

# Aditya Birla Housing Finance Ltd.

(A part of Aditya Birla Capital Ltd.)



## ADITYA BIRLA CAPITAL

PROTECTING INVESTING FINANCING ADVISING

(PART – A: PRIVATE AND CONFIDENTIAL (FOR ADDRESSEE ONLY))

### PLACEMENT MEMORANDUM- AS PER SCHEDULE II OF SEBI (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021

#### ADITYA BIRLA HOUSING FINANCE LIMITED

**Corporate Identity Number (CIN):** U65922GJ2009PLC083779

**PAN:** AABCL6440R

**Date of Incorporation:** July 27, 2009

**Place of Incorporation:** Mumbai, Maharashtra

**NHB Reg No.:** 07.0113.14

(A Public Limited Company Incorporated under the Companies Act, 1956)

(Formerly known as Lil Investment Limited (LIL))

**Registered Office:** Indian Rayon Compound, Veraval, Gujarat 362266

**Corporate Office:** One World Center, Tower 1, 18<sup>th</sup> Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013, **Tel:** 022 43567100 **Fax:** 022 435

Email: [care.housingfinance@adityabirlacapital.com](mailto:care.housingfinance@adityabirlacapital.com)

**Website:** [www.adityabirlahousingfinance.com](http://www.adityabirlahousingfinance.com)

Company Secretary & Compliance Officer	CFO	Promoter(s)
<p><b>Ms. Swati Singh</b> One World Center, Tower 1, 18<sup>th</sup> Floor, Jupiter Mill Compound 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013, Tel: 022- 68460776 / 43567100 (B) Fax: 022-43567266 Email Id: <a href="mailto:Swati.Singh7@adityabirlacapital.com">Swati.Singh7@adityabirlacapital.com</a></p>	<p><b>Mr. Ashish Damani</b> One World Center, Tower 1, 18<sup>th</sup> Floor, Jupiter Mill Compound 841, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013 Phone No.: +91 22 4356 7100 Email Id: <a href="mailto:ashish.damani@adityabirlacapital.com">ashish.damani@adityabirlacapital.com</a></p>	<p><b>Aditya Birla Capital Limited</b> One World Center, Tower 1, 18<sup>th</sup> Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013 Tel: 022 43567000 Fax: 022 43567111 Email Id: <a href="mailto:abc.secretarial@adityabirlacapital.com">abc.secretarial@adityabirlacapital.com</a> Website: <a href="http://www.adityabirlacapital.com">www.adityabirlacapital.com</a></p>

**ISSUE BY ADITYA BIRLA HOUSING FINANCE LIMITED (“COMPANY” or “ISSUER”) OF 100 SECURED, RATED, LISTED, TAXABLE, REDEEMABLE, NON- CONVERTIBLE DEBENTURES (“NCDs”) OF FACE VALUE OF RS. 10,00,000 EACH AGGREGATING TO RS. TEN CRORE ONLY WITH A GREEN SHOE UPTO RS. TWO HUNDRED AND FORTY CRORE ONLY ON A PRIVATE PLACEMENT BASIS (“ISSUE”), TO BE LISTED ON THE DEBT MARKET SEGMENT OF THE NATIONAL STOCK EXCHANGE AND BOMBAY STOCK EXCHANGE LIMITED (BSE LIMITED). (ABHFL NCD SERIES ‘H1’ FY2022-23)**

#### ISSUER’S ABSOLUTE RESPONSIBILITY

The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this placement memorandum contains all information with regard to the issuer and the issue which is material in the context of the issue, that the information contained in the placement memorandum is true and correct in all material aspects and is not misleading, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading.

#### UNDERTAKING OF THE ISSUER

Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended or approved by any of the regulatory authority in India, including the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of ‘Risk factors’ given on page number 2 under the Section ‘General Risks’.

Aditya Birla Housing Finance Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Placement Memorandum contains all information with regard to the Issuer and the Issue, which is material in the context of the issue, that the Information contained in this Placement Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

The issuer has no side letter with any debt securities holder except the one(s) disclosed in the Placement Memorandum. Any covenants later added shall be disclosed on the stock exchange website where the debt is listed.

### GENERAL RISKS

Investment in non-convertible securities involve a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under Section [II] of this placement memorandum. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities.

### RISKS IN RELATION TO TRADING OF SECURITIES

No assurance can be given regarding an active or sustained trading in the securities of the Company/Issuer nor regarding the price at which the securities will be traded after listing.

### CREDIT RATING

India Ratings & Research Private Limited has assigned a rating of "IND AAA/Stable" (for an amount of Rs.2,855.00 Crore) and ICRA Limited has assigned a rating (for the amount of Rs.3,451.70 crore) of "ICRA AAA/Stable".

Note: The rating is not a recommendation to buy, sell or hold securities and investors should take their own decisions. The rating may be subject to revision or withdrawal at any time by the assigning rating agency on the basis of new information and each rating should be evaluated independently of any other rating. Please refer Annexure II for the press release and rating rationale.





Neither the Issuer or any of its promoters or Directors is/are wilful defaulter.

The Company is in compliance with the necessary requirements of the Electronic Book Mechanism Guidelines and details pertaining to the uploading the placement memorandum on the Electronic Book Provider platform.

The Issue shall be open for bidding and subscribed to in accordance with the guidelines issued by SEBI and BSE pertaining to the procedure of Electronic Book Mechanism set out in the terms specified by the Operational Circular and the related operational guidelines issued by the concerned Electronic Book Provider, as may be amended, clarified or updated from time to time (collectively, "ElectronicBook Mechanism Guidelines").

### This Placement Memorandum is dated November 24, 2022

**This is a Placement Memorandum.** Note: This Placement Memorandum is neither a Prospectus nor a Statement In lieu of Prospectus. It does not constitute an offer or an invitation to the public to subscribe to the Debentures to be issued by Aditya Birla Housing Finance Limited. This Placement Memorandum is intended to form the basis of evaluation for potential investors to whom it is addressed and who are willing and eligible to subscribe to these Debentures. The contents of this Placement Memorandum are intended to be used by the investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced by the recipient. The Company can, at its sole and absolute discretion, change the terms of the offer.

REGISTRARS & TRANSFER AGENT	DEBENTURE TRUSTEE	CREDIT RATING AGENCY	CREDIT RATING AGENCY
 Link Intime Pvt Ltd. C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Ph no: +91 22 49186000 Fax no: +91 22 49186060 Email: <a href="mailto:isrl@intimespectrum.com">isrl@intimespectrum.com</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>	 Vistra ITCL (India) Limited Plot C-22, G- Block, BKC Bandra (E), Mumbai – 400 052 Ph no: +91 22 2653 3333 Contact: Mr. Sandesh Vaidya Email: <a href="mailto:Sandesh.Vaidya@vistra.com">Sandesh.Vaidya@vistra.com</a> SEBI Reg. No. IND000000452 Website: <a href="http://www.vistraitcl.com">www.vistraitcl.com</a>	 India Ratings & Research Private Ltd A Fitch Group Company Wockhardt Tower, West Wing, Level 4, BKC, Bandra (East) Mumbai 400 051 Ph no: 022-40001700 Fax no: 022-40001701 Contact person: Mr. Jinay Gala Email ID: <a href="mailto:jinay.gala@indiaratings.co.in">jinay.gala@indiaratings.co.in</a> Website: <a href="http://www.indiaratings.co.in">www.indiaratings.co.in</a>	 ICRA A MOODY'S INVESTORS SERVICE COMPANY ICRA Limited 1802, 18 <sup>th</sup> Floor, Tower 3, Indiabulls Finance Centre Senapati Bapat Marg, Elphinstone Road, Mumbai Ph no: 022-6179 6300 Fax no: 022-2433 1390 Contact person: Ms. Neha Parikh Email ID: <a href="mailto:neha.parikh@icraindia.com">neha.parikh@icraindia.com</a> Website: <a href="http://www.icra.in">www.icra.in</a>

**ISSUE HIGHLIGHTS**

Date of opening of the issue	Monday, 28 November, 2022
Date of closing of the issue	
Date of earliest closing of the issue, if any	Not applicable
Credit Rating	IND AAA/Stable (November 09, 2022); ICRA AAA/Stable (November 09, 2022)
Eligible Investors	As specified under clause “Who Can Apply” in this Placement Memorandum (Page No. – 63-64)
Coupon/Dividend Rate	7.95%
Coupon Payment Frequency	Annually and maturity
Redemption Date	Friday, 28 November, 2025
Redemption Amount	Rs 10,00,000/- per debenture
Details of Underwriting of the Issue	Not applicable

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**SECTION I**

**DEFINITIONS AND ABBREVIATIONS**

ABHFL or The Company	Aditya Birla Housing Finance Limited is a public limited company incorporated under the Companies Act, 1956 and is registered with National Housing Bank (NHB) under Section 29A of the NHB Act, 1987, as a Systemically Important Non-Deposit taking Housing Finance Company (HFC).
Arrangers	Lead Arranger and /or any other Arranger associated with the issuance
Articles	Articles of Association of the Company
ALM	Asset Liability Management
BSE	BSE Limited
Working Day	“working day” means all days on which commercial banks in Mumbai, are open for business. [Refer SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 Dated August 09, 2021 and SEBI Circular SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021), amended / supplemented from time to time]
Board / Board of Directors	The Board of Directors of the Issuer and includes any Committee thereof
CAGR	Compounded Annual Growth Rate
CAR	Capital Adequacy Ratio
CDSL	Central Depository Services (India) Limited
Debentures / NCDs	Secured, Redeemable, Non-Convertible Debentures of face value of Rs.10,00,000/- each
Debenture holder	The holders of the Debentures
Debenture Trustee Agreement (DTA)	<b>Debenture Trustee Agreement dated June 25, 2021</b> entered between the Company and Debenture Trustee
Debenture Trust Deed (DTD)	<b>Debenture Trust Deed dated June 25, 2021, entered into between the Company and Debenture Trustee</b>
Depository(ies)	National Securities Depository Limited (NSDL) and / or Central Depository Services (India) Limited (CDSL)
Placement Memorandum / Document	This Placement Memorandum through which the Debentures are being offered for private placement
DP	Depository Participant
FY	Financial Year
IPO	Initial Public Offering
I.T. Act	The Income Tax Act, 1961 (as amended from time to time)

Issue	<b>Private placement of Secured, Rated, Listed, Taxable, Redeemable, Non-Convertible Debentures (NCD) of face value of Rs.10,00,000/- each, aggregating Rs. 10 crore with a Green Shoe option of up to Rs. 240 crore only.</b>  The Company has completed the process of allotment of NCD's with respect to earlier offer(s) or invitation(s) and has complied with the provisions of sections 42(3) and other applicable provisions, if any, of the Companies Act, 2013, SEBI regulations, RBI Directions and such other laws, as may be applicable from time to time.
MCA	Ministry of Corporate Affairs, Government of India
MOA/ AOA	Memorandum of Association and Articles of Association of the Company
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NPA	Non-Performing Assets
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
Promoter	Aditya Birla Capital Ltd. (ABCL) (subsidiary of Grasim Industries Limited)
RBI	The Reserve Bank of India
Rs. / INR/ Rupees	The lawful currency of the Republic of India
ROC	The Registrar of Companies
RTGS	Real Time Gross Settlement System
SEBI	Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992 (as amended from time to time)
SEBI Regulations	Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended by SEBI from time to time.
Term Sheet	Term Sheet to be issued by the Company for any Series containing the issue price, coupon rate and other conditions regarding Debentures
The Act	Shall mean provisions of the Companies Act, 2013 and the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force), which are in effect from time to time
Trustees	Trustees for the Debenture holders
DM	Debt Market
"We", "us" and "our"	Unless the context otherwise requires, Our Company and its Subsidiaries

## GENERAL DISCLAIMER

This document is not a “Prospectus” “but a “Offer Document”/ “Placement Memorandum” prepared in accordance with Securities and Exchange Board of India (Issue & Listing of Non-Convertible Securities) Regulations, 2021 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 6, 2008 as may be amended from time to time and NHB Directions. This document does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures to be issued by Aditya Birla Housing Finance Limited. The document is for the exclusive use to whom it is delivered and it should not be circulated or distributed to third party/ (ies). The Issuer Company certifies that the disclosures made in this document are generally adequate and are in conformity with the captioned SEBI and other applicable Regulations. This requirement is to facilitate investors to take an informed decision for making investment in the proposed Issue. The Company shall comply with applicable provisions of Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and as amended from time to time in issue of Debentures under this Placement Memorandum.

**This Placement Memorandum (“Document”) is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public to subscribe for or otherwise acquire the Secured, Rated, Listed, Taxable, Redeemable, Non-Convertible Debentures of face value of Rs. 10,00,000/- each (NCDs) issued by the Company**

The issue of Debentures, to be listed on the NSE and BSE 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. No invitation is being made to any persons other than to those to whom application forms along with this Document have been sent. Any application by a person to whom the Document and Application Form have not been sent by the Company shall be rejected without assigning any reason. The person who is in receipt of this Document shall maintain utmost confidentiality regarding the contents of this Document and shall not reproduce or distribute in whole or in part or make any announcement in public or to a third party regarding the contents without the consent of the Issuer.

Apart from this Document, no Offer Document or Prospectus has been prepared in connection with this issue and that no Prospectus in relation to the Issuer or the Secured NCDs relating to this Offer has been delivered for registration nor such a document is required to be registered under the applicable laws.

This Document is issued by the Company and the views contained in this document do not necessarily reflect the views of its directors, employees, affiliates, subsidiaries or representatives and should not be taken as such. The Document has been prepared by the Company to provide general information on the Company and does not purport to contain all the information a potential investor may require.

Where this Document summarizes the provisions of any other document, that summary should not be relied upon and the relevant document should be referred to for the full effect of the provisions. The information relating to the Company contained in Document is believed by the Company to be accurate in all respects as of the date hereof.

The Document shall not be considered as a recommendation to purchase the Secured NCDs and recipients are urged to determine, investigate and evaluate for themselves the authenticity, origin, validity, accuracy, completeness, and adequacy or otherwise the relevance of information contained in this Document. The recipients are required to make their own independent valuation and judgment of the Company and the Secured NCDs. It is the responsibility of potential investors to also ensure that they will sell these Secured NCDs in strict accordance with this Document and other applicable laws, so that the sale does not constitute an offer to the public, within the meaning of the Companies Act 2013. The potential investors should also consult their own tax advisors on the tax implications relating to acquisition, ownership, sale or redemption of Secured NCDs and in respect of income arising thereon. Investors are also required to make their own assessment regarding their eligibility for making investment(s) in the Secured NCDs of the Company. The Company or any of its directors, employees, advisors, affiliates; subsidiaries or representatives do not accept any responsibility and / or liability for any loss or damage however arising and of whatever nature and extent in connection with the said information.

Neither the Arranger, if any, nor any of their respective affiliates or subsidiaries have independently verified the information set out in this Document or any other information (written or oral) transmitted or made to any prospective investor in the course of its evaluation of the Issuer.

The Arranger, if any, makes no representation or warranty, express or implied, as to the accuracy or completeness of the Document, and the Arranger, if any, does not accept any responsibility for the legality, validity, effectiveness, adequacy or

enforceability of any documentation executed or which may be executed in relation to this Offer. The Arranger is not required to file this document with SEBI / ROC / RBI as it is strictly on private placement basis to the prospective Investor to whom it is distributed and not an Offer to the general Public.

The contents of this 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.

**Each person receiving and acting on this Document acknowledges that such person:**

- has been afforded an opportunity to request and to review and has received all additional information considered by him / her / it to be necessary to verify the accuracy of or to supplement the information herein and
- has not relied on any intermediary that may be associated with any tranche or issuance of Secured NCDs in connection with its investigation of the accuracy of such information or its investment decision.

The Issuer does not undertake to update the Document to reflect subsequent events after the date of the Document and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer. Neither the delivery of this Document nor any sale of Secured NCDs 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.

However, the Issuer shall, for every issue of Secured NCDs under this Document, file a Term Sheet and update this Document to the extent necessary, which, besides being with the NSE and BSE, shall be issued to the then potential investor of such issue of Secured NCDs.

The Document is made available to investors in the Issue on the strict understanding that it is confidential. **SEBI Disclaimer Clause** As per the provisions of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, a copy of this Document is not required to be filed with or submitted to SEBI. It is to be distinctly understood that this Document has not been cleared or vetted by SEBI. SEBI does not take any responsibility either for financial soundness of any scheme or the project for which the Issue is proposed to be made, or for the correctness of the statements made or opinions expressed in the Document. However, as per the proviso to sub rule 3 of rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a copy of this Placement Memorandum has to be filed with SEBI within a period of 30 days of circulation of this Placement Memorandum.

**Stock Exchange Disclaimer Clause**

As required, a copy of the Placement Memorandum for issue of Secured NCDs aggregating Rs 10 crore (Rupees Ten crore Only) with a Green Shoe option of upto Rs. 240 crore (Rupees Two Hundred and Forty crore only) on private placement basis has been filed with the DM segment of NSE and BSE in terms of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time .

It is to be distinctly understood that submission of the Placement Memorandum to the NSE and BSE should not in any way be deemed or construed to mean that the Placement Memorandum has been cleared or approved by NSE and BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Placement Memorandum, nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the NSE and BSE; nor does it take any responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer.

This Document is to facilitate investors to take an informed decision for making investment in the proposed Issue.



**Disclaimer Clause of NHB**

The Company is having a valid Certificate of Registration dated July 09, 2014 issued by the National Housing Bank (NHB) under Section 29A of the NHB Act, 1987. However, the NHB 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 opinion expressed by the Company and for repayment of deposits / discharge of liabilities by the Company.

**Company Disclaimer Clause**

The Company has certified that the disclosures made in this DD are adequate and in conformity with SEBI guidelines and RBI/NHB 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. The Company accepts no responsibility for statements made otherwise than in the DD or 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 their own risk.

**Disclaimer in respect of Jurisdiction**

Issue of these Debentures have been/will be made in India to investors as specified under clause "Who Can Apply" in this DD, who have been/shall be specifically approached by the Company. This DD is not to be construed or constituted as an offer to sell or an invitation to subscribe to Debentures offered hereby to any person to whom it is not specifically addressed. The Debentures are governed by and shall be construed in accordance with the existing Indian laws as applicable in the state of Gujarat. Any dispute arising in respect thereof will be subject to the exclusive jurisdiction of the courts and tribunals of Ahmedabad.

**Force Majeure**

The Company reserves the right to withdraw the Offer prior to the earliest closing date in the event of any unforeseen development adversely affecting the economic and regulatory environment or otherwise. In such an event, the Company will refund the application money, if any, along with interest payable on such application money, if any, without assigning any reason.

## SECTION II

### RISK FACTORS

#### (A) Forward Looking Statements:

This Placement Memorandum contains certain “forward-looking statements”. These forward looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “shall”, “will”, “will continue”, “will pursue”, “would”, “will likely result”, “is likely”, “expected to”, “will achieve”, “contemplate”, “seek to”, “target”, “propose to”, “future”, “goal”, “project”, “should”, “can”, “could”, “may”, “in management’s judgment” or other words or phrases of similar import or variations of such expressions. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. The Company operates in a highly competitive, regulated and ever-changing business environment and a change in any of these variables may necessitate an alteration of the Company’s plans. Further, these plans are not static, but are subject to continuous internal review and may be altered if the altered plans are perceived to suit the Company’s needs better. Further, many of the plans may be based on one or more underlying assumptions (all of which may not be contained in this Document) which may not come to fruition. Thus, actual results may differ materially from those suggested by the forward-looking statements. The Company cannot be held liable by estoppels or otherwise for any forward-looking statements contained herein. The Company and all intermediaries associated with this Document do not undertake to inform Investors of any changes in any matter in respect of which a forward looking statements are made. All statements contained in this Document that are not statements of historical fact constitute “forward-looking statements” and are not forecasts or projections relating to the Company’s financial performance. All forward-looking statements are subject to risks, uncertainties and assumptions that may cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that may cause actual results to differ materially from the Company’s expectations include, among others:

- General economic and business conditions in India and abroad;
- Our ability to successfully implement our strategy, our growth and expansion plans and technological changes;
- Our ability to compete effectively and access funds at competitive cost;
- Changes in the value of Rupee and other currency changes;
- Unanticipated turbulence in interest rates, equity prices or other rates or prices; the performance of the financial and capital markets in India and globally;
- Availability of funds and willingness of our lenders to lend;
- Changes in political conditions in India;
- The rate of growth of our loan assets and level of NPAs in our portfolio;
- Potential mergers, acquisitions or restructuring and increased competition;
- The outcome of any legal or regulatory proceedings in which we are or may become a party to;
- Our ability to recruit and retain our management team and skilled personnel;
- Changes in Indian and foreign laws and regulations, including tax, accounting, banking, securities, investments and loans, foreign exchange, insurance and other regulations; changes in competition and the pricing environment in India; and regional or general changes in asset valuations; and
- Changes in laws and regulations that apply to NBFCs in India, including laws that impact our lending rates and our ability to enforce our collateral.

