This has resulted in limiting the Company's ability to raise fresh debentures

on private placement basis. Such changes in laws of the country applicable to our company can disrupt funding sources which would have a material adverse effect on our liquidity and financial condition.

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

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

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

Due to COVID -19 pandemic resulting in nation-wide lockdown, has impacted the growth prospects of the Company due to overall economic slowdown across all business segments. The growth strategies will have to be re-calibrated considering the revised economic scenarios.

**7. Contingent Liability**

The Company's contingent liabilities could adversely affect its financial condition. As on March 31, 2020, the Company had contingent liabilities of Rs 21.60 Crore on account of financial and other guarantees and other contingent liabilities.

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

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

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

A principal component of our strategy is to continue to grow by expanding the size and geographical scope of our businesses. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Failure to train our employees properly may result in an increase in employee attrition rates, require additional hiring, erode the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant

costs on us. If we grow our loan book too rapidly or fail to make proper assessments of credit risks associated with new borrowers, a higher percentage of our loans may become non-performing, which would have a negative impact on the quality of our assets and our financial condition. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

The business of customers is temporarily impacted due to the recent Covid-19 Pandemic. This may result in temporary deterioration in customer credit and impact on their operational and financial performance. Thus the growth of the company with new credit disbursements has to be done cautiously.

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

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

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

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

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

During the COVID 19 lockdown RBI has indicated various packages for extending moratorium to Borrowers for 6 months from Mar'20 to Aug'20. The lenders to the Company are still contemplating to extend the moratorium to NBFC's. Thus there is a cashflow impact on Company which may lead to temporary asset liability mismatch for the Company

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

We extend “loans against shares”, or margin funding loans, which are secured by liquid, marketable securities at appropriate or pre-determined margin levels. Recently as per RBI Master Direction NBFC-SI-ND Directions, 2016- RBI/DNBR/2016-17/45 Master Direction DNBR.PD.CC.No.086/03.10.001 dated September 01, 2016 (Updated as on February 17, 2020) has restricted ‘Loan against Shares’ business undertaken by NBFCs. Some of the requirements of such circular are: (a) LTV ratio should not

exceed 50%, and only Group 1 securities can be accepted as collateral for loans of value more than Rs.5 lakh subject to review by RBI. In the event of a volatile stock market or adverse movements in stock prices, the collateral securing the loans may decrease significantly in value, resulting in LTV to fall below the prescribed limit of 50% and consequential losses which we may not be able to support. Customers may default on their obligations to us as a result of various factors including bankruptcy, lack of liquidity, lack of business and operational failure. There is little financial information available about the creditworthiness of our customers. It is therefore difficult to carry out precise credit risk analysis on our clients. Although we use a technology-based risk management system and follow strict internal risk management guidelines on portfolio monitoring, which include limits on the amount of margin, the quality of collateral provided by the client and pre-determined margin call thresholds, no assurance can be given that if the financial markets witnessed a significant single-day or general downturn, our financial condition and results of operations would not be adversely affected.

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

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

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

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

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

Pursuant to the revised regulatory framework for NBFCs issued by RBI, vide its RBI Master Direction NBFC-SI-ND Directions, 2016- RBI/DNBR/2016-17/45 Master Direction DNBR.PD.CC.No.086/03.10.001 dated September 01, 2016 (Updated as on February 17, 2020), all systemically important non-deposit taking NBFCs have to maintain a minimum capital ratio, consisting of Tier I and Tier II capital, which shall not be less than 15% of its aggregate risk weighted assets on balance sheet and risk adjusted value of off-balance sheet items and Tier I capital of 10% by March, 2018. On an unaudited basis, our capital adequacy ratio computed on the basis of applicable RBI requirements was 25.33 % as of March 31, 2020, with Tier I capital being 23.49% and Tier II Capital being 1.84 % If we continue to grow our loan portfolio and asset base, we will be required to raise additional Tier I and Tier II capital in order to continue to meet applicable capital adequacy ratios with respect to our business. There can be no assurance that we will be able to raise adequate additional capital in the future on terms favourable to us or at all, and this may adversely affect the growth of our business.

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

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

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

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

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

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

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

*Due to COVID-19 nationwide lockdown, all offices across the country were temporarily closed and all employees were continuing their services from home. In this scenario, keeping the employees motivated is a challenge and also the sales and marketing teams are refrained for approaching the prospective clients / borrowers. This would have temporary impact on the company's operational performance.*

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

*In recent years, our growth has been fairly substantial. Our growth plan includes growing our secured lending, expanding our customer base and presence. There can be no assurance that we will be able to sustain our growth plan successfully or that we will be able to expand further or diversify our product portfolio. If we grow our loan book too rapidly or fail to make proper assessments of credit risks associated with new borrowers, a higher percentage of our loans may become non-performing, which would have a negative impact on the quality of our assets and our financial condition.*

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

*Our ability to sustain our rate of growth also significantly depends upon our ability to recruit trained and efficient personnel and retain key managerial personnel, maintain effective risk management policies, continuing to offer products which are relevant to our target base of clients, developing managerial experience to address emerging challenges and ensuring a high standard of client service. As we grow we will need to recruit new employees, who will have to be trained and integrated into our operations. We will also have to train existing employees to adhere properly to internal controls and risk management*



procedures. Failure to integrate our employees properly may result in an increase in employee attrition rates, erode the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us.

Due to COVID -19 pandemic resulting in nationwide lockdown, has impacted the growth prospects of the Company due to overall economic slowdown across all business segments. The growth strategies will have to be re-calibrated considering the revised economic scenarios.

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

We maintain certain insurance coverage that we believe is adequate for our operations/ purposes. Our insurance policies, however, may not provide adequate coverage in certain circumstances and are subject to certain 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 co - insurance requirement, could adversely affect our business, financial condition and results of operations.

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

As on March 31, 2020, the Promoter holds 100% equity capital of the Company. Any change in control of the Promoter / Promoter Group may have an adverse effect on the operations of the Company including influencing the policies of the Company.

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

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

Our future success will depend, in part, on our ability to respond to new technological advances and emerging banking and housing finance industry standards and practices on a cost-effective and timely manner. The development and implementation of such technology entails significant technical and business risks. There can be no assurance that we will be able to successfully implement new technologies or adapt its transaction processing systems to customer requirements or emerging market standards.

**23. 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.

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

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

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

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

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

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

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

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

**27. Inaccurate appraisal of credit may adversely impact our business.**

We may be affected by failure of employees to comply with internal procedures and inaccurate appraisal of credit or financial worth of our clients. Inaccurate appraisal of credit may allow a loan sanction which may eventually result in a bad debt on our books of accounts. In the event we are unable to check the risks arising out of such lapses, our business and results of operations may be adversely affected.

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

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

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

Our group companies may be subject to a number of legal proceedings. We may incur a substantial cost in defending these proceedings before a court of law. Moreover, we are unable to assure you that we shall be successful in any or all of these actions. In the event we suffer any adverse order, our reputation may suffer and may have an adverse impact on our business and results of operations.

**External Risk Factors:**

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

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

Global financial markets were and continue to be extremely volatile and were materially and adversely affected by a significant lack of liquidity, decreased confidence in the financial sector, disruptions in the credit markets, reduced business activity, rising unemployment, declining home prices and erosion of consumer confidence.

These factors have contributed to and may continue to adversely affect our business, financial condition and results of operations.

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

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

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

Terrorist attacks and other acts of violence or war may negatively affect our business and may also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence. In addition, any deterioration in

relations between India and its neighbouring countries might result in investor concern about stability in the region, which could adversely affect our business.

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

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

India has experienced natural calamities such as earthquakes, a tsunami, floods and drought in the past few years. The extent and severity of these natural disasters determines their impact on the Indian economy. The erratic progress of the monsoon in 2012 affected sowing operations for certain crops. Further, prolonged spells of below normal rainfall or other natural calamities could have a negative impact on the Indian economy thereby, adversely affecting our business.

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

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

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

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

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

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

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

Tax and other levies imposed/to be imposed by the central and state governments in India that affect our tax liability include: (i) central and state taxes and other levies; (ii) income tax; (iii) value added tax; (iv) turnover tax; (v) service tax; (vi) stamp duty; (vii) GST and (viii) other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. For example, a Direct tax code is proposed to be introduced in the Indian Parliament.

The statutory corporate income tax in India, which includes a surcharge on the tax and an education cess on the tax and the surcharge could change. The central or state government may in the future increase the corporate income tax it imposes. Any

such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Additional tax exposure could adversely affect our business and results of operations.

**37. Financial instability in other countries could disrupt our business.**

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

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

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

In accordance with Indian law and practice, permissions for listing and trading of the NCDs issued pursuant to this Issue will not be granted until after the NCDs have been issued and allotted. Approval for listing and trading will require all relevant documents to be submitted and carrying out of necessary procedures with the Exchanges. There could be a failure or delay in listing the NCDs on the Stock Exchange for reasons unforeseen.

If permission to deal in and for an official quotation of the NCDs is not granted by the Stock Exchanges, our Company will forthwith repay, without interest, all monies received from the Applicants in accordance with prevailing law in this context, and pursuant to the Prospectus.

**39. Foreign Investors, including FPIs subscribing to the NCDs are subject to risks in connection with (i) exchange control regulations, and, (ii) fluctuations in foreign exchange rates.**

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

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

**40. The offering of NCDs to FPIs is subject to restrictions imposed by jurisdictions where such investors are resident in and of laws to which they are otherwise subject to.**

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

**41. Outbreak of COVID-19 pandemic**

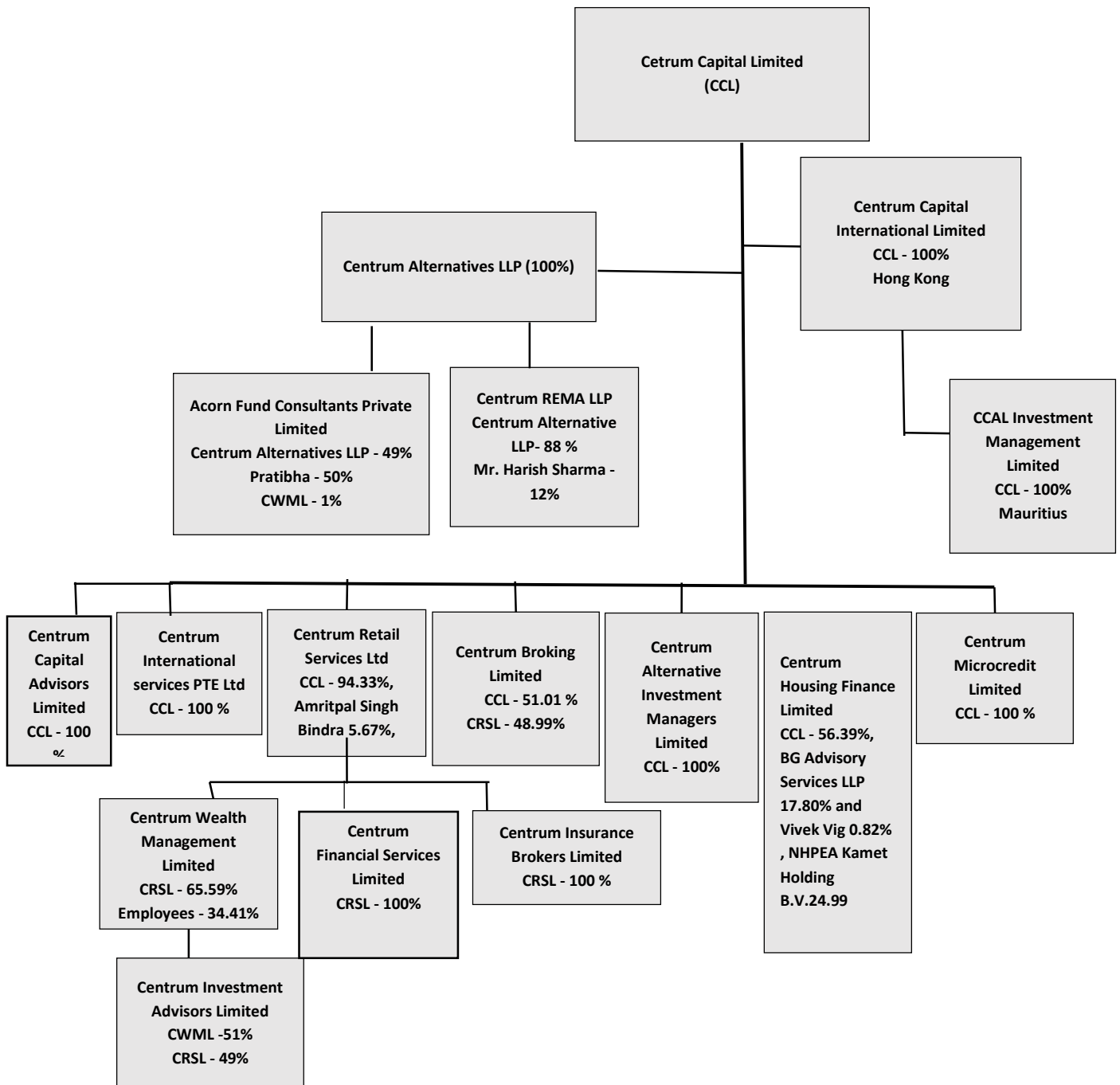
*'The outbreak of COVID-19 pandemic across the globe and in India has contributed to a significant impact and volatility in the global and Indian financial markets and slowdown in economic activities. The Reserve Bank of India (RBI) has issued guidelines relating to COVID-19 Regulatory Package on March 27, 2020, April 17, 2020 and 23 May 2020 and in accordance therewith, the Company has engaged with customers and offered repayment moratorium to various eligible borrowers classified as standard, even if the said amounts were overdue on February 29, 2020, excluding collections made in March 2020 prior to the offer. For all such accounts, where the moratorium is granted, the asset classification i.e. staging will remain at a standstill during the moratorium period (i.e., the number of days past due shall exclude the moratorium period for the purpose of asset classification as per the policy). Extension of such moratorium benefit to the borrowers as per the COVID-19 Regulatory Package of the Reserve Bank of India (RBI), by itself, is not considered to result in significant increase in the credit risk as per Ind AS 109 for staging of accounts. Further, the Company has considered the moratorium and various other measures taken by Government and regulators and have assessed that no further provisioning on account COVID 19 is required at this time in the Statement of Profit and Loss for the year ended March 31, 2020. Further, the Company expects that all other assets including Goodwill of the Company are recoverable and goodwill is not impaired. The impact of COVID -19 is dynamic, evolving and uncertain and impact assessment is based on the current situation.*

## SECTION IV - ISSUER INFORMATION

## 1. General Information about the Issuer:

<b>Issuer Name</b>	Centrum Financial Services Limited
<b>Registered office &amp; Corporate office</b>	<b>Registered Office:</b> 2 <sup>nd</sup> Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai – 400001 <b>Corporate Office:</b> Centrum House, C.S.T. Road, Vidyanagari Marg Kalina, Santacruz East, Mumbai – 400098 <b>Tel.:</b> +91 22-42159000 <b>Email:</b> cs@centrum.co.in <b>Website:</b> <a href="http://www.centrum.co.in">www.centrum.co.in</a>
<b>Date of incorporation</b>	January 27, 1993
<b>Company Secretary &amp; Compliance Officer for the Issue</b>	Ms. Archana Goyal <b>Address:</b> Centrum House, C.S.T. Road, Vidyanagari Marg Kalina, Santacruz East, Mumbai – 400098 <b>Tel.:</b> +91 22 42159000 <b>Email:</b> cs@centrum.co.in
<b>Chief Financial Officer</b>	Mr. Abhishek Baxi <b>Address:</b> Centrum House, C.S.T. Road, Vidyanagari Marg Kalina, Santacruz East, Mumbai – 400098 <b>Tel.:</b> +91 22 42159000 <b>Email:</b> <a href="mailto:abhishek.baxi@centrum.co.in">abhishek.baxi@centrum.co.in</a>
<b>Trustee of the Issue</b>	Beacon Trusteeship Limited <b>Address:</b> 4C, Siddhivinayak Chambers, Gandhi Nagar, Opp. MIG Club, Bandra (E), Mumbai 400 051 <b>Tel:</b> +91 22 26558759 <b>Email:</b> <a href="mailto:deepavali@beacontrustee.co.in">deepavali@beacontrustee.co.in</a> <b>Website:</b> <a href="http://www.beacontrustee.co.in">www.beacontrustee.co.in</a>
<b>Registrar to the Issue</b>	NSDL Database Management Limited <b>Address:</b> 4th Floor, Trade World AWing, Kamala Mills Compound SenapatiBapat Marg, Lower Parel, Mumbai – 400 013 <b>Tel:</b> +91 22 49142700 <b>Fax:</b> +91 22 49142503 <b>E-mail:</b> <a href="mailto:nileshb@nsdl.co.in">nileshb@nsdl.co.in</a> <b>Website:</b> <a href="http://www.nsdl.co.in">www.nsdl.co.in</a>
<b>Credit Rating Agency of the Issue</b>	CARE Rating Limited <b>Address:</b> 4th Floor, Godrej Coliseum, Somaiya Hospital Road, off: Eastern Express Highway, Sion (E), Mumbai - 400022 <b>Tel:</b> +91 22 67543456 <b>Fax:</b> +91 22 67543457 <b>Website:</b> <a href="http://www.careratings.com">www.careratings.com</a>
<b>Auditors of the Issuer</b>	Haribhakti & Co. LLP <b>Address:</b> 701, Leela Business Park, Andheri Kurla Road, Andheri East, Mumbai - 400059

2. Our Corporate Structure:





**3. A brief history of our Company since its incorporation giving details of its activities including any reorganization, reconstruction or amalgamation, changes in its capital structure, (authorized, issued and subscribed).**

**a. Corporate profile**

The Company is promoted by Centrum Retail Services Limited which is a subsidiary company of Centrum Capital Limited. The Company was originally incorporated in the year 1993 and is presently a 100% subsidiary of Centrum Retail Services Ltd. The Company is registered with the Reserve Bank of India under Section 45-IA of the Reserve Bank of India Act, 1934, by a Certificate of Registration No. N-13.01925 dated August 14, 2009 and is a Non Deposit Accepting Systematically Important Non-Banking (Non Deposit Accepting) Financial Company (NBFC-ND-SI). Centrum Financial Services Limited (“CFSL”), with its team of rapidly growing professionals, each with diverse and in-depth banking experience, provides a strong credit evaluation and compliance mechanism through a complete digitized process. We actively collaborate with Centrum Group's well-established investment banking, real estate, debt capital markets and wealth management businesses for cross-selling, sourcing and down-selling of credit products.

**b. Change in registered office of our Company**

None

**c. Main objects of our Company**

The main objects of our Company as contained in our Memorandum of Association is: *To carry on the business of finance company including lease finance, hire purchase finance, factoring and all types of financing and to provide finance by loans, advances, deposits, giving credits and guarantees otherwise to any persons, firms, companies, co-operative societies, trusts, non-trading corporations and other organizations and to carry out finance operations of all kinds for managing, purchasing, selling, and hiring of all kinds of properties and to perform financial services such as financial consultants, advisors, portfolio managers and fund appraisers.*

**d. CAPITAL STRUCTURE**

**i. Details of share capital**

*The share capital of our Company as at March 31, 2020 is set forth below:*

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

Capital Structure	In Rs.
Paid up capital:	
i. After the offer	98,95,69,420
ii. After conversion of convertible instruments	Will depend on Conversion price
iii Share premium account	1,86,39,95,419

## ii. Changes in the authorized capital of our Company as on March 31, 2020 for last five years:

Date of Approval	Authorised Share Capital (in Rs.)	Particulars
23/09/2015	31,50,00,000	Authorized capital increased to Rs. 31,50,00,000/- divided into 3,14,99,900 (Three Crores Fourteen Lacs Ninety-Nine Thousand Nine Hundred) Equity Shares of Rs.10/- (Rupees Ten only) each and 10,000 (Ten Thousand) 9% Cumulative Convertible preference shares of Rs. 0.10 (Ten Paise only) each
08/10/2015	38,00,00,000	Authorized capital increased divided into 379,99,900 equity shares of Rs. 10 each and 10,000 9% cumulative convertible preference shares of Rs.0.10 paise
06/11/2017	38,00,00,000	Authorized capital reclassified into 380,00,00 equity shares of Rs. 10 each
06/11/2017	1,00,00,00,000	Increase in authorized capital to Rs. 1,00,00,00,000/- (Rupees One Hundred Crore Only) divided into 10,00,00,000 (Ten Crore Only) Equity Shares of Rs.10/- (Rupees Ten only) each
-	102,12,00,000	Increase in authorized capital pursuant to amalgamation of Shree Srinivas Realtors Private Limited and Agrata Mercantile Private. Limited into the Company in F.Y. 2017-18
10/8/2018	1,50,00,00,000	Increase in authorized capital to Rs. 1,50,00,00,000/- (Rupees One Hundred and Fifty Crore Only) divided into 15,00,00,000 (Fifteen Crore Only) Equity Shares of Rs.10/- (Rupees Ten only) each

## iii. Equity Share Capital allotment history of our Company as on March 31, 2020 for last five years:

Date of Allotment	No. of Equity Shares	Face Value (in Rs.)	Issue Price (in Rs.)	Consideration (Cash, other than cash etc.)	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Equity Share Capital (in Rs.)	Cumulative Equity Share Premium (in Rs.)
03.10.2015	1,49,62,500	10	28.51	42,65,80,875	Rights issue	1,49,62,500	197,125,000	18.51
05.10.2015	11347222	10	28.51	32,35,09,299.2	Rights issue	2,63,09,722	310,597,220.	18.51
12.10.2015	5823698	10	28.51	16,60,33,629	Rights issue	3,21,33,420	368,834,200	18.51
29.03.2018	1,99,78,522	10	20.02	59,97,55,230	Rights issue	5,21,11,942	568,619,420	20.02
20.06.2018	50,00,000	10	20	15,00,00,000	Conversion of CCD	5,71,11,942	618,619,420	20
26.09.2018	70,95,000	10	28.06	199,08,570	Conversion of CCD	6,89,56,942	689,569,420	18.06
2.11.2018	3,00,00,000	10	30.00	90,00,00,000	Rights issue	9,89,56,942	989,569,420	20.00

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

Type of event	Date of Announcement	Date of completion	Details
Reorganisation	10/05/2019	28/06/2019	The 100% shareholding of the Company was transferred to Centrum Retail Services Limited from Centrum Capital Limited.

## 4. Shareholding Pattern &amp; Top Ten shareholders of our Company as on March 31, 2020:

Sr. No.	Name of the Shareholder	Total number of Equity Shares	Number of shares held in dematerialized form	Total shareholding as a % of total number of Equity Shares	Shares pledged or otherwise encumbered	% of Shares pledged with respect to shares owned
1	M/s. Centrum Retail Services Limited	9,89,56,936	9,89,56,936	99.999994%	-	-
2	Mr. Alpesh Shah, Nominee of Centrum Retail Services Limited	1	1	0.000001%	-	-
3	Mr. Shailendra Apte, Nominee of Centrum Retail Services Limited	1	1	0.000001%	-	-
4	Mr. Ajay Sharma, Nominee of Centrum Retail Services Limited	1	1	0.000001%	-	-
5	Mr. V. Sriram, Nominee of Centrum Retail Services Limited	1	1	0.000001%	-	-
6	Mr. Ashok Poojari, Nominee of Centrum Retail Services Limited	1	1	0.000001%	-	-
7	Mr. Archana Goyal, Nominee of Centrum Retail Services Limited	1	1	0.000001%	-	-
	<b>Total</b>	<b>9,89,56,942</b>	<b>9,89,56,942</b>	<b>100%</b>	-	-

## 5. Directors of the Company

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

Name, Designation, Nationality, DIN	Age (years)	Address	Date of Appointment	Other Directorships
<b>Ranjan Ghosh</b> <b>MD &amp; CEO</b>  DIN: 07592235 Nationality: Indian Occupation: Services	57	C-1701/2 Plot 63/7-4, Ashok Tower, Dr.S.S.Rao Road, Opp. Mahatma Gandhi Hospital, Parel, Mumbai-400012	17/08/2016	1. Centrum Microcredit Limited
<b>Shailendra Apte</b> <b>Non-Executive Director</b>  DIN: 00017814 Nationality: Indian Occupation: Service	50	10, Dhavalgiri CHS, Plot 31, Sec 2, Vashi, Navi Mumbai-400703	29/09/2015	1. Centrum Microcredit Limited 2. Centrum Insurance Brokers Limited 3. Acorn Fund Consultants Private Limited 4. Pyxis Finvest Limited 5. Geometric Mercantile Company Private Limited 6. Softchip Technologies Limited 7. Shaan Agro and Realty India Private Limited 8. Centrum Infrastructure and Realty Limited 9. Breakfast App Private Limited

Name, Designation, Nationality, DIN	Age (years)	Address	Date of Appointment	Other Directorships
				10. Centrum Holdings Limited
<b>Rishad Byramjee</b> <b>Non-Executive Director</b>  DIN: 00164123 Nationality: Indian Occupation: Service	39	Shahnazeen, 6 <sup>th</sup> floor, Babulnath Road, Near Babulnath Temple, Babulnath, Mumbai- 400007	24/12/2002	1. Lion Estates Private Limited 2. Aquarius Estates Private Limited 3. Nightingale Estates Private Limited 4. Casby Logistics and Solutions Private Limited 5. Casby Global Air Private Limited 6. Sea Freight Pvt Ltd 7. Machado And Sons Agents And Stevedores Private Limited 8. Dinshaw and Sons Private Limited 9. M Dinshaw and Company Private Limited 10. Kavita Stockbrokers Private Limited 11. Sika Properties Private Limited 12. Jakari Developers Private Limited 13. Kaikobad Byramjee and Sons (Agency) Private Limited 14. Casby Logistics Private Limited 15. Centrum Microcredit Limited 16. Centrum Capital Limited 17. Centrum Holdings Limited
<b>G S Sundararajan</b> <b>Independent Director</b>  DIN: 00361030 Nationality: Indian Occupation: Service	59	Flat 1002, The Summit, No.6, 1st Avenue, Shastri Nagar, Chennai- 600020	12/10/2017	1. Paytm Payments Bank Limited 2. Hinduja Housing Finance Limited 3. Hinduja Leyland Finance Limited 4. Shriram Seva Sankalp Foundation 5. Utkarsh Coreinvest Limited
<b>Dipali Sheth</b> <b>Independent Director</b>  DIN: 07556685 Nationality: Indian Occupation: Service	54	Address :Lodha Bellissimo, A Wing, Apt 2002, N.M. Joshi Marg, Apollo Mills Compound, Mahalaxmi, Mumbai-400011	16/05/2018	1. DFM Foods Limited 2. UTI Asset Management Company Limited
<b>Subrata Kumar Mitra</b> <b>Independent Director</b>  DIN: 00029961 Nationality: Indian Occupation: Service	72	1201, Pheonix Tower B, SenapatiBapat Marg, Lower Parel, Mumbai 400013	14/05/2020	1. Centrum Capital Limited 2. Cheminova India Limited 3. Robocash Private Limited 4. Asirvad Micro Finance Limited 5. L&T Mutual Fund Trustee Limited 6. Onward Technologies Limited 7. North Karnataka Expressway Limited
<b>Siddhartha Sengupta</b> <b>Independent Director</b>  DIN: 08467648 Nationality: Indian Occupation: Service	61	Flat No. A-604, Sai Sapphire , Plot No. 178/180, Sector 20, Ulwe, Panvel, Raigarh -410206	14/05/2020	1. Tara Chand Logistic Solutions Ltd. 2. The Federal Bank Ltd 3. Standard Chartered Investments and Loans (India) Limited 4. IIFL Trustee Limited

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

**6. Brief profile/particulars of Directors & Key Managerial Personnel of the Company****1. Mr. Ranjan Ghosh:**

Mr. Ranjan Ghosh has close to 25 years of rich experience in the Banking & Financial Service Industry. He brings a wide array of professional and industry contacts, a deep understanding of Risk Management and Financial Markets and international best practices in Governance, Human Resources, etc. He has held several Senior Management roles in Standard Chartered in India and Singapore. He was also associated with HSBC and CRISIL. Ranjan has done his Masters of Business Administration from The University of Northern Iowa - USA and Bachelor of Electrical Engineering from Jadavpur University, Kolkata.

**2. Mr. Shailendra Apte:**

Mr. Apte is a post graduate in management studies and has around 25 years of experience in financial services sector. He started his career as part of the Corporate Finance Team in a leading financial services company. He had set up South India operations of the Company and has handled all products in the debt division of the Company. At Centrum, he has been a key member of the lease syndication team specializing in lease pricing.

**3. Mr. Rishad Byramjee:**

Mr. Byramjee has around 20 years of experience in different businesses and has been actively involved with Casby Logistics Pvt. Ltd. He has also been actively associated with other companies of the Casby group such as Ferrari Express India Pvt. Ltd., Cassinath Truckers Pvt. Ltd., K.B. & Son (Agency) Pvt. Ltd. He also spearheads all new logistics ventures for the organization.

**4. Mr. G S Sundararajan**

Mr. Sundararajan holds a Bachelor of Engineering degree from Coimbatore and a Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Ahmedabad. G.S. Sundararajan is presently serving on Boards of several reputed companies in the Banking and Financial Service Industry. He is also actively involved in the field of Social Entrepreneurship in an advisory capacity. G S Sundararajan was till recently the Group Director, Shriram Group. He joined Shriram Group as the Managing Director of Shriram Capital Ltd, the Holding Company of Shriram Group's financial services and Insurance businesses across India and overseas.