These are only illustrative and not exhaustive.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company, our Directors and Officers nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. For further discussion of factors that could cause our actual results to differ, see the section titled “Risk Factors”.

#### (B) Use of Market Data

Unless stated otherwise, macroeconomic and industry data used throughout this Document has been obtained from publications prepared by providers of industry information, government sources and multilateral institutions. Such publications generally state that the information contained therein has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although the Issuer believes that industry data used in this Placement Memorandum is reliable, it has not been independently verified.

## (C) Risk Factors

The following are the risks envisaged by the management and Investors should consider the following risk factors carefully for evaluating the Company and its business before making any investment decision. Unless the context requires otherwise, the risk factors described below apply to Aditya Birla Housing Finance Limited only. The risks have been quantified wherever possible. If any one of the following stated risks actually occurs, the Company's business, financial conditions and results of operations could suffer and therefore, the value of the Company's debt securities could decline.

Note: Unless specified or quantified in the relevant risk factors, the Company is not in a position to quantify the financial or other implications of any risk mentioned herein below:

### (A) INTERNAL RISK FACTORS

#### 1. As an HFC, one of the most important risks affecting the profitability of the Company is the risk of non-payment by the borrowers and other counterparties.

Our Company's gross loan asset size as on **September 30, 2022 is Rs. 12,455.34 crore**. The size of our Company's loan assets are expected to continue to increase in the future as our Company expands its business in India and offers new products. Since most of our Company's borrowers are individuals and small and medium size companies, our Company's credit risk could be higher due to their potential inability to adapt to changes in the economic and industrial scenario and global technological changes as also changes in the Indian regulatory and political environment. This may lead to an increase in the number and value of our Company's NPAs.

Our Company is exposed to the risk that third parties which owe us money, securities or other assets may not perform their obligations. These parties may default on their obligations to us due to various reasons including bankruptcy, lack of liquidity, operational failure, and other reasons. Further, any delay in enforcing the collateral due to delays in enforcement proceedings before Indian courts or otherwise could expose our Company to potential losses.

In deciding whether to extend credit to or enter into transactions with customers and counter parties, our Company relies largely on information furnished by or on behalf of its customers, including financial information, based on which the Company performs its credit assessment. The Company may also depend on certain representations and undertakings as to the accuracy, correctness and completeness of information, and the verification of the same by agencies to which such functions are outsourced. Any such information, if materially misleading, may increase the risk of default. Our financial condition and results of operations could be negatively affected by relying on information that may not be true or may be materially misleading.

The Company has institutionalized a systematic credit evaluation process monitoring the performance of its asset portfolio on a regular and continual basis to detect any material development, and also constantly evaluates the changes and developments in sectors to which it has substantial exposure. The Company also undertakes a periodic review of its entire asset portfolio with a view to determine the portfolio valuation, identify potential areas of action and devise appropriate strategies thereon. The Company follows a provisioning and write-off policy which is in line with what is prescribed by the NHB.

Although our Company regularly reviews credit exposures to clients and counterparties, and to industries and geographical regions that our Company believes may present credit concerns, defaults may arise from events or circumstances that are difficult to detect or foresee.

#### 2. Interest Rate Risk

The Company's business is largely dependent on interest income from its operations.

The Company is exposed to interest rate risk principally as a result of lending to customers at interest rates and in amounts and for periods, which may differ from its funding sources (institutional / bank borrowings and debt offerings). The Company seeks to match its interest rate positions to minimize interest rate risk.

Despite these efforts, there can be no assurance that significant interest rate movements will not have an effect on its results of operations. Interest rates are highly sensitive to many factors beyond its 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 factors. Due to these factors interest rates in India have historically experienced a relatively high degree of volatility. Nevertheless the endeavor of the Company will be to keep the interest rate risk at minimum levels by proactively synchronizing resource securing and lending activities on an ongoing basis.

### **3. Access to Capital Markets and Commercial Borrowings**

The Company's growth will depend on its continued ability to access funds at competitive rates. With the growth of its business, the Company is increasingly reliant on funding from the debt capital markets and commercial borrowings. The market for such funds is competitive and its ability to obtain funds at competitive rates will depend on various factors, including its ability to maintain its credit ratings. While its borrowing costs have been competitive in the past due to its credit rating and the quality of its asset portfolio, if the Company is unable to access funds at an effective cost that is comparable to or lower than its competitors, the Company may not be able to offer competitive interest rates for its loans.

This may adversely impact its business and its future financial performance. The value of its collateral may decrease or the Company may experience delays in enforcing its collateral when its customers default on their obligations, which may result in failure to recover the expected value of collateral and adversely affect its financial performance.

The developments in the international markets affect the Indian economy including the financial liquidity position. Our Company is exposed to the risk of liquidity in the financial markets. Changes in economic and financial conditions could make it difficult for the Company to access funds at competitive rates. Being an HFC, we also face certain restrictions to raise money from international markets which are relatively cheaper sources of money and this further constrains our ability to raise cheaper funds.

### **4. Failure to recover the expected value of collateral when borrowers default on their obligations to Company may adversely affect its financial performance.**

ABHFL cannot guarantee that it will be able to realize the full value of its collateral, due to, among other things, defects in the perfection of collateral, delays on its part in taking immediate action in bankruptcy foreclosure proceedings, stock market downturns, claims of other lenders, legal or judicial restraint and fraudulent transfers by borrowers. In the event a specialized regulatory agency gains jurisdiction over the borrower, creditor actions can be further delayed. In addition, to put in place an institutional mechanism for the timely and transparent restructuring of corporate debt, the RBI has devised a corporate debt restructuring system. Any failure to recover the expected value of collateral security could expose ABHFL to a potential loss. Apart from the RBI guidelines, ABHFL may be a part of a syndicate of lenders, the majority of whom elect to pursue a different course of action than the Company would have chosen. Any such unexpected loss could adversely affect business, prospects, results of operations and financial condition.

### **5. Asset-Liability mismatches in the short term, which could affect company's liquidity position.**

The difference between the value of assets and liabilities maturing in any time period category provides the measure to which we are exposed to the liquidity risk. As is typical for several HFC, a portion of our funding requirements is met through short-term funding sources, i.e. working capital demand loans, cash credit, short term loans and commercial papers. However, some portion of our assets has medium or long-term maturities. As the Company grows its business, the proportion of medium and long-term assets in the portfolio is expected to grow. In the event that the existing and committed credit facilities are withdrawn or are not available to the Company, funding mismatches may be created and it could have an adverse effect on our business and our future financial performance.

### **6. Our inability to control the number and value of NPAs in our portfolio could adversely affect our business and results of operations.**

The Company's inability to control or reduce the number and value of its NPAs may lead to deterioration of the quality of its loan portfolio and may severely impact its business.

While the Company's total provisioning against the NPAs at present may be adequate to cover all the identified losses in our loan portfolio, there may not be any assurance that in future the provisioning, though compliant with regulatory requirements, will be sufficient to cover all anticipated losses.

Further, the Company may not be able to meet its recovery targets set for the particular financial year due to the intense competition witnessed at both global and domestic levels. In such circumstances, there could be an increase in the number and value of NPAs which can impact the Company.

**7. System failures, infrastructure bottlenecks and security breaches in computer systems may adversely affect our business.**

Our businesses are highly dependent on our ability to process, on a daily basis, a large number of increasingly complex transactions. Our financial, accounting or other data processing systems may fail to operate adequately or become disabled as a result of events that are wholly or partially beyond our control, including a disruption of electrical or communications services. If any of these systems do not operate properly or are disabled or if there are other shortcomings or failures in our internal processes or systems, it could affect our operations or result in financial loss, disruption of our businesses, regulatory intervention or damage to our reputation. In addition, our ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports our businesses and the localities in which we are located.

Our operations also rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Our computer systems, software and networks may be vulnerable to unauthorized access, computer viruses or other malicious code and other events that could compromise data integrity and security.

**8. Our indebtedness and restrictive covenants imposed by our financing agreements could restrict our ability to conduct our business and operations.**

Our financing agreements require us to maintain certain security margins. Should we breach any financial or other covenants contained in any of our financing agreements, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs.

Under the terms of some of the credit lines, the Company is required to obtain the prior written consent of the concerned lender prior to the Company entering into any scheme of expansion, merger, amalgamation, compromise or reconstruction or selling, leasing, transferring all or a substantial portion of its fixed and other assets; making any change in ownership or control or constitution of our Company, or in the shareholding or management or majority of directors, or in the nature of business of our Company; or making amendments in the Company's Memorandum and Articles of Association. This may restrict/ delay some of the actions / initiatives that our Company may like to take from time to time.

**9. We may not get the benefits of being Aditya Birla Group Company in case of any change of control.**

In case of any change of control due to any event such as transfer of shares by our Promoter, preferential allotment to any investor, our ability to leverage the "Aditya Birla" brand may get affected and the benefits of being an Aditya Birla Group company including leveraging of business from other Aditya Birla Group companies may not be available to us and consequently, could adversely impact our business operations and profitability.

**10. We are exposed to various operational risks including the risk of fraud and other misconduct by employees or outsiders.**

Like other financial intermediaries, we are also exposed to various operational risks which include the risk of fraud or misconduct by our employees or even an outsider, unauthorized transactions by employees or third parties, misreporting and non-compliance of various statutory and legal requirements and operational errors. It may not be always possible to deter employees from the misconduct or the precautions we take to detect and prevent these activities may not be effective in all cases. Any such instances of employee misconduct or fraud, the improper use or disclosure of confidential information, could result in regulatory and legal proceedings and may harm our reputation and also our operations.

**11. We may not be able to attract or retain talented professionals required for our business.**

The complexity of our business operations requires highly skilled and experienced manpower. Such highly skilled personnel give us a competitive edge. Further the successful implementation of our growth plans would largely depend on the availability of such skilled manpower and our ability to attract such qualified manpower. We may lose many business opportunities and our business would suffer if such required manpower is not available on time. Though we have appropriate human resource policies in place, we may face the risk of losing our key management personnel due to reasons beyond our control and we may not be able to replace them in a satisfactory and timely manner which may adversely affect our business and our future financial performance.

**12. The Company faces increasing competition from established banks and HFCs. The successful implementation of our growth plans depends on our ability to face the competition.**

The Company's main competitors are established commercial banks and HFCs. Over the past few years, the financing area has seen the entry of banks, both nationalized as well as foreign. Banks have access to low cost funds which enables them to enjoy higher margins and / or offer finance at lower rates. HFCs do not have access to large quantities of low cost deposits, a factor which can render them less competitive. The Company also faces increased competition from new HFC's foraying into this space and some of which have been quite aggressive in their pricing to garner market share.

**13. We may have a high concentration of loans to certain customers or group of customers. If a substantial portion of these loans becomes non-performing, our business and financial performance could be affected.**

Our business of lending with or without securities exposes us to the risk of third parties that owe us money. Our loan portfolio and non-performing asset portfolio has, or may in the future, have a high concentration in certain customers or groups of customers. These parties may default on their obligations to us due to bankruptcy, lack of liquidity, operational failure, and breach of contract, government or other regulatory intervention and other reasons including inability to adapt to changes in the macro business environment. Historically, borrowers or borrower groups have been adversely affected by economic conditions in varying degrees. Credit losses due to financial difficulties of these borrowers / borrower groups in the future could adversely affect our business and our financial performance.

**(B) Risks Relating to the Utilization of Issue Proceeds**

**Our management will have significant flexibility in applying proceeds of the Issue.**

The funds raised through this Issue, after meeting the expenditures of and related to the Issue, will be used for our various activities, including but not restricted to, lending and investments, to repay our existing loans, our business operations including capital expenditure and working capital requirements.

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

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

Further as per the provisions of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, we are not required to appoint a monitoring agency and therefore no monitoring agency has been appointed for this Issue.

## (C) Risks Relating to the Debentures

### 1. Changes in general interest rates in the economy may affect the price of our Debentures.

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

### 2. We are not required to maintain any Debenture Redemption Reserve (DRR) for the Debentures issued under this Placement Memorandum.

No Debenture Redemption Reserve is being created for the issue of NCDs in pursuance of this Document since creation of Debenture Redemption Reserve is not required for the proposed issue of Debentures. In accordance with Rule the 18 (7) (b) (iii) (B) of Companies (Share Capital and Debentures) Rules 2014, Housing Finance Companies registered with National Housing Bank issuing debentures which are privately placed are not required to create DRR.

### 3. Any downgrading in credit rating of our Debentures may affect the value of Debentures and thus our ability to raise further debts.

The Company has obtained credit rating from the following agencies, of which the proposed issue forms a part:  
**ICRA Limited has assigned a rating (for the amount of Rs. 3,451.70 crore) of “[ICRA] AAA (Stable)”.**  
**India Ratings Limited has assigned a rating (for the amount of Rs. 2,855 crore) of “[IND] AAA (Stable)”.**

The Issuer cannot guarantee that the rating will not be downgraded. Such a downgrade in the above credit ratings may lower the value of the NCDs and may also affect the Issuer’s ability to raise further debt.

## (D) EXTERNAL RISK FACTORS

### 1. We are subject to regulatory and legal risk which may adversely affect our business.

The operations of an HFC are subject to regulations framed by the RBI and other authorities including regulations relating to foreign investment in India.

We are also subject to changes in Indian laws, regulations and accounting principles. There can be no assurance that the laws governing the Indian financial services sector will not change in the future or that such changes or the interpretation or enforcement of existing and future laws and rules by governmental and regulatory authorities will not affect our business and future financial performance.

### 2. Our growth depends on the sustained growth of the Indian economy. An economic slowdown in India and abroad could have direct impact on our operations and profitability.

Macroeconomic factors that affect the Indian economy and the global economic scenario have an impact on our business. The Indian economy has grown about 6.1% in FY19, 4% in FY20, (-)7.3% in FY21 and 8.9% in FY22. Recent trends suggest that the economy may grow at a flat pace which may have a direct impact on our disbursements and a slowdown in the economy as a whole can increase the level of defaults thereby adversely impacting the Company’s growth plans and the quality of its portfolio.

A sustained slowdown in the Indian economy could adversely affect its business, including its ability to grow its asset portfolio, the quality of its assets, and its ability to implement its strategy.

India’s economy could be adversely affected by a general rise in interest rates, or various other factors affecting the growth of industrial, manufacturing and services sector or general down trend in the economy.

**3. Civil unrest, terrorist attacks and war could affect our business.**

Terrorist attacks and other acts of violence, war or conflicts, particularly those involving India, as well as the United States of America, the United Kingdom, Singapore and the European Union, may adversely affect Indian and global financial markets. Such acts may negatively impact business sentiment, which could adversely affect our business and profitability. India has from time to time experienced, and continues to experience, social and civil unrest, terrorist attacks and hostilities with neighboring countries. Also, some of India's neighboring countries have experienced, or are currently experiencing internal unrest. This, in turn, could have a material adverse effect on the market for securities including the Debentures. The consequences of any armed conflicts are unpredictable, and we may not be able to foresee events that could have an adverse effect on our business and the price and yield of our NCDs.

**4. Our business may be adversely impacted by natural calamities or unfavorable climatic changes.**

India, Nepal, Bangladesh, Pakistan, Indonesia and other Asian countries have experienced natural calamities such as earthquakes, floods, droughts and a tsunami in recent years. Some of these countries have also experienced pandemics, including the outbreak of avian flu / swine flu. The extent and severity of these natural disasters and pandemics determines their impact on these economies and in turn affects the financial services sector of which our Company is a part.

Prolonged spells of abnormal rainfall and other natural calamities could have an adverse impact on the economies in which we have operations, which could adversely affect our business and the price of our Debentures.

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

Any adverse revision to India's credit rating for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our financial performance and our ability to obtain financing to fund our growth on favorable terms, or at all.

**Notes to the Risk Factors**

Save, as stated elsewhere in this Placement Memorandum, since the date of the audited financial accounts, no developments have taken place that are likely to materially and adversely affect the performance or prospects of the Company.



**SECTION III**

**DISCLOSURES AS PER SCHEDULE II OF SEBI (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021 AS AMENDED**

**A. Issuer Information**

**Name and address of the following**

<b>Registered Office</b>	<b>Aditya Birla Housing Finance Limited</b> Indian Rayon Compound, Veraval Gujarat 362 266
<b>Corporate Office</b>	<b>Aditya Birla Housing Finance Limited</b> One World Center, Tower 1 18 <sup>th</sup> Floor, Jupiter Mill Compound 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013, Tel: 022 43567100 Fax: 022 43567266 Website: <a href="http://www.adityabirlahousingfinance.com">www.adityabirlahousingfinance.com</a>
<b>Company Secretary and of Compliance Officer</b>	<b>Ms. Swati Singh</b> One World Center, Tower 1, 18 <sup>th</sup> Floor, Jupiter Mill Compound 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013, Tel: 022- 68460776 / 43567100 (B) Fax: 022-43567266 Email Id: <a href="mailto:Swati.Singh7@adityabirlacapital.com">Swati.Singh7@adityabirlacapital.com</a>  Swati Singh will also act as Investor Relationship Manager and for the Grievance Redressal if any. ABHFL endeavors to resolve the investors' grievances within 30 days of its receipt. All grievances related to the issue quoting the Application Number (including prefix), number of bonds / debentures applied for, amount paid on application and Bank and Branch / ABHFL Collection Centre where the Application was submitted, may be addressed to the Swati Singh
<b>Details of CFO</b>	<b>Mr. Ashish Damani</b> One World Center, Tower 1, 18 <sup>th</sup> Floor, Jupiter Mill Compound 841, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013 Phone No.: +91 22 4356 7100 Email Id: <a href="mailto:ashish.damani@adityabirlacapital.com">ashish.damani@adityabirlacapital.com</a>
<b>Legal Counsel</b>	None for this issue
<b>Guarantor</b>	None for this issue
<b>Arrangers</b>	None/If any arranger is added to the issue it will be mapped on the EBP

<b>Debenture Trustee</b>	<p><b>Vistra ITCL (India) Limited</b>  ILFS Financial Centre, Plot C-22, G-Block Bandra Kurla Complex Bandra (E),  Mumbai - 400 051  Tel: 022-2659 3535 Fax: 022- 2653 3297  Website : <a href="http://www.itclindia.com">www.itclindia.com</a>  <b>Contact : Mr. Sandesh Vaidya</b>  Email: <a href="mailto:Sandesh.Vaidya@vistra.com">Sandesh.Vaidya@vistra.com</a>; SEBI Regna. IND000000452</p>
<b>Registrar of the Issue</b>	<p><b>Link Intime India Private Limited</b>  C 101, 247 Park, Pannalal Silk Mills Compound  LBS Marg Vikhroli West, Mumbai 400 083  Ph no: +91 22 49186000  Fax no: +91 22 49186060  Email: <a href="mailto:debtca@linkintime.co.in">debtca@linkintime.co.in</a></p>
<b>Credit Rating Agency 1</b>	<p><b>India Ratings &amp; Research Private Ltd</b>  Wockhardt Tower, West Wing, Level 4 ,BKC, Bandra (East) Mumbai 400 051  Website: <a href="http://www.indiaratings.co.in">www.indiaratings.co.in</a>  Ph No 022-40001700 Fax No 022-40001701</p>
<b>Credit Rating Agency 2</b>	<p><b>ICRA Limited</b>  1802, 18<sup>th</sup> Floor, Tower 3 Indiabulls Finance Centre  Senapati Bapat Marg, Elphinstone Road, Mumbai  Website: <a href="http://www.icra.in">www.icra.in</a>  Ph No: 022-6179 6300 Fax No: 022-2433 1390</p>
<b>Auditors of the Company</b>	<p><b>kkc &amp; associates llp</b>  Chartered Accountants  (formerly Khimji Kunverji &amp; Co LLP)  kkc &amp; associates llp  Sunshine Tower, Level 19, Senapati Bapat Marg,  Elphinstone Road, Mumbai 400013,  Phone No.: +91 22 6143 7333  Contact person: Mr. Hasmukh B. Dedhia  Email ID: <a href="mailto:hasmukh@kkcllp.in">hasmukh@kkcllp.in</a>  Website: <a href="https://kkcllp.in/">https://kkcllp.in/</a></p>

**B. A brief summary of the business/ activities of the Issuer and its line of business containing atleast following information**

**Brief History**

Aditya Birla Housing Finance Limited (ABHFL) previously known as LIL Investment Limited (LIL) is registered with the National Housing Bank (NHB) as a Systemically Important Non-Deposit Accepting Housing Finance Company (HFC). Headquartered in Mumbai, the financial services business has a wide network through its branches and associates across the country. The Company was incorporated on 27<sup>th</sup> July 2009, with the Registrar of Companies, Maharashtra, Bombay (Registration Number U65923MH2009PLC194378). The Company Law Board vide its order RD/STA/Sec.13/200 /02/2015/8986 dated March 18, 2015, had shifted its Registered Office from the state of Maharashtra to the state of Gujarat. The Registrar of Companies, Ahmedabad, Gujarat had vide its certificate dated 8th July 2015, issued a new Corporate Identification Number U65922GJ2009PLC083779. The Registered Office of the Company is situated at Indian Rayon Compound, Veraval, Gujarat – 362 266

**Industry Overview**

Housing Finance Companies (HFCs) act as a critical link in the overall financial system catering to a large market of niche customers. They are one of the major purveyors of credit in India.

HFCs in India offer a wide variety of financial services and play an important role in providing credit. As a result of consolidation and restructuring in the financial sector and liberalization and globalization of markets only a few strong HFCs now remain in business. However, competition has become intense due to the entry of the Indian and foreign banks into the retail lending business in a big way, thereby exerting pressure on margins. As compared to banks, HFCs have the ability to take quicker decisions and customize their services in accordance with the needs of the customer. Thus, HFCs can sustain in this competitive environment only through optimization of funding costs, identification of potential areas, widening geographical reach, and use of technology, cost efficiencies, strict credit monitoring and raising the level of customer service.

**Issuer Business Summary**

Aditya Birla Housing Finance Ltd (ABHFL), a part of the Aditya Birla Group, previously known as Lil Investment Limited (LIL) is a 100% subsidiary of Aditya Birla Capital Limited, registered with NHB and currently headquartered in Mumbai. The Company was incorporated on July 27, 2009 and received its Certificate of Registration from NHB on 9th July 2014. The Company intends to be among the largest players in the property backed lending.

The Company offers a complete range of housing finance solutions such as Home loans, Home Extension Loan, Plot & Home Construction Loan, Home Improvement Loans, Loan Against Property, Construction Financing, Lease Rental Discounting, Commercial Property Purchase Loan and Property Advisory Services.

## Subsidiaries

The Company does not have any subsidiary as on **September 30, 2022**.

## Details of branches

The Company have Branch Offices as follow as on **September 30, 2022**

Sr No	Branch Name	City	State	Address
1	Ahmedabad	Ahmedabad	Gujarat	307, 3rd Floor, Turquoise, Panchwati Cross Roads, C.G.Road Ahmedabad - 380006
2	Ahmedabad	Ahmedabad	Gujarat	C/o Aditya Birla Finance Ltd, 802, Samudra Annexe, Off C G Road, Near Hotel Classic Gold, Navrangpura, Ahmedabad - 380009.
3	Ajmer	Ajmer	Rajasthan	2nd floor, M Square, Plot No-15,Ashok Vihar, Vaishali Nagar AJMER 305001
4	Aurangabad	Aurangabad	Maharashtra	Unit No. 301, 3rd Floor, Nisha Pride, Aurangabad Jalna Road, Monda Naka, Aurangabad 431001
5	Star Avenue	Bangalore	Karnataka	C/o Aditya Birla Finance Limited, No.1(78), Star Avenue, 6th Cross, Victoria Layout, Victoria Road, Bangalore – 560025
6	Bhopal	Bhopal	Madhya Pradesh	Unit No. 302, 2nd Floor, Kay Kay Business Center, Plot No 133, M P Nagar , Zone 1 , Bhopal 462011
7	Bhubaneshwar	Bhubaneshwar	Orissa	C/o Aditya Birla Finance Ltd, Geetanjali Complex   3rd Floor   Lewis Road   Bhubaneswar   Odisha 751002
8	Jaipur - Ambition Tower	Jaipur	Rajasthan	Ambition Tower, Office No. 702, 703 & 704, B-46-B, Subhash Marg, Agrsen Circle, "C" Scheme, Jaipur - 302001
9	Jalandhar	Jalandhar	Punjab	Office No 27, 2nd Floor, City Square Bldg, EH-197, Civil Lines, Jalandhar -144001

10	Jodhpur	Jodhpur	Rajasthan	Sabu Tower , 3rd floor , #2 chopasani road, opp. Dhanlaxmi bank, jodhpur 342003
11	Kalyan	Kalyan	Maharashtra	Unit Nos. 201 & 202 situated on the 2nd Floor, of Sai Arcade, Shivaji Chowk Above bank Of Maharashtra Kalyan.(W)
12	Lucknow	Lucknow	Uttar Pradesh	Unit No-3B, 3rd floor, Capital House, 2, Tilak Marg, Lucknow – 226 001
13	Meerut	Meerut	Uttar Pradesh	1st floor, Park Plaza, 185/1, Mangal Pandey Nagar, Meerut, Uttar Pradesh-250 004
14	Mehsana	Mehsana	Gujarat	2nd Floor, Jaydev Complex, Opp. Pashabhai Petrol Pump,State Highway, Mehsana – 384002
15	Thane	Thane	Maharashtra	C/o Aditya Birla Finance Ltd, Gcorp Tech Park, 5th Floor, Ghodbunder Rd, Next to Hypercity Mall, Thane - 400601
16	R-Tech	Mumbai	Maharashtra	10th Floor, R-TECH PARK, Nirlon Complex, Off Western Express Highway , Goregaon (E) Mumbai-400063
17	Nagpur	Nagpur	Maharashtra	Unit No 701-A, Shri RamShyam Towers, Kingsway, Nagpur - 440001
18	Nasik	Nasik	Maharashtra	Unit No 5, 3rd Floor, Raghukul Vihar, Opp Takle Jewellers, College Road, Nashik - 422005
19	Palghar	Palghar	Maharashtra	Shop Nos. 1, 2, 3, 4 and Unit Nos. 101 & 102, “Pushkaraj”, Opposite UCO Bank, Bhausahab Dandekar Marg, Off Mahim Road, Palghar (W), Taluka & District Palghar, Palghar – 401404.
20	Patiala	Patiala	Punjab	1st Floor, J&K Bank Building, Opp. Income tax office, Patiala- 147001
21	Raipur	Raipur	Chhattisgarh	C/o Aditya Birla Finance Ltd, 4th Flr., Skypark, Adjacent to E Road, Ravi Nagar, Opp Rani Sati Mandir,,Raipur -,Raipur,Chhattisgarh India 492001
22	Rajkot	Rajkot	Gujarat	Office No 104, 105 and 106,Heera Panna Complex,Opp Rotary Dolls Museum,Dr Yagnik Road, Rajkot – 360001
23	Ratlam	Ratlam	Madhya Pradesh	1st Flr., My Dear, 22, Rajendra Prasad Marg, Ratlam - 457001
24	Secunderabad	Secunderabad	Andhra Pradesh	3rd and 4th Floor, Mayfair Complex, Opp. Hockey Stadium, S. P. Road, Secunderabad, District Hyderabad, Telangana – 500003
25	Vishakhapatnam	Vishakhapatnam	Andhra Pradesh	2nd Flr, Shankar Plaza, Shankar Mathan Road, Dwarka Nagar, Visakhapatnam, 530016

26	Zirakpur	Zirakpur	Punjab	Unit No.38 A & 39, 1st Floor, CCC Chandigarh City Centre, VIP Road, Block B, Zirakpur, Chandigarh 140603
27	Mumbai	Mumbai	Maharashtra	One World Centre, Tower 1, 18th Floor, Jupiter Mills Compound, 841 Senapati Bapat Marg, Elphinstone Road, Mumbai - 400013
28	Mysore	Mysore	Karnataka	MRN Signature, #7, Kamakshi Hospital, Saraswathipuram, Mysore - 9
29	Vapi	Vapi	Gujarat	Shop No 2, 1st Floor, Girnar Khushboo Plaza, GIDC, Vapi
30	Chennai - Guindy	Chennai	Tamilnadu	M-7, Thiru-Vi-Ka Industrial Estate, Guindy Industrial Estate, SIDCO Industrial Estate, Guindy, Chennai – 600032
31	Erode	Erode	Tamilnadu	2nd Flr. Of 409/2, Brough Road, Erode - 638011
32	Guwahati	Guwahati	Assam	Orion Place, 2nd Floor, G S Road, Near Mizoram House, Guwahati 781005, Assam
33	Barakhamba Road	New Delhi	New Delhi	Aditya Birla Finance Ltd, N-17, First Floor, Vijaya Building, Barakhamba Road, New Delhi-110001
34	Panipat	Panipat	Haryana	Unit Nos. 1180, 1181, Royal II, First Floor, G. T. Road, Opp. Railway Road, Panipat, Haryana - 132103
35	Kanpur	Kanpur	Uttar Pradesh	2nd & 3rd Floor, JS Tower,16/106, The Mall, Kanpur (Nagar) District, Uttar Pradesh 208001
36	Noida	Noida	Uttar Pradesh	D 17, Sector 3, NOIDA, 201301
37	Surat	Surat	Gujarat	Milestone Fiesta, Off No. 203 to 211 (3rd Floor, Near TGB Circle, L P Sawani Road, Surat 395009
38	Kota	Rajasthan	Rajasthan	Plot no 288, 1st Floor, Shopping Centre, Above Bandhan Bank, Kota – Rajasthan - 324007
39	Pune	Pune	Maharashtra	Lohia Jain Arcade, St. No 106, Near Chaturshrungi Temple, S B Road, Pune - 411016
40	Amravati	Amravati	Maharashtra	2nd Floor, Malviya Estate, Malviya Square, Near Old Cotton Market, Amravati - 444601, Maharashtra
41	Nellore	Nellore	Andhra Pradesh	Door # 16-1-7, 2nd Floor, "Neelima Towers", R R Street, A C Statue, Nellore - 524001
42	Kakinada	Kakinada	Andhra Pradesh	1st Floor, L N T House, Nookalamma Temple Street, Suryaraopeta, Kakinada – 533001, Andhra Pradesh
43	Tirupati	Tirupati	Andhra Pradesh	1st Floor, 18-2-263/C4, CMR Complex-1, Ashok Nagar, Tirumala Bye Pass Road, Tirupati-517501, Andhra Pradesh

44	Rajahmundry	Rajahmundry	Andhra Pradesh	#46-17-12, 1st Floor, Kilari Enclave, Danavaipet, Rajahmundry - 533103, Andhra Pradesh
45	Eluru	Eluru	Andhra Pradesh	Ground Floor, 22B-13-11, Jaganath Towers, Opp UCO Bank, Powerpet, Eluru - 534002
46	Sikar	Sikar	Rajasthan	1st Floor, Sethi Bhawan, Opp. Police Control Room, Silver Jubilee Raod, Sikar ( Raj. ) 332001
47	Sonipat	Sonipat	Haryana	Plot No 3, 1st Floor, Karur Vyasa Bank, Teacher Colony, Atlas Road, Sonipat , Haryana, 132103
48	Jamnagar	Jamnagar	Gujarat	3rd Flr., Unit No 302, Neo Atlantic, P N Marg, Opp Ambar Cinema, Jamnagar, 361008
49	Ankleshwar	Ankleshwar	Gujarat	Unit No 10 & 11, 2nd Floor, Roshani Plaza, Old NH-8, GIDC, Ankleshwar - 393002, Gujarat
50	Ujjain	Ujjain	Madhya Pradesh	“Narayan Bhavan”, Ground floor, 14, Bhoj Marg, Opp. Old Collector Bungalow, Freeganj, Ujjain – 456010, Madhya Pradesh
51	Belapur	Belapur	Maharashtra	Shop No. 2, Ground Floor, Monarch Plaza, Plot No.56, Sector 11, CBD, Belapur 400614
52	Mangalore	Mangalore	Karnataka	03rd floor, Kayarmanj, M G Road, Mangalore - 575003, Karnataka
53	Vellore	Vellore	Tamilnadu	1st Floor, Sri Balaji Complex, Plot no:306A, Kadpadi Main road, Near Palar Bridge, Virudhuampet, Vellore-632006, Tamil Nadu
54	Agra	Agra	Uttar Pradesh	Unit No.710-A, 7th Floor, Corporate Park, B 109, Sanjay Place, Agra, Uttar Pradesh 282005
55	Anand	Anand	Gujarat	Office No. 05, 2nd Floor, Royale Citadel, Keval Bungalow Society, V. V. Nagar Road, Anand, Gujarat – 388 120
56	Aligarh	Aligarh	Uttar Pradesh	1st Floor, Centre Point Market, Samad Road, Aligarh, UP-202002
57	Bhilai	Bhilai	Chhattisgarh	Shivnath Complex, 3rd Floor, Chauhan Estate, Near Maurya Talkies, G.E. Road, Bhilai. Chhattisgarh - 490023
58	Kolhapur	Kolhapur	Maharashtra	Dattawad Renaissance, 2nd Floor, C.N. No 334, E Ward, Station Road, Kolhapur, Maharashtra 416001
59	Indore	Indore	Madhya Pradesh	Benchmark Business Park, 5th Floor, Block No A-3, Scheme No-54, PU-4, Opposite Satya Sai School, Vijaynagar, Indore-452010
60	Trichy	Trichy	Tamilnadu	3rd floor, Building, No.14, Benwells Road, Cantonment, Trichy – 620001

61	Janakpuri	New Delhi	New Delhi	B1-26/27, 1st floor, Community Centre, Janakpuri, New Delhi – 110058
62	Vadodara	Vadodara	Gujarat	Unit No. 201 & Part of Unit No. 202, 2nd Floor, A1 Smeet, Sarabhai Campus, Nr. Ganda Circle, Gorwa Road, Vadodara, Gujarat – 390 023
63	Gurgaon	Gurgaon	Haryana	Unit no 301, 301 A, 308, 309, 310 & 311, 3rd Floor, Platina Tower, M G Road, Gurgaon, Haryana – 122 022
64	Badlapur	Thane	Maharashtra	First Floor, Sai Sidhivinayak, Plot No. 54, Kulgaon Society, Kulgaon, Badlapur East 421503
65	Salem	Salem	Tamilnadu	Shop Nos 123 to 130, Ground Floor, Kandaswarna Mall, Block-B, Saradha College Road, Fairlands, Salem, Tamil Nadu – 636016
66	Surendra Nagar	Surendra Nagar	Gujarat	Shop # 145, 1st Floor, Mega Mall, Near Milan Cinema, Main Road, Surendra Nagar – 363 001
67	Allahabad	Allahabad	Uttar Pradesh	3rd Floor, Adarsh Square, Sardar Patel Marg, Civil Lines, Allahabad, Uttar Pradesh - 211001
68	Ratnagiri	Ratnagiri	Maharashtra	Shop No. 101 to 105, First Floor, Siddhivinayak City Centre, Siddhivinayak Nagar, Shivajinagar, Ratnagiri - 415 612
69	Bhilwara	Bhilwara	Rajasthan	203-204, 2nd Floor, Govindam, Old RTO Road, Bhilwara - 311001
70	Siliguri	Siliguri	West Bengal	1st Floor, SATURN'S, Sevoke Road, P.O. & P.S. – Siliguri, District Darjeeling, West Bengal – 734 001
71	Gandhinagar	Gandhinagar	Gujarat	Unit No. 303/A, 03rd Floor, Plot No. 11, White House, Near HP Petrol Pump, Sector - 11, Opp. Vidhan Sabha, Gandhinagar, Gujarat - 382 010
72	Navsari	Navsari	Gujarat	Office No. 104, 1st Floor, Swiss Cottage, Asha Nagar, Navsari, Gujarat - 396 445
73	Junagadh	Junagadh	Gujarat	Shop No 04, 1st Floor, Seven Seas Building, Nr. Moti Baug, Vanthali Road, Junagadh, Gujarat - 362001
74	Bhavnagar	Bhavnagar	Gujarat	1st Floor, Plot No. 2110/B, Sumeru Elite, Opp. Custom Office, Parimal Chowk, Off. Waghawadi Road, Bhavnagar, Gujarat - 364001
75	Virar	Palghar	Maharashtra	Parikh Commercial Centre, Office No. 301, 302 and 303, Premium Park, Agashi Road, Virar West, Dist. Palghar, Maharashtra 401303



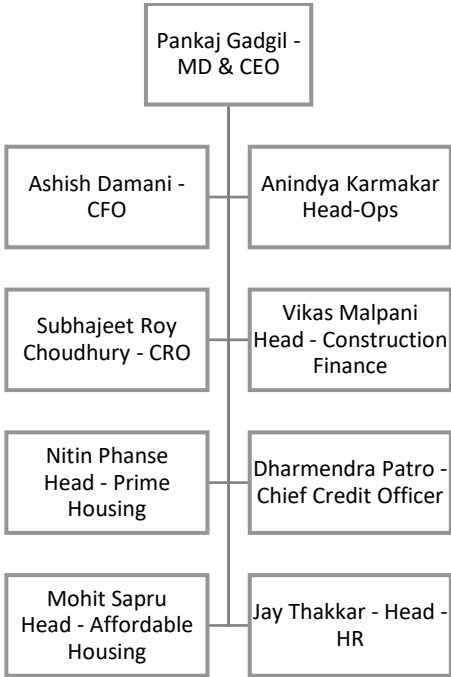
76	Bareilly	Bareilly	Uttar Pradesh	3rd Floor, 156, Civil Lines, Nr SBI Main Branch, Station Road, Bareilly, UP – 243001
77	Davangere	Davangere	Karnataka	Floor, VHV Heights, Hadadi Road, Davanagere, Karnataka – 577 002
78	Saharanpur	Saharanpur	Uttar Pradesh	2A/2390, 1st Floor, Mohalla Ram Nagar, Pathanpura, Near - Clock Tower, Dehradun Road, Saharanpur, Uttar Pradesh – 247001
79	Bilaspur	Bilaspur	Chhattisgarh	A3, 1st Floor, Vyapar Vihar Road, Ward No 9, Village Talapara, Bilaspur, Chhattisgarh, 495001 District: Bilaspur
80	Madurai	Madurai	Tamilnadu	2nd Floor, 2/3, G.V. Towers, Melakkal Main Road, Near Passport Office, Madurai, Tamil Nadu - 625016
81	Gwalior	Gwalior	Madhya Pradesh	3rd Floor, Orion Tower, City Centre, Gwalior - 474011, Madhya Pradesh
82	Karnal	Karnal	Haryana	SCO No-220, 1st Flr., Sector - 12, HUDA, Karnal, Haryana - 132001
83	Mahbubnagar	Mahbubnagar	Telangana	D.No.7-5-111,1st floor,Central Bank Upstairs,Near Petrol Bunk,Padmavathi Colony,Mahbubnagar,Telangana-509001
84	Pali	Pali	Rajasthan	2nd Floor, Jai Plaza, V. D. Nagar, Pali, Rajasthan - 306401
85	Ludhiana	Ludhiana	Punjab	Ground Floor and First Floor, SCO - 130-132, Apra Tower, Feroze Gandhi Market, Ludhiana, Punjab - 141001
86	Pimpri	Pune	Maharashtra	Office No. 3, Sr. No. 38, CTS 5836, Ground Floor, MSR Capital, Pimpri, Morwadi, Pune, Maharashtra - 411 018
87	Haridwar	Haridwar	Uttarakhand	2nd Floor, building No. 397/323/2, Avas Vikas Colony, Pargana-Jawalapur, Tehsil & Distt. Haridwar, Uttarakhand - 249 407
88	Mathura	Mathura	Uttar Pradesh	1st Floor, Tera Tower, Bhuteshwar Road, Mathura, Uttar Pradesh – 281 004
89	Jhansi	Jhansi	Uttar Pradesh	2nd Floor, City Plaza, Elite Plaza Road, Above Axis Bank, Civil Lines, Jhansi, Uttar Pradesh - 284001
90	Kolkata	Kolkata	West Bengal	2nd Floor, Bangur BFL Estate, 31 Chowringhee Road, Kolkata, West Bengal - 700016
91	Udaipur	Udaipur	Rajasthan	1st Floor, Manohar Heights, 16-C, Bank Street, Madhuban, Udaipur, Rajasthan - 313001