In his capacity as Group Director, Mr. Sundararajan was a director on the Board of these subsidiaries to provide oversight in critical areas of strategic growth opportunities for each of these companies. Earlier to this, he was the Managing Director and Head of Citibank's SME and Asset Based Finance business in India. He had an exceptional stint at Citibank where he built the SME and ABF business of the bank across the country.

**5. Ms. Dipali Sheth**

Ms. Dipali Sheth was the Country Head of HR in R B Sand was overseeing HR function across all businesses and Geographies in India. She is a seasoned HR professional with previous experience in Standard Chartered Bank where she joined in Learning and Development, moved onto Head Resourcing and Talent, Head HR Wholesale Bank and included experience in the Standard Chartered acquisition of Grindlays.

Ms. Sheth then left after twelve years of rich and diverse roles as Head H R South Asia to join ABN Amro /RBS. Prior to working in Standard Chartered Bank, she has worked in Procter and Gamble India Ltd, where she was the first woman leader to be hired in sales in Procter & Gamble India.

**6. Mr. Subrata Kumar Mitra:**

Mr. Subrata Kumar Mitra has more than 40 years of experience in the financial industry. He has held roles in companies such as Standard Chartered, American Express and the Aditya Birla Group, operating across functions such as investment banking, asset management and financial services.

Mr. Mitra is one of the early investment bankers in India. He was instrumental in setting up the Merchant Banking Divisions of Bank of India in 1977 and then in 1978 for Standard Chartered Bank in Mumbai. Mr. Mitra had at different times managed each of businesses directly as CEO. He was a member of Board, Executive Committee, Investment Committee, and Audit Committee of companies in financial services. He was also inducted on the Board of Aditya Birla Nuvo, one of the flagship companies of the Aditya Birla Group and on the Board of Aditya Birla Management Corporation Ltd, the supervisory Board of the Group.

He has vast experience in setting up and running new ventures in full range of financial services, to develop differential business strategies for rapid growth, to develop and manage relationship with foreign multinational investors and in dealing with regulators. Mr. Mitra gave top priority to Risk Management and Transparency. With effect from August 1, 2007, he stepped down from active role for an advisory role.

#### **7. Siddhartha Sengupta:**

Mr. Siddhartha Sengupta has a career banker with SBI spanning 36 years in key leadership roles in India and overseas, with hands on exposure in the areas of Corporate Credit, SME Credit, Trade Finance, International Banking business, managing key client relationships globally and banking regulatory compliance in multiple jurisdictions. Leadership experience include five years of board level experience in India and abroad.

Last assignment in SBI was as Deputy Managing Director in charge of International Banking Group of SBI from 1st December 2014 to 31st January 2019, responsible for SBI's international strategy and overseeing a balance sheet of USD 55 bn spread across 35 countries. Responsibilities included chairing the boards of five overseas subsidiaries of SBI in advanced regulatory jurisdictions including the USA, Canada and UK in addition to driving strategic business development and risk management in multiple jurisdictions overseas.

#### **8. Ms. Archana Goyal – Company Secretary**

Ms. Archana Goyal is a Qualified Company Secretary with more than 15 years of rich and qualitative experience in compliances under various Corporate and SEBI Laws. She is associated with Centrum Group since more than five years and has handled important projects in group companies including. Besides regular Secretarial Compliances, she assists in fund raising activities within the group through different means, vis. Preferential Issue, Rights Issue, PE investments, Private placement of Equity / Debentures, issue of DVRs, Issue of Warrants, Buy-back of Shares, Listing of Shares & Debentures on Stock Exchanges, etc. She has been involved in the various acquisitions and disinvestments done within Centrum Group. Besides her expertise includes drafting and Managing ESOP Scheme, handling due diligences, drafting, vetting, negotiating and finalising legal documents, providing legal support and advice on IPR matters, etc.

#### **9. Mr. Abhishek Baxi – Chief Financial Officer**

Abhishek Baxi is Chartered Accountant by qualification with over 15 years of extensive experience in Banking and Finance Industry. He has worked in Audit Division of KPMG, India and KPMG, London at the beginning of his career. Thereafter, he has worked as Chief Financial Officer, Internal Controls Officer and / or Compliance Officer in renowned Companies/NBFCs like UBS, Karvy Financial Services Limited, Unimoni Financial Services Limited and Edelweiss Asset Reconstruction Company covering areas like Finance and Accounts, Regulatory Reporting, Management Reporting, Taxation, Planning, Fund raising, Budgeting and Strategy, Investor Relations, Compliance and Internal Controls and Risk Assessment.

## 7. Details of change in directors since last three years:

Name of Director, Designation and DIN	Date of Appointment / Resignation	Director of the Company since (in case of resignation)	Remarks
<b>Mr. Rajesh Nanavaty</b> <b>Independent Director</b> DIN: 00005076	Resignation: October 12, 2017	October 05, 2016	None
<b>Mr. Subhash Kutte</b> <b>Independent Director</b> DIN: 00233322	Resignation: December 14, 2017	October 05, 2016	None
<b>Mr. Harish Engineer</b> <b>Independent Director</b> DIN: 01843009	Appointment: August 19, 2017	March 1, 2019	None
<b>Mr. G S Sundararajan</b> <b>Independent Director</b> DIN: 00361030	Appointment: October 12, 2017	NA	None
<b>Ms. Dipali Sheth</b> <b>Independent Director</b> DIN: 07556685	Appointment: May 16, 2018	NA	None
<b>Mr. R S Reddy</b> <b>Independent Director</b> DIN: 02339668	Resignation: May 06, 2020	September 4, 2018	None
<b>Mr. Shailendra Apte</b> <b>Non-Executive Director</b> DIN: 00017814	Appointment as Whole Time Director: December 21, 2015	NA	Change in Designation to Non-Executive Director w.e.f. May 16, 2018
<b>Name: Subrata Kumar Mitra</b> <b>Independent Director</b> DIN: 00029961	Appointment: May 14, 2020	NA	-
<b>Name: Siddhartha Sengupta</b> <b>Independent Director</b>	Appointment: May 14, 2020	NA	-

DIN: 08467648			
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#### 8. Auditors of Company

Name	Address	Auditor since
Haribhakti & Co. LLP	701, Leela Business Park, Andheri Kurla Road, Andheri East, Mumbai – 400059	April 1, 2019

#### 9. Details of change in auditor since last three years:

Name of Auditor	Address	Date of Appointment	Auditor of the Company since ( in case of resignation)	Reason
Walker Chandio & Co. LLP	Walker Chandio & Co LLP 16th Floor, Tower II, Indiabulls Finance Centre, S B Marg, Elphinstone (W). Mumbai-400013	August 29, 2017	FY 2017-2018	Resignation
Haribhakti & Co. LLP	701, Leela Business Park, Andheri Kurla Road, Andheri East, Mumbai – 400059	August 06, 2019	F.Y 2019-2020	N.A.

#### 10. Brief Summary of the business/ activities of the Issuer and its line of business:

##### Overview of business:

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

##### i. Commercial Finance

Commercial Finance (CF) assists SMEs, Start-ups in new age economies and their founders to scale the businesses. The clients in these segment, in essence is the 'sweet spot' of the Indian economy. Companies Commercial Finance aims to create value, by fulfilling capital and credit needs of this segment through loan products in a variety of forms, structures and collaterals. We provide cash flow based lending upto Rs 250 million targeted at clients operating in 5 metro cities. The team of professionals, equipped with diverse and in-depth banking experience apply a completely digitized process to evaluate credit and compliance mechanisms. Commercial Finance follow a 'relationship financing approach' to help understand a fund seeker's needs, craft a comprehensive solution for them, further financial inclusion and create a positive socio-economic impact.

##### ii. Financial Intermediaries

In the Financial Intermediaries (FI) segment, the main objective is to support financial institutions (NBFCs) that are serving the unbanked/less banked segments of the population. Our Company is working with microfinance institutions, NBFCs lending to MSMEs, agri-value chain, education, rural connectivity etc. to enhance their ability to extend credit to the masses after doing appropriate due-diligence on the entity's operating methodology, financials, promoter and management background, governance practices, IT system etc.



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

### iii. Supply Chain Financing Solutions

Supply Chain Financing Solutions (SCF) primarily involves:

#### a. Dealers Finance

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

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

Faster payments leading to cash discounts from the company.

#### b. Receivables Discounting Finance

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

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

### iv. Real Estate Solutions

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

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

Salient Features:

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

### v. MSME Finance

The ever burgeoning MSME space in the Indian economy is growing at a fascinating pace and is the focus of India's growth story. With the credit requirement growing, the SME sector provides a golden opportunity for CFSL. A deeper penetration of technology, priority sector benefits and higher returns make this sector attractive for CFSL. Following are the various beneficial considerations by CFSL for foraying in the MSME segment:

- 1) **Priority Sector Lending:** Priority sector lending is currently the flavor of the lending eco-system wherein regulatory norms support lenders in this space
- 2) **Under-Penetrated:** Only a few lenders have been able to penetrate deep into the multiple tiers of the Indian geography, leaving a huge segment ready to be served with good credit quality

- 3) **Retail Focus:** the retail segment of borrowers in the MSME space are those with a high level of credit discipline and keen understanding of various important aspect like cash-flow, operating profits, etc. A retail focus also enables hedging of risks that generally arise from large ticket corporate loans
- 4) **Secured & Unsecured Book Building:** The MSME book is proposed to be built with a combination of secured and unsecured business loan products to address different financing needs of Indian MSMEs and to drive optimal returns on the portfolio built.
- 5) **Higher Yield:** the retail portfolio entails a higher yield on the loan book due to various factors
- 6) **Sectoral Approach:** Targeting low delinquency and under-served segments to ensure sustainable growth and good credit quality
- 7) **Tier 2 & 3 Focus:** Focusing on a deeper penetration into the Tier 2 & 3 locations to ensure we tap into the Indian growth story of small cities and towns thereby contributing to “Make in India”.

CFSL intends to have customer-centric approach which includes customized offerings and quicker delivery times, all aided by a superior technology platform.

11. **Summary of our key operational and financial parameters for the last three completed financial years on a standalone basis, are as follows:**

For Financial Entities	(Rs. In INR)		
	FY20 (IND AS)	FY19 (IGAAP)	FY18 (IGAAP)
	(Audited)	(Audited)	(Audited)
Net worth	2,99,27,00,771	2,97,75,77,674	1,70,92,76,414
Total Debt	7,52,70,02,387	9,90,58,38,822	3,42,41,82,820
of which –			
- Non Current Maturities of Long Term Borrowing	3,06,89,23,998	4,09,68,00,740	2,07,81,10,522
- Short Term Borrowings	47,94,69,637	2,72,42,99,049	26,09,36,384
- Current Maturities of long Term Borrowings	3,97,86,08,752	3,08,47,39,033	1,08,51,35,914
Net Fixed Assets	18,12,11,649	18,35,97,689	3,72,32,124
Non-Current Assets	86,82,55,263	4,29,58,908	31,29,14,356
Cash and Cash Equivalents	78,44,86,000	1,02,34,13,276	72,69,61,101
Current Investments	19,15,00,000	34,73,99,996	13,56,03,051
Current Assets	36,54,821	21,41,52,642	27,38,29,558
Current Liabilities	18,64,23,313	6,55,20,30,134	1,48,77,51,272
Assets Under Management	8,43,88,69,366	11,33,49,92,233	3,42,85,11,885
Off Balance Sheet Assets			-
Interest Income	1,41,97,54,503	85,30,10,387	44,36,16,254
Interest Expense	87,74,76,710	65,35,10,977	40,53,62,331
Provisioning & Write-offs	-8,76,568	5,09,62,943	3,40,94,607
Profit before tax	12,18,27,778	19,78,818	2,81,91,507
Provision for tax	-3,95,63,565	-27,79,273	2,43,16,425
Profit after tax (PAT)	8,22,64,213	47,58,091	38,75,082
Gross NPA (%)	2.2400%	1.40%	0
Net NPA (%)	0.96%	1.26%	0
Tier I Capital Adequacy Ratio (%)	23.43%	21.44%	37.04%
Tier II Capital Adequacy Ratio (%)	1.84%	1.57%	0.31%
Gross Debt: Equity Ratio of the Company:-	2.52	3.34	2
After the issue of proposed debt securities	2.52	3.34	2.51
Total Debt after new issue (Rs. In Millions)			4,813

Dividend Declared (standalone basis)	-	-	-
Interest coverage ratio	NA	NA	NA

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

**First-time adoption of Ind AS**

**Transition from IGAAP to Ind AS from FY 2019-20**

These are the Company’s first financial statements prepared in accordance with Ind AS.

The accounting policies set out have been applied in preparing the financial statements for the year ended March 31, 2020 the comparative information presented in these financial statements for the year ended March 31, 2019 and in the preparation of an opening Ind AS balance sheet at April 1, 2018 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP or IGAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company’s financial position, financial performance and cash flows is set out in the following tables and notes.

**a) Optional exemptions availed**

Ind AS 101 'First Time Adoption of Indian Accounting Standards' allows first-time adopters certain voluntary exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

**- Deemed cost for property, plant and equipment**

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Company has elected to measure all of its property, plant and equipment at their previous GAAP carrying value.

**- Business combination**

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from a specific date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date.

The Company has elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Business combinations occurring prior to the transition date have not been restated.

**ii) Leases**

Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be not material.

The company has elected to apply this exemption for such contracts/arrangements.

**b) Ind AS mandatory exceptions**

The Company has applied the following exceptions from full retrospective application of Ind AS as mandatorily required under Ind AS 101:

**- Estimates**

On an assessment of the estimates made under previous GAAP the Company has concluded that there was no necessity to revise the estimates under Ind AS except where estimates were required by Ind AS and not required by previous GAAP or the basis of measurement were different (e.g. impairment of loans and other assets as per expected credit losses).

#### - De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

#### - Impairment of financial assets

Ind AS 101 requires an entity to use reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised and compare that to the credit risk at the date of transition to Ind AS. Basis this assessment, the Company has concluded that there is no significant increase in the credit risk since the initial recognition.

#### - Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (eg. loans and investments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS. The Company has assessed financial assets at the date of transition and has classified all its investments as measured at fair value through profit and loss except for investments in equity shares of its associate which are measured at cost. Asset backed finance loan portfolio is measured at fair value through other comprehensive income and all other loans are measured at amortised cost.

#### c) Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires a first time adopter to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

##### i) Reconciliation of Total equity between previous GAAP and Ind AS:

	Notes to first time adoption	As at March 31, 2019	As at April 1, 2018
<b>Equity as per previous GAAP</b>		2,97,75,77,673	1,70,92,76,414
Adjustments:			
Fair valuation of security deposits	i	(2,269)	(2,046)
Loan assets - transaction cost adjustments	ii	(4,18,67,340)	(3,31,03,140)
Impact of Ind AS 116 on leased premises & car	iii	(2,02,056)	(56,103)
Borrowings - transaction cost adjustments	iv	(40,00,305)	(12,45,578)
Subordinated debt securities - transaction cost adjustments	iv	-	-
Fair valuation of financial guarantee given by parent	v	-	-
Provision for expected credit losses on loan assets	vi	(7,42,97,090)	(26,03,332)
Embedded derivatives		40,72,985	(3,47,30,213)
Yes bank bond fair valuation		(20,21,918)	(21,04,918)
Accrued interest on loan assets – NPA cases with deferred tax		1,12,48,430	-
Goodwill adjustments - L&T business		(1,32,86,528)	-
Goodwill adjustments – amalgamation		14,11,094	-
Impact on Financial Guarantees		10,11,264	9,98,325

Tax impact of Ind AS adjustments	vii	3,34,83,064	2,05,43,771
<b>Total adjustments</b>		<b>(8,44,50,669)</b>	<b>(5,23,03,234)</b>
<b>Total equity as per Ind AS</b>		<b>2,89,31,27,005</b>	<b>1,65,69,73,180</b>

**ii) Reconciliation of profit as per Ind AS with profit reported under previous GAAP:**

	Notes to first time adoption	Year ended March 31, 2019
<b>Net profit after tax as per previous GAAP</b>		<b>47,58,090</b>
Adjustments:		
Fair valuation of interest free lease deposits	I	(223)
Loan assets - transaction cost adjustments	li	(87,64,200)
Impact of Ind AS 116 on leased premises & car	lii	(1,45,953)
Borrowings - transaction cost adjustments	lv	(27,54,727)
Subordinated debt securities - transaction cost adjustments	lv	-
Fair valuation of financial guarantee given by parent	v	-
Provision for expected credit losses on loan assets	vi	(7,16,93,758)
Remeasurements of post-employment benefit obligations	viii	(7,43,475)
Embedded derivatives		3,88,03,199
Yes bank bond fair valuation		83,000
Accrued interest on loan assets - NPA cases with deferred tax		1,12,48,430
Goodwill adjustments - L&T business		(1,32,86,528)
Goodwill adjustments - amalgamation		14,11,094
Impact on Financial Guarantees		(16,34,767)
Interest subsidy - MLD		(5,88,68,196)
Tax impact of Ind AS adjustments		1,31,46,128
<b>Profit after tax as per Ind AS</b>		<b>(8,84,41,886)</b>
<b>Other Comprehensive Income:</b>		
Remeasurements of post employment benefit obligations		<b>7,43,475</b>
Tax impact on above items		(2,06,835)
<b>Total comprehensive income as per Ind AS</b>		<b>(8,79,05,246)</b>

**d) Notes to first-time adoption:**

**i. interest free lease deposits**

Under the previous GAAP, interest free lease security deposits (that are refundable in cash on completion of the lease term) are recorded at their transaction value. Under Ind AS, all financial assets are required to be initially recognised at fair value. Accordingly, the Company has fair valued these security deposits under Ind AS. The difference between the fair value and transaction value of the security deposit on initial recognition has been recognised as right to use. Subsequently, depreciation is charged to the statement of profit and loss for right to use over the tenure of the lease and unwinding of security deposit is credited to the statement of profit and loss as finance income.

**ii. Loan assets**

Under Indian GAAP, transaction income earned on loan assets was recognised upfront while under Ind AS, such income are included in the initial recognition amount of financial assets and recognised as interest income using the effective interest method.

**iii. Ind AS 116 - leases**

Under Indian GAAP, payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease unless, the payments are structured to increase in line with expected general inflation, to compensate for the lessor's expected inflationary cost increases.

Ind AS 116 requires recognition of an asset (the right-of-use the leased item) and a financial liability to pay rentals. In the Statement of Profit and Loss, lessees presents interest expense on the lease liability and depreciation on the right-of-use asset.

**iv. Borrowings and subordinated debt instruments**

Under Indian GAAP, transaction costs incurred on debt instruments and borrowings was expensed over the tenure of the borrowing while under Ind AS, such costs are included in the initial recognition amount of financial liability and recognised as interest expense using the effective interest method.

**v. financial guarantee given by parent**

Under the previous GAAP, financial guarantee given by parent is not accounted. Under Ind AS, financial guarantee contracts are measured at initial recognition at fair value and accounted as contribution from parent with corresponding impact on the borrowing.

**vi. Expected Credit loss**

Under the previous GAAP, provisions against loans and advances were made as per the prudential norms specified by the RBI. In accordance with Ind AS 109, the Company is required to recognise provisions by applying the expected credit loss model. Accordingly, the Company has reversed all outstanding provisions created against advances under the previous GAAP and recognised an amount for expected credit losses on its loans and other financial assets with a corresponding adjustment to profit and loss and consequently, equity.

**vii. Deferred tax**

Under the Previous GAAP, the deferred tax was accounted based on timing differences impacting the Statement of Profit and Loss for the period. Deferred tax under Ind AS has been recognised for temporary differences between tax base and the book base of the relevant assets and liabilities. Deferred tax impact has been considered on the adjustments made on transition to Ind AS.

**viii. Remeasurements of post-employment benefit obligations**

Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for the year.

**13. Details of the Promoter:****Details of Promoter Holding in the Company as on March 31, 2020:**

Name of Promoter	Total Number of Equity Shares	Number of shares in Demat Form	Total shareholding as % of total no of equity shares	Number Shares Pledged	% of Shares pledged with respect to shares owned
Centrum Retail Services Limited	9,89,56,942	9,89,56,942	100%	Nil	NA

## SECTION V – INDEBTEDNESS

## 1. Details of borrowings of the Company as on March 31, 2020:

## 1. Details of Secured Loan Facilities as on March 31, 2020:

Lender's Name	Type of facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date/Schedule	Security
L & T Financial Services Ltd	Term Loan	2,00,00,00,000	1,11,11,11,112	Monthly Instalment from Jul-19 onwards	Receivables & CG
Yes Bank	Term Loan	1,00,00,00,000	20,74,13,034	Monthly	Receivables & CG
RBL Bank Ltd	Term Loan	20,00,00,000	19,46,76,736	Quarterly	Receivables & CG
RBL Bank Ltd	CC Limit	5,00,00,000	5,00,47,441	31-Dec-21	Receivables & CG
AU Small Finance Bank Ltd	Term Loan	25,00,00,000	9,37,50,000	Quarterly	Receivables
AU Small Finance Bank Ltd	Bank Overdraft	9,00,00,000	5,98,81,073	On Call	FD
Union Bank of India Ltd	Bank Overdraft	15,00,00,000	14,41,47,384	On Call	Mortgage 7th Floor and CCL Corporate Guarantee
State Bank of India	Term Loan	75,00,00,00,000	8,66,00,000	Quarterly	Receivables & CG
HDFC Bank Ltd	Vehicle Loan	22,00,000	8,02,869	Monthly	Vehicle
Daimler Financial Services India Pvt Ltd	Vehicle Loan	58,29,865	57,69,685	Monthly	Vehicle

## 2. Details of Unsecured Loan Facilities as on March 31, 2020:

Lender's Name	Type of facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date/Schedule
Meenakshi Exports	ICD	1,00,00,000	1,00,00,000	On call
Sardesai Finance Pvt Ltd	ICD	25,00,000	25,00,000	21-Apr-20
Sardesai Irrigation Pvt Ltd	ICD	75,00,000	75,00,000	21-Apr-20
Siva Extrusions	ICD	30,00,000	-	
Centrum Retail Services Limited – Debenture	CCD	50,00,00,000	15,09,14,300	

## 3. Details of Secured Non-Convertible Debentures outstanding as of March 31, 2020:

Particulars	Type	Tenor / Period of Maturity (Days)	Coupon	Amount as at 31 March 2020	Issue Date	Date of Maturity	Credit Rating	Secured / Unsecured
MLD29	Type 1	1225	Market Linked	450,00,000	01-Dec-16	09-Apr-20	NA	Secured
MLD29	Type 3	1225	Market Linked	600,00,000	01-Dec-16	09-Apr-20	NA	Secured
MLD29	Type 4	1229	Market Linked	300,00,000	01-Dec-16	13-Apr-20	NA	Secured
MLD30	Type 2	1230	Market Linked	100,00,000	02-Dec-16	15-Apr-20	NA	Secured
MLD31	Type 3	1225	Market Linked	100,00,000	08-Dec-16	16-Apr-20	NA	Secured
MLD33	Type 3	1225	Market Linked	400,00,000	20-Dec-16	28-Apr-20	NA	Secured

MLD33	Type 4	1230	Market Linked	125,00,000	20-Dec-16	03-May-20	NA	Secured
MLD34	Type 1	1225	Market Linked	450,00,000	27-Dec-16	05-May-20	NA	Secured
MLD34	Type 2	1225	Market Linked	150,00,000	27-Dec-16	05-May-20	NA	Secured
MLD34	Type 3	1230	Market Linked	300,00,000	27-Dec-16	10-May-20	NA	Secured
MLD35	Type 1	1231	Market Linked	250,00,000	30-Dec-16	14-May-20	NA	Secured
MLD35	Type 3	1225	Market Linked	150,00,000	30-Dec-16	08-May-20	NA	Secured
MLD35	Type 4	1225	Market Linked	100,00,000	30-Dec-16	08-May-20	NA	Secured
MLD35	Type 5	1225	Market Linked	300,00,000	30-Dec-16	08-May-20	NA	Secured
MLD36	Type 1	1228	Market Linked	100,00,000	02-Jan-17	14-May-20	NA	Secured
MLD36	Type 2	1260	Market Linked	150,00,000	02-Jan-17	15-Jun-20	NA	Secured
MLD37	-	760	Market Linked	2350,00,000	08-Oct-18	06-Nov-20	NA	Secured
MLD38	-	762	Market Linked	505,00,000	23-Oct-18	23-Nov-20	NA	Secured
MLD39	-	1287	Market Linked	1955,00,000	02-Nov-18	12-May-22	NA	Secured
MLD 38A	-	705	Market Linked	458,00,300	22-Nov-18	23-Nov-20	NA	Secured
MLD40	-	1287	Market Linked	1315,00,000	05-Dec-18	14-Jun-22	NA	Secured
MLD39A	-	1247	Market Linked	257,01,450	12-Dec-18	12-May-22	NA	Secured
MLD 38B	-	1287	Market Linked	478,80,840	19-Dec-18	23-Nov-20	NA	Secured
MLD 38C	-	696	Market Linked	874,08,900	28-Dec-18	23-Nov-20	NA	Secured
MLD 38D	-	685	Market Linked	201,48,000	08-Jan-19	23-Nov-20	NA	Secured
MLD 38E	-	678	Market Linked	139,26,960	15-Jan-19	23-Nov-20	NA	Secured
MLD 41	-	1287	Market Linked	1893,00,000	25-Jan-19	04-Aug-22	NA	Secured
MLD 41A	-	1281	Market Linked	2342,67,600	31-Jan-19	04-Aug-22	NA	Secured
MLD 41B	-	1275	Market Linked	536,92,600	06-Feb-19	04-Aug-22	NA	Secured
MLD 38F	-	650	Market Linked	233,74,900	12-Feb-19	23-Nov-20	NA	Secured
MLD 42	-	481	Market Linked	2282,00,000	22-Feb-19	17-Jun-20	NA	Secured
MLD 41C	-	1253	Market Linked	1483,81,800	28-Feb-19	04-Aug-22	NA	Secured
MLD 42A	-	463	Market Linked	563,58,060	12-Mar-19	17-Jun-20	NA	Secured
MLD 41D	-	1238	Market Linked	207,72,650	15-Mar-19	04-Aug-22	NA	Secured
MLD 42B	-	456	Market Linked	800,08,800	19-Mar-19	17-Jun-20	NA	Secured
MLD 41E	-	1227	Market Linked	1135,20,710	26-Mar-19	04-Aug-22	NA	Secured
MLD 42C	-	446	Market Linked	100,90,000	29-Mar-19	17-Jun-20	NA	Secured
MLD 42D	-	439	Market Linked	399,02,900	05-Apr-19	17-Jun-20	NA	Secured
MLD 41F	-	1210	Market Linked	560,74,200	12-Apr-19	04-Aug-22	NA	Secured
MLD 42E	-	428	Market Linked	201,74,000	16-Apr-19	17-Jun-20	NA	Secured
MLD 43	-	1287	Market Linked	1594,00,000	24-Apr-19	01-Nov-22	NA	Secured
MLD 42F	-	418	Market Linked	574,15,300	26-Apr-19	17-Jun-20	NA	Secured
MLD 41G	-	1192	Market Linked	257,92,500	30-Apr-19	04-Aug-22	NA	Secured
MLD 41H	-	1190	Market Linked	206,44,000	02-May-19	04-Aug-22	NA	Secured
MLD 42G	-	406	Market Linked	203,86,000	08-May-19	17-Jun-20	NA	Secured
MLD 42H	-	397	Market Linked	459,63,000	17-May-19	17-Jun-20	NA	Secured
MLD 41I	-	1168	Market Linked	879,27,070	24-May-19	04-Aug-22	NA	Secured
MLD 42I	-	387	Market Linked	175,15,530	27-May-19	17-Jun-20	NA	Secured
MLD 43A	-	1251	Market Linked	568,00,000	30-May-19	01-Nov-22	NA	Secured
MLD 41J	-	1154	Market Linked	625,08,000	07-Jun-19	04-Aug-22	NA	Secured
MLD 41K	-	1149	Market Linked	265,99,050	12-Jun-19	04-Aug-22	NA	Secured
MLD 44	-	550	Market Linked	270,00,000	14-Jun-19	15-Dec-20	NA	Secured



MLD 45	-	860	Market Linked	755,00,000	21-Jun-19	28-Oct-21	NA	Secured
MLD 43B	-	1224	Market Linked	205,00,000	26-Jun-19	01-Nov-22	NA	Secured
MLD 41L	-	1134	Market Linked	630,35,420	27-Jun-19	04-Aug-22	NA	Secured
MLD 44A	-	530	Market Linked	482,54,400	04-Jul-19	15-Dec-20	NA	Secured
MLD 41M	-	1119	Market Linked	210,24,000	12-Jul-19	04-Aug-22	NA	Secured
MLD 43C	-	1203	Market Linked	177,26,550	17-Jul-19	01-Nov-22	NA	Secured
MLD 44C	-	515	Market Linked	655,98,000	19-Jul-19	15-Dec-20	NA	Secured
MLD 44D	-	511	Market Linked	501,95,000	23-Jul-19	15-Dec-20	NA	Secured
MLD 41N	-	1106	Market Linked	417,66,120	25-Jul-19	04-Aug-22	NA	Secured
MLD 44E	-	505	Market Linked	465,47,400	29-Jul-19	15-Dec-20	NA	Secured
MLD 44F	-	504	Market Linked	253,46,160	30-Jul-19	15-Dec-20	NA	Secured
MLD 41O	-	1100	Market Linked	701,38,320	31-Jul-19	04-Aug-22	NA	Secured
MLD 44G	-	502	Market Linked	202,54,000	01-Aug-19	15-Dec-20	NA	Secured
MLD 41P	-	1098	Market Linked	315,33,000	02-Aug-19	04-Aug-22	NA	Secured
MLD 44H	-	495	Market Linked	470,72,800	08-Aug-19	15-Dec-20	NA	Secured
MLD 43D	-	1173	Market Linked	275,00,000	16-Aug-19	01-Nov-22	NA	Secured
MLD 44I	-	483	Market Linked	445,75,260	20-Aug-19	15-Dec-20	NA	Secured
MLD 41Q	-	1078	Market Linked	697,86,540	22-Aug-19	04-Aug-22	NA	Secured
MLD 44J	-	476	Market Linked	586,27,000	27-Aug-19	15-Dec-20	NA	Secured
MLD 41R	-	1071	Market Linked	572,48,580	29-Aug-19	04-Aug-22	NA	Secured
MLD 44K	-	466	Market Linked	253,50,560	06-Sep-19	15-Dec-20	NA	Secured
MLD 44L	-	463	Market Linked	307,80,000	09-Sep-19	15-Dec-20	NA	Secured
MLD 41S	-	1057	Market Linked	633,26,470	12-Sep-19	04-Aug-22	NA	Secured
MLD 44M	-	459	Market Linked	409,64,000	13-Sep-19	15-Dec-20	NA	Secured
MLD 44N	-	454	Market Linked	159,38,650	18-Sep-19	15-Dec-20	NA	Secured
MLD 44O	-	452	Market Linked	199,95,920	20-Sep-19	15-Dec-20	NA	Secured
MLD 46	-	1310	Market Linked	597,00,000	26-Sep-19	28-Apr-23	NA	Secured
MLD 44P	-	445	Market Linked	185,00,400	27-Sep-19	15-Dec-20	NA	Secured
MLD 41T	-	1038	Market Linked	93,36,840	01-Oct-19	04-Aug-22	NA	Secured
MLD 41U	-	1021	Market Linked	174,60,360	18-Oct-19	04-Aug-22	NA	Secured
MLD 44Q	-	419	Market Linked	962,36,400	23-Oct-19	15-Dec-20	NA	Secured
MLD 41V	-	1014	Market Linked	107,98,000	25-Oct-19	04-Aug-22	NA	Secured
MLD 46A	-	1276	Market Linked	200,40,000	30-Oct-19	28-Apr-23	NA	Secured
MLD 44R	-	411	Market Linked	335,98,800	31-Oct-19	15-Dec-20	NA	Secured
MLD 47	-	551	Market Linked	685,00,000	08-Oct-19	12-May-21	NA	Secured
MLD 48	-	1286	Market Linked	370,00,000	15-Nov-19	24-May-23	NA	Secured
MLD 46B	-	1255	Market Linked	262,96,400	20-Nov-19	28-Apr-23	NA	Secured
MLD 47A	-	537	Market Linked	331,28,700	22-Nov-19	12-May-21	NA	Secured
MLD 48A	-	1276	Market Linked	269,67,250	25-Nov-19	24-May-23	NA	Secured
MLD 48B	-	1273	Market Linked	401,32,000	28-Nov-19	24-May-23	NA	Secured
MLD 47B	-	530	Market Linked	392,22,300	29-Nov-19	12-May-21	NA	Secured
MLD 41W	-	958	Market Linked	343,38,720	20-Dec-19	04-Aug-22	NA	Secured
MLD 41X	-	954	Market Linked	338,00,700	24-Dec-19	04-Aug-22	NA	Secured
MLD 47C	-	475	Market Linked	204,06,000	23-Jan-20	12-May-21	NA	Secured
MLD 47D	-	456	Market Linked	205,06,000	11-Feb-20	12-May-21	NA	Secured
				<b>488,24,88,140</b>				

Note: 1. These Market Linked Debentures are secured against first pari passu charge over present and future receivables and identified immovable property with minimum security cover of 100 percent of the issued amount.

4. Details of Unsecured NCDs as of March 31, 2020: Nil

5. List of Top 10 Debenture holders as on June 5, 2020:

Sr No.	Name of Debenture Holders	Amount (Rs. In Lakhs)
1	CENTRUM WEALTH MANAGEMENT LIMITED	4814
2	APURVA GOSWAMY .	1335
3	VIREET INVESTMENTS PRIVATE LIMITED	600
4	SURESH PAHWA .	600
5	ALEFIYA SAMEER JAVERI	600
6	JAI BEVERAGES PRIVATE LIMITED	500
7	IMPACT CORPORATE INVESTMENTS PRIVATE LIMITED	420
8	K P SINGH	399
9	PRITI YOGINDER SACHDEV .	350
10	SHEKHAR H KIRANI .	350

**6. Details of Commercial Paper Outstanding as on March 31, 2020:**

Allotment date	Maturity date	No. of units credited	Face value	Price	Amount Outstanding at discount
22-01-2020	20-01-2021	400	5,00,000	4,60,928	18,43,71,200

**7. Details of Rest of the borrowing (including any hybrid debt like FCCB, Optionally Convertible Debentures, and Preference Shares).**

Nil

**8. The amount of corporate guarantee issued by the Company along with name of the counterparty (like name of the subsidiary, JV entity, group company, etc) on behalf of whom it has been issued**

NIL

**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.**

Nil

**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**

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

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

1. **Statutory Dues:** No Outstanding Dues except; Outstanding Tax Dues As at March 31, 2020 is Rs. Rs.3,25,50,840/-
2. **Debentures and interest thereon;** Nil
3. **Deposits and interest thereon:** Nil
4. **Loan from any bank or financial institution and interest thereon:** Nil

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

Nil

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

Nil

## SECTION VI - FINANCIAL STATEMENTS

## 1. Statement of Audited Standalone Financial Results for the Year Ended March 31, 2020

## 1. Profit and Loss account for the year ended March 31, 2020

(Rs in Lakhs)

Sr. No	Particulars	For the Year ended March 31, 2020 (Audited)	For the Year ended March 31, 2019 (Audited)
<b>(1)'</b>	<b>Revenue from operations</b>		
(a)	Interest Income	14,197.54	9,428.67
(b)	Rental Income	24.34	86.89
(c)	Fees Income	299.88	46.20
(d)	Net gain on Fair value changes	90.16	567.62
(e)	Other operating Revenue	189.11	41.53
	<b>Total revenue from operations (a)+(b)+(c)+(d)</b>	<b>14,801.03</b>	<b>10,170.91</b>
<b>(2)'</b>	<b>Other income</b>	<b>140.52</b>	<b>27.07</b>
<b>(3)'</b>	<b>Total income (3) = (1) + (2)</b>	<b>14,941.55</b>	<b>10,197.98</b>
<b>(4)'</b>	<b>Expenses</b>		
(a)	Finance costs	8,774.76	6,834.55
(b)	Impairment / (reversal of impairment) on financial instruments	(8.76)	1,204.79
(c)	Employee benefits expenses	3,112.67	2,117.91
(d)	Depreciation, amortisation and impairment	166.21	127.66
(e)	Others expenses	1,678.41	956.74
	<b>Total expenses (a)+(b)+(c)+(d)+(e)</b>	<b>13,723.29</b>	<b>11,241.65</b>
<b>(5)'</b>	<b>Profit/(loss) before exceptional items and tax (3) - (4)</b>	<b>1,218.26</b>	<b>(1,043.67)</b>
<b>(6)'</b>	<b>Exceptional Items</b>	-	-
<b>(7)'</b>	<b>Profit/(loss) before tax (5) - (6)</b>	<b>1,218.26</b>	<b>(1,043.67)</b>
<b>(8)'</b>	<b>Income tax expense:</b>		
(a)	Current Tax		109.48
(b)	tax expense for earlier years	8.99	-
(c)	Deferred tax	386.65	(268.74)
	<b>Total tax expense (a)+(b)</b>	<b>395.64</b>	<b>(268.74)</b>

(9)'	Profit/(loss) for the period (7) - (8)	822.62	(774.93)
(10)'	Other comprehensive income		
(a)	Items that will not be reclassified to profit or loss		
	Remeasurements of post-employment benefit obligations	(8.60)	7.44
	Income tax relating to these items	(2.17)	(2.07)
(b)	Items that will be reclassified to profit or loss	-	-
	Other comprehensive income for the period (a)+(b)	(10.77)	5.37
(11)'	Total comprehensive income for the period (9) + (10)	811.85	(769.56)
(12)'	Paid-up equity share capital ( face value Rs 10/- per share)	9,895.69	9,895.69
(13)'	Earnings per equity share (Not annualised)		
	Basic (Rs.)	0.83	(1.15)
	Diluted (Rs.)	0.82	(1.15)

## 2. Statement of Assets and Liabilities half year ended March 31, 2020

(Rs in Lakhs)

Particulars	As at March 31, 2020 (Audited)
<b>ASSETS</b>	
<b>Financial Assets</b>	
Cash and cash equivalents	5,625
Bank balances other than cash and cash equivalents	2,220
Derivative financial instruments	1,639
Loans	84,389
Investments	4,643
Other financial assets	1,073
	<b>99,588</b>
<b>Non-financial assets</b>	
Curent tax assets (Net)	2,040
Deferred tax assets (net)	216
Investment Property	3,398
Property, plant and equipment	153
Right-of-use assets	10
Goodwill	1,442
Other intangible assets	207
Other non-financial assets	391
	<b>7,856</b>
<b>Total Assets</b>	<b>1,07,444</b>
<b>LIABILITIES AND EQUITY</b>	
<b>Financial liabilities</b>	

Derivative Financial Instruments	3,402
Trade Payables	238
Debt securities	52,076
Borrowings (other than Debt securities)	19,535
Deposits	257
Lease liabilities	11
Other financial liabilities	1,143
	<b>76,662</b>
<b>Non-financial Liabilities</b>	
Current tax liabilities (Net)	89
Provisions	89
Other non-financial liabilities	677
	<b>855</b>
<b>EQUITY</b>	
Equity share capital	9,896
Other equity	20,031
Total equity	<b>29,927</b>
<b>Total Liabilities</b>	<b>1,07,444</b>

### 3. Statement of Reformatted Unconsolidated Financials for last three years

(In Rs.)

#### a. Statement of Reformatted Unconsolidated Assets and Liabilities for last three years

Particulars	As at March 31, 2020 (IND AS) (Audited)	As at March 31, 2019 (IGAAP) (Audited)	As at March 31, 2018 (IGAAP) (Audited)
<b>I EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share Capital	98,95,69,420	98,95,69,420	56,86,19,420
(b) Reserve and Surplus	2,00,31,31,351	1,98,80,08,254	1,14,06,56,994
	<b>2,99,27,00,771</b>	<b>2,97,75,77,674</b>	<b>1,70,92,76,414</b>
<b>(2) Share application money pending allotment</b>			
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	3,06,89,23,998	4,09,68,00,740	2,07,81,10,522
(b) Deferred tax liabilities (Net)	-	-	-
(c) Other Long-term liabilities	2,49,43,263	18,01,94,905	29,38,18,135
(d) Long-term provisions	38,93,603	5,28,35,197	60,56,082
	<b>3,09,77,60,864</b>	<b>4,32,98,30,842</b>	<b>2,37,79,84,739</b>
<b>(4) Current liabilities</b>			
(a) Short-term borrowings	47,94,69,637	2,72,42,99,049	26,09,36,384
(b) Trade payables	2,38,32,890	1,18,72,471	2,22,19,225
(c) Other current liabilities			
-Borrowings	3,97,86,08,752	3,08,47,39,033	1,14,83,91,722
-Others	16,69,91,821	70,17,85,583	1,93,27,008
(d) Short-term provisions	50,46,841	2,93,33,998	3,68,76,933

	4,65,39,49,941	6,55,20,30,134	1,48,77,51,272
<b>TOTAL – EQUITY AND LIABILITIES</b>	<b>10,74,44,11,576</b>	<b>13,85,94,38,650</b>	<b>5,57,50,12,425</b>
<b>II ASSETS</b>			
<b>(1) Non-current assets</b>			
<b>(a) Fixed assets</b>			
(i) Tangible assets	1,62,77,700	1,14,55,187	75,19,481
(ii) Intangible assets	16,49,33,949	17,21,42,502	1,49,97,643
(iii) Capital work-in-progress	-	-	
(iv) Intangible assets under development	-	-	1,47,15,000
	<b>18,12,11,649</b>	<b>18,35,97,689</b>	<b>3,72,32,124</b>
(b) Non-current investments	61,25,52,282	39,54,46,627	59,75,61,424
(c) Deferred tax assets(Net)	2,15,93,987	2,65,54,228	1,28,26,560
(d) Long-term loans & advances			
-Loans	1,91,30,21,730	3,01,47,03,789	1,23,42,09,264
-Others	20,36,16,764	10,47,57,223	7,75,93,020
(e) Other non-current assets	13,93,82,195	4,29,58,908	31,29,14,356
	<b>2,89,01,66,958</b>	<b>3,58,44,20,774</b>	<b>2,23,51,04,624</b>
<b>(2) Current assets</b>			
(a) Current investments	19,15,00,000	34,73,99,996	13,56,03,051
(b) Inventories		-	-
(c) Trade receivables		-	-
(d) Cash and Bank balances	78,44,87,200	1,02,34,13,276	72,69,61,101
(e) Short-term loans & advances			
-Loans	2,96,16,41,526	1,94,43,38,246	2,16,62,81,967
-Others	3,56,42,06,110	6,37,59,50,199	-
(f) Other current assets	17,11,98,133	40,03,18,470	27,38,29,558
	<b>7,67,30,32,969</b>	<b>10,09,14,20,186</b>	<b>3,30,26,75,677</b>
<b>TOTAL ASSETS</b>	<b>10,74,44,11,576</b>	<b>13,85,94,38,650</b>	<b>5,57,50,12,425</b>

(In Rs.)

**b. Statement of Reformatted Unconsolidated Profit & Losses for last three years**

Particulars	2019-2020	2018-2019	2017-2018
	(IND AS) (Audited)	(IGAAP) (Audited)	(IGAAP) (Audited)
<b>Revenue</b>			
Revenue from operations	1,48,01,02,494	93,89,20,573	51,13,40,014
Other Income	1,40,52,213	8,04,68,884	19,32,60,871
<b>Total Revenue</b>	<b>1,49,41,54,707</b>	<b>1,01,93,89,457</b>	<b>70,46,00,885</b>
<b>Expenses</b>			
Employee benefit expenses	31,12,67,165	21,16,14,742	9,57,53,004
Finance cost	87,74,76,710	65,35,10,977	45,64,82,120
Depreciation & amortization expenses	1,66,19,853	1,30,83,351	84,54,293
Other expenses	16,78,39,769	8,82,38,626	8,16,25,354

Provision and write offs	-8,76,568	5,09,62,943	3,40,94,607
<b>Total Expenses</b>	<b>1,37,23,26,929</b>	<b>1,01,74,10,639</b>	<b>67,64,09,378</b>
<b>Profit/(Loss) before tax</b>	<b>12,18,27,778</b>	<b>19,78,817</b>	<b>2,81,91,507</b>
<b>Tax expenses :</b>			
Current tax expense for current year	-8,98,850	1,09,48,395	2,52,65,070
Deferred tax	-3,86,64,715	-1,37,27,668	-1,29,48,646
Fringe benefit tax	-	-	-
Current tax expense relating to prior years	-	-	1,20,00,000
<b>Total tax expense</b>	<b>-3,95,63,565</b>	<b>-27,79,273</b>	<b>2,43,16,424</b>
<b>Profit (loss) for the period</b>	<b>8,22,64,213</b>	<b>47,58,091</b>	<b>38,75,082</b>

**c. Statement of Reformatted Unconsolidated Cash Flows for last three years**

(In Rs.)

Particulars	2019-2020 (IND AS)	2018-2019 (IGAAP)	2017-2018 (IGAAP)
Net profit before taxation, and extraordinary item	8,22,64,213	19,78,818	2,81,91,507
<b>Adjustments for:</b>			
Depreciation			
Provision for Old Debtors			
Provision for Standard Loans			
Profit on Sale of Investments			
Dividend Income			
<b>Operating profit before working capital changes</b>	<b>13,73,10,388</b>	<b>-2,25,15,576</b>	<b>-55,85,015</b>
(Increase)/ Decrease in Current/Non-Current Assets			
Increase/ (Decrease) in Current/Non-Current Liabilities			
<b>Cash generated from operations</b>	<b>2,92,62,44,327</b>	<b>-5,31,27,63,967</b>	<b>12,63,33,262</b>
Tax (Paid) / Refund	-9,23,93,388	-5,23,28,764	-2,43,16,425
<b>Net cash from operating activities [ A ]</b>	<b>2,83,38,50,939</b>	<b>-5,36,50,92,731</b>	<b>10,20,16,837</b>
Purchase/(Sale) of fixed assets, including intangible assets, Capital work-in-progress and Capital advances			
Purchase/Sale of current and Non-Current investments			
<b>Net cash from investing activities [ B ]</b>	<b>20,09,72,419</b>	<b>-6,50,44,676</b>	<b>-24,66,42,940</b>
Dividend Income			
Share issue expenses			
Proceeds of issue of share Capital/Premium			
Proceeds from long term borrowings#			
Proceeds from short term borrowings#			
Repayment of short term borrowings#			
<b>Net cash used in financing activities [ C ]</b>	<b>-2,94,27,77,635</b>	<b>5,72,65,89,582</b>	<b>74,13,56,884</b>
<b>Net increase in cash and cash equivalents [ A+B+C ]</b>	<b>9,20,45,723</b>	<b>29,64,52,175</b>	<b>59,67,30,782</b>
<b>Opening Cash and cash equivalents</b>	<b>47,04,10,679</b>	<b>72,69,61,101</b>	<b>13,02,30,318</b>
<b>Closing Cash and cash equivalents</b>	<b>56,24,56,401</b>	<b>1,02,34,13,276</b>	<b>72,69,61,100</b>



<b>Add; Earmarked Fixed Deposits</b>			
<b>Cash and Cash Equivalents as per Balance Sheet</b>	<b>56,24,56,401</b>	<b>1,02,34,13,276</b>	<b>72,69,61,101</b>

*Represents net amount due to transaction volume*

**SECTION VII - OTHER INFORMATION AND ISSUE PROCEDURE**

The Debentures being offered as part of the Issue are subject to the provisions of the Act, the Memorandum and Articles of Association of the Issuer, the terms of this Disclosure Document read with the Private Placement Offer Letter, the Application Form and other terms and conditions as may be incorporated in the Transaction Documents.

**7.1 How to Bid**

This Disclosure Document is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures issued by the Issuer. All Eligible Investors are required to register themselves as a one-time exercise (if not already registered) with the BSE EBP Platform for participating in electronic book building mechanism. Eligible Investors should refer the operating guidelines for issuance of securities on private placement basis through an electronic book mechanism as available on the website of BSE. Eligible Investors will also have to complete the mandatory know your customer verification process. Eligible Investors should refer to the BSE EBP Guidelines in this respect.

The details of the Issue shall be entered on the BSE EBP Platform by the Issuer at least 2 (two) Business Days prior to the Issue Opening Date, in accordance with the BSE EBP 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 EBP Platform, at least 1 (one) Business Day before the start of the Issue Opening Date.

All Eligible Investors should note that the bidding mechanism for this Issue is a fixed price mechanism.

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

**(a) Modification of Bid**

Eligible Investors may note that modification of bid is allowed during the bidding period or window. However, in the last 10 minutes of the bidding period or window, revision of bid is only allowed for upward revision of the bid amount placed or to improve the yield by the Eligible Investor.

**(b) Cancellation of Bid**

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

**(c) Multiple Bids**

Investors are permitted to place multiple bids on the BSE EBP Platform in line with the BSE EBP Guidelines and the SEBI EBP Circulars.

**(d) Manner of bidding**

The Bid book type will be through open book bidding on the BSE EBP Platform in line with the BSE EBP Guidelines and the SEBI EBP Circulars.

**(e) Manner of allotment**

The allotment will be done on uniform yield basis in line with the BSE EBP Guidelines and the SEBI EBP Circulars.

**(f) Payment Mechanism and Manner of settlement**

The Payment Mechanism and Settlement of the Issue will be done through ICCL.

Successful Eligible Investors should do the funds pay-in to any of the following bank accounts of ICCL ("Designated Bank Accounts"):

**ICICI Bank :**

Beneficiary Name: INDIAN CLEARING CORPORATION LTD  
Account Number: ICCLEB  
IFSC Code : ICIC0000106  
Mode: NEFT/RTGS

**YES Bank :**

Beneficiary Name: INDIAN CLEARING CORPORATION LTD  
Account Number: ICCLEB  
IFSC Code : YESB0CMSNOC  
Mode: NEFT/RTGS

**HDFC Bank**

Beneficiary Name: INDIAN CLEARING CORPORATION LTD  
Account Number: ICCLEB  
IFSC Code : HDFC0000060  
Mode: NEFT/RTGS

For the avoidance of doubt, Eligible Investors are requested to note that they are permitted to pay in the Application Money through any of the Designated Accounts. However, separate funds payment instructions shall be given by the Eligible Investors for other issues on the BSE EBP Platform. Funds payment for each issue on the BSE EBP Platform has to be initiated separately. The funds should not be clubbed for two different issues settling on the same day.

The information in respect of the Designated Bank Accounts shall be displayed in the front end of BSE EBP Platform and the same shall also be available in the obligation file downloaded to Eligible Investors.

Successful Eligible Investors must do the subscription amount payment to the Designated Bank Accounts on or before 10:30 a.m. on the Pay-in Date ("Pay-in Time"). Successful Eligible Investors should ensure to make payment of the subscription amount for the Debentures from their same bank account which is updated by them in the BSE EBP Platform while placing the bids. In case of mismatch in the bank account details between BSE EBP Platform and the bank account from which payment is done by the successful Eligible Investor, the payment would be returned.

**Note:** In case of failure of any successful Eligible Investor to complete the subscription amount payments by the Pay-in Time or the funds are not received in the ICCL's Designated Bank Accounts by the Pay-in Time for any reason whatsoever, the bid will liable to be rejected and the Issuer shall not be liable to issue the Debentures to such successful Eligible Investors.

Upon final allocation by the Issuer, the Issuer or the Registrar and Transfer Agent on behalf of the Issuer 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 Eligible Investor. The Issuer shall give the instruction to the Registrar and Transfer Agent for crediting the Debentures by 12:00 p.m. on the Pay-In Date. The Registrar shall provide corporate action file along with all requisite documents to Depositories by 12:00 p.m. on the Pay-In Date. On the Pay-In Date, the Depositories shall confirm to ICCL the transfer of Debentures in the demat account(s) of the successful Eligible Investors.

**(g) Settlement cycle**

The process of pay-in of funds by investors and pay-out to Issuer will be done on T+2 day, where T is the Issue Closing Date.

However, Eligible Investors should refer to the BSE EBP Guidelines prevailing on the date of the bid.

**(h) Post Allocation Disclosures by the Issuer on BSE EBP Platform**

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

## 7.2 Mode of Transfer/Transmission of Debentures

The Debentures shall be transferable freely; however, it is clarified that no Investor shall be entitled to transfer the Debentures to a person who is not entitled to subscribe to the Debentures. The Debenture(s) shall be transferred and/or transmitted in accordance with the applicable provisions of the Act and the Applicable Law. The Debentures held in dematerialized form shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL/CDSL and the relevant DPs of the transferor or transferee and the Applicable Laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, amounts due will be paid/redemption will be made to the person, whose name appears in the register of debenture holders maintained by the R&T Agent as on the Record Date, under all circumstances. In cases where the transfer formalities have not been completed by the transferor, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in dematerialised form. The seller should give delivery instructions containing details of the buyer's DP account to his DP.

Transfer of the Debentures to and from His/ NRIs/ OCBs, in case they seek to hold the Debentures and are eligible to do so, will be governed by the then prevailing guidelines issued by RBI.

## 7.3 Debentures held in Dematerialised Form

The Debentures shall, be held in dematerialised form and no action is required on the part of the Debenture Holder(s) for redemption purposes and the redemption proceeds will be paid by cheque/fund transfer/RTGS to those Debenture Holder(s) whose names appear on the list of beneficiaries maintained by the R&T Agent. The names would be as per the R&T Agent's records on the relevant Record Date fixed for the purpose of redemption. All such Debentures will be simultaneously redeemed through appropriate debit corporate action.

The list of beneficiaries as of the relevant Record Date setting out the relevant beneficiaries' name and account number, address, bank details and DP's identification number will be given by the R&T Agent to the Issuer. If permitted, the Issuer may transfer payments required to be made in any relation by NEFT/RTGS to the bank account of the Debenture Holder(s) for redemption payments.

## 7.4 Debenture Trustee for the Debenture Holder(s)

The Issuer has appointed Beacon Trusteeship Limited to act as trustee for the Debenture Holder(s). The Issuer and the Debenture Trustee intend to enter into the Debenture Trustee Agreement and the Debenture Trust Deed *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and the Issuer. The debenture trustee(s) has given its consent to the Issuer for its appointment under regulation 4 (4) of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and in all the subsequent periodical communications sent to the holders of debt securities, the consent so received from the Debenture Trustee is attached as **Annexure C** to this Disclosure Document. The Debenture Holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorized officials to do all such acts, deeds, matters and things in respect of or relating to the Debentures as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the Debenture Holder(s). Any payment made by the Issuer to the Debenture Trustee on behalf of the Debenture Holder(s) shall discharge the Issuer *pro tanto* to the Debenture Holder(s). The Debenture Trustee will protect the interest of the Debenture Holder(s) in regard to the repayment of principal and yield thereon and the Debenture Trustee will take necessary action, subject to and in accordance with the Debenture Trustee Agreement and the Debenture Trust Deed, at the cost of the Issuer. No Debenture Holder shall be entitled to proceed directly against the Issuer unless the Debenture Trustee, having become so bound to proceed, consistently fails to do so. The Debenture Trustee Agreement and the Debenture Trust Deed shall more specifically set out the rights and remedies of the Debenture Holder(s) and the manner of enforcement thereof.

## 7.5 Sharing of Information

The Issuer may, at its option, but subject to Applicable Law, 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 Issuer, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Issuer nor its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

#### **7.6 Deemed Date of Allotment**

All the benefits under the Debentures subscribed to by the Debenture Holders, will accrue to the Investor from the Deemed Date of Allotment.

#### **7.7 Debenture Holder not a Shareholder**

The Debenture Holder(s) shall not be entitled to any right and privileges of shareholders other than those available to them under the Act. The Debentures shall not confer upon the Debenture Holders the right to receive notice(s) or to attend and to vote at any general meeting(s) of the shareholders of the Issuer.

#### **7.8 Tax Deduction at Source (TDS)**

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source for which a certificate will be issued by the Company. As per the provisions of the Income Tax Act, 1961, no tax is deductible at source from the amount of interest payable on any listed dematerialised security, held by a person resident in India. Since the NCDs shall be issued in dematerialised mode and shall be listed on the WDM segment of BSE, no tax will be deductible at source on the payment/credit of interest/implicit yield on NCDs held by any person resident in India. In the event of rematerialisation of the NCDs, or NCDs held by person resident outside India or a change in Applicable Law governing the taxation of the NCDs, the following provisions shall apply:

1. In the event the NCDs are rematerialized and the Company is required to make a tax deduction, the Company shall make the payment required in connection with that tax deduction within the time allowed and in the minimum amount required by Applicable Law;
2. The Company shall within 30 (thirty) days after the due date of payment of any tax or other amount which it is required to pay, deliver to the Debenture Trustee evidence of such deduction, withholding or payment and of the remittance thereof to the relevant taxing or other authority.

Interest on application money shall be subject to TDS at the rates prevailing from time to time under the provisions of the Income Tax Act, 1961 or any other statutory modification or re-enactment thereof for which a certificate will be issued by the Company.

For seeking TDS exemption / lower rate of TDS, relevant certificate / document must be lodged by the Debenture Holder(s) at the Corporate Office of the Company at least 15 (Fifteen) days before the interest payment becoming due. Tax exemption certificate / declaration of non-deduction of tax at source on interest on application money should be submitted along with the Application Form.

For detailed tax implications of the investment in NCDs, Investors should get in touch with their tax consultant.

#### **7.9 Object of the Issue and utilization of proceeds**

End use of Funds shall be repayment of existing loans. The Issuer shall submit the details of repayment in prescribed format before the subscription. Further, the Issuer shall submit a certificate in prescribed format confirming the end use of funds not later than one month from disbursement.

#### **7.10 Right of the Company to Purchase, Consolidate, Re-sell and Re-issue NCDs**

1. **Purchase and Resale of NCDs:**

The Company may, subject to Applicable Law at any time and from time to time, at its sole and absolute discretion purchase some or all of the NCDs held by the Debenture Holders at any time prior to the specified date(s) of redemption Disclosure Document. Such buy-back of NCDs may be at par or at discount / premium to the face value at the sole discretion of the Company. The NCDs so purchased may, at the option of the Company, be cancelled, consolidated, held or resold in accordance with the provisions of the Applicable Law.

## **2. Reissue of Debentures**

The Company shall have a right to repurchase the said Debentures or any of the Series of the Debentures and cancel or re-issue them from time to time in accordance with the provisions of the Act and Applicable Law. Upon such re-issue the person entitled to the Debentures shall have and shall be deemed always to have had, the same rights and priorities as if the Debentures had never been redeemed.

Where the Company has repurchased / redeemed any such NCDs, subject to the provisions the Companies Act, 2013 and other applicable legal provisions, the Company shall have and shall be deemed always to have had the right to keep such NCDs alive for the purpose of reissue and in exercising such right, the Company shall have and shall be deemed always to have had the power to reissue such NCDs either by reissuing the same NCDs or by issuing other NCDs in their place in either case, at such a price and on such terms and conditions (including any variations, dropping of or additions to any terms and conditions originally stipulated) as the Company may deem fit.