92	Dehradun	Dehradun	Uttarakhand	Shop No. 3, 4 and 5, 3rd Floor, M J Tower, Plot No. 235/413, Rajpur Road, Dehradun, Uttarakhand - 248001
93	Ambala	Ambala	Haryana	1st & 2nd Floor, RR Complex, Above IDFC First Bank, Geeta Gopal Chauraha, Jagdhari Road, Ambala Cant., Haryana – 133 001
94	Rajnandgaon	Rajnandgaon	Chhattisgarh	1st Floor, Gyan Commercial Complex, Kaurinbhata Road, Besides Digvijay Stadium, Rajnandgaon, Chhattisgarh - 491 441
95	Shivpuri	Shivpuri	Madhya Pradesh	01st Floor, Guru Kripa Bhavan, Near Aadhar Finance, Gwalior Bypass Circle, Shivpuri, Madhya Pradesh - 473 551
96	Jabalpur	Jabalpur	Madhya Pradesh	2224/1, 3rd Floor, Regal Towers, Napier Town, Swami Dayanand Saraswati Ward, Jabalpur, Madhya Pradesh - 482001
97	Solapur	Solapur	Maharashtra	Office No. 83/D/1, CTS No. 8336/D/1, First Floor, H. R. Heights, Solapur Railway Lines, Solapur, Maharashtra – 413001
98	Varanasi	Varanasi	Uttar Pradesh	4th Floor, Kuber A.C Market, D 58/2, Unit No 20, 18, 17, Rathyatra Crossing, Varanasi - 221010, Uttar Pradesh
99	Yamuna Nagar	Yamuna Nagar	Haryana	1st Floor, SCO – 181 – 182, HUDA Mkt, Sector –17, Jagadhari, Yamuna Nagar, Haryana – 135 001
100	Dewas	Dewas	Madhya Pradesh	Ground Floor, Suryavanshi Building, 76, Tilak Nagar, Dewas, Madhya Pradesh - 455 001
101	Itarsi	Itarsi	Madhya Pradesh	18/1, 1st Floor, Keny Heights, Lane No. 11, Itarsi - 461111
102	Khargone	Khargone	Madhya Pradesh	GS – 204, 2nd Floor, Radha Vallabh Complex, Khargone, Madhya Pradesh – 451 001
103	Mandi	Mandi	Himachal Pradesh	02nd Floor, 366/7, Beside BSNL Office, Opp. Indra Market, Mandi, Himachal Pradesh – 175 001
104	Roorkee	Roorkee	Uttarakhand	01st Floor, Plot No. 173, BSM Chowk, NH73, Roorkee, Uttarakhand - 247 667
105	Valsad	Valsad	Gujarat	1st Floor, Mahadev Niwas, Opp. Doctor House, Halar Road, Valsad, Gujarat – 396 001
106	Ongole	Ongole	Andhra Pradesh	1st Floor, ARN Complex, 37-1-169, Kurnool road, Ongole, Prakasam District, Andhra Pradesh – 523 002

107	Palanpur	Palanpur	Gujarat	2nd Floor, Dev Darshan, Hall No 4 (Part), Plot No. 3, 4, 5, 10, 11, 12, Opp. Circuit House, Dist. Banaskantha, Palanpur, Gujarat – 385 001
108	Puducherry	Puducherry	Pondicherry	1st Floor, Bass Towers, Plot No. 14 & 15 ECR Road, Karuvadikuppam, Puducherry – 605 008
109	Warangal	Warangal	Andhra Pradesh	1-7-1423, 1st Floor SVA Plaza, Near HP Petrol Bunk, Balasamudram, Hanamkonda, Telangana, Andhra Pradesh – 506001
110	Coimbatore	Coimbatore	Tamilnadu	1st & 2nd Floor, 739, Avanashi Road, Coimbatore, Tamil Nadu - 641 018
111	Jaipur	Jaipur	Rajasthan	1st, 2nd & 3rd Floor, C-23, Ashok Marg, C-Scheme Jaipur, Rajasthan – 302 001
112	Vijayawada	Vijayawada	Andhra Pradesh	3rd Floor, 40-1-52C, MG road, Patamatalanka, Vijayawada, Andhra Pradesh – 520010
113	Guntur	Guntur	Andhra Pradesh	1st Floor, Nandini Plaza 14/1, Arundelpet, Guntur, Andhra Pradesh – 522001
114	Karimnagar	Karimnagar	Telangana	3-1-9,10, Y. V. Reddy Centre, CVRN Road, Opposite Veterinary Hospital, Karimnagar, Telangana - 505001
115	Jalgaon	Jalgaon	Maharashtra	2nd Floor, City Center, Office No. 1, 2, 3, 4, CTS2125/9, Jalgaon, Maharashtra - 425001
116	Chhindwara	Chhindwara	Madhya Pradesh	1st Floor, Block No. 54, Plot No. 5/68, 5/76, P.H. No. 22, B. No. 177, Ward No. 46, Jhulelal Ward VIP Road, Chhindwara, Madhya Pradesh - 480001
117	Jamshedpur	Jamshedpur	Jharkhand	2nd Floor, Dhiren Tower, Q Road, S. B. Shop Area, Bistupur, Jamshedpur - 831001
118	Alwar	Alwar	Rajasthan	2nd Floor, Ahana Tower, Near Jai Complex, Alwar, Rajasthan - 301801
119	Ranchi	Ranchi	Jharkhand	3rd Floor, Saluja Tower, Pepee Compound, Ranchi, Jharkhand - 834001
120	R-tech 15	Mumbai	Maharashtra	15th Floor, R-TECH PARK, Nirlon Complex, Off Western Express Highway, Goregaon(E), Mumbai-400063

121	Trichy	Trichy	Tamilnadu	1st Floor, Muthiah Tower, No. 1, Royal road, Cantonment, Trichy, Tamil Nadu - 620 001
122	Panvel	Panvel	Maharashtra	2nd Floor, Office No.- 202, 203, 204, 205, 206 & 215, Munoth Empress, F. P. 189, Opposite Panvel Bus Depot, Behind Dr. Babasaheb Ambedkar Statue, Panvel, New Mumbai – 410206
123	Mumbai OWC	Mumbai	Maharashtra	One World Center, Tower 1, 9th Floor, Jupiter Mills Compound, 841 Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013
124	Rajkot	Rajkot	Gujarat	Office No. 202, 2nd Floor, Yogi Complex, 150ft Ring Road, Nr Indira Circle, Rajkot, Gujarat 360005

**Senior Management Team**



**Strengths**

We believe that the following are our key strengths:

**Experienced management team**

We believe that our senior management and our talented and experienced professionals are and would continue to be the principal drivers of our growth and success in all of our businesses. Our senior management team is supported by professionals from varied backgrounds who bring significant expertise in their respective lines of business. We believe that the extensive experience and financial acumen of our management and professionals provide us with a distinct competitive advantage.

**Innovative solutions model**

Our focus on coverage and ability to provide innovative solutions enables us to establish long-term relationships with corporate and retail clients. Our business model is based on providing services where we employ dedicated relationship and product managers for each key business line. This enables us to create capabilities and expertise for each product and which we believe benefits customers in achieving their desired financial objectives.

**Controls, processes and risk management systems**

We believe that we have strong internal controls and risk management systems to assess and monitor risks across our various business lines. Our Board of Directors has appointed various committees including Finance Committee, Risk Management Committee and Audit Committee to monitor and manage risk at the standalone business level and at the consolidated company level. Our risk management department operates as an independent department with a dedicated centralized risk management team. All new lines of business and product launches follow a rigorous internal approval process that requires assessing risk, client suitability, understanding regulations and understanding regulatory and internal policy compliance prior to launch. We believe that we have effective procedures for evaluating and managing the market, credit and other relevant risks.

## Access to capital

We are required to maintain a CRAR as prescribed under Housing Finance Companies (NHB) Directions, 2010 issued by NHB and as amended from time to time. As per the Directions, currently we are required to maintain a minimum capital ratio consisting of Tier-I and Tier-II capital which shall not be less than-

- (i) 13% on or before March 31, 2020;
- (ii) 14% on or before March 31, 2021; and
- (iii) 15% on or before March 31, 2022 and thereafter

of its aggregate risk weighted assets and of risk adjusted value of off-balance sheet items. The Tier-I capital, at any point of time, shall not be less than 10%.

As a part of our governance policy, we ordinarily maintain capital adequacy higher than the statutorily prescribed CRAR. Our CRAR for various periods is as below:

CRAR as on	%
March 31, 2015	39.47%
March 31, 2016	12.38%
March 31, 2017	14.25%
March 31, 2018	16.80%
March 31, 2019	12.52%
March 31, 2020	18.05%
September 30, 2020	19.57%
December 31, 2020	20.17%
March 31, 2021	21.73%
June 30, 2021	18.72%
September 30, 2021	23.81%
December 31, 2021	24.41%
March 31, 2022	23.94%
June 30, 2022	23.81%
September 30, 2022	23.82%

The Company has been assigned the following ratings by various rating agencies as detailed below:

Credit Rating Agency	Instruments	Ratings	Outlook
India Ratings	<b>Non-Convertible Debentures</b>	<b>AAA</b>	<b>Stable</b>
	Principal Protected Market Linked Debentures	AAA emr	
	Sub-Debt	AAA	
	Commercial Paper	A1+	
	Fund based limits from Banks	AAA/A1+	
ICRA	<b>Non-Convertible Debentures</b>	<b>AAA</b>	<b>Stable</b>
	Sub-Debt	AAA	
	Commercial Paper	A1+	
	Fund based limits from Banks	AAA/A1+	

## Strategies

Leverage our technology advantage

We plan to continue investing in state of the art technology to significantly enhance our technical capabilities across our products and services offerings. We believe that we have the technological platform and information technology systems in place to support significant growth in customer base and lines of business. We believe that technology will enable us to respond effectively to the needs of our customers and meet competitive challenges.

### **Attract and retain talented professionals**

In financial services people are the most important asset, and it is their reputation, talent, integrity and dedication which contribute significantly to business success. We believe that the strong, team-based approach that exists within the organization will enable us to attract and retain employees. We have been successful in attracting key professionals from both Indian and foreign financial services organizations and intend to continue to seek out talent to further enhance and grow our business.

### **Risk Management**

The Company recognizes the importance of strong risk management and has taken steps to put in place a risk management system which includes monitoring, reporting and controlling of risks and relevant mitigation processes. The policies are reviewed on an ongoing basis.

The Company has adopted market risk management measures and policies that quantify market risk and put in place limits to minimize the impact of losses, if any, on earnings and equity capital.

The Risk Management Committee of the Board monitors the Company's risk management policies and procedures and reviews portfolio composition and the performance of the same.

The Company also faces and addresses risks from factors like increased competition, economic slowdown, challenge of retaining manpower, likely decline in asset quality, increase in operating costs, RBI provisioning policies, etc.

### **Our Employees**

The Company lays great emphasis and focus on recruitment and retention of its employees which is the most valuable asset for a service industry like ours. We mainly hire professionals from the financial services industry. Our entry level talent intake program injects young talent from top Business Schools across the country.

We are a 'talent-driven company' with people being our principal investment towards driving strategy, sustainability and success. With an emphasis on creating a winning culture, we identify and groom people who have the intrinsic desire to succeed. A robust Performance Management System helps in identification of high potential performers and ensuring adequate rewards along with career growth.

We strive to incubate and nurture an environment of equal opportunity, high growth and meritocracy through various systems and processes. A focus on learning ensures adequate training for all employees. We leverage the Birla ecosystem and internal opportunities of learning, development and mobility. Our internal communication processes and employee engagement initiatives ensure retention and long term engagement of our talent. We aspire to be an "employer of choice" in the times to come.

### **Competition**

We face competition in all our lines of businesses. Our primary competitors are other HFCs, public sector banks, private sector banks, co-operative banks and foreign banks.

In Capital Markets, we face competition from other HFC's and private sector banks. Their access to lower cost funds enables them to fund certain segments of the market at lower rates. People being the prime asset of any service oriented businesses, our ability to strengthen our existing businesses and establish new businesses largely depends on our ability to attract qualified and highly skilled workforce and motivate and retain the existing ones. Competition is also witnessed in the recruitment and retention of skilled and professional human resources.

In Mortgage Finance, our main competition stems from HFCs who have the capacity to finance long-term and have access to NHB finance. Our competition also stems from NBFCs and banks.

People being the prime asset of any service oriented businesses, our ability to strengthen our existing businesses and establish new businesses largely depends on our ability to attract qualified and highly skilled workforce and motivate and retain the existing ones. Competition is also witnessed in the recruitment and retention of skilled and professional human resources.

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

The following table presents the summary financial information of our Company for the period ended September 30, 2022, March 31, 2022, March 31, 2021 and March 31, 2020.

<b>As per Indian Accounting Standards (Ind AS)</b>		<b>(Currency : Rupees in lakh)</b>		
<b>Financial Summary</b>	<b>As on September 30, 2022</b>	<b>As on Mar 31, 2022</b>	<b>As on March 31, 2021</b>	<b>As on March 31, 2020</b>
<b>Balance Sheet</b>				
Net Fixed assets	2,124.87	1,453.44	1,263.91	1,441.42
Current assets				
Non-current assets				
<b>Total assets</b>	<b>12,98,309.94</b>	<b>12,59,070.10</b>	<b>12,37,578.17</b>	<b>13,16,149.28</b>
Non-Current Liabilities (including maturities of long-term borrowings and short-term borrowings) Financial (borrowings, trade payables, and other financial liabilities) Provisions Deferred tax liabilities (net) Other non-current liabilities	-	-	-	-
Current Liabilities (including maturities of long-term borrowings) Financial (borrowings, trade payables, and other financial liabilities) Provision Current tax liabilities (net) Other Current liabilities	-	-	-	-
Equity (equity and other equity)	1,84,012.63	1,72,099.08	1,51,915.29	1,38,286.25
<b>Total equity and liabilities</b>	<b>12,98,309.94</b>	<b>12,59,070.10</b>	<b>12,37,578.17</b>	<b>13,16,149.28</b>
<b>Profit and Loss</b>				
Total revenue From operations	65,657.59	1,21,515.72	1,28,055.74	1,29,961.42
Other income	103.08	108.60	435.28	156.23
<b>Total Expenses</b>	<b>51,025.94</b>	<b>96,299.20</b>	<b>1,10,853.17</b>	<b>1,16,498.82</b>



Total comprehensive income	11,913.55	20,183.80	13,629.04	9,464.67
Profit / loss	11,521.56	19,729.29	13,723.32	10,265.25
Other comprehensive income	391.99	454.51	-94.28	-800.58
Profit / loss after tax	11,521.56	19,729.29	13,723.32	10,265.25

Earnings per equity share				
Continuing operations (a) Basic	2.3	3.94	2.74	2.16
Continuing operations (b) Diluted	2.3	3.94	2.74	2.16
Discontinued operations (a) Basic	0	-	-	-
Discontinuing operations (b) Diluted	0	-	-	-
Total Continuing and discontinued operations	2.3	3.94	2.74	2.16

Cash Flow				
Net cash generated from operating activities	-28,080.52	4,508.91	54,252.25	-55,666.92
Net cash used in / generated from investing activities	-10,886.04	9,510.95	44,858.66	-53,789.26
Net cash used in financing activities	22,662.28	3,937.90	1,01,394.17	1,49,468.61
Cash and cash equivalents (Note 1)	55,695.10	37,737.34	40,020.60	8.17
Balance as per statement of cash flows (Note 2)	39,390.82	55,695.10	37,737.34	40,020.60

Additional information				
Net worth	1,84,012.63	1,72,099.08	1,51,915.29	1,38,286.25
Cash and Cash Equivalents	39,390.82	55,695.10	37,737.34	40,020.60
Current Investments	9,741.61	-	10,120.38	54,692.14
Assets Under Management	12,56,069.56	12,12,842.38	11,98,957.16	12,21,857.30
Off Balance Sheet Assets	88,776.29	94,294.28	71,093.55	91,507.66
Total Debts to Total assets	0.85	0.85	0.86	0.89
Debt Service Coverage Ratios*	NA to HFC	NA to HFC	NA to HFC	NA to HFC
Interest Income	63,456.33	1,18,567.54	1,23,451.45	1,24,343.78

Interest Expense	34,535.71	69,493.52	84,922.79	92,698.53
Interest service coverage ratio*	NA to HFC	NA to HFC	NA to HFC	NA to HFC
Provisioning & Write-offs	3,600.86	7,470.46	8,751.08	7,005.73
Bad debts to Account receivable ratio	NA to HFC	NA to HFC	NA to HFC	NA to HFC
Gross NPA (%)	3.60%	2.02%	1.83%	1.21%
Net NPA (%)	2.41%	1.34%	1.16%	0.83%
Tier I Capital Adequacy Ratio (%)	20.08%	19.44%	17.09%	14.74%
Tier II Capital Adequacy Ratio (%)	3.81%	4.50%	4.64%	3.31%

\*The ratios are not applicable to housing finance companies registered with RBI as per Reg 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Notes :-

Note 1 - Cash and cash equivalents is considered as Cash and cash equivalents as at the beginning of the year

Note 2:- Balance as per statement of cash flows is considered as Cash and cash equivalents as at the end of the year

**Debt Equity Ratio****(Rs. Crore except for ratio)**

<b>Particulars</b>	<b>Before the Issue (As on March 31, 2022 Audited)</b>	<b>After the Issue*</b>
<b>Total Debt</b>	<b>10,688</b>	<b>10,938</b>
Equity Share Capital	501	501
Other Equity	1,220	1,220
Less: Miscellaneous Expenditure (to the extent not written off or adjusted)	Nil	Nil
<b>Total Equity</b>	<b>1,721</b>	<b>1,721</b>
<b>Debt Equity Ratio</b>	<b>6.23</b>	<b>6.36</b>

**Note: - Please note that in the above table for March 31, 2022 for Debt Equity Ratio we have included accrued interest also in Total Debt.**

a) A brief history of the Issuer since its incorporation giving details of its following activities

i. Details of Share Capital of the Company as on September 30, 2022

Particulars	Aggregate Nominal Value (Amount in Rs.)
<b>Share Capital</b>	
<b>Authorised</b>	
1,00,00,00,000 Equity shares of Rs. 10 each	10,00,00,00,000
<b>Total</b>	10,00,00,00,000
<b>Issued, Subscribed and Paid Up</b>	
<b>50,11,97,682</b> Equity Shares of Rs. 10 each, fully paid up	<b>5,01,19,76,820</b>
<b>Total</b>	<b>5,01,19,76,820</b>

Notes to Capital Structure:

50,11,97,682 shares are held by the holding company i.e. Aditya Birla Capital Limited (ABCL) inclusive of 14 shares which are being held by the nominees of ABCL

ii. Changes in its capital structure as on last quarter end, for the last three years:-

Date of Change (AGM/EGM)	Rs.	Particulars
There were no changes in the Capital Structure of the Company during last three years		

iii) Equity Share Capital History of the Company as on last quarter end, for last three years

Date of Allotment	No of shares (In Crore)	Face value Rs	Issue price	Consideration (Cash other than cash etc)	Nature of Allotment	Cumulative			Remarks
						No of shares (In Crore)	Share capital (Rs. In Crore)	Share premium (Rs. In Crore)	
23 <sup>rd</sup> March, 2020	2.5641026	10	39	Cash	Rights Issue	50.12	501.20	238.64	Fully Paid

Changes in the Authorised Capital of Company as on September 30, 2022

Sr.No.	Date of Change (AGM/EGM)	Rs. crore	Alteration
1.	21 <sup>st</sup> October, 2014 EGM	100	Increase in the Authorised Capital from Rs. 12 Crore to Rs.100 Crore
2.	9 <sup>th</sup> July, 2015 EGM	300	Increase in Authorised Capital from Rs.100 Crore to Rs.300 Crore
3.	29 <sup>th</sup> February 2016 EGM	1000	Increase in authorized capital from 300 Crore to 1000 Crore

Changes in the subscribed capital of the Company as on **September 30, 2022**.