### **7.11 Modification of Rights**

The Debenture Trustee and the Issuer will agree to make any modifications in this Disclosure Document which in the opinion of the Debenture Trustee is of a formal, minor or technical nature or is to correct a manifest error.

### **7.12 Variation of Debenture Holder(s) rights**

The rights, privileges and conditions attached to the Debentures and this Disclosure Document may be varied, modified or abrogated in accordance with the Articles of Association of the Company and the Act and with the consent of the Super Majority Debenture Holder(s). The rights, privileges and conditions attached to the Debentures of a particular Series/Tranche, may be varied, modified or abrogated in accordance with the Article of Association of the Company and the Act and with the consent of the Majority Debenture Holders of that Series/Tranche of Debentures. Provided that nothing in such resolution shall be operative against the Company where such resolution modifies or varies the terms and conditions governing the Debenture(s) if the same are not acceptable to the Company.

Provided that the Debenture Trustee and the Issuer may agree to make any modifications in this Disclosure Document which in the opinion of the Debenture Trustee is of a formal, minor or technical nature or is to correct a manifest error.

### **7.13 Notices**

The Company agrees to send notice of all meetings of the Debenture Holders specifically stating that the provisions for appointment of proxy as mentioned in Section 105 of the Companies Act, 2013 shall be applicable for such meeting. The notices, communications and writings to the Debenture Holder(s) required to be given by the Company shall be, deemed to have been given if sent by registered post or through recognized overnight courier service or by hand delivery to the sole / first allottee or sole/first registered Debenture Holder or be e-mail at the e-mail address provided by the Debenture Holder to his Depository Participant as the case may be at its address, registered with the Company.

All notices, communications and writings to be given by the Debenture Holder(s) shall be sent by registered post or through recognized courier service or by hand delivery to the Company at its Registered Office or to such persons at such address as may be notified by the Company from time to time and shall be deemed to have been received on actual receipt of the same.

**7.14 Splitting and Consolidation:**

Splitting and consolidation of the NCD5 is not applicable in the dematerialised mode form since the saleable lot is 1 (one) Debenture.

**7.15 Transfers**

The NCD may be transferred to any person duly qualified to acquire such NCDs under the Applicable Laws.

**7.16 Letters of Allotment**

The letter of allotment, indicating allotment of the Debentures, will be credited in dematerialised form within 5 (Five) Business Days from the Deemed Date of Allotment.

**7.17 Succession**

In the event of demise of a Debenture Holder, the Company will recognize the executor or administrator of the demised Debenture Holder or the holder of succession certificate or other legal representative of the demised Debenture Holder as the registered holder of such NCDs, if such a person obtains probate or letter of administration or 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 and delivers a copy of the same to the Company.

The Company may, in its absolute discretion, where it thinks fit, dispense with the production of the probate or letter of administration or succession certificate or other legal representation, in order to recognise such holder as being entitled to the NCD5 standing in the name of the demised Debenture Holder on production of sufficient documentary proof or indemnity. In case a person other than individual holds the NCDs, the rights in the NCDs shall vest with the successor acquiring interest therein, including liquidator or any such person appointed as per the Applicable Law.

**7.18 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 changed 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.

All interest and redemption calculations shall be made up to 1 (one) Business Day prior to the date of actual payment.

**7.19 Debentures to Rank *Pari- Passu***

The Debentures shall be secured by way of a first ranking, *pari passu* and continuing charge on identified receivables ("Hypothecated Receivables") created pursuant to the deed of hypothecation to be executed between the Company and the Debenture Trustee.

**7.20 Splitting and Consolidation:**

Splitting and consolidation of the NCDs is not applicable in dematerialised form since the saleable lot is 1 (one) Debenture.

**7.21 Term Sheet**

In the event of any conflict or inconsistency in the terms and conditions specified in the Term Sheet and other parts of this Disclosure Document, the terms and conditions as specified in the Term Sheet shall prevail over such other parts of the Disclosure Document.



## SECTION VIII—KEY REGULATIONS AND POLICIES

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

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

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

### Regulations governing NBFCs

As per the RBI Act, a financial institution has been defined as a company which includes a non-banking institution carrying on as its business or part of its business the financing activities, whether by way of making loans or advances or otherwise, of any activity, other than its own and it is engaged in the activities of loans and advances, acquisition of shares / stock / bonds / debentures / securities issued by the Government of India or other local authorities or other marketable securities of like nature, leasing, hire-purchase, insurance business, chit business but does not include any institution whose principal business is that of carrying out any agricultural or industrial activities or the sale / purchase / construction of immovable property.

As per prescribed law any company that carries on the business of a non-banking financial institution as its ‘principal business’ is to be treated as an NBFC. The term ‘principal business’ has not been defined in any statute, however, RBI has clarified through a press release (Ref. No. 1998-99/ 1269) issued in 1999, that in order to identify a particular company as an NBFC, it will consider both the assets and the income pattern as evidenced from the last audited balance sheet of the company to decide a company’s principal business. The company will be treated as an NBFC if its financial assets are more than 50 per cent of its total assets (netted off by intangible assets) and income from financial assets should be more than 50 per cent of the gross income. Both these tests are required to be satisfied in order to determine the principal business of a company.

Every NBFC is required to submit to the RBI a certificate, from its statutory auditor within one month from the date of finalization of the balance sheet and in any case not later than December 30 of that year, stating that it is engaged in the business of non-banking financial institution requiring it to hold a certificate of registration.

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

### Securities Contract Regulation Act, 1956

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

The bye-laws inter-alia provide for:

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

Other disclosures are made in accordance with Section 42 of the Companies Act, 2013 and rule 14(1) of Companies (Prospectus and of Securities) Rules, 2014. (Provided in Form PAS – 4 annexed as Annexure I)

**SECTION IX - MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION****Material contract/agreements**

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

**Material Contracts:**

1. Agreement with NSDL Database Management Limited appointing it as registrar;
2. Agreement with Beacon Trusteeship Limited dated June 24, 2020 read with First Supplemental Debenture Trustee Agreement dated July 27, 2020 appointing it as debenture trustee;

**Other Documents:**

1. Memorandum and Articles of Association of the Issuer;
2. Audited Annual Reports of the Company for the last three years. The same are available on the Company's website <https://www.centrum.co.in/investor-relations/centrum-financial-services-limited/financial-information>;
3. Certificate of incorporation dated January 19, 2009;
4. Resolution of Annual General Meeting of the Company dated July 31, 2020 for raising money under the Issue the same have been attached as **Annexure E** to this Disclosure Document;
5. Resolution of the Board dated May 14, 2020 and Finance Committee dated July 30, 2020, of the Company for raising money under the Issue. The same has been attached as **Annexure F** and **Annexure G** respectively to this Disclosure Document;
6. Rating letter along with rationale dated July 07, 2020 attached as **Annexure B** to this Disclosure Document;
7. Consent dated July 27, 2020 of Beacon Trusteeship Limited to act as Trustee to the Issue of Debentures, attached as **Annexure C** to this Disclosure Document;
8. Consent dated July 31, 2020 of NSDL Database Management Limited to act as Registrar to the Issue of Debentures, attached as **Annexure D** to this Disclosure Document;
9. An undertaking that the Issuer will, till the redemption of the Debentures, submit the details of the latest audited/ limited review half yearly results (wherever available) and financial information (profit and loss statement, balance sheet and cash flow statement) and auditor qualifications, if any, to the Debenture Trustee within the timelines as mentioned in the simplified listing agreement, issued by SEBI vide circular dated May 11, 2009 as amended from time to time, for furnishing/ publishing it half yearly result;
10. The details of present Issue of Secured NCD will be covered under the Debenture Trust Deed;

**SECTION X - DISCLOSURES PERTAINING TO WILFUL DEFAULT**

The Issuer, its promoter and its Directors have never been declared as a wilful defaulters by any bank.

Below are the disclosures pertaining to Wilful Default as required under the SEBI Debt Listing Regulations:

- (a) Name of the bank declaring the entity as a wilful defaulter – Not Applicable
- (b) The year in which the entity is declared as a wilful defaulter – Not Applicable
- (c) Outstanding amount when the entity is declared as a wilful defaulter – Not Applicable
- (d) Name of the entity declared as a wilful defaulter – Not Applicable
- (e) Steps taken, if any, for the removal from the list of wilful defaulters – Not Applicable
- (f) Other disclosures, as deemed fit by the issuer in order to enable investors to take informed decisions – Not Applicable
- (g) Any other disclosure as specified by the Board – Not Applicable

**DECLARATION**

The Issuer declares that as of the date of this Disclosure Document all the relevant provisions in the regulations / guidelines issued by SEBI and other Applicable Laws have been complied with and no statement made in this Disclosure Document is contrary to the provisions of the regulations / guidelines issued by SEBI and other Applicable Laws, as the case may be. The information contained in this Disclosure Document is applicable to the private placed debt securities and subject to the information available with the Issuer. The extent of disclosures made in the Disclosure Document is consistent with disclosures permitted by regulatory authorities to the issue of securities made by companies in the past.

For, **Centrum Financial Services Limited**



**Name: Ranjan Ghosh**

**Designation: Managing Director & CEO**

**Date: August 3, 2020**





I/We the undersigned, want to hold the Debentures of the Company in the dematerialised form. Details of my/our Beneficiary Account are given below:

<b>DEPOSITORY PARTICIPANT NAME</b>	[●]
<b>DP-ID</b>	[●]
<b>BENEFICIARY ACCOUNT NUMBER</b>	[●]
<b>NAME OF THE APPLICANT(S)</b>	[●]

I/We understand that: (i) in case of allotment of Debentures to me/us, my/our Beneficiary Account as mentioned above would get credited to the extent of allotted Debentures, (ii) the Applicant must ensure that the sequence of names as mentioned in the Application Form matches the sequence of name held with our Depository Participant, (iii) if the names of the Applicant(s) in this application are not identical and also not in the same order as the Beneficiary Account details with the above mentioned Depository Participant or if the Debentures cannot be credited to my/our Beneficiary Account for any reason whatsoever, the Company shall be entitled at its sole option to reject the application.

I/We understand that in case of allotment of Debentures to me/us, the Applicant must ensure that the sequence of names as mentioned in the Application Form matches the sequence of name in the debenture certificate.

The details mentioned above would be used for all correspondence with the applicants including mailing of Allotment Letters and printing of bank particulars on the refund/interest order (if any). By signing the Application Form, the applicant would have deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue these relevant details. Applicant may note that delivery of Refund Orders/Allotment of Debentures in the Demat Account/Allotment Letters may get delayed if the details provided by the applicant are incorrect. Please note that any such delay shall be at the applicant’s sole risk and neither Company nor the Registrars shall be liable to compensate the applicant for any losses caused to the applicant due to any such delay or liable to pay any interest for such delay.

I/We hereby confirm that I/we have reviewed, read and understood the terms and conditions contained in the Disclosure Document and the Private Placement Offer Letter and found the same acceptable for investment. I/We hereby confirm that we have been explained the nature of these NCDs and I/We understand the nature of the risks inherent in an investment in these NCDs.

I / We understand that the Issuer may communicate to or intimate me / us only by e-mail or facsimile message and I / we undertake to accept the same as a valid communication or intimation as if such communication or intimation had been otherwise hand delivered or delivered by registered post or courier. I / We undertake that upon sale or transfer to subsequent investor or transferee (“**Transferee**”), I / We shall convey all the terms and conditions contained herein (including the fact that these Debentures cannot be sold to a Non-Resident Indian and/or an Overseas Corporate Body or Foreign Portfolio Investor) to such Transferee. I / We undertake that we shall not sell or transfer the Debentures to a Non-Resident Indian and/or an Overseas Corporate Body and/or Foreign Portfolio Investor. In the event of any Transferee (including any intermediate or final holder of the Debentures) suing the Issuer (or any person acting on its or their behalf) we shall indemnify the Issuer (and all such persons acting on its or their behalf) and also hold the Issuer and each of such person harmless in respect of any claim by any Transferee.

Sole/First Applicant’s

Second Applicant’s

Third Applicant’s

Signature

Signature

Signature



**ACKNOWLEDGEMENT SLIP:**

Application No.: [●]

Date: [●]

NCD Series	[●]
No. of Debentures (in figures)	[●]
No. of Debentures (in words)	[●]
Amount (Rs. in figures)	[●]
Amount (Rs. in words)	[●]
NEFT / RTGS	[●]

For all further correspondence, please contact the Compliance Officer.

**INSTRUCTIONS**

1. Application must be completed entirely in English, using BLOCK LETTERS.
2. A signature can be made either in English or in any other Indian language.
3. Application forms duly completed in all respects, must be lodged at the Company's Registered Office.
4. All transfers/RTGS must be made payable to "[●]". Details for RTGS payments are mentioned herein below:  
Beneficiary Name: [●]  
Bank Name: [●]  
Account No. : [●]  
IFSC Code: [●]
5. Cheques, cash, money orders, postal orders and stock invest will NOT be accepted.
6. As a matter of precaution against possible fraudulent encashment of interest warrants due to loss/misplacement, one is requested to mention the full particulars of the bank account, as specified in the application form.
7. Interest warrants will then be made out in favour of the bank for credit to one's account. In case the full particulars are not given, cheques will be issued in the name of the applicant at their own risk.
8. One should mention their Permanent Account Number or the GIR number allotted under Income-Tax Act, 1961 and the Income-Tax Circle/Ward/District In case where neither the PAN nor GIR number has been allotted, the fact of non-allotment should be mentioned in the application form in the space provided.
9. The application would be accepted as per the terms of the issue outlined in the Disclosure Document / Disclosure Document / Private Placement Offer Letter.
10. The payment(s) towards subscription of the securities shall be made from the bank account(s) of the applicants.

3. Please arrange to get the rating revalidated, in case the proposed issue is not made within a period of **six months** from the date of our initial communication of rating to you (that is January 06,2021).
4. In case there is any change in the size or terms of the proposed issue, please get the rating revalidated.
5. Please inform us the below-mentioned details of issue immediately, but not later than 7 days from the date of placing the instrument:

<sup>3</sup>Complete definitions of the ratings assigned are available at [www.careratings.com](http://www.careratings.com) and in other CARE publications.

CARE Ratings Ltd.

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**CARE/HO/RL/2020-21/1891**  
**Mr. Ranjan Ghosh**  
 MD and CEO  
**Centrum Financial Services Limited,**  
 Centrum House, C.S.T. Road,  
 Vidyanagari Marg, Kalina,  
 Santacruz (E), Mumbai – 400 098

July 07, 2020

**Confidential**

Dear Sir,

**Credit rating for proposed Non-Convertible Debenture issue**

Please refer to your request for rating of proposed Non-Convertible Debenture issue aggregating to Rs.100 crore of your company.

2. The following ratings have been assigned by our Rating Committee:

<b>Instrument</b>	<b>Amount (Rs. crore)</b>	<b>Rating<sup>1</sup></b>	<b>Rating Action</b>
Proposed Non-Convertible Debentures	100.00 (Rs. Hundred crore only)	<b>CARE A-; Negative (Single A Minus; Outlook: Negative)</b>	<b>Assigned</b>

3. Please arrange to get the rating revalidated, in case the proposed issue is not made within a period of **six months** from the date of our initial communication of rating to you (that is January 06,2021).
4. In case there is any change in the size or terms of the proposed issue, please get the rating revalidated.
5. Please inform us the below-mentioned details of issue immediately, but not later than 7 days from the date of placing the instrument:

<sup>1</sup>Complete definitions of the ratings assigned are available at [www.careratings.com](http://www.careratings.com) and in other CARE publications.

CARE Ratings Ltd.

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



Instrument type	ISIN	Issue Size (Rs cr)	Coupon Rate	Coupon Payment Dates	Terms of Redemption	Redemption date	Name and contact details of Debenture Trustee	Details of top 10 investors
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6. Kindly arrange to submit to us a copy of each of the documents pertaining to the MLD issue, including the offer document and the trust deed.
7. A write-up (press release) on the above rating is proposed to be issued to the press shortly, a draft of which will be provided separately. We request you to peruse the document and offer your comments if any. We are doing this as a matter of courtesy to our clients and with a view to ensure that no factual inaccuracies have inadvertently crept in. Kindly revert as early as possible.
8. CARE reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.
9. CARE reserves the right to revise/reaffirm/withdraw the rating assigned as also revise the outlook, as a result of periodic review/surveillance, based on any event or information which in the opinion of CARE warrants such an action. In the event of failure on the part of the entity to furnish such information, material or clarifications as may be required by CARE so as to enable it to carry out continuous monitoring of the rating of the debt instrument, CARE shall carry out the review on the basis of best available information throughout the life time of such instrument. In such cases the credit rating symbol shall be accompanied by "ISSUER NOT COOPERATING". CARE shall also be entitled to publicize/disseminate all the afore-mentioned rating actions in any manner considered appropriate by it, without reference to you.
10. Our ratings do not factor in any rating related trigger clauses as per the terms of the facility/instrument, which may involve acceleration of payments in case of rating downgrades. However, if any such clauses are introduced and if triggered, the ratings may see volatility and sharp downgrades.

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11. Users of this rating may kindly refer our website [www.careratings.com](http://www.careratings.com) for latest update on the outstanding rating.
12. CARE ratings are **not** recommendations to buy, sell or hold any securities.

If you need any clarification, you are welcome to approach us in this regard. We are indeed, grateful to you for entrusting this assignment to CARE.

Thanking you,

Yours faithfully,

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Encl.: As above

**Disclaimer**

CARE's ratings are opinions on the likelihood of timely payment of the obligations under the rated instrument and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE's ratings do not convey suitability or price for the investor. CARE's ratings do not constitute an audit on the rated entity. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments. CARE or its subsidiaries/associates may also have other commercial transactions with the entity. In case of partnership/proprietary concerns, the rating /outlook assigned by CARE is, inter-alia, based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating/outlook may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors. CARE is not responsible for any errors and states that it has no financial liability whatsoever to the users of CARE's rating.

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Press Release


  
 CARE Ratings
   
 Professional Risk Opinion

**Centrum Financial Services Limited**  
July 09, 2020

**Ratings**

Instrument	Amount (Rs. crore)	Ratings	Rating Action
Non-Convertible Debentures (Proposed)	100 (Rupees hundred crore only)	<b>CARE A-; Negative</b> (Single A Minus; Outlook: Negative)	<b>Assigned</b>
Market Linked Debentures	450* (Reduced from Rs.600 crore)	<b>CARE PP-MLD A-; Negative</b> (PP-MLD Single A Minus; Outlook: Negative)	<b>Reaffirmed</b>

Details of instruments/facilities in Annexure-1

\*Rs.50 crore MLD redeemed in the month of June, 2020 and Rs.100 crore MLD rating converted into proposed NCD

**Detailed Rationale & Key Rating Drivers**

The rating factors in the established presence of the Centrum Group in the financial services segment, with experienced management and comfortable capital adequacy levels of Centrum Financial Services Limited (CFSL).

The rating is however constrained by concentration in CFSL's loan portfolio towards supply chain financing and entry into newer products segments i.e. MSME which are yet to be established. The rating also takes into account CFSL's moderate profitability and concentrated resource profile amidst overall tight funding scenario for NBFC/HFC sector.

In light of current outbreak of COVID-19 and the nationwide lockdown, the liquidity profile of CFSL is primarily dependent upon collections from supply chain book. CARE will continuously review the credit outlook of the company based on various inputs received with respect to impact of COVID-19 on the economy, industry and CFSL.

**Outlook: Negative**

The outlook is 'Negative' on account of depletion of equity funds committed for future growth and absence of equity capital raising from any other source, concentrated resource profile along with product concentration and weaker profitability amidst challenging funding environment for NBFCs & HFCs. Further given the tough operating environment for real estate/commercial finance & MSME players on the back of expected weak economic environment, the asset quality and profitability of CFSL may be under pressure.

The outlook may be revised to 'Stable' if the company is able to improve its profitability, demonstrate raising of equity capital and establish visibility of equity infusion, diversify its resource profile, scale up its credit book, and maintain the asset quality at current levels.

**Rating sensitivities**

Positive factors - Factors that could lead to positive rating action/upgrade:

- Sizeable capital infusion
- Demonstrates fund raising ability by raising funds from various sources at competitive rates

Negative factors: Factors that could lead to negative rating action/downgrade:

- Continuing concentration in resource and product profile
- No material improvement in profitability in the short to medium term and losses in the short term
- Inability to raise sufficient funds
- Material deterioration in asset quality beyond 4% on a sustained basis
- Increase in gearing levels beyond 4x.

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

CFSL was 100% subsidiary of Centrum Capital Limited (CCL). However, the entire shareholding of CFSL was sold by Centrum Capital Limited (CCL) to Centrum Retail Services Limited (CRSL) as on June 30, 2019. CCL holds 93.33% of CRSL and the balance is held by Promoters. The Centrum group has presence across various segments including institutional business (investment banking, institutional broking), wealth management business (private wealth, insurance broking), lending businesses (affordable housing, NBFC and microfinance) and asset management business. Centrum Wealth Management is amongst the top private wealth management firms in India of which the asset under service as on Sept 30, 2019 stood at Rs. 21,026 crores. The group has set-up Centrum Housing Financial Ltd (CHFL) for offering affordable housing loans; CFSL


 Press Release


for offering business loans to small and medium enterprises and Centrum Microcredit Pvt. Ltd (CMPL) for providing loans to un-served and under-served borrowers operating small businesses in semi-urban areas.

#### **Experienced management**

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

Mr. Ranjan Ghosh is the MD of CFSL since 2016. He is the former MD and Global Head of Banks, Financial Institutions Group for Standard Chartered Bank. Mr. Saurabh Srivastava is the Head – Credit Risk. He has 18+ years of Experience in the banking industry across various functional roles with MNCs and Leading NBFCs like HSBC and Aditya Birla Finance. Each of the business segments is managed by experienced people in the relevant segments.

#### **Comfortable capital adequacy levels**

The tangible net worth stood at Rs.292.98 crores as on March 31, 2019 as against Rs.168 crores as on March 31, 2018. CCL has infused equity of Rs.60 crores in FY18 and Rs.140 crores as equity and Compulsory convertible debentures (CCD's) in FY19. CCL has earlier committed a total equity infusion of Rs. 450 crores ie Rs. 150 crores in FY19 and Rs. 300 crores in FY20 in CFSL, the visibility of the cashflows was seen due to the proceeds of ~Rs. 900 crores received from the stake sale of Centrum Direct Limited. In light of the challenging funding environment for NBFCs, CFSL recalibrated its growth plans whereby the equity funding requirement came down from what was initially envisaged. However, the visibility of funds for equity infusion, which was evident at the parent level last year, has reduced substantially. Hence, the company/promoter will have to raise resources to meet their capital requirement in future and this remains a key rating monitorable.

In FY19, Total Capital Adequacy Ratio (CAR) stood at 23.01% (against the regulatory requirement of 15%) with Tier I CAR at 21.44%. The overall gearing stood at 3.33 times as on March 31, 2019 as compared to 2.04 times as on March 31, 2018.

As on March 31, 2020, the net worth stood at Rs.320 crores and the CAR and Tier-I Capital stood at 26.75% and 24.87% respectively. The gearing also has improved to 2.18x times as on March 31, 2020 (Provisional).

#### **Key rating weaknesses**

##### **Portfolio concentration & seasoning of new products**

As on March 31, 2019, the outstanding portfolio stood at Rs.1134 crore as against Rs.343 crore as on March 31, 2018. In FY18, CFSL had envisaged a certain portfolio mix focused with diversification of book across different asset classes primarily being commercial finance, financial institutions, supply chain and real estate. However, in FY19 CFSL bought the supply chain portfolio (with relatively granular ticket size loans) from L&T Finance Limited which constitutes almost 54% of the outstanding book as on March 31, 2019.

In case of real estate portfolio, almost 40% of the book is in the last stage of completion and the sales velocity of this book is also high which helps to derive comfort. In case of FI's portfolio, as on March 31, 2019, exposure to MFI's is 73.4% of the total financial intermediary portfolio, however it being a relatively riskier asset class on account of event risks, asset quality performance and its impact on profitability will be key rating monitorable.

In the commercial finance portfolio as on March 31, 2019, top 10 exposures contribute to 56.74% of the tangible net worth, 45.47% of the outstanding commercial finance portfolio and 14.66% of the total outstanding book. Maximum single borrower concentration is at 2.20%.

Besides, LAS being a small portfolio has an average security cover of at least 2x at all times. However, this business is in the process of being wound up.

As on March 31, 2020, the outstanding portfolio stood at Rs.878 crore from which FI book is around 8% of overall book, Commercial Finance is around 36% of overall book, Real Estate book is around 11% of overall book (they fund affordable housing projects ticket size of around 10 crores), MSME book is around 4% of the book and Supply Chain Finance (SPF) is around 41% of the business

The supply chain business being competitive in nature, it is imperative for CFSL to access funding at relatively lower rates to maintain the spreads on an on-going basis, with current scenario in the NBFC sector, with lower funding availability and higher cost of funds, CFSL ability to do the same needs to be monitored.

Going forward, CFSL intends to diversify its portfolio with lower ticket sizes in the SCF and MSMSE portfolio. Company is primarily focusing on expanding its portfolio through supply chain through alternate business models and financing including co-lending method, MSME financing and lending to financial institutions mainly MFI's. These new products lines are expected to improve the granularity of the overall portfolio, however the asset quality performances of these new segments through the cycles remains to be seen.

#### **Moderate Resource Profile**

As on March 31, 2019, the borrowings stood at Rs.975 crore. Post the NBFC crisis in September'18, company is mainly dependent on MLDs as its major source of finance. Post March 2019, CFSL has been raising MLD's of approx. Rs.25-30 crores in each month and same is expected to continue in FY20. Thus, Company has availed minimal loan from any bank/NBFC post March, 2019 and is largely dependent on MLD's as a source of finance thereby accessing the capital markets. However, in FY20 and currently, CFSL has been able to raise few facilities from banks viz; Union Bank of India, State Bank of India, RBL

## Press Release



Bank, Andhrabank. As on March 31, 2020, the borrowings stood at Rs.697 crores (Provisional). At the same time, its funding source is primarily concentrated in PSU Banks. Hence, its ability to expand and diversify its funding base and raise funding from different sources remains a key monitor able going forward.

#### Small size of operations

As CFSL is in early years of operations, the size of business is small and the seasoning of portfolio is limited. As a result, its asset quality performance through different economic cycles and geographies is yet to be established. The portfolio outstanding as on March 31, 2019 is Rs. 1134 crore. Even though the seasoning of the portfolio is low, CFSL portfolio is over-collateralised. Even in case of LAS, the company has a cover of at least 2x at all times. Besides, supply chain being a short term loan chums faster and the ability to scale up the book along with reasonable yields continues to remain a key monitor able. As on March 31, 2020, the outstanding portfolio was Rs.878 crores and the GNPA and NNPA was moderate at 1.99% and 0.74% respectively with a gearing of 2x(Provisional).

#### Moderate Profitability

The company is in early stage of operations and has achieved break even in FY19. The Yield on Advances stood at 12.36% and NIM stood at 2.67% as on March 31, 2019. The supply chain book of Rs.647 crores acquired from L&T was a part of the portfolio from January, 2019 onwards and income on the same was only accounted for 3 months and the adjusted yield would be 14.01%. High levels of liquidity was maintained in the form of deposits, investment in liquid funds and temporary advances, all of which impacted yields and thereby profitability. The cost of borrowings stood at 9.92% as on March 31, 2019. The buy-out of supply chain portfolio has resulted in rise in employee benefit and other operational expenses but has provided liquidity and diversified portfolio. The yields on the entire portfolio including the SCF yields has been repriced from Q2FY20 onwards, which would enable the Company to have better average yield.

During FY 20, company has total income of Rs.150 crores and PAT of Rs.13.5 crores(Provisional), the increase being primarily due to increase in yields and acquisition of Supply Chain Book from L&T. Thus the ability to improve profitability shall continue to remain a key monitor able going forward.

#### Liquidity: Adequate

The Company's ALM profile shows no negative gaps in any time brackets as on May 31,2020 (except '>5-year bucket') and April 30, 2020 on higher proportion of Supply chain book, which is short term in nature. As per liquidity statement dated June 30, 2020, CFSL cash and bank balance of Rs.112 crore against which company has debt outflows of around Rs.52 crore until September'20 after considering moratorium given on bank/NBFC borrowing. Further, company is expected to have moderated collections until June'20 on account of current COVID-19 pandemic and nationwide lockdown. In light of above, collections from supply chain book are critical to the liquidity profile of CFSL.

**Analytical approach:** Standalone approach with support from promoters considered.

#### Applicable Criteria

[Rating Outlook and Credit Watch](#)

[CARE's Policy on Default Recognition](#)

[Criteria for Non-Banking Financial Companies](#)

[Financial ratios – Financial Sector](#)

[Consolidation and factoring linkages in rating](#)

#### About the Company

##### CFSL

CFSL, a registered Non-Banking Finance Company was incorporated on 1993 and has lending products such as supply chain, real estate, MSME, commercial finance and financial intermediary. The company started to grow its portfolio since FY17 and as on March 31, 2019 the total outstanding loan portfolio stood at Rs. 1133.5 crore and as on March 31, 2020 the total outstanding loan portfolio stood at Rs.878 crore(Provisional).

Brief Financials (Rs. crore)	FY18(A)	FY19(A)
Total income	70.46	101.94
PAT	0.39	0.48
Interest coverage (times)	1.06	1.21
Tangible Net worth	168.15	292.98
Loans outstanding	342.41	1133.5
Total Assets	557.50	1385.94
ROTA (%)	0.08	0.05

A: Audited


**Press Release**


**Status of non-cooperation with previous CRA:** Not Applicable

**Any other information:** Not Applicable

**Rating History for last three years:** Please refer Annexure-2

**Annexure-1: Details of Instruments/Facilities**

ISIN	Name of the Instrument	Date of Issuance	Coupon Rate	Maturity Date	Size of the Issue (Rs. crore)	Rating assigned along with Rating Outlook
NA	Non-Convertible Debentures (Proposed)	-	-	-	100	CARE A-; Negative
NA	Market Linked Debentures	-	-	-	450 (reduced from Rs.600 crore)	CARE PP-MLD A-; Negative



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 CARE Ratings
   
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## Annexure-2: Rating History of last three years

Sr. No.	Name of the Instrument/Bank Facilities	Current Ratings			Rating history			
		Type	Amount Outstanding (Rs. crore)	Rating	Date(s) & Rating(s) assigned in 2020-2021	Date(s) & Rating(s) assigned in 2019-2020	Date(s) & Rating(s) assigned in 2018-2019	Date(s) & Rating(s) assigned in 2017-2018
1.	Fund-based - LT-Term Loan	LT	300.00	CARE A-; Negative		1.CARE A-; Negative (09-Oct-19)	1. CARE A-; Stable (06-Jul-18)	-
2.	Commercial Paper	ST	100.00	CARE A2+	1.CARE A2+; (10-Jun-20)	-	-	-
3.	Commercial Paper	ST	-	-	-	1. CARE A2+; (09-Oct-19) 2.Withdrawn (17-Oct-19)	1. CARE A2+ (21-Sep-18) 2. CARE A2+ (24-Aug-18)	-
4.	Market Linked Debenture	LT	-	-	1. CARE PP- MLD A-; Negative (10-Jun-20)	-	-	-
5.	Market Linked Debenture	LT	50.00 (reduced from Rs.100 crore)	CARE PP- MLD A-; Negative		1.CARE PP- MLD A-; Negative (09-Oct-19)	1. CARE PP- MLD A-; Stable (26-Sept-18)	-
6.	Market Linked Debenture	LT	50.00	CARE PP- MLD A-; Negative		1.CARE PP- MLD A-; Negative (09-Oct-19)	1. CARE PP- MLD A-; Stable (07-Dec-18)	-
7.	Market Linked Debenture	LT	100.00	CARE PP- MLD A-; Negative		1.CARE PP- MLD A-; Negative (09-Oct-19)	1. CARE PP- MLD A-; Stable (18-Feb-19)	-
8.	Market Linked Debenture	LT	200.00	CARE PP- MLD A-; Negative		1.CARE PP- MLD A-; Stable (13-May-19) 2.CARE PP- MLD A-; Negative (09-Oct-19)	-	-
9.	Market Linked Debenture	LT	50.00	CARE PP- MLD A-; Negative		1.CARE PP- MLD A-; Stable (16-Dec-19)	-	-
10.	Non-Convertible Debenture	LT	50.00	CARE A-; Negative	1)CARE A-; Negative (18-May-20)	-	-	-
11.	Non-Convertible Debenture	LT	100.00	CARE A-; Negative	-	-	-	-
12.	Commercial Paper	ST	100.00	CARE A1+ (CE)	-	1.CARE A1+ (CE) (08-Jan-20)	-	-

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

## Press Release



## Contact us

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

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\*For detailed Rationale Report and subscription information, please contact us at [www.careratings.com](http://www.careratings.com)



**CARE/HO/RL/2020-21/1385**

**Mr. Ranjan Ghosh**

MD and CEO

**Centrum Financial Services Limited,**

Centrum House, C.S.T. Road,

Vidyanagari Marg, Kalina,

Santacruz (E), Mumbai – 400 098

May 14, 2020

**Confidential**

Dear Sir,

**Credit rating for proposed Non-Convertible Debentures issue**

Please refer to your request for rating of proposed Non-Convertible Debentures issue aggregating to Rs.50 crore of your company.

2. The following rating has been assigned by our Rating Committee:

Instrument	Amount (Rs. crore)	Ratings	Rating Action
Non-Convertible Debentures (Proposed)	50 (Rupees fifty crore only)	<b>CARE A-; Negative (Single A Minus; Outlook: Negative)</b>	<b>Assigned</b>

2. Please arrange to get the rating revalidated, in case the proposed issue is not made within a period of **six months** from the date of our initial communication of rating to you.
3. In case there is any change in the size or terms of the proposed issue, please get the rating revalidated.
4. Please inform us the below-mentioned details of issue immediately, but not later than 7 days from the date of placing the instrument:

Instrument type	ISIN	Issue Size (Rs cr)	Coupon Rate	Coupon Payment Dates	Terms of Redemption	Redemption date	Name and contact details of Debenture Trustee	Details of top 10 investors

5. Kindly arrange to submit to us a copy of each of the documents pertaining to the NCD issue, including the offer document and the trust deed.
6. The rationale for the rating will be communicated to you separately.

**CARE Ratings Ltd.**

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☐ CIN-L67190MH1993PLC071691



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8. CARE reserves the right to revise/reaffirm/withdraw the rating assigned as also revise the outlook, as a result of periodic review/surveillance, based on any event or information which in the opinion of CARE warrants such an action. In the event of failure on the part of the entity to furnish such information, material or clarifications as may be required by CARE so as to enable it to carry out continuous monitoring of the rating of the debt instrument, CARE shall carry out the review on the basis of best available information throughout the life time of such instrument. In such cases the credit rating symbol shall be accompanied by "ISSUER NOT COOPERATING". CARE shall also be entitled to publicize/disseminate all the afore-mentioned rating actions in any manner considered appropriate by it, without reference to you.
9. Users of this rating may kindly refer our website [www.careratings.com](http://www.careratings.com) for latest update on the outstanding rating.
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11. CARE ratings are **not** recommendations to buy, sell or hold any securities.

If you need any clarification, you are welcome to approach us in this regard. We are indeed, grateful to you for entrusting this assignment to CARE.

Thanking you,

Yours faithfully,

**[Viraj Dhond]**  
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viraj.dhond@careratings.com

**[Ravi Kumar Dasari]**  
Associate Director  
ravi.kumar@careratings.com

Encl.: As above

**Disclaimer**

CARE's ratings are opinions on the likelihood of timely payment of the obligations under the rated instrument and are not recommendations to sanction, renew, disburse or recall the

**CARE Ratings Ltd.**



concerned bank facilities or to buy, sell or hold any security. CARE's ratings do not convey suitability or price for the investor. CARE's ratings do not constitute an audit on the rated entity. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments. CARE or its subsidiaries/associates may also have other commercial transactions with the entity. In case of partnership/proprietary concerns, the rating /outlook assigned by CARE is, inter-alia, based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating/outlook may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors. CARE is not responsible for any errors and states that it has no financial liability whatsoever to the users of CARE's rating. Our ratings do not factor in any rating related trigger clauses as per the terms of the facility/instrument, which may involve acceleration of payments in case of rating downgrades. However, if any such clauses are introduced and if triggered, the ratings may see volatility and sharp downgrades.

#### CARE Ratings Ltd.

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

Press Release


  
 CARE Ratings
   
 Professional Risk Opinion

**Centrum Financial Services Limited**  
 May 18, 2020

**Ratings**

Instrument	Amount (Rs. crore)	Ratings	Rating Action
Non-Convertible Debentures (Proposed)	50 (Rupees fifty crore only)	<b>CARE A-; Negative (Single A Minus; Outlook: Negative)</b>	<b>Assigned</b>

*Details of instruments/facilities in Annexure-1*

**Detailed Rationale & Key Rating Drivers**

The rating factors in the established presence of the Centrum Group in the financial services segment, with experienced management and comfortable capital adequacy levels of Centrum Financial Services Limited (CFSL).

The rating is however constrained by concentration in CFSL's loan portfolio towards supply chain financing and entry into newer products segments i.e. MSME which are yet to be established. The rating also takes into account CFSL's weak profitability and concentrated resource profile amidst overall tight funding scenario for NBFC/HFC sector.

In light of current outbreak of COVID-19 and the nationwide lockdown, the liquidity profile of CFSL is primarily dependent upon collections from supply chain book. As per liquidity statement dated March 31, 2020, CFSL cash and bank balance of Rs.78 crore against which company has debt outflows of around Rs.142 crores until June'20 after considering moratorium given on bank/NBFC borrowing. The company has requested moratorium from bank/NBFC term loan borrowing and existing lenders have provided moratorium except from one lender which is under discussion. Further, company is expecting moderated collections of Rs.224 crore until June'20 against scheduled collections of Rs.337 crore during same period on account of moratorium extended by CFSL. The expected moderated of collection Rs.224 crore until June'20 are primarily contributed by Supply Chain Book, being a short tenor book with facilities being self-liquidating in nature.

CARE also takes note of the recent measures announced by RBI in light of the Covid-19 pandemic to provide liquidity (including Targeted long term repo operations) and relaxation on asset classification.

**Outlook: Negative**

The outlook is 'Negative' on account of depletion of equity funds committed for future growth, concentrated resource profile along with product concentration and weaker profitability amidst challenging funding environment for NBFCs & HFCs. Further 'Negative' outlook also takes into account current outbreak of COVID-19 and the nationwide lockdown which could impact the asset quality of CFSL going forward. Given the tough operating environment for real estate/commercial finance & MSME players on the back of expected lower economic growth, the asset quality and profitability of CFSL may be under pressure.

The outlook may be revised to 'Stable' if the company is able to improve its profitability, scale up its credit book, diversify its resource profile, establish visibility of equity infusion and maintain the asset quality at current levels.

**Rating sensitivities**

Positive factors - Factors that could lead to positive rating action/upgrade:

- Sizeable capital infusion

Negative factors: Factors that could lead to negative rating action/downgrade:

- Material deterioration in asset quality beyond 4% on a sustained basis
- No material improvement in profitability in the short to medium term and losses in the short term
- Continuing concentration in resource and product profile
- Increase in gearing levels beyond 4x.

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

CFSL was 100% subsidiary of Centrum Capital Limited (CCL). However, the entire shareholding of CFSL was sold by Centrum Capital Limited (CCL) to Centrum Retail Services Limited (CRSL) as on June 30, 2019. CCL holds 93.33% of CRSL and the balance is held by Promoters. The centrum group has presence across various segments including institutional business (investment banking, institutional broking), wealth management business (private wealth, insurance broking), lending


**Press Release**

businesses (affordable housing, NBFC and microfinance) and asset management business. Centrum Wealth Management is amongst the top private wealth management firms in India of which the asset under service as on Sept 30, 2019 stood at Rs.21,026 crores. The group has set-up Centrum Housing Financial Ltd (CHFL) for offering affordable housing loans and a non-banking finance company, Centrum Financial Services Limited (CFSL) for offering business loans to small and medium enterprises and Centrum MicroCredit Pvt Ltd for providing loans to un-served and under-served borrowers operating small businesses in semi-urban areas.

**Experienced management**

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

Mr. Ranjan Ghosh is the MD of CFSL since 2016. He is the former MD and Global Head of Banks, Financial Institutions Group for Standard Chartered Bank. Mr. Saurabh Srivastava is the Head – Credit Risk. He has 18+ years of Experience in the banking industry across various functional roles with MNCs and Leading NBFCs like HSBC and Aditya Birla Finance. Each of the business segments is managed by experienced people in the relevant segments.

**Comfortable capital adequacy levels**

The tangible net worth stood at Rs.292.98 crores as on March 31, 2019 as against Rs.168 crores as on March 31, 2018. CCL has infused equity of Rs.60 crores in FY18 and Rs.140 crores as equity and Compulsory convertible debentures (CCD's) in FY19. CCL has earlier committed a total equity infusion of Rs. 450 crores ie Rs. 150 crores in FY19 and Rs. 300 crores in FY20 in CFSL, the visibility of the cashflows was seen due to the proceeds of ~Rs. 900 crores received from the stake sale of Centrum Direct Limited. In light of the challenging funding environment for NBFCs, CFSL recalibrated its growth plans whereby the equity funding requirement came down from what was initially envisaged. However, the visibility of funds for equity infusion, which was evident at the parent level last year, has reduced substantially. Hence, the company/promoter will have to raise resources to meet their capital requirement in future and this remains a key rating monitorable.

In FY19, Total Capital Adequacy Ratio (CAR) stood at 23.01% (against the regulatory requirement of 15%) with Tier I CAR at 21.44%. The overall gearing stood at 3.33x times as on March 31, 2019 as compared to 2.04 times as on March 31, 2018. As on December 31, 2019, CAR and Tier-I Capital stood comfortable at 25.04% and 23.07% respectively. The gearing also has improved to 2.59x times as on December 31, 2019.

**Key rating weaknesses**
**Portfolio concentration & seasoning of new products**

As on March 31, 2019, the outstanding portfolio stood at Rs.1134 crore as against Rs.343 crore as on March 31, 2018. In FY18, CFSL had envisaged a certain portfolio mix focused with diversification of book across different asset classes primarily being commercial finance, financial institutions, supply chain and real estate. However, in FY19 CFSL bought the supply chain portfolio (with relatively granular ticket size loans) from L&T Finance Limited which constitutes almost 54% of the outstanding book as on March 31, 2019.

In case of real estate portfolio, almost 40% of the book is in the last stage of completion and the sales velocity of this book is also high which helps to derive comfort. In case of FI's portfolio, as on March 31, 2019, exposure to MFI's is 73.4% of the total financial intermediary portfolio, however it being a relatively riskier asset class on account of event risks, asset quality performance and its impact on profitability will be key rating monitorable.

In the commercial finance portfolio as on March 31, 2019, top 10 exposures contribute to 56.74% of the tangible net worth, 45.47% of the outstanding commercial finance portfolio and 14.66% of the total outstanding book. Maximum single borrower concentration is at 2.20% which is below the regulatory requirement of RBI at 15%.

Besides, LAS being a small portfolio has an average security cover of at least 2x at all times. However, this business is in the process of being wound up.

The supply chain business being competitive in nature, it is imperative for CFSL to access funding at relatively lower rates to maintain the spreads on an on-going basis. With current scenario in the NBFC sector, with lower funding availability and higher cost of funds, CFSL ability to do the same needs to be monitored.

Going forward, CFSL intends to diversify its portfolio with lower ticket sizes in the SCF and MSMSE portfolio. Company is primarily focusing on expanding its portfolio through supply chain through alternate business models and financing including co-lending method, MSME financing and lending to financial institutions mainly MFI's. These new products lines are expected to improve the granularity of the overall portfolio, however the asset quality performances of these new segments through the cycles remains to be seen.

## Press Release

**Small size of operations with comfortable asset quality**

As CFSL is in early years of operations, the size of business is small and the seasoning of portfolio is limited. As a result, its asset quality performance through different economic cycles and geographies is yet to be established. The portfolio outstanding as on March 31, 2019 is Rs. 1134 crore. Even though the seasoning of the portfolio is low, CFSL portfolio is over-collateralised generally 1.2x or 2x of the loan amount for the exposures in commercial finance, real estate and Financial Intermediary segment. Even in case of LAS, the company has a cover of at least 2x at all times. Besides, supply chain being a short term loan churns faster and the ability to scale up the book along with reasonable yields continues to remain a key monitorable. As on December 31, 2019, GNPA and NNPA stood comfortable at 1.88% and 0.78% respectively.

**Moderate Profitability**

The company is in early stage of operations and has achieved break even in FY19. The Yield on Advances stood at 12.36% and NIM stood at 2.67% as on March 31, 2019. The supply chain book of Rs.647 crores acquired from L&T was a part of the portfolio from January, 2019 onwards and income on the same was only accounted for 3 months and the adjusted yield would be 14.01%. High levels of liquidity was maintained in the form of deposits, investment in liquid funds and temporary advances, all of which impacted yields and thereby profitability. The cost of borrowings stood at 9.92% as on March 31, 2019. The buy-out of supply chain portfolio has resulted in rise in employee benefit and other operational expenses but has provided liquidity and diversified portfolio. The yields on the entire portfolio including the SCF yields has been repriced from Q2FY20 onwards, which would enable the Company to have better average yield.

During 9MFY20, company has total income of Rs.117 crores, the increase being primarily due to increase in yields and acquisition of Supply Chain Book from L&T. Thus the ability to improve profitability shall continue to remain a key monitorable going forward.

**Moderate Resource Profile**

As on March 31, 2019, the borrowings stood at Rs.975 crore. Post the NBFC crisis in September'18, company's major source of finance has been only through MLD's. Post March,2019, CFSL has been raising MLD's of approx. Rs.25-30 crores in each month and same is expected to continue in FY20. Thus, Company has availed minimal loan from any bank/NBFC post March, 2019 and is largely dependent on MLD's as a source of finance thereby accessing the capital markets. However in FY20 and currently, CFSL has been able to raise few facilities from banks viz; Union Bank of India, State Bank of India, RBL Bank, Andhra bank. As on December 31, 2019, the borrowings stood at Rs.742 crores.

**Liquidity: Adequate**

The Company's ALM profile shows no negative gaps in any time brackets as on December 31, 2019 on higher proportion of Supply chain book, which is short term in nature. As per liquidity statement dated March 31, 2020, CFSL cash and bank balance of Rs.78 crore against which company has debt outflows of around Rs.142 crores until June'20 after considering moratorium given on bank/NBFC borrowing. The company has requested moratorium from bank/NBFC term loan borrowing and existing lenders have provided moratorium except from one lender which is under discussion. Further, company is expecting moderated collections of Rs.224 crore until June'20 against scheduled collections of Rs.337 crore during same period on account of current COVID-19 pandemic and nationwide lockdown. The expected moderated of collection Rs.224 crore until June'20 are primarily contributed by Supply Chain Book of CFSL, which is short term nature and less likely to be impacted by current nationwide lockdown. In light of above, collections from supply chain book are critical to the liquidity profile of CFSL.

**Analytical approach:** Standalone approach with support from promoters considered.

**Applicable Criteria**

[Rating Outlook and Credit Watch](#)

[CARE's Policy on Default Recognition](#)

[Criteria for Non-Banking Financial Companies](#)

[Financial ratios – Financial Sector](#)

[Consolidation and factoring linkages in rating](#)

**About the Company****CFSL**

CFSL, a registered Non-Banking Finance Company was incorporated on 1993 and was primarily meeting the requirements within the Centrum group. In the past few years it has expanded its lending products such as supply chain, real estate,




**Press Release**

commercial finance and financial intermediary. CFSL was a 100% subsidiary of Centrum Capital Ltd. However, the entire shareholding of CFSL has been sold from Centrum Capital Limited (CCL) to Centrum Retail Services Limited (CRSL) as on June 30, 2019. CCL holds 93.33% of CRSL and the balance is held by Promoters. The company started to grow its portfolio since FY17 and as on March 31, 2019 the total outstanding loan portfolio stood at Rs. 1133.5 crore.

Brief Financials (Rs. crore)	FY18(A)	FY19(A)
Total income	70.46	101.94
PAT	0.39	0.48
Interest coverage (times)	1.06	1.21
Tangible Net worth	168.15	292.98
Loans outstanding	342.41	1133.5
Total Assets	557.50	1385.94
ROTA (%)	0.08	0.05

A: Audited

**Status of non-cooperation with previous CRA:** Not Applicable

**Any other information:** Not Applicable

**Rating History for last three years:** Please refer Annexure-2

**Annexure-1: Details of Instruments/Facilities**

ISIN	Name of the Instrument	Date of Issuance	Coupon Rate	Maturity Date	Size of the Issue (Rs. crore)	Rating assigned along with Rating Outlook
NA	Non-Convertible Debentures (Proposed)	-	-	-	50	CARE A-;Negative

## Press Release



## Annexure-2: Rating History of last three years

Sr. No.	Name of the Instrument/Bank Facilities	Current Ratings			Rating history			
		Type	Amount Outstanding (Rs. crore)	Rating	Date(s) & Rating(s) assigned in 2020-2021	Date(s) & Rating(s) assigned in 2019-2020	Date(s) & Rating(s) assigned in 2018-2019	Date(s) & Rating(s) assigned in 2017-2018
1.	Fund-based - LT-Term Loan	LT	300.00	CARE A-; Negative		1.CARE A-; Negative (09-Oct-19)	1. CARE A-; Stable (06-Jul-18)	-
2.	Commercial Paper	ST	-	-		1.CARE A2+; (09-Oct-19) 2.Withdrawn (17-Oct-19)	1. CARE A2+ (21-Sep-18) 2.CARE A2+ (24-Aug-18)	-
3.	Market Linked Debenture	LT	100.00	CARE PP-MLD A-; Negative		1.CARE PP-MLD A-; Negative (09-Oct-19)	1. CARE PP-MLD A-; Stable (26-Sept-18)	-
4.	Market Linked Debenture	LT	50.00	CARE PP-MLD A-; Negative		1.CARE PP-MLD A-; Negative (09-Oct-19)	1. CARE PP-MLD A-; Stable (07-Dec-18)	-
5.	Market Linked Debenture	LT	100.00	CARE PP-MLD A-; Negative		1.CARE PP-MLD A-; Negative (09-Oct-19)	1. CARE PP-MLD A-; Stable (18-Feb-19)	-
6.	Market Linked Debenture	LT	200.00	CARE PP-MLD A-; Negative		1.CARE PP-MLD A-; Stable (13-May-19) 2.CARE PP-MLD A-; Negative (09-Oct-19)	-	-
7.	Market Linked Debenture	LT	50.00	CARE PP-MLD A-; Negative	-	1.CARE PP-MLD A-; Stable (16-Dec-19)	-	-
8.	Commercial Paper	ST	20.00	CARE A1+ (CE)	-	1.CARE A1+ (CE) (08-Jan-20)		

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

## Press Release



## Contact us

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**About CARE Ratings:**

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

**Disclaimer**

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Our ratings do not factor in any rating related trigger clauses as per the terms of the facility/instrument, which may involve acceleration of payments in case of rating downgrades. However, if any such clauses are introduced and if triggered, the ratings may see volatility and sharp downgrades.

**\*\*For detailed Rationale Report and subscription information, please contact us at [www.careratings.com](http://www.careratings.com)**

**ANNEXURE C – CONSENT LETTER OF DEBENTURE TRUSTEE**



**10496/CL/MUM/20-21/DEB/20**

**Date: 27<sup>th</sup> July, 2020**

**To,**  
**Centrum Financial Services Limited**  
Centrum House,  
CST Road, Vidhiyanagri ma,  
Santacruz (East),  
Mumbai, Maharashtra – 400098

**Kind Attn: Ms. Archana Goyal**

**Sub: Consent to act as Debenture Trustee for Secured Listed Non-Convertible Debentures aggregating upto Rs.100.00 Crores**

Dear Maam,

This is with reference to our conversation regarding appointment of Beacon Trusteeship Limited as Debenture Trustee for Secured Listed Non-Convertible Debentures of Rs. 50.00 Crores as per consent letter dated 10<sup>th</sup> June 2020 and further addition of issue of Secured, Listed, Rated, Redeemable, Non-Convertible debentures of Rs. Rs. 50.00 Crores in one more tranches which is now aggregating upto Rs. 100 Crores (Rupees One Hundred Crores Only).

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**

A blue ink signature is written over a circular blue stamp. The stamp contains the text "Beacon Trusteeship Limited" around the top edge and "Mumbai" at the bottom.

**Authorized Signatory**

**Accepted**  
**For Centrum Financial Services Limited**

A blue ink signature is written over a circular blue stamp. The stamp contains the text "Centrum Financial Services Limited" around the top edge and "Mumbai" at the bottom.

**Authorised Signatory**

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**BEACON TRUSTEESHIP LIMITED**

Corporate & Regd Office : 4C & D, Siddhivinayak Chambers, Gandhi Nagar, Opp MIG Cricket Club Bandra (E), Mumbai - 400 051.

CIN : U74999MH2015PLC271288 Phone : 022-26558759 | Email : [contact@beacontrustee.co.in](mailto:contact@beacontrustee.co.in) .

Website: [www.beacontrustee.co.in](http://www.beacontrustee.co.in)

ANNEXURE D – CONSENT LETTER OF THE REGISTRAR TO THE ISSUE

**NSDL Database Management Limited**



July 31, 2020

**Ms. Archana Goyal**  
**Company Secretary**  
**Centrum Financial Services Limited.**  
Centrum House, CST Road  
Vidyanagari Marg, Kalina  
Santacruz (East)  
Mumbai - 400098

Dear Sir,

This has reference to your email dated July 31, 2020 regarding consent letter for debenture issue. We are happy to act as Registrar & Transfer Agent for Rated, Listed, Fully Paid-up, Senior, Secured, Redeemable, Taxable, Non-Convertible Debentures (“NCDs” or “Debentures”) upto an amount of Rs. 40 Crores (Rs. Forty Crore Only).

We hereby give our consent to include our name in the Disclosure Document for the Rated, Listed, Fully Paid-up, Senior, Secured, Redeemable, Taxable, Non-Convertible Debentures (“NCDs” or “Debentures”) upto an amount of Rs. 40 Crores (Rs. Forty Crore Only)..

Our SEBI registration is INR000004181.

Yours faithfully

**For NSDL Database Management Ltd.**

**Vijay Gupta**  
**Sr. Vice President**

Signature valid  
Digitally signed by Vijay Gupta  
Date: 2020.07.31 15:07:56 +05:30

4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India  
Tel.: 91-22-4914 2700 | Fax: 91-22-4914 2503 | Email: info\_ndml@nsdl.co.in | Web: www.nsdl.co.in | www.ndml-nsdl.co.in  
CIN: U72400MH2004PLC147094

**ANNEXURE E - RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING**

**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF CENTRUM FINANCIAL SERVICES LIMITED HELD ON FRIDAY, JULY 31, 2020 AT 11.00 A.M. AT CENTRUM HOUSE, C.S.T ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI – 400098.**

**APPROVAL FOR FURTHER ISSUE OF SECURITIES**

**“RESOLVED THAT** subject to the provisions of the RBI guidelines, as amended from time to time including its circulars issued from time to time and in accordance with the provisions of Section 42, 62(1)(a), 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 including any statutory modifications or re-enactment thereof, for the time being in force, to the extent notified and in effect, the relevant provisions of the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”), and the rules framed thereunder, and the applicable statutes, rules, regulations, guidelines, notifications, press notes and circulars, if any, issued by the Government of India (‘GOI’), the Reserve Bank of India or any other competent authorities (collectively, the “Regulatory Authorities”), from time to time, to the extent applicable, the provisions of the Memorandum and Articles of Association of the Company, and subject to approvals as might be required of RBI, stock exchanges and/or other relevant statutory, regulatory, judiciary or governmental authorities (“Concerned Authorities”) in this regard and further subject to such modifications as might be prescribed while granting such approvals, and which may be agreed to by the Board of Directors of the Company or any Committee of the Board, which may be constituted or in existence (herein after together referred to as the “Board”), approval of the shareholders be and is hereby given to create, offer, issue and allot, by issue of any securities on private placement or preferential allotment basis or through other modes, for cash or for consideration other than cash, at par or at premium or at discount as may be decided by the Board, in one or more tranches, to such persons or entities, including companies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals, as the case may be or such other entities as the Board may decide so, however that the aggregate value/ amount of funds from any such offering(s) whether in one or more tranches, shall not exceed Rs. 1000 Crore (Rupees One Thousand Crore Only);

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

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

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

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

**Sd/-  
ARCHANA GOYAL  
COMPANY SECRETARY**

**ANNEXURE F - BOARD RESOLUTION OF THE COMPANY**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING (Q1/1/2020-21) OF THE BOARD OF DIRECTORS OF CENTRUM FINANCIAL SERVICES LIMITED HELD THROUGH VIDEO CONFERENCING ON THURSDAY, MAY 14, 2020, AT 10:40 A.M. AT CENTRUM HOUSE, C.S.T. ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI-400098**

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**“RESOLVED THAT** pursuant to Section 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, any other applicable provisions under the Act, Securities and Exchange Board of India Act, 1992, Securities Contract Regulation Act, 1956, SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), as may be amended from time to time, SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), as may be amended from time to time, the Depositories Act, 1996, Indian Stamp Act 1899, and/or the Rules, Regulations, Guidelines and Circulars issued thereunder and subject to the Reserve Bank of India regulations/ guidelines/circulars, the Memorandum and Articles of Association of the Company, the provisions of listing agreement entered into/ to be entered into with any stock exchange/s, and subject to any other regulations, consents, permissible approvals and sanctions, if any, as may be necessary and subject to such conditions, if any, as may be laid down by any other authority and in accordance with the approval of the Members at their Annual General Meeting held on August 06, 2019, approval of the Board be and is hereby given to create, offer, issue, allot, list, seek rating, redeem, pay interest, etc., by issue of rated/ unrated or listed/ unlisted or structured/ unstructured securities, which may be secured/ unsecured, convertible/ non-convertible (“Securities”) and as may be decided by the Board/ Finance Committee to such persons or entities, including companies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals, as the case may be or such other entities as the Board/ Finance Committee may decide so, however that the aggregate amount of funds from any such offering(s), whether in one or more tranches, shall not exceed Rs. 300 Crore (Rupees Three Hundred Crores Only);

**RESOLVED FURTHER THAT** without prejudice to the aforesaid limit, the Company may continue to create, offer, issue, allot, list, seek rating, redeem, pay interest, etc. the outstanding unissued Securities pursuant to the resolution passed by the Finance Committee dated November 15, 2019;

**RESOLVED FURTHER THAT** the Finance Committee of the Company be and is hereby authorised to decide the terms and conditions of the offer, the opening and closing of the offer, transfer or allotment of securities, listing/ delisting of securities, redemption, interest payment, roll-over, deciding/ revising other terms etc., and to take all the necessary steps and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto;

**RESOLVED FURTHER THAT** the Finance Committee be and is hereby authorized to open one or more bank accounts in the name of the Company in Indian currency or foreign currency (ies) with such bank or banks in India as may be required in connection with the aforesaid issue, subject to requisite approvals from Reserve Bank of India, if any, any one of the Directors, CFO or Company Secretary of the Company or any other officer as may be authorized by the Finance Committee be and are hereby authorized to sign and execute the application forms and other

documents required for opening the account, to operate the said account, and to give such instructions including closure thereof as may be required and deemed appropriate by these signatories, and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company;

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

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

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

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

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

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

Sd/-  
**ARCHANA GOYAL  
COMPANY SECRETARY**



**ANNEXURE-G – RESOLUTION OF THE FINANCE COMMITTEE OF THE ISSUER**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE FINANCE COMMITTEE OF CENTRUM FINANCIAL SERVICES LIMITED HELD ON THURSDAY, JULY 30, 2020 AT 10:45 AM AT CENTRUM HOUSE, C.S.T. ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI – 400 098.**

**“RESOLVED THAT** pursuant to Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, any other applicable provisions under the Act, Securities and Exchange Board of India Act, 1992, Securities Contract Regulation Act, 1956, SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), as may be amended from time to time, SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), as may be amended from time to time, the Depositories Act, 1996, Indian Stamp Act 1899, and/or the Rules, Regulations, Guidelines and Circulars issued thereunder and subject to the Reserve Bank of India regulations/ guidelines, the Memorandum and Articles of Association of the Company, the provisions of Uniform Listing Agreement entered into with the Bombay Stock Exchange Limited (“BSE”), and subject to such consents, permissible approvals and sanctions, if any, as may be necessary and subject to such conditions, if any, as may be laid down by any other authority and in accordance with the approval of members of the Company at their Annual General Meeting held on August 06, 2019 and powers given by the Board of Directors at their meeting held in May 14, 2020 (“Board”), the consent of the Committee be and is hereby given to the offer and allocation of NCDs for cash at par/premium/discount aggregating up to Rs. 40,00,00,000 (Rupees Forty Crores only) to be issued in one or more tranches/ series/ types, on a private placement basis (the “offer”) to the SLS Trust on such terms and conditions as may be mutually agreed between the Authorized Signatories (defined hereinbelow) and SLS Trust from time to time;

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

**RESOLVED FURTHER THAT** consent of the Committee be and is hereby given for appointment of NSDL Database Management Limited as the Registrar & Transfer Agent (RTA) for the NCDs, at a fees as may be mutually agreed between the Company and the RTA;

**RESOLVED FURTHER THAT** consent of the Committee be and is hereby given for appointment of Beacon Trusteeship Limited as Debenture Trustee for the proposed NCDs on private placement basis at a fees as may be mutually agreed between the Company and the Debenture Trustee;

**RESOLVED FURTHER THAT** appointment of CARE Ratings Limited be and is hereby ratified as Credit Rating Agency for the proposed NCDs issuance of up to Rs. 40 crores on private placement basis;

**RESOLVED FURTHER THAT** the Company do hereby create first pari passu charge on the receivables of the Company except those pertaining to PSL and NPA with a minimum asset coverage of 1.25.