Date of the Issue	No. of Shares and Face Value	Issue Price – per Share (Rs.)	Nature of Allotment	Cumulative Capital (Rs.)
27 <sup>th</sup> July, 2009	20,50,000 of Rs. 10 each	10	Subscription of MOA	2,05,00,000
8 <sup>th</sup> May, 2013	80,00,000 shares of Rs.10 each	10	Preferential Issue	10,05,00,000
21 <sup>st</sup> October, 2014	4,00,00,000 shares of Rs. 10 each	10	Rights Issue	50,05,00,000
18 <sup>th</sup> June, 2015	4,99,50,000 shares of Rs.10 each	10	Rights Issue	100,00,00,000
31 <sup>st</sup> July, 2015	5,00,00,000 shares of Rs.10 each	10	Rights Issue	1,50,00,00,000
5 <sup>th</sup> November, 2015	2,50,00,000 shares of Rs.10 each	10	Rights Issue	1,75,00,00,000
29 <sup>th</sup> December, 2015	5,00,00,000 shares of Rs.10 each	10	Rights Issue	2,25,00,00,000
29 <sup>th</sup> March, 2016	1,42,50,000 shares of Rs. 10 each	10	Rights Issue	2,39,25,00,000
20 <sup>th</sup> April ,2016	2,63,00,000 shares of Rs.10 each	19	Rights Issue	2,65,55,00,000
30 <sup>th</sup> May,2016	2,50,00,000 shares of Rs.10 each	19	Rights Issue	2,90,55,00,000
29 <sup>th</sup> July, 2016	4,25,00,000 shares of Rs. 10 each	19	Rights Issue	3,33,05,00,000
29 <sup>th</sup> April 2017	1,80,00,000 shares of Rs. 10 each	28	Rights Issue	3,51,05,00,000
1 <sup>st</sup> August, 2017	2,27,27,000 shares of Rs. 10 each	44	Rights Issue	3,73,77,70,000
29 <sup>th</sup> September, 2017	2,00,00,000 shares of Rs. 10 each	50	Rights Issue	3,93,77,70,000
24 <sup>th</sup> January, 2018	1,87,92,679 shares of Rs. 10 each	53	Rights Issue	4,12,56,96,790
6 <sup>th</sup> June, 2018	27,272,727 share of Rs. 10 each	55	Rights Issue	4,39,84,24,060
25 <sup>th</sup> September, 2018	35,714,250 share of Rs. 10 each	56	Rights Issue	4,75,55,66,560
23 <sup>rd</sup> March, 2020	25,641,026 share of Rs. 10 each	39	Rights Issue	5,01,19,76,820

iv) **Acquisition or Amalgamation in the last 1 year**

There was no Acquisition or Amalgamation in the last 1 year. There was no Reorganization or Reconstruction in the last 1 year.

v) **Details of any Reorganization or Reconstruction in the last 1 year**

Type of Event	Date of Announcement	Date of Completion	Details
None			

vi) **Details of the shareholding of the Company as on the latest quarter end September 30, 2022**

i. **Shareholding pattern of the company as on September 30, 2022**

Sr. No.	Particulars	Total No. of Equity	No. of shares in Demat form	Total Shareholding as % of total no of equity shares
1.	Aditya Birla Capital Limited (ABCL)	50,11,97,668	50,11,97,668	100
2.	Mukesh Malik*	1	--	--
3.	Ajay Kakar*	1	--	--
4.	Pinky Mehta*	1	--	--
5.	A Dhananjaya*	1	--	--
6.	Amber Gupta*	1	--	--
7.	Subhro Bhaduri*	1	--	--
8.	Dinesh Jain*	1	-	--
9.	Gopal Pamnani*	1	--	--
10.	Satish Kumar Jethwani*	1	--	--
11.	Manoj Shah*	1	--	--
12.	Goverdhan Gupta*	1	--	--
13.	R C Sharma*	1	--	--
14.	Deepak Tripathi*	1	--	--
15.	Bhadresh Khichi*	1	-	-
	<b>Total</b>	<b>50,11,97,682</b>	<b>50,11,97,668</b>	<b>100</b>

\* Nominees of Aditya Birla Capital Ltd.

Notes:- None of the shares of the promoters have been pledged

**ii. List of top 10 holders of equity shares of the Company as on September 30, 2022**

Sr No.	Name of the Shareholder	Total No of Equity Shares	No. of shares in Demat form	Total Shareholding as % of total no of equity shares
1.	Aditya Birla Capital Limited (ABCL)	50,11,97,668	50,11,97,668	100
2.	Mukesh Malik*	1	--	--
3.	Ajay Kakar*	1	--	--
4.	Pinky Mehta*	1	--	--
5.	A Dhananjaya*	1	--	--
6.	Amber Gupta*	1	--	--
7.	Subhro Bhaduri*	1	--	--
8.	Dinesh Jain*	1	-	--
9.	Gopal Pamnani*	1	--	--
10.	Satish Kumar Jethwani*	1	--	--
11.	Manoj Shah*	1	--	--
12.	Goverdhan Gupta*	1	--	--
13.	R C Sharma*	1	--	--
14.	Deepak Tripathi*	1	--	--
15.	Bhadresh Khichi*	1	-	-

\* Nominees of Aditya Birla Capital Ltd.

**vii) Following details regarding the directors of the Company**

**i. Details of the Directors of the Issuer as on Date of this Document**

Directors Name, Designation & DIN	Age	Address	Directors of the Company since	Details of other Directorship	Whether willful Defaulter
Mr. Pankaj Gadgil MD & CEO DIN: 08521239	49	B2103, 21st Floor, Lake Lucerne, Lucerne (ABCD), Chandivali Lake, Adi Shankaracharya Marg, Powai, Mumbai - 400076	23/09/2022	None	No

Ms. Vishakha Mulye Non-Executive Director DIN: 00203578	53	A-303, Atria, Akruti Niharika Complex, Prof.N.S. Phadke Marg, Andheri East, Mumbai - 400069	13/10/2022	1. Aditya Birla Capital Limited (CEO) 2. Aditya Birla ARC Limited 3. Aditya Birla Health Insurance Company Limited 4. Aditya Birla Sun Life Insurance Company Limited 5. Aditya Birla Sun Life AMC Limited 6. Aditya Birla Management Corporation Private Limited 7. Aditya Birla Capital Foundation 8. Aditya Birla Finance Limited 9. NPCI International Payments Limited 10. Tuksai Agri Partners (Partner)	No
Mr. Rakesh Singh Non-Executive Director DIN – 07006067	54	C 3501, Lodha Bellissimo, Apollo Mill compound, N.M Joshi Marg, Mumbai - 400 011	08/10/2014	1. Narsee Monjee Institute of Management Studies 2. London Education Management Consultants Management 3. Aditya Birla Finance Limited	No
Anita Ramachandran Independent Director DIN 00118188	65	“A” wing, Raheja Atlantis Opp Nerolac HSE Ganpatrao Kadam Marg Lower Parel, Mumbai 400013	31/03/2015	1. Godrej & Boyce Manufacturing Co. Ltd 2. Kotak Mahindra Life Insurance Co. Ltd. 3. FSN Ecommerce Ventures Ltd. 4. Dignity Foundation (Trustee) 5. Cerebrus Consultants Private Ltd. 6. Grasim Industries Ltd. 7. Metropolis Healthcare Ltd. 8. Happiest Minds Technologies Ltd. 9. Nykaa Foundation 10. Ujjivan Small Finance Bank Ltd. 11. Blue Star Limited 12. Aragen Life Science Private Limited	No
Mr. V Chandrasekaran Independent Director DIN 03126243	63	Flat No. 2207, Veronica, Building No. 4, Vasant Oasis, Makhwana Road, Off Andheri Kurla Road, Andheri East, Mumbai - 400093	28/06/2018	1. Tamilnadu Newsprint & Papers Limited 2. Care Ratings Limited 3. Aditya Birla Renewables SPV 1 Ltd 4. Life Insurance Corporation (International) B S C Bahrain 5. TATA Investment Corporation Limited 6. Aseem Infrastructure Finance Limited 7. Waacox Energy Private Limited 8. Grasim Industries Limited	No

NOTE: Mr. Ajay Srinivasan, Non-Executive Non-Independent Director of the Company, resigned from his position w.e.f. July 25, 2022.

**None of the Directors are in the default list of RBI / ECGC and are not falling under the willful defaulter list**

None of the Directors' names are appearing in the CIBIL suit filed cases, except if any as under.

## ii. Board of Directors – Profile

### ➤ Mr. Pankaj Gadgil

Age: 49; Qualification: MBA from Savitribai Phule Pune University and holds a diploma in foreign trade from the Department of Economics.

Pankaj Gadgil is the Managing Director & CEO of Aditya Birla Housing Finance Limited (ABHFL). Pankaj is responsible for providing strategic direction to the housing finance company and building it to be a material player in the industry.

He is also a member of the Senior Management Team at Aditya Birla Capital and will be responsible for developing the digital platform for Aditya Birla Capital and developing strategy for its payments business.

Pankaj has diverse experience spanning over 25 years, having handled multiple roles in areas of banking and finance. Before joining Aditya Birla Capital, Pankaj worked for 19 years at ICICI Bank, in the areas of Retail Assets & Liabilities, Business Banking, SMEs, Payments, and large ecosystems. He is credited with several 'industry first' digital propositions, like InstaBIZ, Connected & API Banking, Trade Online, Eazypay & InstaOD etc. These digital propositions have won the bank several domestic and international awards, accredited by Asian Banker, Gartner Innovation, IBA, Business Today, etc.

### ➤ Ms. Vishakha Mulye

Age: 53; Qualification: Chartered Accountant

Vishakha Mulye is the Chief Executive Officer of Aditya Birla Capital Limited (ABCL), the holding company of all the financial services businesses of the Aditya Birla Group. Vishakha took lead of the company effective 1st July 2022. She is also a director on the board of Aditya Birla Management Corporation Private Limited, the apex decision-making body of the Aditya Birla Group.

Before joining the Aditya Birla Group, Vishakha, a career banker, was an Executive Director on the Board of ICICI Bank. In a career spanning thirty years, she has held many significant roles and led several strategic initiatives as a part of the ICICI Group, most recently as the head of domestic and international Wholesale Banking Group, Proprietary Trading Group, Markets Group and Transaction Banking Group at the Bank.

### ➤ Mr. Rakesh Singh

Age: 54 Years; Qualifications: Post-Graduation in International Relations from University of Lucknow, Advance Management Program from Harvard Business School & Executive Program in Business management from Indian Institute of Management, Calcutta

Mr. Rakesh Singh is the Chief Executive Officer of Aditya Birla Finance Limited since July 2011. He has 24 years of experience in the financial services industry cutting across both large Banking and Non-Banking financial institutions. He is also leading the wealth management business of ABFL.

Mr. Singh joined ABFL from Standard Chartered Bank where he spent 15 years, starting in Retail Assets (Mumbai and Kolkata) and moving on to become Head for Mortgages, India. His last assignment with Standard Chartered Bank was as General Manager & Head SME Banking, India.

### ➤ Anita Ramachandran

Age: 65; Qualification: MBA (Finance)

Ms. Anita is a graduate from the Jamnalal Bajaj Institute of management studies, Mumbai. She is a Management consultant with 40 years of experience across a wide spectrum of industries and is well known for her work in HR consulting. . Anita runs an independent HR advisory firm Cerebrus Consultants which has a significant presence across South Asia. She has been on the Board of several companies for the last 20 years.



➤ **Mr. V Chandrasekaran**

Age: 63; Qualification: Chartered Accountant.

Mr. Chandrasekaran is a qualified Chartered Accountant. He has worked for nearly 32 years in Finance and Investment functions of Life Insurance, Housing Finance and Mutual Fund in Life Insurance Corporation of India (LIC) with adequate exposure to a gamut of Investments and involved in Investment decision making processes, Investment Monitoring and Accounting. He had served LIC as Executive Director of Finance and Accounts, Investment monitoring and accounting, Investment operations, Investment, Risk management and Research.

iii. **Details of change in directors since last three years:**

Sr. No.	Name , Designation and DIN	Date of Appointment	Date of Cessation, if applicable	Date of resignation, if applicable	Remarks
1.	Mr. Pankaj Gadgil DIN: 08521239	23/09/2022	Not Applicable	NA	Appointed as Managing Director
2.	Ms. Vishakha Mulye DIN: 00203578	13/10/2022	21/10/2022	NA	Appointed as an Additional Director
3.	Ms. Vishakha Mulye DIN: 00203578	21/10/2022	Not Applicable	NA	Appointed as Director

viii) **Following details regarding the auditors of the Company**

i. **Details of Auditors of the Company (Statutory Auditors):-**

Name	Address	Auditor since
kkc & associates llp	Level 19, Sunshine Tower, Senapati Bapat Marg, Elphinstone Road, Mumbai 400013	August 02, 2021

ii. **Details of change in the Statutory Auditors since last three years:-**

Name	Address	Date of Appointment	Date of Cessation, if applicable	Date of resignation, if applicable
kkc & associates llp	Level 19, Sunshine Tower, Senapati Bapat Marg, Elphinstone Road, Mumbai 400013	August 02, 2021	Not applicable	Not applicable
Deloitte Haskins & Sells LLP	Indiabulls Finance Centre, Tower 3, 27th32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai 400 013	August 26, 2016	August 02, 2021 (Deloitte have completed their five year term)	Not applicable

Details of the following liabilities of the issuer, as at the end of the last quarter:

i. Details of Outstanding Secured Loan Facilities (as on September 30, 2022): (TL/CC/WCDL/ECB)

Name of Lender	Type of Facility	Amount Sanctioned (INR crore)	Principal Amount Outstanding (INR crore)	Repayment Date/ Schedule	Security
Bank of Baroda	Term Loan	200.00	200.00	Installment maturing on Jul 31, 2023	Secured by first ranking pari-passu charge over the receivables of the Company held by a common Security Trustee acting on behalf of all lenders unless specified
		108.35	108.35	Repayable in 18 quarterly installments commencing from Feb 28, 2022 and maturing on May 28, 2026	
Bank of India	Term Loan	250.00	250.00	Installment maturing on Sep 06, 2023	Same as above
		250.00	250.00	Maturing on Sep. 24, 2025	
		250.00	250.00	Two equal annual installments starting Dec 31, 2025 and maturing Dec 31 2026 from date of first drawdown	
Canara Bank	Term Loan	62.50	62.50	Maturing Sep. 6,2023 (erstwhile Syndicate Bank)	Same as above
		62.50	62.50	Maturing Sep. 6,2023 (erstwhile Syndicate Bank)	
		300.00	300.00	Two equal annual installments starting September 17, 2024 and maturing September 17, 2025 from date of first drawdown	
Federal Bank	Term Loan	300.00	300.00	At end of 2nd year from date of first drawdown Rs. 50 crore, At end of 3rd year Rs. 100 crore and at end of 4th year Rs. 150 crore i.e. final maturity December 30, 2024	Same as above
HDFC	Term Loan	210.00	210.00	Twenty quarterly installments starting June 5, 2021 up to March 5, 2026	Same as above
IndusInd Bank	Term Loan	200.00	200.00	Repayable in 4 semi annually installments on 42nd, 48th, 54th and 60th month from disbursement of each tranche	Same as above

Karnataka Bank	Term Loan	200.00	200.00	Half Yearly installments starting from Sep 30, 2023 and ending at Mar 30, 2027	Same as above
Punjab National Bank	Term Loan	250.00	250.00	Two Equal Annual Installments starting February 28, 2024 maturing on February 28, 2025	Same as above
		66.67	66.67	Annual installments till June 26, 2024	
		300.00	150.00	9 Equal Half-yearly Installments starting June 30, 2023 and maturing on June 27, 2027	
		175.00	175.00	Annual installments till Sep 27, 2024	
State Bank of India	Term Loan	340.00	340.00	Maturing on February 14, 2024	Same as above
		500.00	500.00	Two equal yearly Installments maturing on Feb 28, 2025	
The J&K Bank	Term Loan	100.00	100.00	Two Equal Annual Installments maturing on Nov 25, 2022	Same as above
		200.00	200.00	Bullet payment at the end of 60th month maturing on Dec 28, 2022	
UCO Bank	Term Loan	300.00	300.00	Two equal yearly installments of INR 150 crore starting July 19, 2023 and maturing July 19, 2024	Same as above
Union Bank of India	Term Loan	500.00	250.00	Repayable in 18 equal quarterly installments from December 31, 2023 to March 31, 2028	same as above
			250.00	Repayable in 18 equal quarterly installments from June 30, 2024 to Sep 30, 2028	
		149.89	149.89	Maturing on Jan 1, 2024	
		311.11	311.11	Nine equal half yearly installments starting September 24, 2022 and maturing September 24, 2026	
		500.00	500.00	two equal yearly installments starting May 22, 2023 and maturing May 22, 2024	
NHB Refinance Tranche I (Note 1)	Term Loan	71.83	71.83	Repayable in equal quarterly installments starting October 1, 2019 maturing July 1, 2025	Same as above
NHB Refinance Tranche II (Note 1)		69.59	69.59	Repayable in equal quarterly installments maturing October 1, 2024	
NHB Refinance Tranche III (Note 1)		300.50	300.50	Repayable in equal quarterly installments maturing April 01, 2029	
NHB Refinance Tranche IV (Note 1)		399.13	399.13	Repayable in equal quarterly installments maturing at July 01, 2028	
NHB Refinance Tranche V (Note 1)		324.46	324.46	Repayable in equal Quarterly installments matring at January 01, 2029	
NHB Refinance Tranche VI (Note 1)		201.48	201.48	Repayable in equal Quarterly installments maturing at October 01, 2031	

NHB Refinance Tranche VII (Note 1)		1,000.00	174.00	Repayable in equal Quarterly installments starting from January 01, 2023 and ending at July 01, 2032	
NHB Refinance Tranche VIII (Note 1)			174.00	Repayable in equal Quarterly installments starting from January 01, 2023 and ending at July 01, 2029	
<b>Total</b>	<b>Term Loan</b>	<b>8,453.02</b>	<b>7,651.02</b>		
State Bank of India Hong Kong	ECB Loan	354.45	354.45	Maturing on Oct 31, 2022	Same as above
<b>Total</b>	<b>ECB Loan</b>	<b>354.45</b>	<b>354.45</b>		
Bank of Baroda	CC/WCDL	100.00	-	Repayable on Demand	same as above
HDFC Bank	CC/WCDL	100.00	-	Repayable on Demand	
IndusInd Bank	CC/WCDL	300.00	-	Repayable on Demand	
Punjab National Bank	CC/WCDL	100.00	100.00	Repayable on Demand	
State Bank of India	CC/WCDL	500.00	350.00	Repayable on Demand	
UCO Bank	CC/WCDL	100.00	-	Repayable on Demand	
<b>Total</b>	<b>CC/WCDL</b>	<b>1,200.00</b>	<b>450.00</b>		

The security for the above borrowings is governed primarily by the security trustee agreement dated March 19, 2015 and as amended under supplemental security trustee agreement dated November 19, 2017 (herein referred to as “**Security Agreement**”) entered into between the Company and Vistra ITCL (India) Ltd (formerly known as IL& FS Trust Company Limited) (“**Security Trustee**”) along with the various lenders.

Under the supplemental Security Trustee Agreement security trustee agreement cum deed of hypothecation dated November 19, 2017, the Company is permitted to raise Rs. 15,000 crores. The security created under the Security Trustee Agreement is a hypothecation on the receivables of the Company, present and future, in favour of the Security Trustee, to be held in trust for the benefit of the Lenders.

The security created or to be created under the Security Trustee Agreement is a continuing security ranking *pari passu inter se* without any preference or priority to one Lender over the others and shall remain in full force and effect until all amounts outstanding to the Lenders are discharged.