**RESOLVED FURTHER THAT** the Disclosure Document for the private placement of NCDs, the draft of which is placed before the Committee be and is hereby approved;

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

- to appoint, decide and amend the fees of intermediaries as may be required;
- to appoint, decide and amend the fees of Arrangers to the Issue, as may be required;
- to seek admission of securities with CDSL/NSDL;
- to make an application to BSE for listing and trading of the said Debentures and execute, sign and file various documents, applications, papers, documents, undertakings and deeds as may be deemed necessary, and to make such alterations thereon;
- to decide on the property/security for which charge is to be created and to create charge on the assets/properties of the Company as may be required, in favour of Debenture Trustee;
- to obtain valuation report, if required;
- to fund amounts towards the debenture redemption reserve as and when required in accordance with the provisions of the Act and the rules therein;
- to file all necessary forms, returns, documents etc. with the relevant Registrar of Companies ("ROC"), stock exchange, the Securities and Exchange Board of India (the "SEBI"), the sub-registrar of assurances, and any other government/quasi-governmental authorities, bank(s) etc. as may be required;
- to sign and execute disclosure, supplementary documents or any documents, forms, papers etc. as may be required and to do all such acts, deeds, matters and things as may be necessary, required or incidental to give effect to above resolutions;
- to undertake all acts pertaining to providing any assets/ property as security;
- to modify terms, negotiate, and carry out all functions related to the Issue;
- to modify, finalize, execute, sign, stamp various agreements, deeds, documents, undertakings, declarations including necessary agreement with the RTA, tripartite agreement with NSDL and CDSL, debenture trust deed, any security document/s, agreement(s), undertaking(s) or any other documents and get those registered with any ROC, sub-registrar, governmental/quasi-governmental or non-governmental authorities as may be required anywhere in India;
- to represent the Company and appear before any statutory authority, including ROC, sub-registrar, governmental or non-governmental authorities, banks, trustee, financial institutions, etc. as may be required
- to give certified copies of any documents, papers, resolutions including this resolution, forms etc. required to be submitted to any ROC, sub-registrar, governmental or non-governmental authorities, banks, trustee, financial institutions, etc.;
- to do all such acts, deeds and things as may be necessary, required or incidental to give effect to this resolution and to solve any doubts or questions which may arise pertaining thereto;

**RESOLVED FURTHER THAT** the approval of the Committee be and is hereby given to any one of the aforesaid Authorised Persons of the Company or Mr. Chirag Doshi or Mr. Sunny Sabharwal or Mr. Bharat Mehra or Ms. Niketa Kothari or Ms. Petal Velladares or Mr. Raj Kumar or Mr. Sundararajan Gopalan or Mr. Harini Rajendran or Ms. Vijay Laxmi (collectively referred to as "Authorized Signatories") to severally negotiate, finalise and execute or ratify, on behalf of the Company, inter alia, the Debenture Trustee Agreement for the appointment of the Debenture Trustee, the Debenture Trust Deed, setting out inter alia the terms upon which the Debentures are being issued, the security document(s), including inter alia, the Deed of Hypothecation, for the creation of Security, or any such other documents and to do all such acts, deeds and things as may be necessary or expedient to implement this resolution including the registration (if required) and perfection of the Security in accordance with applicable law and to do and execute all acts and deeds as may be required by the Debenture Trustee in connection with the aforesaid;

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

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

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

**Sd/-  
ARCHANA GOYAL  
COMPANY SECRETARY**

## ANNEXURE H– SUMMARY TERM SHEET

**SUMMARY TERM SHEET**

Series CFSL/NCD/2020-21/SLS/01

Issuer	Centrum Financial Services Limited
Base Issue Size	INR 40,00,00,000 (Indian Rupees Forty Crores)
Option to retain oversubscription	NIL
Type of Instrument	Secured, Redeemable, Non-Convertible, Rated, Listed, Taxable Debentures
Type of Issue	Private Placement
Nature of Instrument	Secured
Series	CFSL/NCD/2020-21/SLS/01
Issuance Mode	In Demat mode only
Trading Mode	In Demat mode only
Objects of the Issue	The proceeds of the Debentures shall be utilised by the Company for the purpose of repayments of existing loans availed by the Company
Utilization of Issue Proceeds	End use of Funds shall be repayment of existing loans. The Issuer shall submit the details of repayment in prescribed format before the subscription. Further, the Issuer shall submit a certificate in prescribed format confirming the end use of funds not later than one month from disbursement.
Security	<p>The Debentures shall be secured by way of a first ranking, pari passu and continuing charge on identified receivables (“Hypothecated Receivables”) created pursuant to the deed of hypothecation to be executed between the Company and the Debenture Trustee as described herein. The Issuer undertakes:</p> <ul style="list-style-type: none"> <li>• to maintain the value of security at all times equal to 1.25 times or 125% of the aggregate amount of principal outstanding of the NCDs (“Security Cover”) over common pool of receivables (excluding MSME PSL assets and Commercial Paper assets).</li> <li>• to replace any slippage in loan receivables specifically charged to us with standard receivables. Asset coverage ratio will be maintained at 1.25 times at all times during the currency of the NCDs.</li> <li>• to create the security over the Hypothecated Assets as contemplated above on or prior to the Deemed Date of Allotment by executing a duly stamped deed of hypothecation (“Deed of Hypothecation”) and to perfect and register the security (including filing CHG-9) within the time period applicable and no later than 30 days from the date of execution of the Deed of Hypothecation.</li> </ul>

	<ul style="list-style-type: none"> <li>• to provide a CA certificate on a monthly basis &amp; Debenture Trustee, ensuring adequate charge on loan receivables/identified book debts to the Debenture Trustee over which the charge is created and subsisting by way of hypothecation in favour of the Debenture Trustee (for the benefit of the Debenture Holders) (“Monthly Hypothecated Asset Report”). The certificate to be shared on 20<sup>th</sup> of succeeding month for the previous month</li> <li>• to add fresh loan assets to the Security Cover to ensure that the value of the Hypothecated Assets is equal to 1.25 times or 125% (One Hundred Twenty Five Percent) of the aggregate amount of principal outstanding of the NCDs</li> </ul> <p>Eligibility Criteria for the Hypothecated Receivables:</p> <ul style="list-style-type: none"> <li>• the receivables are existing at the time of selection and have not been terminated or pre-paid;</li> <li>• the receivables have not been restructured or rescheduled</li> <li>• all “Know Your Customer” norms have been complied with as prescribed by the Reserve Bank of India;</li> <li>• It is clarified that the assets would be ‘current’ on inclusion and replacement of receivables (to be carried out within 30 calendar days) would be upon becoming NPA (i.e. on crossing 90DPD);</li> <li>• Each client loans must satisfy the Issuer’s credit and underwriting policies, including credit referencing agency checks where commonly used;</li> <li>• Each client loan must be directly originated by the Issuer and not loans purchased from a third party;</li> <li>• All loans hypothecated under the deed of hypothecation comply with RBI norms and guidelines</li> </ul>
Seniority	Senior
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	Nil
Listing	Proposed to be listed on the Wholesale Debt Market Segment (WDM) of BSE
Trustees	Beacon Trusteeship Limited
Credit Rating	CARE A-

Credit Enhancement	Nil
Face Value	Rs. 10 Lakhs per debenture
Premium on issue	Nil
Discount on issue	Nil
Issue Price	At par, Rs. 10 Lakhs per Debenture
Premium on redemption	Nil
Discount on redemption	Nil
Minimum Application	10 Debentures
Tenor	90 days from the deemed date of allotment
Put Option	None
Put Option Price	Not Applicable
Put Option Date	Not Applicable
Put Notification Time	Not Applicable
Call Option	None
Call Option Price	Not Applicable
Call Option Date	Not Applicable
Call Notification Time	Not Applicable
Coupon Rate	9.25% p.a.
Redemption/ Maturity Amount	At Par
Redemption Date	16 November 2020
Step Down / Step Up Coupon Rate	None
Coupon Payment Frequency	Annually. Accrued Coupon will be paid on the Redemption Date i.e. 90 days from the Deemed Date of Allotment
Coupon Payment Dates	16 November 2020
Coupon Type	Fixed
Coupon Reset	None
Day Count Basis	Actual/Actual

Issue Timing	Between 9 AM and 5 PM
1. Issue Opening Date	14 August 2020
2. Issue Closing Date	14 August 2020
3. Pay-in Date	18 August 2020
4. Deemed Date of Allotment	18 August 2020
Default Interest Rate	In case of default in payment of Interest and/or principal redemption on the due dates, additional interest of 2% (Two percent) p.a. over the coupon rate shall be payable by the Company for the defaulting period.
Settlement Mode	Payment of interest and repayment of principal shall be made by way of cheque(s)/ credit through RTGS/ Electronic Fund Transfer or any other electronic mode offered by the Banks
Settlement Cycle for EBP	T+2
Depositories	NSDL / CDSL
Registrar	NSDL Database Management Limited
Business Day Convention	<p>'Business Day' shall be a day on which commercial banks are open for business in the city of Mumbai, Maharashtra and when the money market is functioning in Mumbai. If the date of payment of interest/redemption of principal does not fall on a Business Day, the payment of interest/principal shall be made in accordance with SEBI Circular CIR/IMD/DF-1/122/2016 dated November 11, 2016.</p> <p>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 changed 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.</p> <p>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.</p>
Record Date	The Record Date shall be 7 Calendar days prior to each coupon payment date / redemption date.
Transaction Documents	<p>The Issuer has executed/ shall execute the documents including but not limited to the following in connection with the Issue:</p> <ol style="list-style-type: none"> <li>1. Consent Letter from Beacon Trusteeship Limited to act as Trustee to the</li> </ol>

	<p>Debenture holders; Debenture Trusteeship Agreement;</p> <ol style="list-style-type: none"> <li>2. Debenture Trust Deed;</li> <li>3. Deed of Hypothecation</li> <li>4. Rating Letter from CARE Ratings Limited;</li> <li>5. In principle approval letter from BSE Limited;</li> <li>6. Tripartite Agreement between the Issuer; Registrar and NSDL for issue of Bonds in dematerialized form;</li> <li>7. Tripartite Agreement between the Issuer, Registrar and CDSL for issue of Bonds in dematerialized form</li> <li>8. Board resolution</li> <li>9. Shareholder’s resolution</li> </ol>
<p>Conditions precedent to subscription of Debentures</p>	<p>The Issuer represents and warrants to the Investor or its successors or assigns, prior to and upon the execution of the Transaction Documents/Agreement and at the time of issuance of the Debentures and at all time during the currency of the Transaction Documents, that:</p> <ol style="list-style-type: none"> <li>1. The Issuer is duly incorporated, validly existing, and in good standing;</li> <li>2. The Issuer is authorized to enter into the Transaction Documents and Deed of Hypothecation within the time period as per applicable law, and the Transaction Documents are a valid and binding obligation of the Issuer enforceable in accordance with its terms; and the execution and performance of the Transaction Documents by the Issuer is lawful and does not constitute a default, acceleration or termination of any other agreement to which the Issuer is a party or breach of any judgment, decree, order or award.</li> <li>3. All information provided by the Issuer to the Investor at any time is true, complete, and accurate,</li> <li>4. The Issuer is the sole owner of all assets shown on the Issuer’s financial statements delivered to the Investor save and except as stated in the said financial statements.</li> <li>5. The Issuer is solvent and capable of paying its obligations as and when they become due.</li> <li>6. There is no material litigation including winding up proceedings or governmental proceeding pending against the Issuer and the Issuer is not aware of any such proceeding being threatened, which could impair the Issuer’s net worth or ability to perform this Agreement.</li> <li>7. The Issuer maintains and shall maintain accurate business and financial records and prepares and shall prepare its financial statements in accordance with generally accepted accounting principles.</li> <li>8. In case the Issuer is a Company under the Companies Act, 1956 or Companies Act, 2013, as the case may be:-             <ol style="list-style-type: none"> <li>i. All corporate authorizations required for entering into the Transaction Documents and performing the transactions pursuant hereto have been obtained and are in full force and effect, and the Transaction Documents and all transactions pursuant hereto are and will be in accordance with all applicable provisions of law;</li> </ol> </li> <li>9. Obligation hereunder are not in conflict with any other obligations of the Issuer</li> <li>10. The execution of Transaction Documents is binding on the Issuer and such executed documents are valid and admissible in evidence in the court of law.</li> <li>11. There is no Material Adverse Change occurred or event of default has occurred or continuing with respect to the Issuer and no such event or circumstance would occur as a result of its executing the Transaction Documents or performance of any obligation there under.</li> <li>12. The Investor or it’s successors and assigns shall have a first ranking pari-passu charge on the identified business loan receivables of our Company</li> <li>13. The Issuer shall take appropriate measures and/or authorization to create Security in favour of the Trustees or its successors and assigns and avail the</li> </ol>



	<p>financial indebtedness.</p> <p>14. The Issuer shall have good title to assets, to be provided as security.</p>
<p>Conditions subsequent to subscription of Debentures</p>	<p>The Issuer shall ensure that the following documents are executed/ activities are completed as per time frame mentioned elsewhere in this Private Placement Offer Letter:</p> <ol style="list-style-type: none"> <li>1. Ensuring that the payment made for subscription to the Debentures is received from the bank account of the person/ entity subscribing to the Debentures and keep record of the bank accounts from where payments for subscriptions have been received. In case of subscription to the Debentures to be held by joint holders, application monies is received from the bank account of the person whose name appears first in the Application Form;</li> <li>2. Maintaining a complete record of private placement offers in Form PAS-5;</li> <li>3. Filing a return of allotment of Debentures with complete list of all Debenture holders in Form PAS-3 under section 42 of the Companies Act, 2013, with the Registrar of Companies, within the prescribed time limit along with fee as provided in the Companies (Registration Offices and Fees) Rules, 2014;</li> <li>4. Credit of demat account(s) of the allottee(s) by number of Debentures allotted within two working days from the Deemed Date of Allotment;</li> <li>5. Making listing application to BSE and/ or NSE within 15 business days from the Deemed Date of Allotment of Debentures and obtaining listing permission within 20 calendar days from the Deemed Date of Allotment of Debentures;</li> </ol> <p>Besides, the Issuer shall perform all activities, whether mandatory or otherwise, as mentioned elsewhere in the Private Placement Offer Letter.</p>
<p>Additional Covenants:</p>	<ol style="list-style-type: none"> <li>1. Security Creation: If the Company fails to execute the Debenture Trust Deed &amp; Deed Of Hypothecation within the time period as per applicable law, the Company shall pay penal interest at the rate of 2.00% p.a. over the Coupon Rate till the execution of the trust deed.</li> <li>2. Delay in Listing: In case of delay in listing of the Debentures beyond 20 calendar days from the Deemed Date of Allotment, the Company shall pay penal interest at the rate of 1.00% p.a. over the Coupon Rate from the expiry of 30 days from the Deemed Date of Allotment till the listing of Debentures to the Debenture-holders.</li> </ol>
<p>Event of Defaults</p>	<p>Occurrence of any of the following events constitutes an event of default with respect to the Issuer -:</p> <ol style="list-style-type: none"> <li>(i) The Issuer shall fail to promptly pay any amount now or hereafter owing to the Investors as and when the same shall become due and payable; or</li> <li>(ii) If the Issuer fail to duly observe or perform any obligation under this agreement or under any agreement entered into by it in connection with any loans or other borrowings (including any kind of hybrid borrowing like FCCB , optionally convertible preference shares or Debentures) availed of by the Issuer and the lender or investor concerned; or</li> <li>(iii) Breach of any of the key covenants, as specified above, which are not remedied within such period of time, if any, as the Debenture Trustee (acting on the instructions of the Majority Debenture Holders) may allow.</li> <li>(iv) Breach of any of the covenants (other than those mentioned in the trust deed, representations and warranties (including any representation or warranty is held to be untrue, incomplete, incorrect or misleading in material (“material adverse changes”)form contained in the Transaction Documents which are not remedied within 15 days from the date of such breach.</li> </ol>

	<p>(v) the Issuer entering into any material arrangement or composition with his/her/its/their creditors or committing any act of insolvency, or any act the consequence of which may lead to the insolvency or winding up of the Issuer;</p> <p>(vi) execution or distress or other process being enforced or levied upon or against the whole or any part of the Issuer's property whether secured to the Investor or not;</p> <p>(vii) any order being made or a Resolution being passed for the winding up of the Issuer (except for the purpose of amalgamation or reconstruction with the prior approval of the Investor);</p> <p>(viii) a Receiver being appointed in respect of the whole or any part of the property of the Issuer;</p> <p>(ix) the Issuer being adjudicated insolvent or taking advantage of any law for the relief of insolvent debtors;</p> <p>(x) the Issuer ceasing or threatening to cease to carry on business or giving or threatening to give notice of intention to do so;</p> <p>(xi) Inability to pay debts, proceedings of winding up, or the Issuer's being declared or considered to be a sick company, or a relief undertaking or a protected company or a sick industrial company or a protected industrial company or otherwise, under any law, statute, rule, ordinance etc. which would have the effect of suspending or waiving all or any right against the Issuer or in respect of any contract or agreement concerning the Issuer,</p> <p>(xii) The passing of any order of a court ordering, restraining or otherwise preventing the Issuer from conducting all or any material part of its business; or</p> <p>(xiii) The cessation of business by or the dissolution, winding-up, insolvency or liquidation of the Issuer.</p> <p>(xiv) Events of default considered appropriate for the transaction of this nature including:</p> <ol style="list-style-type: none"> <li>1. Breach of any of the covenants, representations and warranties. Cure period for (a) any breach of key covenants to be given at the sole discretion of the Investor, and (b) breach of any other covenants, representation and warranties to be cured within 30 days.</li> <li>2. Failure to file a Form CHG 9 with the Registrar of Companies in form and substance required to perfect the Security within 30 days from deemed date of allotment.</li> <li>3. Security provided being invalid security or loss of lien on collateral</li> <li>4. Unlawfulness or unenforceability of finance or security</li> <li>5. Repudiation of any Transaction Document</li> <li>6. Illegality for the Issuer to perform any of its obligations under the Transaction Document</li> <li>7. The withdrawal, failure of renewal, or failure to obtain any statutory or regulatory approval in any relevant jurisdiction for the Debentures or any Security.</li> <li>8. Representations or Warranties are found to be untrue or misleading when made or deemed to be made.</li> <li>9. The security cover falls below 1.25 times of the Outstanding principal Amount and interest thereon at any time during the currency of the Debentures and if the Issuer fails to reinstate to 1.25 times within 30 working days.</li> <li>10. In the event of occurrence of any of the events of default as mentioned above, the entire outstanding principal amounts on the NCDs (i.e. redemption at par) along with other monies/accrued interest due in respect thereof shall become due for payment within a period of 30(thirty) ((if not cured during the cure period of 30 days) days from the occurrence of such event of default, except incase of occurrence of the event of default set out in sub-clause (i) above, where such amounts shall become due immediately.</li> </ol>
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Role and Responsibilities of Trustees	The Trustees shall perform its duties and obligations and exercise its rights and discretions, in keeping with the trust reposed in the Trustees by the holder(s) of the Debentures and shall further conduct itself, and comply with the provisions of all applicable laws. The Trustees shall carry out its duties and perform its functions as required to discharge its obligations under the terms of SEBI Debt Regulations, the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended from time to time, the Debenture Trusteeship Agreement, Disclosure Document and all other related transaction documents, with due care, diligence and loyalty.
Type of Bidding	Closed bidding
Manner of Allotment	Uniform - yield
Approvals	The Issuer agrees to comply with all applicable rules and regulations in respect of the transaction. The Issuer will be responsible for taking all necessary authorization and / or approvals internal, external regulatory, statutory or otherwise
Governing Law and Jurisdiction	The Debentures are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof shall be subject to the jurisdiction of district courts of Mumbai, Maharashtra

In the event of any conflict or inconsistency in the terms and conditions specified in the Term Sheet and other parts of this Disclosure Document, the terms and conditions as specified in the Term Sheet shall prevail over such other parts of the Disclosure Document.

ANNEXURE I—FORM PAS-4

PART – A

PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER

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

**THIS INFORMATION MEMORANDUM IS AN OFFER LETTER IN RESPECT OF DEBENTURES AGGREGATING TO RS. 40,00,00,000/- (RUPEES FIFTY CRORES ONLY) NON-CONVERTIBLE DEBENTURES TO BE ISSUED BY THE COMPANY.**

**1. GENERAL INFORMATION:**

<b>Issuer / Company:</b>	Centrum Financial Services Limited
<b>Registered Office:</b>	2nd Floor, Bombay Mutual Bldg., Dr. D.N. Road, Fort, Mumbai-400001
<b>Corporate Office:</b>	Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai-400098
<b>Telephone No.:</b>	022 42159000
<b>Website:</b>	www.centrum.co.in
<b>Contact Person:</b>	Ms. Archana Goyal
<b>Email:</b>	cs@centrum.co.in
<b>Date of Incorporation:</b>	27/01/1993

- 2. Business carried on by the Company and its subsidiaries** – The Company is registered with Reserve Bank of India as a Systemically Important Non-Banking Finance Company- Not Deposit Accepting (NBFC-ND-SI).

The Company does not have any subsidiaries.

**3. Brief particulars of the management of the Company:**

Please refer to Directors and Management Details as mentioned in **Disclosure Document dated August 3, 2020**

**4. Management’s perception of Risk Factors:**

Please refer to the section titled “Risk Factors” of the **Disclosure Document dated August 3, 2020**

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

- 6. Statutory Dues:** Outstanding Tax Dues As at March 31, 2020 is Rs. 3,25,50,840/-
- 7. Debentures and interest thereon:** No defaults
- 8. Deposits and interest thereon:** No defaults
- 9. Loans from banks or financial institutions and interest thereon:** No defaults

**10. Details of the Compliance officer to the Issue:**

<b>Compliance/ Investor Relations Officer:</b>	Ms. Archana Goyal
<b>Designation/Department:</b>	Company Secretary
<b>Address:</b>	Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098
<b>Tel. Nos.:</b>	022 42159000
<b>Email address(s):</b>	cs@centrum.co.in

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

Nil

**12. PARTICULARS OF THE OFFER:**

Financial position of the Company for the last 3 financial years	For information on financial position of the Company, please refer to the Section titled “Brief Summary of the Business / Business Overview” in the Disclosure Document.
Date of passing of Board Resolution	Board Resolution dated: May 14, 2020 Finance Committee dated: July 30, 2020
Date of passing of resolution in general meeting, authorizing the offer of securities	Shareholders resolution passed under Section 42, 62 and 71 dated July 31, 2020
Kinds of securities offered (i.e. whether share or debentures) and class of security, the total number of shares or other securities to be issued	Secured, Redeemable, Non-Convertible, Rated, Listed, Taxable Debentures
Price at which the security is being offered, including premium if any, along with justification of the price	At face value i.e. Rs. 10,00,000/- per NCD
Name and address of the valuer who performed valuation of the security offered and the basis on which the price has been arrived	N.A.

at along with report of the registered valuer	
Relevant date with reference to which the price has been arrived at	N.A.
The class or classes of persons to whom the allotment is proposed to be  Made	Individuals, Trust, Companies, Banks, Institutions etc.  For more details, kindly refer to section – ‘Who can apply’ in the document or the section ‘Eligible Investor(s)’ in the Term Sheet
Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer)	N.A.
The proposed time within which the allotment shall be completed	August 18, 2020
The names of the proposed allottees and the percentage of post private placement capital that may be held by them	N.A.
The change in control, if any, in the company that would occur consequent to the private placement	N.A.
The number of persons to whom allotment has already been made during the year, in terms of number of securities as well as price	Nil
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	N.A.

Amount, which the Company intends to raise by way of proposed offer of securities	40,00,00,000/- (Rupees Forty Crores Only)					
Terms of raising of securities	As per Term Sheet annexed as Annexure A to the Disclosure Document					
Proposed time schedule for which the Issue is valid	Issue open date – 14-Aug-20 Issue close date – 14-Aug-20					
Purpose and objects of the Issue	As specified in the Disclosure Document					
Contribution being made by the Promoters or directors either as part of the offer or separately in furtherance of the object	No contribution is being made by the directors or promoters of the issuer					
Principal terms of assets charged as security, if applicable	As per Term Sheet annexed as Annexure A to the Disclosure Document					
The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations	Nil					
The pre-issue and post-issue shareholding pattern of the company as on December 31, 2019	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	98,95,69,420	100%	98,95,69,420	100%
		Sub-total	98,95,69,420	100%	98,95,69,420	100%
	2	Foreign Promoters	-		-	
		Sub-total (A)	-		-	

	B	Non-promoters holding		
	1	Institutional Investors	-	-
	2	Non-Institutional Investors	-	-
	3	Private Corporate Bodies	-	-
	4	Directors and Relatives	-	-
	5	Indian Public	-	-
	6	Others [including Non-Resident Indians(NRIs)]	-	-
		Sub-total (B)	-	-
		<b>GRAND TOTAL</b>	<b>98,95,69,420-100%</b>	<b>98,95,69,420-100%</b>

**13. MODE OF PAYMENT FOR SUBSCRIPTION:**

Banking Channels as specified under the BSE-BOND (EBP) Platform

**14. DISCLOSURE WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION, ETC:**

Any financial or other material interest of the directors, promoters or key managerial personnel in the Issue and the effect of such interest in so far as it is different from the interests of other persons	Nil
Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any Promoters of the Company during the last 3 (three) years immediately preceding the year of the issue of this Disclosure Document and any direction issued by such Ministry or Department	Nil



or statutory authority upon conclusion of such litigation or legal action shall be disclosed				
Remuneration of directors (during the current year and last 3 (three) financial years)  (Updated up to 31/03/2020)	<b>Name of Director</b>	<b>2019-20</b>	<b>2018-19</b>	<b>2017-18</b>
		<b>(In Rs.)</b>	<b>(In Rs.)</b>	<b>(In Rs.)</b>
	Ranjan Ghosh	3,44,61,315	3,51, 08,974	2,21,85,096
	Rishad Byramjee	1,90,000	1,40,000	3,42,000
	Shailendra Apte	Nil	Nil	Nil
	Dipali Sheth	4,30,000	1,80,000	-
	G S Sundararajan	5,20,000	2,80,000	1,98,000
	R S Reddy	3,70,000	1,00,000	-
	Rajesh Nanavaty	-	-	54,000
	Subhash Kutte	-	-	2,38,500
Harish Engineer	-	2,60,000	2,56,000	
Related party transactions entered during the last 3 (three) financial years immediately preceding the year of issue of this Disclosure Document including with regard to loans made or, guarantees given or securities provided	Appendix A attached hereto			
Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (five) financial years immediately preceding the year of issue of this Disclosure Document and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark	No adverse remarks by auditors			
Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last 3 (three) years immediately preceding the year of issue of Disclosure Document in the case of the Company and all of its subsidiaries.	Nil			

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

**15. FINANCIAL POSITION OF THE COMPANY:**

The capital structure of the Company in the following manner in a tabular form as on March 31, 2020:

The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value)	Share Capital	Rs.
		Authorised
	15,00,00,000 equity shares	1,50,00,00,000
	Issued, Subscribed and Fully Paid- up	
	98,95,69,42 equity shares	98,95,69,420/-
Size of the Present Issue	Rs.50,00,00,000/-	
Paid-up Capital:		
After the offer:	[Not applicable in case of this Issue]	
After the conversion of Convertible Instruments (if applicable):		
Share Premium Account:		
Before the offer:	[Not applicable in case of this Issue]	
After the offer:		
Details of the existing share capital of the Issuer as on March 31, 2020: As provided above.		

Date of Allotment	No. of Equity Shares	Face Value (Rs)	Issue Price (Rs)	Consideration (Cash, other than cash, etc)	Nature of Allotment	Cumulative														
						No of equity shares	Equity Share Capital (Rs)	Equity Share Premium												
03.10.2015	1,49,62,500	10	28.51	42,65,80,875	Rights issue	1,49,62,500	19,712,5000	18.51												
05.10.2015	1,13,47,222	10	28.51	32,35,09,299.2	Rights issue	2,63,09,722	310,597,220	18.51												
12.10.2015	58,23,698	10	28.51	16,60,33,629	Rights issue	3,21,33,420	368,834,200	18.51												
29.03.2018	1,99,78,522	10	20.02	59,97,55,230	Rights issue	5,21,11,942	568,619,420	20.02												
20.06.2018	50,00,000	10	20	15,00,00,000	Conversion of CCD	5,71,11,942	61,86,19,420	20												
26.09.2018	70,95,000	10	28.06	2,15,00,000	Conversion of CCD	6,42,06,942	68,95,69,420	18.06												
02.11.2018	3,00,00,000	10	30.00	90,00,00,000	Rights issue	9,89,56,942	989,569,420	20												
Details of allotments made by the Company in past 1 (one) year along with details of allotment made for consideration other than cash				Nil																
Profits of the Company, before and after making provision for tax, for the 3 (three) financial years immediately preceding the date of circulation of this Disclosure Document				<table border="1"> <thead> <tr> <th></th> <th>2020</th> <th>2019</th> <th>2018</th> </tr> </thead> <tbody> <tr> <td>Profit Before Tax (In Cr)</td> <td>12.18</td> <td>0.20</td> <td>2.82</td> </tr> <tr> <td>Profit After Tax (In Cr)</td> <td>8.22</td> <td>0.48</td> <td>0.39</td> </tr> </tbody> </table>						2020	2019	2018	Profit Before Tax (In Cr)	12.18	0.20	2.82	Profit After Tax (In Cr)	8.22	0.48	0.39
	2020	2019	2018																	
Profit Before Tax (In Cr)	12.18	0.20	2.82																	
Profit After Tax (In Cr)	8.22	0.48	0.39																	
Dividends declared by the Company in respect of the said 3 (three) financial years; interest coverage ratio (Includes hedging expenses and forex loss) for last three years (cash profit after tax plus interest paid/interest paid)				<table border="1"> <thead> <tr> <th></th> <th>2020</th> <th>2019</th> <th>2018</th> </tr> </thead> <tbody> <tr> <td>Dividend (Rs crore)</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Interest Coverage Ratio</td> <td>-</td> <td>-</td> <td>-</td> </tr> </tbody> </table>						2020	2019	2018	Dividend (Rs crore)	-	-	-	Interest Coverage Ratio	-	-	-
	2020	2019	2018																	
Dividend (Rs crore)	-	-	-																	
Interest Coverage Ratio	-	-	-																	
A summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of issue of this Disclosure Document				Please refer to the Disclosure Documents for details.																

Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of circulation of this Disclosure Document	Please refer to the Disclosure Documents for details.
Any change in accounting policies during the last 3 (three) years and their effect on the profits and the reserves of the Company	First time adoption of IND AS Refer point no. 12 on page no 35

**PART - B**

(To be filed by the Applicant)

Name: [●]

Father's name: [●]

Address: [●]

Phone number, if any: [●]

Email ID, if any: [●]

PAN Number: [●]

Bank Account Details: [●]

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Signature

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

The application form is enclosed separately.

DECLARATION

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

The Directors of the Issuer declare that:

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

I am authorized by the resolution of the Board of Directors of the Company dated May 14, 2020 and Finance Committee dated **July 30, 2020** to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

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

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

**For Centrum Financial Services Limited**

**Sd/-**

**Ranjan Ghosh**

**Managing Director & CEO**

**DIN: 07592235**

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

**1. FY 2017-18**

Related party disclosure

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

**Name of related parties**

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

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

**Centrum Financial Services Limited**

**Summary of significant accounting policies and other explanatory information**

**Transaction with related parties**

(Amount in Rs.)

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



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

Centrum Capital Limited	69,05,000	-
Processing fees income		
Centrum Microcredit Private Limited	16,20,000	-
Expenses incurred on behalf of the Company		
Centrum Microcredit Private Limited	63,78,975	-
Centrum Direct Limited	-	72,500

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

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

### Centrum Financial Services Limited

#### Summary of significant accounting policies and other explanatory information

(Amount in Rs.)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
<b>Interest income</b>		
Centrum Capital Limited	9,41,00,909	7,84,00,353
Centrum Securities Private Limited	28,15,123	67,09,951
Centrum Broking Limited	24,38,359	6,25,052
Centrum Wealth Management Limited	98,278	24,04,472

Shree Srinivas Realtors Private Limited	-	44,863
Agrata Mercantile Private Limited	-	33,31,617
Centrum Microcredit Private limited	8,71,233	-
Centrum Infrastructure Advisory Limited	-	2,09,94,031
<b>Interest expenses</b>		
Centrum Capital Limited	6,72,193	7,46,959
Centrum Housing Finance Limited	4,36,986	-
<b>Interest expense on MLD</b>		
Centrum Broking Limited	1,05,076	-
Centrum Wealth Management Limited	2,87,99,505	-
<b>Reimbursement of expenses</b>		
Centrum Capital Limited	58,90,000	-
<b>Group allocated expenses</b>		
Centrum Retail Services Limited	46,37,513	-
Centrum Capital Limited	-	-
<b>Security deposit received</b>		
Centrum Capital Limited	1,13,55,747	-
<b>Security deposit repaid</b>		
Centrum Capital Limited	1,04,09,435	-

<b>Corporate Guarantee taken</b>		
Centrum Capital Limited	1,42,82,50,000	41,00,00,000
<b>Debit note raised</b>		
Centrum Retail Services Limited	1,00,00,000	-
<b>Legal and professional fees</b>		
Centrum Retail Services Limited	-	9,50,814
Centrum Capital Limited	-	9,40,500
<b>Loans and advances (maximum balance)</b>		
Centrum Capital Limited	94,84,15,672	77,20,81,546
Centrum Microcredit Private Limited	8,00,00,000	-
Centrum Retail Services Limited	7,50,00,000	25,00,00,000
Centrum Securities Private Limited	4,94,00,000	4,94,00,000
Centrum Broking Limited	4,15,50,000	4,15,50,000
Centrum Wealth Management Limited	17,24,590	3,31,63,898
Shree Srinivas Realtors Private Limited	-	10,17,084
Agrata Mercantile Private Limited	-	2,52,50,000
Centrum Infrastructure Advisory limited	-	17,56,95,503
<b>Commission and Brokerage expenses</b>		
Centrum Broking Limited	19,61,574	3,09,91,845
<b>Key Management Personnel</b>		
Managerial remuneration		

Mr. Ranjan Ghosh	2,21,85,096	-
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**Centrum Financial Services Limited**

**Summary of significant accounting policies and other explanatory information**

(Amount in Rs.)

Particulars	As at 31 March 2018	As at 31 March 2017
<b>Interest receivable</b>		
Centrum Capital Limited	-	2,64,901
Centrum Securities Private Limited	35,862	61,61,987
Centrum Broking Limited	-	5,62,547
Shree Srinivas Realtors Private Limited	-	44,377
Agrata Mercantile Private Limited	-	29,98,455
<b>Interest accrued and due</b>		
Centrum Capital Limited	-	13,46,267
Businessmatch Services (I) Private Limited	-	1,79,05,487
Centrum Direct Limited	-	9,98,361
<b>Rent payable</b>		
Centrum Capital Limited	-	7,23,990
<b>Commission and Brokerage Payable</b>		

Centrum Broking Limited	30,472	30,472
<b>Closing balances – Asset</b>		
Centrum Capital Limited	17,09,46,312	75,34,35,948
Centrum Microcredit Private Limited	23,23,181	-
Centrum Broking Limited	9,64,38,566	4,15,50,000
Centrum Securities Private Limited	-	4,94,00,000
<b>Closing balances - Liability</b>		
Shree Srinivas Realtors Private Limited	-	10,17,084
Agrata Mercantile Private Limited	-	2,52,50,000
Centrum Wealth Management Limited	1,79,30,724	-

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

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

## 2. FY 2018-19

### Related party disclosure

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

### Name of related parties

Nature of relationship	Name of the party
Holding company	Centrum Capital Limited

Fellow subsidiaries transacted during the year	Centrum Retail Services Limited Centrum Microcredit Limited Centrum Securities Private Limited Centrum Housing Finance Limited Centrum Wealth Management Limited Centrum Broking Limited Centrum Direct Limited Centrum Defence System Limited Centrum Alternatives LLP Centrum REMA LLP Club 7 Holidays Private Limited Axis Spaces Private Limited
Key management personnel (KMP)	Ranjan Ghosh (Managing Director)

**Centrum Financial Services Limited**

**Significant accounting policies and other explanatory information**

**Transaction with related parties**

(Amount in Rs.)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>a. Transactions during the year</b>		
<b>Issue of equity shares</b>		
Centrum Capital Limited	1,24,90,85,700	59,97,55,230
<b>Loans given</b>		
Centrum Capital Limited	13,00,00,000	68,25,00,000
Centrum Microcredit Limited	28,00,00,000	8,00,00,000
Centrum Retail Services Limited	-	7,50,00,000
Centrum Wealth Management Limited	-	17,24,590
Axis Spaces Private Limited	3,60,00,000	32,77,67,021
<b>Loan repayment</b>		
Centrum Capital Limited#	30,00,00,000	1,38,09,15,672
Centrum Securities Private Limited	-	4,94,00,000
Centrum Broking Limited	-	4,15,50,000
Centrum Microcredit Limited	28,00,00,000	8,00,00,000
Centrum Retail Services Limited	-	7,50,00,000
Centrum Wealth Management Limited	-	17,24,590

Axis Spaces Private Limited	27,89,43,835	21,98,23,186
<b>Loan taken</b>		
Centrum Capital Limited	25,00,00,000	30,00,00,000
Centrum Housing Finance Limited	10,00,00,000	10,00,00,000
Centrum Retail Services Limited	2,12,50,00,000	3,00,00,000
Axis Spaces Private Limited	5,75,00,000	26,35,00,000
<b>Loan repaid during the year</b>		
Centrum Capital Limited	25,00,00,000	30,00,00,000
Centrum Housing Finance Limited	10,00,00,000	10,00,00,000
Centrum Retail Services Limited	2,12,50,00,000	3,00,00,000
Axis Spaces Private Limited	19,75,96,175	16,39,03,826
<b>Subscription to MLD</b>		
Centrum Wealth Management Limited	66,72,23,700	-
<b>MLD repaid including accrued interest*</b>		
Centrum Broking Limited	-	2,00,70,000
Centrum Wealth Management Limited	8,45,20,000	27,98,54,250

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

### Centrum Financial Services Limited

#### Significant accounting policies and other explanatory information

#### Transaction with related parties

(Amount in Rs.)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Advance taken</b>		
Centrum Retail Services Limited	34,56,00,000	-
<b>Advance repaid</b>		
Centrum Retail Services Limited	34,56,00,000	-
<b>Rent income</b>		
Centrum Capital Limited	68,70,228	2,58,15,416
Centrum Microcredit Limited	750	-
Centrum Retail Services Limited	18,18,487	-



<b>Referral fee income</b>		
Centrum Capital Limited	-	69,05,000
<b>Processing fees income</b>		
Centrum Microcredit Limited	-	16,20,000
<b>Expenses incurred on behalf of the Company</b>		
Centrum Capital Limited	45,54,000	-
Centrum Microcredit Limited	74,800	63,78,975
Centrum Direct Limited	-	-
Centrum Housing Finance Limited	20,429	-
<b>Advisory fees income</b>		
Centrum Wealth Management Limited	7,00,000	-
<b>Interest income</b>		
Centrum Capital Limited	39,51,509	9,41,00,909
Centrum Securities Private Limited	-	28,15,123
Centrum Broking Limited	-	24,38,359
Centrum Wealth Management Limited	-	98,278
Centrum Microcredit Limited	29,69,316	8,71,233
Centrum Retail Services Limited	3,58,992	-
Axis Spaces Private Limited	2,81,70,009	2,92,12,463
<b>Interest expenses</b>		
Centrum Capital Limited	2,18,65,337	6,72,193
Centrum Housing Finance Limited	19,28,768	4,36,986
Centrum Retail Services Limited	2,79,35,410	-
Axis Spaces Private Limited	1,19,50,032	1,53,90,715
<b>Interest expense on MLD</b>		
Centrum Broking Limited	-	1,05,076
Centrum Wealth Management Limited	-	2,87,99,505

**Centrum Financial Services Limited**

**Significant accounting policies and other explanatory information**

**Transaction with related parties**

(Amount in Rs.)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest subsidy		

Centrum Capital Limited	5,88,68,196	-
<b>Investment service fees expenses</b>		
Centrum Wealth Management Limited	95,70,000	-
<b>Expenses</b>		
<b>Rent expenses</b>		
Centrum Capital Limited	20,06,329	-
Centrum Wealth Management Limited	7,60,084	-
Centrum Retail Services Limited	49,31,067	-
<b>Electricity expenses</b>		
Centrum Retail Services Limited	10,51,938	-
<b>Printing and stationery, postage and courier and telephone expense</b>		
Centrum Retail Services Limited	46,345	-
<b>Travelling expense</b>		
Club7 Holidays Private Limited	27,37,705	30,38,780
<b>Arrangers fees</b>		
Centrum Capital Limited	47,00,000	-
Centrum Wealth Management Limited	3,75,000	-
<b>Placement fees income</b>		
Centrum Capital Limited	31,50,000	-
<b>Reimbursement of expenses</b>		
Centrum Capital Limited	-	58,90,000
Centrum Microcredit Limited	-	-
Centrum REMA LLP	3,67,500	-
Centrum Wealth Management Limited	1,83,750	-
<b>Group allocation income</b>		
Centrum Retail Services Limited	1,54,00,000	1,00,00,000
<b>Group allocation expense</b>		
Centrum Retail Services Limited	-	46,37,513
<b>Security deposit received</b>		
Centrum Capital Limited	-	1,13,55,747
Centrum Retail Services Limited	59,46,312	-

## Centrum Financial Services Limited

## Significant accounting policies and other explanatory information

(Amount in Rs.)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Security deposit repaid</b>		
Centrum Capital Limited	9,46,312	1,04,09,435
<b>Corporate Guarantee received</b>		
Centrum Capital Limited	1,70,55,68,182	1,42,82,50,000
Centrum Capital Limited	20,00,00,000	94,84,15,672
Centrum Microcredit Limited	10,00,00,000	8,00,00,000
Centrum Retail Services Limited	25,00,00,000	7,50,00,000
Centrum Securities Private Limited	-	4,94,00,000
Centrum Broking Limited	-	4,15,50,000
Centrum Wealth Management Limited	-	17,24,590
Axis Spaces Private Limited	13,00,00,000	17,29,43,835
<b>Commission and Brokerage expenses</b>		
Centrum Broking Limited	6,34,58,803	19,61,574
<b>Key Management Personnel</b>		
Managerial remuneration		
Mr. Ranjan Ghosh	3,51,08,974	2,21,85,096
<b>Interest Receivable</b>		
Centrum Securities Private Limited	-	35,862
<b>Commission and Brokerage Payable</b>		
Centrum Broking Limited	-	30,472
<b>Indemnification</b>		
Centrum Capital Limited	25,00,00,000	-
<b>Compulsory Convertible Debentures</b>		
Centrum Capital Limited	15,09,14,300	-
<b>Closing balances –Asset</b>		
Centrum Capital Limited	-	17,09,46,312

Centrum Microcredit Limited	-	23,23,181
Centrum Broking Limited	49,92,482	9,64,38,566
Axis Spaces Private Limited	-	24,29,43,835
<b>Closing balances - Liability</b>		
Centrum Retail Services Limited	59,46,312	-
Centrum Wealth Management Limited	-	1,79,30,724
Axis Spaces Private Limited	-	14,00,96,174
Club7 Holidays Private Limited	9,44,885	6,90,970

**3. FY 2019-20****Related party disclosure**

As per the requirement of IND AS 24, on related party disclosures, the name of the related parties with the description of the relationship and transactions between the reporting enterprise and its related parties, as identified by the management are as follows :

**25.1 Name of related parties**

Nature of relationship	Name of the party
Promoter Company Holding company	Centrum Capital Limited Centrum Retail Services Limited (from June 30, 2019) Centrum Capital Limited (from June 30, 2019)
Fellow subsidiaries transacted during the year	Centrum Microcredit Limited Centrum Securities Private Limited Centrum Housing Finance Limited Centrum Wealth Management Limited Centrum Broking Limited Centrum Direct Limited Centrum Defence System Limited Centrum Alternatives LLP Centrum REMA LLP Club 7 Holidays Private Limited Centrum Investment Advisors Limited Centrum Retail Services Limited (Upto June 29, 2019) Axis Spaces Private Limited (Upto March 31, 2019)
Key management personnel (KMP)	Ranjan Ghosh (Managing Director and CEO) Mr. G. S. Sundararjan (Independent Director) Mr. Rishad K. Byramjee (Independent Director) Mr. R.S. Reddy (Independent Director) Mrs. Dipali Seth (Independent Director) Mr. S.K. Apte (Independent Director) Abhishek Baxi (CFO)

**Centrum Financial Services Limited**  
**Significant accounting policies and other explanatory information**

**Transaction with related parties**

**(Amount in Rs.)**

<b>Particulars</b>	<b>For the year ended 31 March 2020</b>	<b>For the year ended 31 March 2019</b>
<b>a. Transactions during the year</b>		
<b>Issue of equity shares</b>		
Centrum Capital Limited	-	1,24,90,85,700
<b>Loans given</b>		
Centrum Retail Services Limited	74,00,00,000	-
Centrum Wealth Management Limited	1,19,45,00,000	-
Centrum Capital Limited	45,85,00,000	13,00,00,000
Club 7 Holidays Private Limited	1,50,00,000	-
Centrum Microcredit Limited	-	28,00,00,000
Axis Spaces Private Limited		3,60,00,000
<b>Loan repayment</b>		
Centrum Retail Services Limited	43,00,00,000	-
Centrum Wealth Management Limited	1,09,85,00,000	-
Centrum Capital Limited	21,85,00,000	30,00,00,000
Centrum Microcredit Limited	-	28,00,00,000
Axis Spaces Private Limited		27,89,43,835
<b>Loan taken</b>		
Centrum Microcredit Limited	8,00,00,000	
Centrum Housing Finance Limited	5,00,00,000	10,00,00,000
Centrum Capital Limited		25,00,00,000
Centrum Retail Services Limited		2,12,50,00,000
Axis Spaces Private Limited		5,75,00,000
<b>Loan repaid during the year</b>		
Centrum Microcredit Limited	8,00,00,000	

Centrum Housing Finance Limited		10,00,00,000
	5,00,00,000	
Centrum Capital Limited		25,00,00,000
Centrum Retail Services Limited		2,12,50,00,000
Axis Spaces Private Limited		19,75,96,175
<b>Investment during the year</b>		
Centrum Microcredit Limited	15,00,00,000	
<b>Portfolio Assigned</b>		
Centrum Microcredit Limited	17,67,41,071	
<b>Portfolio Collection on behalf of</b>		
Centrum Microcredit Limited	8,22,32,647	
<b>Portfolio Collection paid</b>		
Centrum Microcredit Limited	6,43,87,274	
<b>Subscription to MLD</b>		
Centrum Wealth Management Limited	-	66,70,93,650
<b>MLD repaid including accrued interest</b>		
Centrum Wealth Management Limited	1,08,41,87,430	8,45,20,000
	.00	
<b>Advance taken</b>		
Centrum Retail Services Limited	-	34,56,00,000
<b>Advance repaid</b>		
Centrum Retail Services Limited	-	34,56,00,000
<b>Sharing of Economic Benefits</b>		
Centrum Retail Services Limited	6,39,43,393	
<b>Rent income</b>		
Centrum Retail Services Limited		18,18,487
	24,24,648	
Centrum Microcredit Limited		750
	9,000	
Centrum Capital Limited	-	68,70,228

<b>Service Fee income</b>		
Centrum Wealth Management Limited	10,87,903	
Centrum Retail Services Limited	2,77,534	
JBCG Advisory Services Private Limited	21,53,427	
Centrum Microcredit Limited	7,50,000	
<b>Expenses incurred on behalf of the Company</b>		
Centrum REMA LLP	1,22,500	
Centrum Wealth Management Limited	61,250	
Centrum Capital Limited		45,54,000
Centrum Microcredit Limited		74,800
Centrum Housing Finance Limited		20,429
<b>Advisory fees income</b>		
Centrum Wealth Management Limited		7,00,000
<b>Interest income</b>		
Centrum Retail Services Limited		3,58,992
Centrum Capital Limited	2,87,96,590	39,51,509
Centrum Wealth Management Limited	1,16,25,918	-
Centrum Microcredit Limited	94,12,562	29,69,316
Club 7 Holidays Private Limited	59,83,607	
	91,803	
Centrum Securities Private Limited	-	-
Centrum Broking Limited	-	-
Axis Spaces Private Limited		2,81,70,009
<b>Interest expenses</b>		
Centrum Retail Services Limited		2,79,35,410
Centrum Housing Finance Limited	1,51,32,780	19,28,768
Centrum Microcredit Limited	7,83,562	
Centrum Capital Limited	6,12,603	
	-	2,18,65,337



Axis Spaces Private Limited		1,19,50,032
<b>Interest subvention</b>		
Centrum Capital Limited		5,88,68,196
<b>Investment service fees expenses</b>		
Centrum Wealth Management Limited		95,70,000
<b>Expenses</b>		
<b>Rent expenses</b>		
Centrum Retail Services Limited		49,31,067
	28,23,327	
Centrum Wealth Management Limited		7,60,084
	11,27,512	
Centrum Capital Limited		20,06,329
	3,77,638	
Centrum Broking Limited		
	4,96,211	
<b>Electricity expenses</b>		
Centrum Retail Services Limited		10,51,938
	16,71,457	
Centrum Wealth Management Limited		
	1,28,386	
Centrum Capital Limited		
	72,885	
Centrum Broking Limited		
	47,447	
<b>Printing and stationery, postage and courier and telephone expense</b>		
Centrum Retail Services Limited		46,345
	2,72,597	
Centrum Wealth Management Limited		
	46,299	
<b>Travelling expense</b>		
Club7 Holidays Private Limited		27,37,705
	1,30,040	
<b>Arrangers fees</b>		
Centrum Capital Limited		47,00,000
	72,50,000	
Centrum Wealth Management Limited		3,75,000
	54,27,458	
<b>Placement fees income</b>		

Centrum Capital Limited		31,50,000
<b>Reimbursement of expenses</b>		
Centrum Capital Limited		-
	8,49,474	
Centrum Retail Services Limited		
	5,66,496	
Centrum Broking Limited		
	3,12,483	
Centrum Microcredit Limited		-
	1,89,600	
Centrum REMA LLP		3,67,500
	1,97,917	
Centrum Wealth Management Limited	-	1,83,750
<b>Group allocation income</b>		
Centrum Retail Services Limited	-	1,54,00,000
<b>Group allocation expense</b>		
Centrum Retail Services Limited		-
	3,75,77,500	
<b>Security deposit received</b>		
Centrum Retail Services Limited	-	59,46,312
<b>Security deposit repaid</b>		
Centrum Retail Services Limited		9,46,312
	50,00,000	
<b>Corporate Guarantees issued on behalf of the Company</b>		
Centrum Capital Limited		1,60,00,00,000
	33,66,00,000	
<b>Commission and Brokerage expenses Paid</b>		
Centrum Broking Limited		6,34,58,803
	9,37,40,418	
Centrum Investment Advisors Limited		
	22,68,700	

<b>Key Management Personnel</b>		
Managerial remuneration		
Mr. Ranjan Ghosh		3,51,08,974
	3,44,61,315	
<b>Indemnification</b>		
Centrum Capital Limited		25,00,00,000
<b>Compulsory Convertible Debentures</b>		
Centrum Retail Services Limited		
	15,09,14,300	
Centrum Capital Limited		15,09,14,300
<b>Closing balances with Related Parties</b>		
<b>Corporate Guarantee received</b>		
Centrum Capital Limited		1,72,72,62,887
	68,26,06,099	
<b>Closing balances –Asset</b>		
Centrum Capital Limited		-
	24,00,12,822	
Centrum Microcredit Limited		-
	15,00,00,000	
Centrum Wealth Management Limited		
	9,61,61,556	
Club 7 Holidays Private Limited		
	1,50,91,803	
Centrum Retail Services Limited		49,92,482
	31,04,68,000	
JBCG Advisors Private Limited		
	17,68,980	
Centrum Broking Limited		
	10,23,49,046	
<b>Closing balances – Liability</b>		

Centrum Microcredit Limited	11,84,25,716	
Centrum Capital Limited	78,30,000	
Centrum Broking Limited	3,18,54,643	
Centrum Retail Services Limited	16,17,44,600	59,46,312
Centrum Wealth Management Limited	10,65,00,000	-
Centrum REMA LLP	1,28,251	
Club7 Holidays Private Limited	-	9,44,885

**Financial Statements for FY 2017-18**


Centrum Financial Services Limited  
Balance Sheet

(Amount in Rs.)

Particulars	Note no.	As at 31 March 2018	As at 31 March 2017
<b>Equity and liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	3	56,86,19,420	36,88,34,200
Reserves and surplus	4	1,14,06,56,994	73,68,11,902
		1,70,92,76,414	1,10,56,46,102
<b>Non-current liabilities</b>			
Long-term borrowings	5	2,07,81,10,522	1,58,11,00,000
Other long-term liabilities	6	29,38,18,135	9,58,14,669
Deferred tax liabilities (net)	12	-	1,22,086
Long-term provisions	7	60,56,082	84,99,192
		2,37,79,84,739	1,68,55,35,947
<b>Current liabilities</b>			
Short-term borrowings	8	26,09,36,384	61,04,55,252
Trade payables	9	2,22,19,225	37,05,919
Other current liabilities	6	1,16,77,18,730	88,97,95,682
Short-term provisions	7	3,68,76,933	4,00,39,522
		1,48,77,51,272	1,54,39,96,375
<b>Total</b>		<b>5,57,50,12,425</b>	<b>4,33,51,78,424</b>
<b>Assets</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Property, plant and equipment	10	75,19,481	49,29,314
Intangible assets	10	1,49,97,643	4,85,288
Intangible assets under development	10	1,47,15,000	-
		3,72,32,124	54,14,602
Non-current investments	11	59,75,61,424	27,91,33,604
Deferred tax assets (net)	12	1,28,26,560	-
Other non-current assets	13	31,29,14,356	33,99,54,533
Long-term loans and advances	14	1,31,18,02,284	5,79,21,622
		2,23,51,04,624	67,70,09,759
<b>Current assets</b>			
Current investments	15	13,56,03,051	17,82,47,460
Cash and bank balances	16	72,69,61,101	13,02,30,318
Short-term loans and advances	14	2,16,62,81,967	3,13,72,59,590
Other current assets	13	27,38,29,558	20,70,16,755
		3,30,26,75,677	3,65,27,54,063
<b>Total</b>		<b>5,57,50,12,425</b>	<b>4,33,51,78,424</b>

The accompanying notes 1 to 34 form an integral part of the financial statements  
As per our report of even date


For Walker Chandiook & Co LLP  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

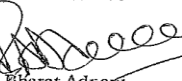
  
Manish Gujral  
Partner  
Membership No.: 105117



Date : 16 May 2018  
Place : Mumbai

For and on behalf of the Board of Directors of  
Centrum Financial Services Limited

  
Ranjan Ghosh  
CEO and Managing Director  
DIN: 07592235

  
Bharat Adnan  
Chief Financial Officer

Date : 16 May 2018  
Place : Mumbai

  
Shailendra Apte  
Director  
DIN: 00017814

  
Rupa Sabnis  
Company Secretary



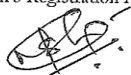
Centrum Financial Services Limited  
Statement of Profit and Loss

(Amount in Rs.)