**ii. Details of Outstanding Unsecured Loan Facilities as on September 30, 2022: -**

Name of Lender	Type of Facility	Amount Sanctioned (INR crore)	Principal Amount Outstanding (INR crore)	Repayment Date	Repayment schedule
NA					

**iii. Details of Outstanding Non-Convertible Securities as on September 30, 2022:**

Series of NCS	Tenor / Period of Maturity		Amount	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured / unsecured	Security
ABHFL NCD A1 - FY 2015-16	3650	8.9500% p.a.	20.00	22-Mar-2016	20-Mar-2026	IND RA AAA & ICRA AAA Stable	Secured	The Secured Non Convertible Debentures are Secured by first ranking pari-passu charge over the receivables of the Company held by a common Debenture Trustee acting on behalf of all lenders and as per Debenture Trust Deed dated September 21, 2015

ABHF L NCD K1 FY 2019- 2020	1096	(1st Coupon: 5.26% + 250 bps = 7.76% Benchmark 12 Month T-Bill + 250 bps spread Reset on yearly basis with fixed spread of 250 bps)	25.00	17-Feb-2020	17-Feb-2023	IND RA AAA & ICRA AAA Stable	Secured	Same as above
ABHF L NCD A1 FY 2020- 2021	1125	8.0000% p.a.	400.00	17-Apr-2020	17-May- 2023	IND RA AAA & ICRA AAA Stable	Secured	Same as above
ABHF L NCD F1 FY 2020- 2021	1092	6.0500% p.a.	50.00	11-Sep-2020	8-Sep-2023	IND RA AAA & ICRA AAA Stable	Secured	Same as above
ABHF L NCD L1 FY 2020- 2021	1093	Coupon rate of 5.99% p.a. The Initial fixing for first Coupon is set as the average rate of 3Month T-bill (FBIL Benchmark) from date February 25, 2021 to March 10, 2021 i.e. 3.24% plus 275 bps (spread) to arrive at a Initial coupon rate of 5.99%  (275 bps spread over Benchmark), Benchmark to be Reset on quarterly basis. Coupon payable annually and on maturity	250.00	18-Mar- 2021	15-Mar- 2024	IND RA AAA & ICRA AAA Stable	Secured	Same as above

ABHF L NCD D1 FY 2021- 22	365	3 Month T-bill (FBIL Benchmark) yield shall be taken as Average closing yield of previous 10 working days (rounding to 2 decimal), Quarterly reset of Coupon maintaining spread of 156bps over Benchmark - The Initial fixing for first Coupon is set as the average rate of 3 Month T-bill (FBIL Benchmark) from date June24, 2021 to July 7, 2021 i.e. 3.41% plus 156 bps (spread) to arrive at a Initial Coupon rate of 4.97% p.a.	250.00	16-Jul-2021	16-Jul-2024	IND RA AAA & ICRA AAA Stable	Secured	Same as above
ABHF L NCD J1 FY 2021- 2022	1824	6.7000%	250.00	24-Jan-2022	22-Jan-2027	IND RA AAA & ICRA AAA Stable	Secured	
ABHF L NCD L1 FY 2021- 2022	1096	3 Month T-bill (FBIL Benchmark) yield shall be taken as Average closing yield of previous 10 working days (rounding to 2 decimal) before the Coupon Reset date (data source	340.00	21-Mar-2022	21-Mar-2025	IND RA AAA & ICRA AAA Stable	Secured	

		would be FBIL). Quarterly reset of Coupon maintaining spread of 181 bps over Benchmark The Initial fixing for first Coupon is set as the average rate of 3Month T-bill (FBIL Benchmark) from date February 24, 2022 to March 10, 2022 i.e. 3.76% plus 181 bps (spread) to arrive at a Initial Coupon rate of 5.57% p.a.						
<b>Total</b>			<b>1,585.00</b>					
ABHF L Sub Debt Series 'SD1' FY 2016-17	3651	9.1000% p.a.	15.00	4-Jul-2016	3-Jul-2026	IND RA AAA & ICRA AAA Stable	Un-secured	NA
ABHF L Sub Debt Series 'SD2' FY 2016-17	3652	9.1000% p.a.	10.00	7-Jul-2016	7-Jul-2026	IND RA AAA & ICRA AAA Stable	Un-secured	NA
ABHF L Sub Debt Series 'SD3' FY 2016-17	3652	9.1000% p.a.	15.00	13-Jul-2016	13-Jul-2026	IND RA AAA & ICRA AAA Stable	Un-secured	NA
ABHF L Sub Debt Series	3650	8.9900% p.a.	25.00	26-Jul-2016	24-Jul-2026	IND RA AAA &	Un-secured	NA



'SD4' FY 2016- 17						ICRA AAA Stabl e		
ABHF L Sub Debt Series 'SD B1' FY 2017- 18	3649	8.5000% p.a.	60.00	17-May- 2017	14-May- 2027	IND RA AAA & ICRA AAA Stabl e	Un- secured	NA
ABHF L Sub Debt Series 'SD C1' FY 2017- 18	3652	8.5000% p.a.	75.00	1-Jun-2017	1-Jun-2027	IND RA AAA & ICRA AAA Stabl e	Un- secured	NA
ABHF L Sub Debt Series 'SD C1' FY 2019- 20	3651	8.9400% p.a.	50.00	10-Jun-2019	8-Jun-2029	IND RA AAA & ICRA AAA Stabl e	Un- secured	NA
ABHF L Sub Debt Series 'SD J1' FY 2020- 21	3652	7.4300% p.a.	75.00	15-Jan-2021	15-Jan-2031	IND RA AAA & ICRA AAA Stabl e	Un- secured	NA
<b>Total</b>			<b>325.00</b>					

iv) List of top 10 debenture holders (as on September 30, 2022) (in cumulative basis) :

Sr. No	Name of holders of Non-convertible Securities	Amt INR Crs	% of total NCS outstanding
1	ICICI PRU MF	490.00	26%
2	BANK OF INDIA	350.00	18%
3	Aditya Birla Sun Life Mutual Fund	250.00	13%
4	State Bank of India	250.00	13%
5	CENTRAL BANK OF INDIA	100.00	5%
6	KOTAK MF	100.00	5%
7	United India Insurance Company Limited	50.00	3%
8	The Provident Fund Trust For The Employees Of Indian Oil Corporation Ltd (MD)	35.00	2%
9	United India Insurance Company Limited Employees Provident Fund	35.00	2%
10	SITARAM JINDAL FOUNDATION	33.00	2%
<b>Total</b>		<b>1,693.00</b>	<b>89%</b>

v) Details of outstanding Commercial Paper as on September 30, 2022

S. No.	ISIN of Commercial Paper	Maturity Date	Amount Outstanding Amt in (INR crore)
1	INE831R14CI6	9-Nov-22	200.00
2	INE831R14CJ4	28-Oct-22	100.00
3	INE831R14CJ4	28-Oct-22	50.00
<b>Total</b>			<b>350.00</b>

vi) Details of the Rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares)

Name of Party ( in case of facility)/ Name of Instrument	Type of facility/ Instrument	Amount sanctioned / issued	Principal Amount outstanding	Date of Repayment/ Schedule	Credit Rating	Secured/ Unsecured	Security
NA							

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

## Disclosures on Asset Liability Management (ALM) as on March 31, 2022:

### Details of overall lending by our Company as of March 31, 2022

#### 1. Classification of loans/advances given to according to:

##### A. Type of loans:

The detailed break-up of the type of loans and advances including bills receivables given by our Company as on March 31, 2022 is as follows:

S. No.	Type of Loans	(₹ in lakhs)
1.	Secured	12,12,083.82
2.	Unsecured	758.56
	Less: Impairment Loss Allowance	(23,296.30)
	<b>Total</b>	<b>11,89,546.08</b>

##### B. Sectoral Exposure as on March 31, 2022

S. No	Segment-wise Break up of AUM	Percentage of AUM
<b>1.</b>	<b>Retail</b>	
a.	Mortgages (home loans and loans against property)	<b>93.93%</b>
b.	Gold loans	
c.	Vehicle finance	
d.	MFI	
e.	M&SME	
f.	Capital market funding (loans against shares, margin funding)	
g.	Others	
<b>2.</b>	<b>Wholesale</b>	
a.	Infrastructure	
b.	Real estate (including builder loans)	
c.	Promoter funding	
d.	Any other sector (as applicable)	
e.	Others (Construction Finance)	<b>6.07%</b>
	<b>Total</b>	<b>100%</b>

##### C. Denomination of loans outstanding by ticket size\* as on March 31, 2022:

Sl. No.	Ticket size (in ₹)	Percentage of AUM
1.	Upto 2 Lakhs	0.04%
2.	2 to 5 Lakhs	0.77%
3.	5 to 10 Lakhs	6.24%
4.	10 to 25 Lakhs	29.72%
5.	25 to 50 Lakhs	19.55%
6.	50 lakh-1 Crores	12.25%
7.	1 - 5 Crores	19.76%
8.	5 - 25 Crores	10.42%
9.	25 - 100 Crores	1.26%
10.	Above 100 Crores	0%
	<b>Total</b>	<b>100%</b>

\*Ticket size at the time of origination (sanction)

##### D. Denomination of loans outstanding by LTV\* as on March 31, 2022

Sl. No.	LTV*	Percentage of AUM
1.	Upto 40%	21%
2.	40%-50%	11%
3.	50%-60%	14%
4.	60%-70%	19%
5.	70%-80%	19%
6.	80%-90%	11%
7.	Above 90%	5%
	<b>Total</b>	<b>100%</b>

\*LTV as at March 31, 2022

**E. Geographical classification of borrowers as on March 31, 2022:**

S. No.	Top 5 States / UT	Percentage of AUM
1.	Maharashtra	29.29%
2.	Delhi	13.62%
3.	Gujarat	9.04%
4.	Andhra Pradesh	8.12%
5.	Madhya Pradesh	6.96%
	<b>Total</b>	<b>67.03%</b>

**F. Details of loans overdue and classified as non-performing in accordance with RBI's guidelines as on March 31, 2022:****1. Movement of Gross NPAs**

Sl. No.	Particulars	(₹ in lakhs)
1.	Opening balance	35,197.81
2.	Additions during the year	16,214.23
3.	Reductions during the year	9,116.33
4.	Closing balance	42,295.71

**2. Movement of provisions for NPAs (excluding provisions on standard assets)**

Sl. No.	Particulars	(₹ in lakhs)
1.	Opening balance	9,150.55
2.	Provisions made during the year	5,231.99
3.	Write-off / write-back of excess provisions	3,965.92
4.	Closing balance	10,416.62

**G. Segment-wise gross NPA as on March 31, 2022:**

S. No	Segment-wise gross NPA	Gross NPA (%)
<b>1.</b>	<b>Retail</b>	<b>2.01%</b>
a.	Mortgages (home loans and loans against property)	
b.	Gold loans	
c.	Vehicle finance	
d.	MFI	
e.	M&SME	
f.	Capital market funding (loans against shares, margin funding)	
g.	Others	
<b>2.</b>	<b>Wholesale</b>	<b>0.006%</b>
a.	Infrastructure	
b.	Real estate (including builder loans)	
c.	Promoter funding	
d.	Any other sector (as applicable)	
e.	Others	<b>0.006%</b>
	<b>Total</b>	<b>2.02%</b>

H.

1. Details of top 20 borrowers with respect to concentration of advances as on March 31, 2022 (₹ in lakhs)

Particulars	Amount
Total advances to twenty largest borrowers	43,002.64
Percentage of advances to twenty largest borrowers to total advances to our Company	3.55%

2. Details of top 20 borrowers with respect to concentration of exposure as on March 31, 2022 (₹ in lakhs)

Particulars	Amount
Total exposure to twenty largest borrowers	54,835.53
Percentage of exposure to twenty largest borrowers to total exposure to our Company	4.20%

3. Residual/Asset Liability Management Maturity pattern of certain items of Assets and Liabilities as on March 31, 2022 (₹ in lakhs)

Particulars	Up to 30/31 days	Over 1 month up to 2 months	Over 2 months up to 3 months	Over 3 months up to 6 months	Over 6 months up to 1 year	Over 1 year months up to 3 years	Over 3 year months up to 5 years	Over 5 years	Total
Deposits	-	-	-	-	-	-	-	-	-
Advances**	14,911.07	3,899.12	3,248.70	10,128.52	36,675.57	2,44,733.28	1,01,689.14	7,74,260.69	11,89,546.09
Investments (Net)	-	-	-	-	-	-	-	-	-
Borrowings*	52,477.24	6,836.96	34,835.49	19,230.28	61,047.98	6,03,217.05	1,75,746.62	80,238.60	10,33,630.22
Foreign Currency Assets	-	-	-	-	-	-	-	-	-
Foreign Currency liabilities	-	-	-	-	37,894.74	-	-	-	37,894.74

\* The above amount is net of unamortized discounting charges on commercial paper amounting to Rs. 21.66 lakh.

\*\* Advances includes loan and advances in the nature of loans and excludes advances recoverable in cash or kind or for value to be received and advance payment of taxes and other Deposits.

2. Others

a. Classification of loans/advances given to associates, entities/person relating to the board, senior management, promoters, others, etc.: As is being disclosed currently

**Our Company has not provided any loans/advances to associates, entities/person relating to the board, senior management, Promoter except as provided in the notes to financial statements ("Related Party Transaction") in the Annual report of the Company.**

**Onward lending to borrowers forming part of the "Group" as defined by RBI: Nil**

b. Lending policy:

ABHFL's risk philosophy involves a competent and comprehensive credit risk management framework & robust policies and processes which minimize the element of uncertainty and help in developing and maintaining a healthy portfolio within its risk appetite and the regulatory framework. Credit Risk is managed and controlled through a Credit Risk Management framework comprising detailed risk evaluation of borrower and security. Distinct policies and processes are in place and people who occupy key positions are professionally qualified (CA/MBA). For each product, programs defining customer segments, underwriting standards, security structures, etc. are specified to ensure consistency of credit patterns. All the cases are approved by Credit Committees formulated at different levels with various approval limits. After sanctioning the loan, regular monitoring of the accounts is also done to sight irregularities if any and where required prompt action is initiated.

As Credit Risk is one of the major risk faced by a Company, the policies and processes are reviewed periodically and, if need be, is revised in order to keep them up-to-date. Keeping in view the fast changing business environment and customer requirements, ABHFL has also put in place a suitable mechanism to understand the business needs of the customer and address them swiftly. Accordingly, the Product Approval Committee (PAC) considers and approves new products for pilot runs and formal launch. This committee also reviews all existing products, whenever required, and approve any modifications in or variants of existing products. ABHFL has developed expertise to underwrite all kinds of customer segments (Salaries, self-employed professionals, self-employed non-professionals) and our underwriting guidelines are benchmarked to the market and adequate internal controls are put in place to maintain the quality of loans being approved. The credit appraisal process involves an in-depth study of the industry, financial, commercial, technical and managerial aspects of the borrower as warranted by the Product Program and the latest Credit assessment and decision-making process.

While ABHFL has been making efforts towards introducing risk management practices on an on-going basis, the credit policy would emphasize on initiating a paradigm transition towards a completely integrated risk management system in tune with the New Capital Adequacy Framework Establishment of Credit Culture. ABHFL's credit risk management strategy is based on a clear understanding of various risks, disciplined risk assessment and measurement procedures and continuous monitoring. The policies and procedures established for this purpose are continuously benchmarked with market best practices. The RMC nurtures a healthy and independent risk management function to inculcate a strong risk management culture in the Company.

### **Security / Further Borrowings**

The Secured, Redeemable Non-Convertible Debentures including payment of all interest, liquidated damages, remuneration of the Debenture Trustee and all other fees, costs, charges, expenses and other monies payable are secured by way of creation of pari-passu charge by way of hypothecation: -

1. On all current and future Receivables s. of the Company and all monies and receivables thereunder, such present and future current assets of the Company from time to time accepted by the Debenture Trustee, save and except those receivable(s) and assets of the Company, both present and future on which exclusive charge has been created to secure the Excluded Borrowings or any part thereof.
2. Securities held by the Company (such as NCDs, CPs, PSU bonds etc.)

ABHFL shall be entitled, from time to time, to make further issue of Debentures or such other instrument to the Public, members of the Company or to any other person(s) and/or raise further loans/advances and/or avail of further financial and/or guarantee(s) facilities from Indian or International Financial Institutions, Banks and/or any other person(s) on the security of the said properties or any part thereof and/ or such other assets and properties and having such ranking including ranking in priority to the security to be created in favour of the Trustees as may be decided by the Company from time to time.

The Company shall not create further Encumbrances on the Security without the consent of the Debenture Trustee. The Company shall provide, as and when required, a CA certificate to the Debenture Trustee confirming that the Required Security Cover for the outstanding Debenture is maintained.

The Debenture Trust Deed between the Debenture Trustee and the Company for Non-convertible Debentures aggregating to Rs. 2,000 crore to be issued from time to time in one or more series was executed on **June 25, 2021**

## Existing charges on debt contracted and permission to deal with assets charged

The following assets are charged in favour of Vistra ITCL (India) Limited (formerly IL&FS Trust Company Limited), in the capacity of Debenture Trustee for various secured lenders, vide Debenture Trust Deed dated September 21, 2015.

- a) All receivables of the Borrower arising out of its business,
- b) All other book debts,
- c) Receivables from senior and junior pass through certificates in which the Borrower has invested,
- d) Such other current Assets as may be identified by the Borrower from time to time and accepted by the Security Trustee, but exclude any specific receivables in respect of which lien (undertaking to create charge) or a mortgage or charge or other Encumbrance has been created to secure borrowings of any nature whatsoever, including in case of the issues of debentures, inter-corporate deposits term loans, working capital demand loans, cash credit and other fund based and non-fund based credit facility/(ies) availed by the Borrower.

“Receivables” shall mean to include:

- a) All receivables of the Borrower arising out of its business,
- b) All other book debts,
- c) Receivables from senior and junior pass through certificates in which the Borrower has invested,
- d) Such other current Assets as may be identified by the Borrower from time to time and accepted by the Security Trustee, but exclude any specific receivables in respect of which lien (undertaking to create charge) or a mortgage or charge or other encumbrance has been created to secure borrowings of any nature whatsoever, including in case of the issues of debentures, inter-corporate deposits term loans, working capital demand loans, cash credit and other fund based and non-fund based credit facility/(ies) availed by the Borrower;

As per the Debenture Trust Deed dated **September 21, 2015**, the Company has the right to deal with the Current Assets including the right to create further first pari-passu charge on the Current Assets, so long as the Asset Cover is maintained.

1. The following assets are charged in favour of **Vistra ITCL (India) Limited (formerly IL&FS Trust Company Limited)** in its capacity as Debenture Trustee with respect to issue of Non-convertible Debentures of Rs 2,000 crore by the Company vide Debenture Trust Deed dated **September 21, 2015**.
2. First charge over Immovable Property - Office No.307 admeasuring about 1800 sq.ft. i.e.167.23 sq.mtrs. [Carpet area] on Third Floor in the Scheme known as “TURQUOISE” along with right to use undivided common amenities of the said building and undivided proportionate land admeasuring 50 sq. mts. constructed on the land of (1) Final Plot No. 680/1 admeasuring 3949 sq.mts. and (2) Final Plot No. 680/2 admeasuring 1068 sq.mts. Totally admeasuring 5017 sq.mts. Of Town Planning Scheme No. 3/5 situate, lying and being at Mouje Chhadavad, Taluka :-Sabarmati in the Registration District & Sub-District of Ahmedabad-3 (Memnagar).
  - i. First pari passu charge over following Movable Assets-
    - a. Receivables arising from unsecured loans / receivable on bill / LC discounting, trade advances given by the Company.
    - b. Securities held by the Company (such as NCDs, CPs, PSU bonds etc.)
    - c. Such other assets which the Company may add from time to time.

To the extent of a shortfall in asset cover charge, then on the other Current Assets of the Company by way of first pari passu charge in favour of the Debenture Trustee.

**Current Assets defined as:**

- a. All receivables of the Company arising out of loan, lease and hire purchase transactions
- b. All other book debts
- c. Such other current assets as may be identified by the Company from time to time and accepted by the Debenture Trustee.

As per the Debenture Trust Deeds dated September 21, 2015 and June 25, 2021 the Company shall be entitled to borrow / raise loans or avail of financial assistance in whatever form and also issue debentures / bonds / other securities in any manner having *pari passu* ranking / second charge and, on such terms and conditions as the Company may think appropriate, without the consent of, or intimation to, the Debenture Holders or the Debenture Trustee in this connection provided that the Required Security Cover is always maintained.