Particulars	Note no.	For the year ended 31 March 2018	For the year ended 31 March 2017
<b>Revenue</b>			
Revenue from operations	17	51,13,40,014	36,32,07,637
Other income	18	19,32,60,871	2,28,27,473
<b>Total revenue (i)</b>		<b>70,46,00,885</b>	<b>38,60,35,110</b>
<b>Expenses</b>			
Employee benefits expense	19	9,57,53,004	1,76,47,072
Finance cost	20	45,64,82,120	24,55,45,496
Depreciation and amortization expense	10&11	84,54,293	3,84,846
Other expenses	21	8,16,25,354	1,45,85,845
Provisions and write offs	22	3,40,94,607	2,29,45,821
<b>Total expenses (ii)</b>		<b>67,64,09,378</b>	<b>30,11,09,080</b>
<b>Profit before tax (iii) = (i) - (ii)</b>		<b>2,81,91,507</b>	<b>8,49,26,030</b>
<b>Tax expense</b>			
(a) Current tax		2,52,65,070	2,50,24,652
(b) Deferred tax (credit)/charge		(1,29,48,646)	51,07,260
(c) Income tax for earlier years		1,20,00,000	-
<b>Profit after tax</b>		<b>38,75,082</b>	<b>5,47,94,118</b>
<b>Earnings per equity share</b>	25		
Basic		0.10	1.49
Diluted		0.10	1.49
[Nominal value of shares Rs.10 each (31 March 2017: Rs. 10)]			

The accompanying notes 1 to 34 form an integral part of the financial statements  
As per our report of even date


For Walker Chandiook & Co LLP  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

  
Manish Gujral  
Partner  
Membership No.: 105117




Date : 16 May 2018  
Place : Mumbai


For and on behalf of the Board of Directors of  
Centrum Financial Services Limited

  
Ranjan Ghosh  
CEO and Managing Director  
DIN: 07592235

  
Bharat Adnani  
Chief Financial Officer

Date : 16 May 2018  
Place : Mumbai

  
Shailendra Apte  
Director  
DIN: 00017814

  
Rupa Sabnis  
Company Secretary



Centrum Financial Services Limited  
Cash flow statement

Particulars	(Amount in Rs.)	
	For the year ended 31 March 2018	For the year ended 31 March 2017
<b>A. Cash flows from the operating activities:</b>		
Net profit before tax	2,81,91,507	8,49,26,030
Adjustments for :		
Depreciation and amortisation expenses	84,54,293	3,84,846
Provision for standard assets	55,82,935	29,45,821
Shares issue expenses	58,90,000	-
Loan written off	2,71,77,177	-
Loss on sale of shares	3,23,29,267	-
Gratuity provision	8,78,221	-
Diminution in value of investment	13,34,495	4,00,00,000
Interest on fixed deposits	(2,61,33,575)	(2,28,17,473)
Profit on sale of investments	(2,20,65,024)	-
Unrealised gain on options	(3,93,86,977)	-
Interest income on bonds	(20,21,918)	-
Rental income	(2,58,15,416)	-
<b>Operating profit before working capital adjustments</b>	<b>(55,85,015)</b>	<b>10,54,39,224</b>
Adjustments for working capital changes :		
Increase/(decrease) in current liabilities	27,79,23,047	79,80,18,748
Increase/(decrease) in trade payables	1,85,13,306	-
Increase/(decrease) in other liabilities	19,80,03,466	9,07,24,545
Increase/(decrease) in long-term provision	(33,04,054)	32,08,959
Increase/(decrease) in short-term provision	(87,62,801)	(29,13,949)
Increase/(decrease) in non-current liabilities	(1,22,086)	1,22,086
Increase/(decrease) in long-term loans and advances	(1,27,18,07,018)	(4,33,80,301)
Increase/(decrease) in short-term loans and advances	97,09,77,624	(1,39,17,56,067)
(Increase)/decrease in non-current assets	(2,20,77,380)	(49,85,174)
(Increase)/decrease in current assets	(2,74,25,826)	(5,42,17,088)
<b>Cash flows (used in) operating activities</b>	<b>12,63,33,262</b>	<b>(49,97,39,017)</b>
Direct tax paid (net)	(2,43,16,425)	(3,01,31,912)
<b>Net Cash flows (used in) operating activities (A)</b>	<b>10,20,16,837</b>	<b>(52,98,70,929)</b>
<b>B. Cash flows from investing activities:</b>		
Proceeds from sale of options (net)	1,18,95,567	-
Rental income	2,58,15,416	-
Interest income on fixed deposits	2,61,33,575	2,28,17,473
Interest income on bonds	20,21,918	-
Purchase of mutual funds	(3,79,05,00,000)	-
Proceeds from sale of mutual funds	3,80,06,69,456	-
Proceeds from sale of shares	4,58,70,638	-
Purchase of fixed assets	(3,46,23,377)	(52,78,083)
Purchases of investments	(33,39,26,133)	(48,56,42,920)
<b>Cash flows (used) in investing activities (B)</b>	<b>(24,66,42,940)</b>	<b>(46,81,03,530)</b>
<b>C. Cash flows from financing activities:</b>		
Proceeds from issuance of equity shares (including securities premium)	59,97,55,230	(2,24,16,167)
Shares issue expenses	(58,90,000)	-
Proceeds from long-term borrowing (net)	49,70,10,522	1,15,81,27,593
Proceeds from/(Repayment of) short-term borrowing (net)	(34,95,18,868)	74,91,778
NCD issue expenses	-	(3,23,77,951)
<b>Cash flows generated from financing activities (C)</b>	<b>74,13,56,884</b>	<b>1,11,08,25,253</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>59,67,30,782</b>	<b>11,28,50,794</b>
Cash and cash equivalents at the beginning of the year	13,02,30,318	1,73,79,524
<b>Cash and cash equivalents at the end of the year</b>	<b>72,69,61,100</b>	<b>13,02,30,318</b>



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Centrum Financial Services Limited  
Cash flow statement

Particulars	(Amount in Rs.)	
	For the year ended 31 March 2018	For the year ended 31 March 2017
Reconciliation of cash and cash equivalents as above with cash and bank balances (refer note 16)		
Cash and cash equivalent as at end of the year as per above	72,69,61,100	13,02,30,318
<b>Total cash and bank balances at the end of the year</b>	<b>72,69,61,101</b>	<b>13,02,30,318</b>


Note :

i) The above cash flow statement has been prepared under the Indirect method as set out in Accounting Standard - 3, 'Cash Flow Statements', as specified under section 133 of the Companies Act, 2013 read with Rule 7 ' of the 'Companies (Accounts) Rules, 2014 (as amended).

ii) Figures in brackets indicate cash outflows.

The accompanying notes 1 to 34 form an integral part of the financial statements  
As per our report of even date

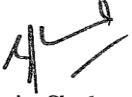
For Walker Chandiook & Co LLP  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

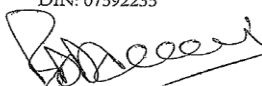
  
**Manish Gujral**  
Partner  
Membership No.: 105117

Date : 16 May 2018  
Place : Mumbai




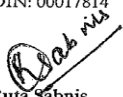
For and on behalf of the Board of Directors of  
Centrum Financial Services Limited

  
**Ranjan Ghosh**  
CEO and Managing Director  
DIN: 07592235

  
**Bharat Adnani**  
Chief Financial Officer

Date : 16 May 2018  
Place : Mumbai

  
**Shailendra Apte**  
Director  
DIN: 00017814

  
**Ruta Sabnis**  
Company Secretary





Financial Statements for FY 2018-19


Centrum Financial Services Limited  
Balance Sheet

(Amount in Rs.)

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
<b>Equity and liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	3	98,95,69,420	56,86,19,420
Reserves and surplus	4	1,98,80,08,254	1,14,06,56,994
		<b>2,97,75,77,674</b>	<b>1,70,92,76,414</b>
<b>Non-current liabilities</b>			
Long-term borrowings	5	4,09,68,00,740	2,07,81,10,522
Other long-term liabilities	6	18,01,94,905	29,38,18,135
Long-term provisions	7	5,28,35,197	60,56,082
		<b>4,32,98,30,842</b>	<b>2,37,79,84,739</b>
<b>Current liabilities</b>			
Short-term borrowings	8	2,72,42,99,049	26,09,36,384
Trade payables	9		
- total outstanding dues of micro enterprises and small enterprises		9,44,885	6,90,970
- total outstanding dues of creditor other than micro enterprises and small enterprises		1,09,27,586	2,15,28,255
Other current liabilities	6	3,78,65,24,616	1,16,77,18,730
Short-term provisions	7	2,93,33,998	3,68,76,933
		<b>6,55,20,30,134</b>	<b>1,48,77,51,272</b>
<b>Total</b>		<b>13,85,94,38,650</b>	<b>5,57,50,12,425</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Fixed assets			
Property, plant and equipment	10	1,14,55,188	75,19,481
Intangible assets	10	17,21,42,502	1,49,97,643
Intangible assets under development			1,47,15,000
Non-current investments	11	39,54,46,627	40,10,95,062
Deferred tax assets (net)	12	2,65,54,228	1,28,26,560
Other non-current assets	13	4,29,58,908	31,29,14,356
Long-term loans and advances	14	3,11,94,61,011	1,31,18,02,284
		<b>3,76,80,18,464</b>	<b>2,07,58,70,386</b>
<b>Current assets</b>			
Current investments	15	34,73,99,996	8,00,47,495
Cash and bank balances	16	1,02,34,13,276	72,69,61,101
Short-term loans and advances	14	8,32,02,88,445	2,41,62,81,967
Other current assets	13	40,03,18,470	27,58,51,476
		<b>10,09,14,20,186</b>	<b>3,49,91,42,039</b>
<b>Total</b>		<b>13,85,94,38,650</b>	<b>5,57,50,12,425</b>
Summary of significant accounting policies	2		
The accompanying notes form an integral part of the financial statements	1-37		

The accompanying notes 1-37 form an integral part of the audited financial statements  
As per report of our even date

For Walker Chandiook & Co LLP  
Chartered Accountants  
Firm's registration number: 001076N/N500013

  
Manish Gujral  
Partner  
Membership no. 105117



Date: 21 May 2019  
Place: Mumbai

For and on behalf of the Board of Directors  
Centrum Financial Services Limited

  
Ranjan Ghosh  
Managing Director and CEO  
DIN: 07592235  
  
Rohit Adnani  
Chief Financial Officer

  
Shailendra Apte  
Director  
DIN: 00017814  
  
Dipesh Goyal  
Company Secretary

Date: 21 May 2019  
Place: Mumbai



Centrum Financial Services Limited  
Statement of Profit and Loss

(Amount in Rs.)

Particulars	Note No.	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Revenue</b>			
Revenue from operations	17	93,89,20,573	51,18,53,846
Other income	18	8,04,68,884	14,14,64,495
<b>Total revenue (I)</b>		<b>1,01,93,89,457</b>	<b>65,33,18,341</b>
<b>Expenses</b>			
Employee benefits expenses	19	21,16,14,742	9,57,53,004
Finance costs	20	65,35,10,977	-40,53,62,331
Depreciation and amortisation expenses	10 & 11	1,30,83,351	84,54,293
Other expenses	21	8,82,38,625	8,14,62,598
Provision and write offs	22	5,09,62,943	3,40,94,607
<b>Total expenses (II)</b>		<b>1,01,74,10,638</b>	<b>62,51,26,834</b>
<b>Profit before tax (III) = (I) - (II)</b>		<b>19,78,819</b>	<b>2,81,91,507</b>
<b>Tax expense</b>			
Current tax expense		1,09,48,395	2,52,65,071
Deferred tax (credit)		(1,37,27,668)	(1,29,48,646)
Income tax for earlier years		-	1,20,00,000
<b>Profit after tax</b>		<b>47,58,091</b>	<b>38,75,082</b>
<b>Earnings per equity share</b>			
Basis	25	0.06	0.10
Diluted		0.06	0.10
[Nominal value of shares Rs.10 each (31 March 2018 : Rs. 10)]			
Summary of significant accounting policies	2		
The accompanying notes form an integral part of the financial statements	1-37		

As per report of our even date

For Walker Chandiook & Co LLP  
Chartered Accountants  
Firm's registration number: 001076N/N500013



Manish Gujral  
Partner  
Membership no. 105117

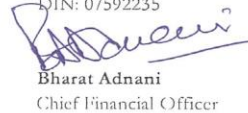


Date : 21 May 2019  
Place : Mumbai

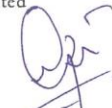
For and on behalf of the Board of Directors  
Centrum Financial Services Limited



Ranjan Ghosh  
Managing Director and CEO  
DIN: 07592235



Bharat Adnani  
Chief Financial Officer



Shalendra Apte  
Director  
DIN: 00017814



Dipesh Goyal  
Company Secretary

Date : 21 May 2019  
Place : Mumbai



Centrum Financial Services Limited  
Cash Flow Statement

(Amount in Rs.)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Cash flows from the operating activities:</b>		
Net profit before tax	19,78,819	2,81,91,507
Adjustments for :		
Depreciation and amortisation expenses	1,30,83,351	84,54,293
Provision for standard and non performing assets	4,68,98,809	55,82,935
Stamp duty charges	45,49,000	58,90,000
Loans written off	-	2,71,77,177
Loss on sale of shares	-	3,23,29,267
Provision for gratuity	6,84,745	8,78,221
Employees stock option provision	1,44,57,469	-
Leave encashment	47,291	-
Diminution in value of investments	21,77,850	13,34,495
Interest on fixed deposits	(2,23,13,997)	(2,61,33,575)
Profit on sale of investments	(5,73,27,246)	(2,20,65,024)
Unrealised gain on options	(1,80,62,201)	(3,93,86,977)
Rental income	(86,89,465)	(2,58,15,416)
<b>Operating profit before working capital adjustments</b>	<b>(2,25,15,575)</b>	<b>(35,63,096)</b>
<b>Changes in working capital:</b>		
Increase/(decrease) other in current liabilities	2,61,88,05,886	27,79,23,047
Increase/(decrease) in trade payables	(1,03,46,753)	1,85,13,306
Increase/(decrease) in other long term liabilities	(11,36,23,230)	19,78,81,380
Increase/(decrease) in long-term provision	4,67,79,115	(33,04,051)
Increase/(decrease) in short-term provision	(5,51,73,780)	(87,62,801)
(Increase)/decrease in long-term loans and advances	(1,75,25,50,690)	(1,27,18,07,018)
(Increase)/decrease in short-term loans and advances	(5,90,40,06,478)	97,09,77,624
(Increase)/decrease in non-current assets	(1,37,27,668)	(2,20,77,380)
(Increase)/decrease in current assets	(10,64,04,793)	(2,74,25,826)
<b>Cash Flows Generated from / (Used in) Operating Activities</b>	<b>(5,31,27,63,966)</b>	<b>12,83,55,181</b>
Direct tax paid (net)	(5,23,28,765)	(2,43,16,425)
<b>Cash flows generated from/(used in) operating activities (A)</b>	<b>(5,36,50,92,731)</b>	<b>10,40,38,756</b>
<b>B. Cash flows from investing activities:</b>		
Proceeds from sale of options (net)	4,99,57,199	1,18,95,567
Rental income	86,89,465	2,58,15,416
Interest income on fixed deposits	2,23,13,999	2,61,33,575
Proceeds from sale of mutual funds (net)	73,70,047	1,01,69,456
Proceeds from sale of shares	-	4,58,70,638
Purchase of property, plant and equipment	(15,38,00,482)	(3,46,23,377)
Purchase of investments	4,25,098	(33,39,26,133)
<b>Cash flows generated from/(used in) investing activities (B)</b>	<b>(6,50,44,675)</b>	<b>(24,86,64,858)</b>
<b>C. Cash flows from financing activities:</b>		
Proceeds from issuance of equity shares (including share issue expense)	1,24,45,36,700	59,38,65,230
Proceeds from long-term borrowing (net)	2,01,86,90,218	49,70,10,522
Proceeds from/(Repayment of) short-term borrowing (net)	2,46,33,62,665	(34,95,18,868)
<b>Cash flows generated from/(used in) financing activities (C)</b>	<b>5,72,65,89,583</b>	<b>74,13,56,885</b>
<b>Net increase/(decrease) in cash and cash equivalents during the year (A+B+C)</b>	<b>29,64,52,177</b>	<b>59,67,30,783</b>
Cash and cash equivalents at the beginning of the year	72,69,61,100	13,02,30,318
<b>Cash and cash equivalents at the end of the year</b>	<b>1,02,34,13,277</b>	<b>72,69,61,100</b>



Centrum Financial Services Limited  
Cash Flow Statement

(Amount in Rs.)


Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Reconciliation of cash and cash equivalents as above with cash and bank balances (Refer note 16)		
Cash on hand	2,82,578	2,49,637
Balances with banks		
- in current account	47,01,28,101	62,67,11,164
Deposits with original maturity less than 3 months	30,00,00,000	10,00,18,493
Other bank balances	25,30,02,597	-
<b>Total cash and bank balances at the end of the year</b>	<b>1,02,34,13,276</b>	<b>72,69,79,594</b>

Note :

- i) The above condensed cash flow statement has been prepared under the Indirect method as set out in Accounting Standard - 3, 'Cash Flow Statements', as specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).
- ii) Figures in brackets indicate cash outflows.

As per report of our even date

For Walker Chandio & Co LLP  
Chartered Accountants  
Firm's registration number: 001076N/N500013


  
Manish Gujral  
Partner  
Membership no. 105117



Date : 21 May 2019  
Place : Mumbai

For and on behalf of the Board of Directors  
Centrum Financial Services Limited

  
Ranjan Ghosh  
Managing Director and CEO  
DIN : 07592235

  
Shailendra Apte  
Director  
DIN : 00017814

  
Bharat Adnani  
Chief Financial Officer

  
Dipesh Goyal  
Company Secretary

Date : 21 May 2019  
Place : Mumbai



Audited Financial Statements for FY 2019-20

Centrum Financial Services Limited Balance Sheet as at March 31, 2020 (Currency - Indian Rupees in lakhs)				
	Note No.	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>ASSETS</b>				
<b>(I) Financial Assets</b>				
(a) Cash and cash equivalents	3	3,624.74	4,794.11	4,269.61
(b) Bank balances other than cash and cash equivalents	4	2,220.30	5,544.54	4,122.80
(c) Derivative financial instruments	5	1,618.80	703.26	955.26
(d) Loans	6	84,348.70	1,09,247.84	33,999.89
(e) Investments	7	4,442.90	4,499.77	3,752.92
(f) Other financial assets	8	1,072.90	2,055.26	1,350.95
		<u>99,588.05</u>	<u>1,29,016.78</u>	<u>50,391.43</u>
<b>(II) Non Financial Assets</b>				
(a) Current tax assets (Net)	9	2,039.40	1,136.63	583.37
(b) Deferred tax Assets (Net)	10	215.94	409.36	333.71
(c) Investment Property	10	3,397.84	3,434.48	3,510.95
(d) Property, Plant and Equipment	11	152.74	114.55	75.20
(e) Right-of-use assets	11	10.02	-	10.83
(f) Intangible assets under development		-	-	147.15
(g) Goodwill	11	1,442.02	1,442.02	141.11
(h) Other intangible assets	11	207.31	162.56	8.86
(i) Other non financial assets	12	590.58	237.83	29.50
		<u>7,856.65</u>	<u>7,194.21</u>	<u>4,842.64</u>
<b>Total Assets</b>		<u>1,07,444.10</u>	<u>1,36,204.99</u>	<u>55,234.09</u>
<b>LIABILITIES AND EQUITY</b>				
<b>LIABILITIES</b>				
<b>(I) Financial Liabilities</b>				
(a) Derivative financial instruments	5	3,401.88	2,919.64	1,862.72
<b>(b) Payables</b>				
<b>(i) Trade Payables</b>				
total outstanding dues of micro enterprises and small enterprises	13	5.94	51.05	6.91
total outstanding dues of creditors other than micro enterprises and small enterprises		220.23	115.66	116.46
<b>(ii) Other Payables</b>				
total outstanding dues of micro enterprises and small enterprises	14	-	-	-
total outstanding dues of creditors other than micro enterprises and small enterprises		12.15	-	-
(c) Debt securities	15	52,076.26	36,996.77	16,485.63
(d) Borrowings (Other than Debt Securities)	16	19,535.16	63,778.11	17,751.77
(e) Deposits	17	256.72	521.04	2,041.65
(f) Lease liabilities	34	11.01	47.25	10.81
(g) Other financial liabilities	19	1,142.60	1,600.69	39.90
		<u>76,641.95</u>	<u>1,06,030.19</u>	<u>38,315.85</u>
<b>(II) Non-Financial Liabilities</b>				
(a) Current tax liabilities (Net)	9	89.08	89.08	89.08
(b) Provisions	20	89.42	115.15	26.08
(c) Other non-financial liabilities	21	676.66	1,039.30	233.36
		<u>855.16</u>	<u>1,243.53</u>	<u>348.52</u>
<b>EQUITY</b>				
(a) Equity Share capital	22	9,895.69	9,895.69	5,686.19
(b) Other Equity	23	20,031.30	19,035.58	10,883.53
		<u>29,926.99</u>	<u>28,931.27</u>	<u>16,569.72</u>
<b>Total Liabilities and Equity</b>		<u>1,07,444.10</u>	<u>1,36,204.99</u>	<u>55,234.09</u>

See accompanying notes to the financial statements

1 & 2

For Haribhakti & Co. LLP  
Chartered Accountants  
ICAI Firm Registration No.103523W/W100044

For and on behalf of the Board of Directors of  
Centrum Financial Services Limited

*Signature*  
Suman Sakhardande  
Partner  
Membership No 034428

*Signature*  
Ranjan Ghosh  
Managing Director and CEO  
DIN: 07592255

*Signature*  
Shailendra Apte  
Director  
DIN: 00017814

*Signature*  
Abhishek Baxi  
Chief Financial Officer

*Signature*  
Vidya Goyal  
Company Secretary

Mumbai  
June 11, 2020

Mumbai  
June 11, 2020



Centrum Financial Services Limited			
Statement of Profit and loss for the year ended March 31, 2020			
(Currency - Indian Rupees in lakhs)			
	Note No.	For the year ended March 31, 2020	For the year ended March 31, 2019
(I) Revenue from Operation			
(a) Interest income	24	14,107.54	9,428.07
(b) Rental income		24.34	48.89
(c) Fee and commission income	25	209.88	48.20
(d) Net gain on fair value change	26	90.18	567.82
(e) Other operating revenue	27	189.11	41.25
	<b>Total</b>	<b>14,801.05</b>	<b>10,138.23</b>
(II) Other income	28	440.52	37.07
	<b>Total Revenue</b>	<b>15,241.57</b>	<b>10,175.30</b>
(III) Expenses			
(a) Finance costs	29	8,774.76	6,834.33
(b) Impairment on financial instruments	30	48.780	1,204.79
(c) Employee Benefits Expenses	31	3,512.87	2,117.81
(d) Depreciation, amortization and impairment	32	144.71	137.84
(e) Others expenses		3,878.41	938.74
	<b>Total expenses</b>	<b>13,723.29</b>	<b>11,241.69</b>
(IV) Profit / (loss) before tax for the period / year		<b>1,518.28</b>	<b>(1,066.39)</b>
(V) Tax Expense :	33		
(a) Current tax		8.90	108.48
(b) Short / (Excess) provision for earlier years		186.67	(288.74)
(c) Deferred Tax		305.44	(1,08.36)
(VI) Profit / (loss) after tax for the period / year		<b>821.65</b>	<b>(884.41)</b>
(VII) Other Comprehensive Income			
(a) (i) Items that will not be reclassified to profit or loss			
(ii) Remeasurement gains and (losses) on defined benefit obligations (net)		(8.80)	7.44
(iii) Income tax relating to items that will not be reclassified to profit or loss		(2.17)	(2.07)
		<b>108.79</b>	<b>8.37</b>
(VIII) Total Comprehensive Income for the period / year		<b>930.44</b>	<b>(876.04)</b>
(IX) Paid-up equity share capital (Face value Rs. 10 each)		<b>8,899.69</b>	<b>8,899.69</b>
(X) Earnings per equity share in Rupees (Face value Rs. 10 each)			
Basic	35	0.83	(1.13)
Diluted	35	0.83	(1.13)

See accompanying notes to the financial statements  
 For Haribhakti & Co. LLP  
 Chartered Accountants  
 ICAI Firm Registration No. 303523W/W100048

*(Signature)*  
 Anant Sakhardande  
 Partner  
 Membership No. 024928

For and on behalf of the Board of Directors of  
 Centrum Financial Services Limited

*(Signature)*  
 Ranjit Chokh  
 Managing Director and CEO  
 DIN: 07582233

*(Signature)*  
 Shalinder Agre  
 Director  
 DIN: 08817814

*(Signature)*  
 Abhinav Bhat  
 Chief Financial Officer  
 Member  
 June 11, 2020

*(Signature)*  
 Prerna Goyal  
 Company Secretary

Member  
 June 11, 2020



Centrum Financial Services Limited  
Statement of Cash flows for the year ended March 31, 2020  
(Currency - Indian Rupees in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>A Cash flow from operating activities</b>		
Profit before tax	1,218.28	(1,043.67)
<i>Adjustments for</i>		
Depreciation and amortisation	166.21	137.86
Impairment on financial instruments	(8.76)	1,204.79
Net gain on fair value change	(90.18)	(387.62)
Profit / Loss on sale of fixed assets	0.93	-
Employees stock option provision	155.23	144.57
Rental income	(24.34)	(86.89)
Interest subsidy- On market linked debentures	-	588.68
Unrealised Gain on Option	(44.26)	180.67
<b>Operating cash flow before working capital changes</b>	<b>1,373.13</b>	<b>548.14</b>
<i>Add / (Less) Adjustments for working capital changes</i>		
Loans	24,809.96	(78,517.53)
Other financial assets	982.27	(704.31)
Other non financial assets	(152.75)	(208.53)
Other Bank balances	3,333.90	(1,447.46)
Derivative financial instrument	(407.04)	1,106.30
Trade and other Payables	71.63	43.32
Other financial liability	(458.89)	1,560.79
Interest Accrued on Borrowings	(2,316.39)	201.30
Non financial liabilities and provisions	(412.52)	898.57
<b>Cash used in operations</b>	<b>26,934.08</b>	<b>(74,519.21)</b>
Income taxes paid	(911.97)	(660.54)
<b>Net cash used in operating activities - A</b>	<b>26,022.11</b>	<b>(75,179.75)</b>
<b>B Cash flow from investing activities</b>		
Purchase of property, plant and equipment, intangible assets and Goodwill	(137.95)	(1,407.05)
Sale of property, plant and equipment and intangible assets	0.22	-
Purchase of investments & investment property	(1,877.67)	(6,258.00)
Proceeds from sale of investments	4,026.79	3,884.84
Dividend on investments	-	-
Rental income on Investment property	24.34	86.89
<b>Net cash generated from / (used in) investing activities - B</b>	<b>2,809.73</b>	<b>(3,693.32)</b>
<b>C Cash flow from financing activities</b>		
Proceeds from issue Equity shares (incl. Securities Premium)	-	12,490.86
Proceeds from issue of debt securities	29,186.53	25,113.34
Repayment of debt securities	(11,537.23)	(5,265.86)
Proceeds from Deposits & borrowings (other than Debt securities)	3,743.08	46,488.70
Repayment of Deposits & borrowings (other than Debt securities)	(50,539.23)	(1,520.62)
Proceeds / (Repayment) of short term borrowing (net)	-	-
<b>Net cash generated from financing activities - C</b>	<b>(29,146.83)</b>	<b>77,306.42</b>



**Centrum Financial Services Limited**  
**Statement of Cash Flows for the year ended March 31, 2020**  
 (Currency: Indian Rupee in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Net increase / (decrease) in cash and cash equivalents (in INR L)</b>	<u>1,24,075</u>	<u>1,29,645</u>
Cash and cash equivalent as at the beginning of the year	4,082.34	4,280.97
Cash and cash equivalent as at the end of the year	4,206.41	4,580.62
<b>Notes:</b>		
<b>(1) Components of Cash and Cash Equivalents included above</b>		
Particulars	March 31, 2020	March 31, 2019
Cash and cash equivalents (under note 2)	4,082.34	4,280.97
Term Deposits (under note 16.5)	1,24,075	1,29,645
<b>Total</b>	<u>1,28,157</u>	<u>1,33,926</u>
<b>(2) Non-Cash Generating Activity</b>		
Particulars	March 31, 2020	March 31, 2019
Impact on fair valuation on net assets acquired through business combination	-	(1.92)
Acquisition of right of use assets (under note no. 17)	-	4.18
<b>Total</b>	<u>-</u>	<u>2.26</u>
<b>(3) Net Cash Provided by / (Used in) Operating activities (under note 18)</b>		
Particulars	March 31, 2020	March 31, 2019
Interest Received	11,244.27	11,877.26
Interest Paid	(9,998.24)	(10,583.52)
<b>Total</b>	<u>1,246.03</u>	<u>1,293.74</u>
(4) Statement of Cash Flows has been prepared under the indirect method as set out in the IAS 17 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015.		
<b>See accompanying notes to the financial statements</b>		
<b>For Harbinder &amp; Co. LLP</b> Chartered Accountants ICAT Firm Registration No. 00002347400004		
 <b>Harbinder &amp; Co. LLP</b> Chartered Accountants Membership No. 00002347400004		
Mumbai June 15, 2020		
<b>For and on behalf of the Board of Directors of Centrum Financial Services Limited</b>		
 <b>Manoj Choudhary</b> Managing Director and CEO DIN: 00002347400004		
 <b>Shashank Bhat</b> Chief Financial Officer		
Mumbai June 15, 2020		