The Company undertakes that the assets on which charge is created are free from any encumbrances and in cases where the assets are already charged to secure a debt, the permission or consent to create a second or *pari-passu* charge if required on the assets of the issuer has been obtained from the earlier creditor

**ABHFL shall be entitled, from time to time, to make further issue of Secured Debentures or such other instrument to the Public, members of the Company or to any other person(s) and/or raise further loans/advances and/or avail of further financial and/or guarantee(s) facilities from Indian or International Financial Institutions, Banks and/or any other person(s) on the security of the said properties or any part thereof and/ or such other assets and properties and having such ranking including ranking in priority to the security to be created in favour of the Trustees as may be decided by the Company from time to time.**

**The Debenture Trust Deed between the Debenture Trustee and the Company for Secured Non-convertible Debentures ("Secured Ncds") aggregating to Rs. 2,000 crore to be issued from time to time in one or more series was executed on June 25, 2021.**



## Details of Promoters of the Company

Our Promoter was originally incorporated on October 15, 2007 under the Companies Act, 1956 as 'Aditya Birla Financial Services Private Limited' with the Registrar of Companies, Maharashtra at Mumbai. The registered office of the Company was changed from the from the state of Maharashtra to the State of Gujarat i.e. under the jurisdiction of the Registrar of Companies, Ahmedabad, Gujarat with effect from December 15, 2019. The Promoter was converted from a private limited company to a public limited company and thereafter the name of the Promoter was changed from 'Aditya Birla Financial Services Private Limited' to 'Aditya Birla Financial Services Limited' with effect from December 04, 2014. The name of our Promoter was further changed to its present name 'Aditya Birla Capital Limited' and a fresh certificate of incorporation was issued by the Registrar of Companies, Ahmedabad on June 21, 2017.

The Promoter has been registered with the RBI as a Non-Banking Finance Company- Non-Deposit taking- Systemically Important Core Investment Company (CIC-ND-SI) vide a certificate of registration dated October 16, 2015. As per this certificate of registration, our Company has been permitted to carry on the business of CIC-ND-SI and has to abide by all the instructions by the RBI on CIC-ND-SI as collated in Master Direction – Core Investment Companies (Reserve Bank) Directions, 2016 vide circular no. DNBR.PD.003/03.10.119/2016-17 dated August 25, 2016 and the instructions issued thereafter. Under this certificate of registration, RBI has provided the following disclaimer:

- (a) Reserve Bank of India 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 discharge of liability by the Company.
- (b) Neither is there any provision in law to keep, nor does the Company keep any part of the deposits with the Reserve Bank and by issuing the certificate of registration to the Company, the Reserve Bank neither accepts any responsibility nor guarantee for the payment of the deposit amount to any depositor.

The Board of Directors of the Company at its Meeting held on August 11, 2016 approved a Composite Scheme of Arrangement between (erstwhile) Aditya Birla Nuvo Limited ("ABNL"), Grasim Industries Limited ("Grasim") and Aditya Birla Capital Limited (Formerly known as Aditya Birla Financial Services Limited) and their respective Shareholders and Creditors ("the Composite Scheme"). The Hon'ble National Company Law Tribunal, Bench at Ahmedabad sanctioned the Composite Scheme on June 01, 2017 and the certified true copy of the Scheme as received on June 07, 2017 was filed with the Registrar of Companies (ROC) on July 04, 2017, being the effective date. The Demerger Committee of Aditya Birla Capital Limited fixed July 20, 2017 as the record date for allotment of Equity Shares as per the Share Entitlement ratio pursuant to the Composite Scheme. The Equity Shares of Aditya Birla Capital Limited was allotted to each eligible Shareholder of Grasim Industries Limited, whose names were recorded in the register of Members of Grasim as on the record date i.e. July 20, 2017 was made on August 14, 2017, as per the Share Entitlement ratio pursuant to the Composite Scheme.

The Equity Shares of our Promoter are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (BSE and NSE shall together be collectively hereinafter referred to as "the Indian Stock Exchanges") and were admitted to trading on the Indian Stock Exchanges with effect from September 01, 2017. The Global Depository Shares ("GDSs") issued pursuant to the Composite Scheme were listed on the official list of the Luxembourg Stock Exchange ("LSE") and admitted to trading on the Euro MTF market of LSE with effect from October 11, 2017.

Our Promoter is the holding company of various companies having presence across several business sectors including NBFC, asset management, life insurance, health insurance and wellness, housing finance, private equity, general insurance broking, wealth management, broking, online personal finance management, pension fund management and Asset Reconstruction Company.

We confirm that the Permanent Account Number and Bank Account Number of the Promoter and Permanent Account Number of the Directors have been submitted to the stock exchanges on which the non-convertible securities are proposed to be listed, at the time of filing the draft offer document.

### Details of Promoter Holding in the Company as on September 30, 2022

Sr. No.	Name of the shareholders	Total No of Equity	No. of shares in Demat form	Total shareholding as % of total no of equity shares	No of shares pledged	% of shares pledged with respect to shares owned
1	Aditya Birla Capital Limited (ABCL)	50,11,97,682	50,11,97,668	100	Nil	Nil
	<b>Total</b>	<b>*50,11,97,682</b>	<b>50,11,97,668</b>	<b>100</b>		

\*50,11,97,682 shares are held by the holding company i.e. Aditya Birla Capital Limited (ABCL) inclusive of 14 shares which are being held by the nominees of ABCL.

- i) & j) Columnar Representation of Audited Consolidated (wherever available) and Standalone dire ( like Profit & Loss statement, Balance Sheet and Cash Flow statement) for at least last three years and Latest Audited / Limited Review Half Yearly and auditor qualifications , if any.

**Aditya Birla Housing Finance Limited**  
**Balance sheet**

(Currency : Rupees in lakh)

Particulars	As at	As at	As at	As at
	September 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020
	Limited Review	Audited	Audited	Audited
<b>ASSETS</b>				
<b>(1) FINANCIAL ASSETS</b>				
(a) Cash and cash equivalents	39,390.82	55,695.10	37,737.34	40,020.60
(b) Derivative financial instruments	4,810.13	1,420.03	-	1,070.50
(c) Receivables				
(I) Trade receivables	1,333.83	1,224.70	250.45	213.77
(II) Other receivables	186.62	53.56	187.40	100.99
(d) Loans	12,29,647.08	11,89,546.08	11,80,262.71	12,11,209.09
(e) Investments	9,741.61	-	10,120.38	54,692.14
(f) Other financial assets	655.61	306.29	1,013.37	480.80
	<b>12,85,765.70</b>	<b>12,48,245.76</b>	<b>12,29,571.65</b>	<b>13,07,787.89</b>
<b>(2) NON- FINANCIAL ASSETS</b>				
(a) Current tax assets (Net)	255.10	232.75	156.86	1,257.04
(b) Deferred tax assets (Net)	6,099.87	5,372.56	3,931.01	2,232.68
(c) Property, plant and equipment	1,165.50	830.69	658.84	903.29
(d) Right to use assets	2,300.36	1,921.43	1,493.32	2,288.82
(e) Intangible assets under development	285.41	61.42	119.55	28.02
(f) Other intangible assets	673.96	561.33	485.52	510.11
(g) Other non-financial assets	1,764.04	1,844.16	1,161.42	1,141.43
	<b>12,544.24</b>	<b>10,824.34</b>	<b>8,006.52</b>	<b>8,361.39</b>
<b>TOTAL ASSETS</b>	<b>12,98,309.94</b>	<b>12,59,070.10</b>	<b>12,37,578.17</b>	<b>13,16,149.28</b>
<b>LIABILITIES AND EQUITY</b>				
<b>LIABILITIES</b>				
<b>(1) FINANCIAL LIABILITIES</b>				
(a) Payables				
Trade payables				
(i) total outstanding dues of micro enterprises and small enterprises	20.04	49.22	28.70	69.55
(ii) total outstanding dues of creditors other than micro enterprises and small	2,733.58	2,776.70	3,412.38	2,621.35
(b) Derivative financial instruments	-	-	306.73	
(c) Debt securities	1,98,512.91	2,19,114.54	1,73,428.50	1,91,000.88
(d) Borrowings other than debt securities	8,66,623.86	8,18,218.60	8,61,134.24	9,49,081.79
(e) Subordinated liabilities	33,386.68	34,191.81	34,199.24	26,608.02
(f) Lease Liability	2,289.98	2,019.30	1,584.65	2,602.12
(g) Other financial liabilities	8,580.74	8,953.04	10,386.88	3,756.91
	<b>11,12,147.79</b>	<b>10,85,323.21</b>	<b>10,84,481.32</b>	<b>11,75,740.62</b>
<b>(2) NON- FINANCIAL LIABILITIES</b>				
(a) Current tax liabilities (Net)	555.05	11.11	68.94	-
(b) Provisions	943.72	948.44	823.43	779.79
(c) Other non-financial liabilities	650.75	688.26	289.19	1,342.62
	<b>2,149.52</b>	<b>1,647.81</b>	<b>1,181.56</b>	<b>2,122.41</b>
<b>TOTAL LIABILITIES</b>	<b>11,14,297.31</b>	<b>10,86,971.02</b>	<b>10,85,662.88</b>	<b>11,77,863.03</b>
<b>(3) EQUITY</b>				
(a) Equity share capital	50,119.77	50,119.77	50,119.77	50,119.77
(b) Other equity	1,33,892.86	1,21,979.31	1,01,795.52	88,166.48
<b>TOTAL EQUITY</b>	<b>1,84,012.63</b>	<b>1,72,099.08</b>	<b>1,51,915.29</b>	<b>1,38,286.25</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>12,98,309.94</b>	<b>12,59,070.10</b>	<b>12,37,578.17</b>	<b>13,16,149.28</b>

**Aditya Birla Housing Finance Limited**  
**Statement of Profit and Loss**

(Currency : Rupees in lakh)

Particulars	For the year ended September 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Revenue from operations</b>				
Interest income	63,456.33	1,18,567.54	1,23,451.45	1,24,343.78
Fees and commission income	2,114.24	2,713.99	3,801.00	4,083.02
Net gain on fair value changes in investments	87.02	234.19	803.29	1,412.67
Net gain on derecognition of financial instruments	-	-	-	121.95
<b>I Total revenue from operations</b>	<b>65,657.59</b>	<b>1,21,515.72</b>	<b>1,28,055.74</b>	<b>1,29,961.42</b>
<b>II Other income</b>	<b>103.08</b>	<b>108.60</b>	<b>435.28</b>	<b>156.23</b>
<b>III Total income (I+II)</b>	<b>65,760.67</b>	<b>1,21,624.32</b>	<b>1,28,491.02</b>	<b>1,30,117.65</b>
<b>EXPENSES</b>				
Finance costs	34,535.71	69,493.52	84,922.79	92,698.53
Net loss on derecognition of financial instruments classified under amortised cost category	166.04	1,023.69	10.83	-
Impairment of financial instruments	3,434.82	6,446.77	8,740.25	7,127.68
Employee benefit expenses	8,633.74	13,173.98	11,239.33	11,325.27
Depreciation, amortization and impairment	647.05	1,003.10	1,117.79	1,165.53
Other expenses	3,608.58	5,158.14	4,822.18	4,181.81
<b>IV Total expenses</b>	<b>51,025.94</b>	<b>96,299.20</b>	<b>1,10,853.17</b>	<b>1,16,498.82</b>
<b>V Profit before tax (III-IV)</b>	<b>14,734.73</b>	<b>25,325.12</b>	<b>17,637.85</b>	<b>13,618.83</b>
<b>VI Tax expenses</b>				
(1) Current tax	4,072.31	7,108.81	5,415.69	3,613.72
(2) Deferred tax	(859.14)	(1,594.41)	(1,666.63)	(74.56)
(3) Income tax for earlier years	-	81.43	165.47	(185.58)
<b>Total tax expenses</b>	<b>3,213.17</b>	<b>5,595.83</b>	<b>3,914.53</b>	<b>3,353.58</b>
<b>VII Profit for the year (V-VI)</b>	<b>11,521.56</b>	<b>19,729.29</b>	<b>13,723.32</b>	<b>10,265.25</b>
<b>VIII Other comprehensive income</b>				
(1) Items that will not be reclassified to profit or loss				
<i>Re-measurement gains/ (losses) on defined benefit plans</i>	81.85	67.66	99.84	(91.03)
<i>Income tax relating to the items that will not be reclassified to profit or loss</i>	(20.60)	(17.03)	(25.13)	22.91
(2) Items that will be reclassified to profit or loss				
<i>Re-measurement gains/ (losses) on hedge instruments</i>	441.98	539.71	(225.83)	(978.81)
<i>Income tax relating to the items that will not be reclassified to profit or loss</i>	(111.24)	(135.83)	56.84	246.35
<b>Other comprehensive income</b>	<b>391.99</b>	<b>454.51</b>	<b>(94.28)</b>	<b>(800.58)</b>
<b>IX Total comprehensive income for the year (VII+VIII)</b> <b>(Comprising profit and other comprehensive income for the year)</b>	<b>11,913.55</b>	<b>20,183.80</b>	<b>13,629.04</b>	<b>9,464.68</b>
<b>X Earnings per equity share of Rs. 10 each</b>				
Basic & diluted earnings per equity share	<b>2.30</b>	<b>3.94</b>	<b>2.74</b>	<b>2.16</b>

**Aditya Birla Housing Finance Limited**  
**Cash Flow Statement**

(Currency : Rupees in lakh)

Particulars	For the year ended Sep 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>A. Cash flow from operating activities</b>				
<b>(a) Profit before tax</b>	<b>14,734.73</b>	<b>25,325.12</b>	<b>17,637.85</b>	<b>13,618.83</b>
<u>Adjustments for:</u>				
Depreciation and amortisation	647.05	1,003.10	1,117.79	1,165.53
Interest on lease liability	79.60	139.71	176.37	225.25
Profit on surrender of lease liability/ income from rent concession	(28.98)	(21.93)	(331.84)	-
Impairment on financial instruments including loss on derecognition of financial assets at amortised cost	3,600.86	7,470.46	8,751.08	7,005.73
Net gain on Fair value changes	(87.02)	(234.19)	(803.29)	(1,412.67)
Loss/ (profit) on derecognition of property, plant and equipment	(9.09)	0.44	(2.80)	0.23
<b>(b) Operating profit before working capital changes</b>	<b>18,937.15</b>	<b>33,682.71</b>	<b>26,545.16</b>	<b>20,602.90</b>
<u>Adjustments for:</u>				
Decrease/(increase) in trade receivables	(242.19)	(840.41)	(123.09)	(119.23)
Decrease/(increase) in loans	(43,701.86)	(16,753.83)	22,195.30	(73,720.85)
Decrease/(increase) in other financial assets	(349.32)	707.08	(532.57)	(75.80)
Decrease/(increase) in derivative financial instruments	(2,948.12)	(1,187.05)	1,151.40	(2,049.31)
Decrease/(increase) in other assets	83.11	(698.97)	(332.44)	(155.95)
(Decrease)/increase in trade payables	(72.30)	(615.16)	750.18	80.06
(Decrease)/increase in provisions	77.13	192.67	143.48	171.45
(Decrease)/increase in other financial liabilities	3,724.11	(3,053.24)	8,949.42	3,477.68
(Decrease)/increase in other liabilities	(37.51)	399.07	(82.55)	113.20
<b>(c) Cash from operating activities</b>	<b>(24,529.80)</b>	<b>11,832.87</b>	<b>58,664.29</b>	<b>(51,675.85)</b>
Direct taxes paid (net of refund)	(3,550.72)	(7,323.96)	(4,412.04)	(3,991.07)
<b>Net cash from operating activities (A)</b>	<b>(28,080.52)</b>	<b>4,508.91</b>	<b>54,252.25</b>	<b>(55,666.92)</b>
<b>B. Cash flow from investing activities</b>				
Purchase of property, plant and equipment, acquisition of intangible assets	(1,242.59)	(865.67)	(538.04)	(527.63)
Proceeds from sale of property, plant and equipment	11.14	22.05	21.65	17.84
Profit on sale of current investments	-	355.07	874.55	1,220.53
(Purchase)/sale of current investments (net)	(9,654.59)	9,999.50	44,500.50	(54,500.00)
<b>Net cash from investing activities (B)</b>	<b>(10,886.04)</b>	<b>9,510.95</b>	<b>44,858.66</b>	<b>(53,789.26)</b>
<b>C. Cash flow from financing activities</b>				
Proceeds from share capital issue including securities premium (net of share issue expense)		-	-	9990.00
Payment of lease liability	(265.15)	(436.20)	(525.56)	(672.43)
Proceeds from long term borrowings	79,800.00	55,957.49	2,60,261.00	3,13,945.00
Repayment of long term borrowings	(1,01,200.88)	(71,969.67)	(2,74,010.41)	(1,72,139.39)
Net proceeds/ repayment for short term borrowings	44,328.31	20,386.28	(87,119.20)	(1,654.57)
<b>Net cash from/(used in) financing activities (C)</b>	<b>22,662.28</b>	<b>3,937.90</b>	<b>(1,01,394.17)</b>	<b>1,49,468.61</b>
<b>D. Net increase/ (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(16,304.28)</b>	<b>17,957.76</b>	<b>(2,283.26)</b>	<b>40,012.43</b>
<b>E. Cash and cash equivalents at the beginning of the year</b>	<b>55,695.10</b>	<b>37,737.34</b>	<b>40,020.60</b>	<b>8.17</b>
<b>F. Cash and cash equivalents at the end of the year*</b>	<b>39,390.82</b>	<b>55,695.10</b>	<b>37,737.34</b>	<b>40,020.60</b>
<b>Additional Information:</b>				
Interest received	64,363.39	1,15,277.75	1,22,307.72	1,22,684.08
Interest paid	40,532.91	86,489.37	81,111.42	90,327.55

\*Includes fixed deposits of NIL (March 31, 2020 Rs. 35,143.84 Lakh) & Current account balance of Rs. 34,819.50 Lakh (March 31, 2020; NIL) which are earmarked for disbursement of loan in affordable segment.

**Aditya Birla Housing Finance Limited**  
**Cash Flow Statement**

(Currency : Rupees in lakh)

Particulars	For the year ended June 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>A. Cash flow from operating activities</b>				
<b>(a) Profit before tax</b>	<b>7,162.07</b>	<b>25,325.12</b>	<b>17,637.85</b>	<b>13,618.83</b>
<i>Adjustments for:</i>				
Depreciation and amortisation	297.40	1,003.10	1,117.79	1,165.53
Interest on lease liability	38.34	139.71	176.37	225.25
Profit on surrender of lease liability/ income from rent concession	-	(21.93)	(331.84)	-
Impairment on financial instruments including loss on derecognition of financial assets at amortised cost	1,549.37	7,470.46	8,751.08	7,005.73
Net gain on Fair value changes	(20.91)	(234.19)	(803.29)	(1,412.67)
Loss/ (profit) on derecognition of property, plant and equipment	(3.73)	0.44	(2.80)	0.23
<b>(b) Operating profit before working capital changes</b>	<b>9,022.54</b>	<b>33,682.71</b>	<b>26,545.16</b>	<b>20,602.90</b>
<i>Adjustments for:</i>				
Decrease/(increase) in trade receivables	(564.05)	(840.41)	(123.09)	(119.23)
Decrease/(increase) in loans	(4,204.98)	(16,753.83)	22,195.30	(73,720.85)
Decrease/(increase) in other financial assets	(371.24)	707.08	(532.57)	(75.80)
Decrease/(increase) in derivative financial instruments	(1,647.99)	(1,187.05)	1,151.40	(2,049.31)
Decrease/(increase) in other assets	(59.60)	(698.97)	(332.44)	(155.95)
(Decrease)/increase in trade payables	36.37	(615.16)	750.18	80.06
(Decrease)/increase in provisions	35.62	192.67	143.48	171.45
(Decrease)/increase in other financial liabilities	2,107.24	(3,053.24)	8,949.42	3,477.68
(Decrease)/increase in other liabilities	7.59	399.07	(82.55)	113.20
<b>(c) Cash from operating activities</b>	<b>4,361.50</b>	<b>11,832.87</b>	<b>58,664.29</b>	<b>(51,675.85)</b>
Direct taxes paid (net of refund)	(1,205.09)	(7,323.96)	(4,412.04)	(3,991.07)
<b>Net cash from operating activities (A)</b>	<b>3156.41</b>	<b>4,508.91</b>	<b>54,252.25</b>	<b>(55,666.92)</b>
<b>B. Cash flow from investing activities</b>				
Purchase of property, plant and equipment, acquisition of intangible assets	(547.22)	(865.67)	(538.04)	(527.63)
Proceeds from sale of property, plant and equipment	5.57	22.05	21.65	17.84
Profit on sale of current investments		355.07	874.55	1,220.53
(Purchase)/sale of current investments (net)	(4,793.40)	9,999.50	44,500.50	(54,500.00)
<b>Net cash from investing activities (B)</b>	<b>(5,335.05)</b>	<b>9,510.95</b>	<b>44,858.66</b>	<b>(53,789.26)</b>
<b>C. Cash flow from financing activities</b>				
Proceeds from share capital issue including securities premium (net of share issue expense)		-	-	9990.00
Payment of lease liability	(128.62)	(436.20)	(525.56)	(672.43)
Proceeds from long term borrowings	15,000.00	55,957.49	2,60,261.00	3,13,945.00
Repayment of long term borrowings	(81,501.14)	(71,969.67)	(2,74,010.41)	(1,72,139.39)
Net proceeds/ repayment for short term borrowings	51,644.23	20,386.28	(87,119.20)	(1,654.57)
<b>Net cash from/(used in) financing activities (C)</b>	<b>(14,985.53)</b>	<b>3,937.90</b>	<b>(1,01,394.17)</b>	<b>1,49,468.61</b>
<b>D. Net increase/ (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(17,164.17)</b>	<b>17,957.76</b>	<b>(2,283.26)</b>	<b>40,012.43</b>
<b>E. Cash and cash equivalents at the beginning of the year</b>	<b>55,695.10</b>	<b>37,737.34</b>	<b>40,020.60</b>	<b>8.17</b>
<b>F. Cash and cash equivalents at the end of the year*</b>	<b>38,530.93</b>	<b>55,695.10</b>	<b>37,737.34</b>	<b>40,020.60</b>
<b>Additional Information:</b>				
Interest received	30,174.00	1,15,277.75	1,22,307.72	1,22,684.08
Interest paid	22,518.96	86,489.37	81,111.42	90,327.55

\*Includes fixed deposits of NIL (March 31, 2020 Rs. 35,143.84 Lakh) & Current account balance of Rs. 34,819.50 Lakh (March 31, 2020; NIL) which are earmarked for disbursement of loan in affordable segment.

- k) 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

**None**

- l) The names of the debenture trustee(s) shall be mentioned with statement to the effect that debenture trustee(s) has given his consent to the Issuer for his appointment under regulation 4 (4) and in all the subsequent periodical communications sent to the holders of debt securities

The Company has appointed **Vistra ITCL (India) Limited** as the Debenture Trustee for the Issue. The address and contact details of the Debenture Trustee are as under:

**Address :** ILFS Financial Centre, Plot C-22, G-Block Bandra Kurla Complex Bandra (E), Mumbai - 400 051

Tel: 022-2659 3535 Fax: 022- 2653 3297 Website : [www.itclindia.com](http://www.itclindia.com)

**Contact : Ms. Sandesh Vaidya** Email: [Sandesh.Vaidya@vistra.com](mailto:Sandesh.Vaidya@vistra.com);

**SEBI Reg. No.** IND000000452

**Vistra ITCL (India) Limited** has given its consent to the Company under Schedule II Regulation 2.3.20 of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended to be appointed as the Debenture Trustee for this Issue.

All the rights and remedies of the Debenture Holders under this issue shall vest in and shall be exercised by the Debenture Trustees without reference to the Debenture Holders. All investors under this issue are deemed to have irrevocably given their authority and consent to the Debenture Trustee appointed by the Company to act as their trustees and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by the Company to the Debenture Trustees on behalf of the Debenture holders shall completely and irrevocably, from the time of making such payment, discharge the Company pro tanto as regards its liability to the Debenture Holders.

- m) The detailed rating rationale (s) adopted (not older than one year on the date of opening of the issue)/ credit rating letter issued (not older than one month on the date of opening of the issue) by the rating agencies shall be disclosed

**A copy of the rating letters along with rationale obtained from ICRA Limited and India Ratings & Research is enclosed in Annexure II**

- n) 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. None
- o) Copy of consent letter from the Debenture Trustee shall be disclosed
- p) The Debenture Trustee i.e. Vistra ITCL (India) Limited has given its consent vide letter dated **June 25, 2021** to act as Debenture Trustee to the proposed issue.
- q) Names of all the recognised stock exchanges where the debt securities are proposed to be listed clearly indicating the designated stock exchange.

BSE Limited (Designated Stock Exchange) and National Stock Exchange of India Limited

## **Other Details**

### **i) DRR creation - relevant regulations and applicability**

No Debenture Redemption Reserve is being created for the issue of NCDs in pursuance of this Document since creation of Debenture Redemption Reserve is not required for the proposed issue of Debentures. In accordance with Rule the 18 (7) (b) (iii) (B) of Companies (Share Capital and Debentures) Rules 2014, Housing Finance Companies registered with National Housing Bank issuing debentures which are privately placed are not required to create DRR.

### **ii) Issue/instrument specific regulations - relevant details (Companies Act, RBI guidelines, etc)**

The Company, the Debentures and Company's obligations under the Debentures shall, at all times, be subject to the provisions of the Act, regulations/guidelines/directions of RBI, SEBI and Stock Exchanges and other applicable laws and regulations from time to time.

The Debentures are governed by and shall be construed in accordance with the existing Indian laws as applicable in the state of Gujarat. Any dispute arising in respect thereof will be subject to the exclusive jurisdiction of the courts and tribunals of Ahmedabad.

Further, the said Debentures shall be subject to the terms and conditions as contained in the application form, Placement Memorandum, Debenture Trust Deed, Debenture Trustee Agreement and other Transaction / Security document.

### **iii) Application process**

#### **Who can Apply**

As decided vide the Board resolution, only the following categories of investors, when specifically contacted, are eligible to invest in these Debentures:

1. Qualified Institutional Buyer as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009;
2. Company as defined under Companies Act, 2013;
3. Provident fund(s), pension fund(s), superannuation fund(s) and gratuity fund(s) (with no restriction on their corpus amount);
4. Individual, HUF, Partnership firm, Limited Liability Partnership (LLP) with a minimum subscription for NCDs of Rs. 1 Crore;
5. Any Non-Banking Finance company registered with RBI
6. International / multilateral / bilateral agencies
7. Sovereign wealth funds and
8. Foreign portfolio investor as defined under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
9. Foreign Financial Institutions and
10. Foreign and Domestic Banks

All investors are required to comply with the relevant regulations / guidelines applicable to them for investing in this issue of NCDs.

Every application is to be accompanied by bank account details and MICR code of the bank for the purpose of availing direct credit of interest and all amounts through electronic transfer of funds or RTGS.

**Application by Scheduled Commercial Banks**

The application must be accompanied by certified true copies of (i) Board Resolution authorising investments; (ii) Letter of Authorization or Power of Attorney and (iii) specimen signatures of authorised signatories

**Application by Co-operative Banks**

The application must be accompanied by certified true copies of: (i) Resolution authorizing investment along with operating instructions/power of attorney; and (ii) specimen signatures of authorised signatories.

**Applications by Companies/Financial Institutions**

The applications must be accompanied by certified true copies of (i) Memorandum and Articles of Association/Constitution/Bye-laws (ii) resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorised signatories.

**Application by Mutual Funds**

(i) A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. (ii) Applications made by the AMCs or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which application is being made. The applications must be accompanied by certified true copies of (i) SEBI Registration Certificate and Trust Deed (iii) resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorised signatories.

**Application by Insurance Companies**

The applications must be accompanied by certified copies of (i) Memorandum and Articles of Association (ii) Power of Attorney (iii) Resolution authorising investment and containing operating instructions (iv) Specimen signatures of authorised signatories.

**Application by Provident, Gratuity, Pension Fund**

The applications must be accompanied by certified true copies of (i) Trust Deed / Bye Laws / Resolutions, (ii) Resolution authorising investment and (iii) Specimen signatures of the authorised signatories.

**Applications under Power of Attorney / Relevant Authority**

In case of applications made under a Power of Attorney or by a Limited Company or a Body Corporate or Registered Society or Mutual Fund, and scientific and/or industrial research organisations or Trusts etc., the relevant Power of Attorney or the relevant resolution or authority to make the application, as the case may be, together with the certified true copy thereof along with the certified copy of the Memorandum and Articles of Association and/or Bye-Laws as the case may be must be attached to the Application Form or lodged for scrutiny separately with the photocopy of the Application Form, quoting the serial number of the Application Form at the Company's office where the application has been submitted failing which the applications are liable to be rejected.



**DISCLAIMER:**

Please note that only those persons to whom the information document has been specifically addressed are eligible to apply. However, an application, even if complete in all respects, is liable to be rejected without assigning any reasons for the same. The list of documents provided in this information document is only indicative, and an investor is required to provide all those documents / authorisations / information, which are likely to be required by the company. The company may, but is not bound to revert to any investor for any additional documents/information, and can accept or reject an application as it deems fit. The regulations/notifications regarding investment mentioned above are merely in the form of guidelines and the company

Does not warrant that they are accurate, or have not been modified. Each of the above categories of investors is required to check and comply with extant rules/regulations/ guidelines, etc. Governing or regulating their investments as issued by their respective regulatory authorities, and the company is not, in any way, directly or indirectly, responsible for any statutory or regulatory breaches by any investor, neither is the company required to check or confirm the same.

**Market Lot**

The market lot would be one debenture.

**Issue of Debentures only in Demat Form**

ABHFL will make necessary arrangements with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL) for the issue of Debentures in Dematerialized form. Investors shall hold the Debentures and deal with the same as per the provisions of Depositories Act, 1996 /rules as notified by NSDL / CDSL from time to time.

Investors should mention their Depository Participants name, DP-ID and Beneficiary Account Number in the appropriate place in the Application Form. ABHFL shall take necessary steps to credit the Depository Account of the allottee (s) with the number of debentures allotted. In case of incorrect details provided by the investors and inability of the Company to credit the depository account, the allotment of debentures would be held in abeyance till the investors furnish the correct depository account details to the Company.

Notwithstanding the foregoing applicant(s) have the option to seek rematerialisation of Debentures (i.e., the investors shall have the right to hold the Debentures in physical form) at any time in the future.

### Mode of Subscription

The Company is following the procedure laid down by SEBI vide its circular dated January 5, 2018 **Electronic book mechanism for issuance of securities on private placement basis and as amended from time to time**. The company is issuing debentures on private placement basis as per the said referred circular. The Company will use the electronic platform of either of NSE or BSE for the same. The investors too will have to bid according to the said circular. Additionally, the below mentioned process too has to be compiled with.

During the period of the issue, investors can subscribe to the Debentures by completing the application forms for the Debentures in the prescribed form. The application form should be filled in block letters in English.

In case the bidding is taking place on BSE's platform, the payment should be credited in RTGS form to **ANY ONE OF** the Designated Bank Accounts of ICCL as under:

Beneficiary Name	INDIAN CLEARING CORPORATION LTD		
Name of Bank	ICICI Bank	Yes Bank	HDFC Bank
Account No	ICCLEB	ICCLEB	ICCLEB
IFSC Code	ICIC0000106	YESB0CMSNOC	HDFC0000060
Mode	NEFT / RTGS	NEFT / RTGS	NEFT / RTGS

In case the Issuer has received moneys from applicants for Debentures in excess of the aggregate of the application moneys relating to the Debentures in respect of which allotments have been made, the Issuer shall repay the moneys to the extent of such excess forthwith without interest, and if such money is not repaid within eight days after the Issuer becomes liable to repay it, the Issuer and every Director of the Issuer who is an officer in default shall, on and from the expiry of the eighth day be jointly and severally liable to repay that money with interest at the rate of fifteen per cent having regard to the length of the period of delay in making the repayment of such money.

**C. Issue Details (Summary Term Sheet)**

**Private Placement of 100 Secured, Rated, Listed, Taxable, Redeemable, Non-Convertible Debentures of the Face Value of Rs. 10,00,000/- each aggregating to Rs. Ten Crore only with a Green Shoe option of Rupees Two Hundred and Forty Crore only**

Issuer	Aditya Birla Housing Finance Ltd.
Security Name	ABHFL NCD Series 'H1' FY2022-23 (November 28, 2025)
Series	ABHFL NCD Series 'H1' FY2022-23
Type of Instrument	Secured, Rated, Listed, Taxable, Redeemable Non-Convertible Debentures ("NCDs" or Debentures")
Nature of Instrument	Secured
Seniority	Senior
Mode of Issue	Private Placement
Eligible Investors	As per "Who Can Apply" in the Placement Memorandum - Mentioned in the Placement Memorandum (Page No: 63-64)
Listing (name of stock exchange(s) where it will be listed and timeline for listing)	On the Debt Market (DM) segment of NSE and BSE to be completed by T+4 trading days  <i>(T being Issue Closure Date)</i>
Rating of the Instrument	[ICRA] AAA (Stable) from ICRA Ltd & IND AAA (Stable) from India Ratings
Base Issue Size	Rs. 10.00 Crore (Rupees Ten Crores only)
Option to retain oversubscription (Amount)	Rs. 240.00 Crore (Rupees Two Hundred and Forty crore only)
Total issue Size	Rs. 250.00 Crore (Rupees Two Hundred and Fifty Crores only)
Minimum subscription	10 Debentures of Rs.10,00,000 each and in multiples of 1 Debenture thereafter
Market Lot/Trading Lot	1 Debenture
Objects of the issue	The fund raised through this Issue, after meeting the expenditure of and related to the Issue, will be used for our various financing activities, to repay our existing loans and our business operations including for our capital expenditure, working capital and investment requirements.  The Main Objects clause of the Memorandum of Association of the Company permits the Company to undertake the activities for which the funds are being raised through the present Issue and also the activities which the Company has been carrying on till date.
Detail of the utilization of the proceeds	The management of the Company, in accordance with the policies formulated by it from time to time, will have flexibility in deploying the proceeds received from the Issue. Pending utilization of the proceeds out of the Issue for the purposes described above, the Company intends to temporarily invest funds in high quality interest bearing liquid instruments including money market mutual funds, deposits with banks or temporarily deploy the funds in investment grade interest bearing securities.  Regulation 57 of RBI Master Direction "57. Purpose of the issue 57.1. A housing finance company shall issue non-convertible debentures for deployment of funds for creation of own assets. 57.2. No housing finance company shall issue non-convertible debentures to facilitate resource requests of or utilization by group entities/ parent company/ associates."
Coupon Rate (%)	7.95%

Benchmark	N.A.
Yield (%)	N.A.
Coupon Payment Frequency	Annually and on maturity
Step Up/Step Down Coupon Rate /Coupon Payment Frequency	N.A.
Coupon Payment Dates	Annually and on maturity on, Wednesday, 29 November, 2023; Friday, 29 November, 2024; Friday, 28 November, 2025
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.).	N.A.
Bid Book type	Open
Pay-in of Funds	Clearing Corporation / <del>Escrow Bank Account</del>
Type of allotment	Uniform
Day Count Basis	Actual / Actual
Interest on Application Money	N.A.
Default Interest Rate	2% pa over the coupon rate on the defaulted interest and/or principal redemption amount for the duration of default
Tenor	1095 Days
Redemption Date	Friday, 28 November, 2025
Redemption Amount	Rs.10,00,000/- (Rupees Ten Lakh only) per Debenture
Redemption Premium per debenture	N.A.
Issue Price	Rs.10,00,000/- (Rupees Ten Lakh only) per Debenture
Discount at which security is issued and the effective yield as a result of such discount.	N.A.
Put option Date	N.A.
Put Option Price	N.A.
Call Option Date	N.A.
Call Option Price	N.A.
Put Notification Time	N.A.
Call Notification Time	N.A.
Face Value	Rs.10,00,000/- (Rupees Ten Lakh only) per Debenture
Minimum Application & in multiples of Debt securities thereafter	10 Debentures of Rs.10,00,000 each and in multiples of 1 Debenture thereafter
1. Issue Opening Date	Monday, 28 November, 2022
2. Issue Closing Date	

3. Pay in Date	Monday, 28 November, 2022
4. Deemed Date of Allotment	
Issuance mode of the Instrument	Demat only (for private placement)
Trading mode of the Instrument	Demat only (for private placement)
EBP	On BSE Platform
Settlement Cycle	<b>The process of pay-in of funds by investors and pay-out to issuer shall be done on T+1 day basis (i.e. November 29, 2022), where T day is the issue day i.e. November 28, 2022).</b>
Settlement mode of the Instrument <b>(Designated Bank Accounts of BSE EBP)</b>	<p><b>1. HDFC BANK:</b> Beneficiary Name: INDIAN CLEARING CORPORATION LTD Account Number: ICCLEB IFSC Code: HDFC0000060 Mode: NEFT/RTGS</p> <p><b>2. ICICI Bank:</b> Beneficiary Name: INDIAN CLEARING CORPORATION LTD Account Number: ICCLEB IFSC Code: ICIC0000106 Mode: NEFT/RTGS</p> <p><b>3. YES Bank:</b> Beneficiary Name: INDIAN CLEARING CORPORATION LTD Account Number: ICCLEB IFSC Code: YESBOCMSNOC Mode: NEFT/RTGS</p>
Depository(ies)	<p>NSDL / CDSL:</p> <p>Depositories (NSDL / CDSL) will/ shall activate the ISINs of debt securities issued on private placement basis only after the Stock Exchange(s) have accorded approval for listing of such securities.</p> <p>Further, in order to facilitate re-issuances of new debt securities in an existing ISIN,</p> <p>Depositories (NSDL / CDSL) will/ shall allot such new debt securities under a new temporary ISIN which shall be kept frozen. Upon receipt of listing approval from Stock Exchange(s) for such new debt securities, the debt securities credited in the new temporary ISIN shall be debited and the same shall be credited in the pre-existing ISIN of the existing debt securities, before they become available for trading.</p> <p>Stock Exchange(s) shall inform the listing approval details to the Depositories whenever listing permission is given to debt securities issued on private placement basis.</p>
Working Day Convention	Working Day' shall be a day on which commercial banks are open for business in the city of Mumbai, Maharashtra and when the money market

	<p>is functioning in Mumbai. If the date of payment of interest/redemption of principal does not fall on a Working Day, the payment of interest/principal shall be made in accordance with Issue and Listing of Non-Convertible Securities) Regulations, 2021 Dated August 09, 2021 and SEBI Circular SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021.</p> <p>If the date of payment of interest does not fall on a Working Day, then the succeeding Working Day will be considered for such payment of interest, however the amount of interest to be paid would be computed as per the schedule originally stipulated at the time of issuing the security.</p>
Record Date	15 days prior to each Coupon Payment / Principal repayment. If the record date is non-business day, then the previous working day will be considered.
All covenants of the issue (including side letters, accelerated payment clause, etc.)	Nil
Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/hypothecation/ mortgage etc.), date of creation of security / likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the Offer Document/ Information Memorandum.	<p>As per Debenture Trust Deed dated June 25, 2021 - hypothecation by way of first pari passu charge in favour of the Debenture Trustee over its Receivables, Securities, future moveable assets and Current Assets as may be identified by the Company from time to time.</p> <p><b>1 time</b> security cover covering principal and interest.</p> <p>Default Interest Rate is 2% pa over the coupon rate and further as stated in the covenants section of the term sheet below.</p>
Undertaking on Creation of Security	The Company has provided hypothecation by way of first pari passu charge in favour of the Debenture Trustee over its Receivables, Securities, future moveable assets and Current Assets for its NCD issuances. The said security has been created.
Security cover	<p>As per Debenture Trust Deed dated <b>June 25, 2021</b></p> <p><b>1 time</b> security cover covering principal and interest</p>
Transaction Documents	Placement Memorandum, Debenture Trust Deed, Debenture Trustee Agreement and any other document that may be designated by the Debenture Trustee as a Transaction Document. This Placement Memorandum shall be read in conjunction with the other Transaction Documents and in case of any ambiguity or inconsistency or differences with any Transaction Document including the Debenture Trust Deed, this Placement Memorandum shall prevail.
Condition Precedent to Disbursement	N.A.
Condition Subsequent to Disbursement	N.A.
Events of Default (including manner of voting /conditions of joining Inter Creditor Agreement)	Detailed Events of Default are stated in the Debenture Trust Deed dated <b>June 25, 2021</b>
Creation of Recovery Expense Fund (REF)	Furnished Bank Guarantee of Rs. 25 Lacs for REF on January 14, 2021 (Amendment Date: January 04,2022) in favour of BSE Limited. Expiry Date:January 12, 2023 and Claim Date: January 12, 2024.
Conditions for breach of covenants (as specified in Debenture Trust Deed)	Detailed Conditions for breach of covenants are stated in the Debenture Trust Deed dated <b>June 25 , 2021</b>
Provisions related to Cross Default Clause	N.A.
Role and Responsibilities of Debenture Trustee	As per Debenture Trust Deed dated <b>June 25, 2021</b>

Risk factors pertaining to the issue	Please refer to the risk factors disclosed on Page Nos. 10 to 16 in the IM
Governing Law and Jurisdiction	Indian Law, Ahmedabad
Covenants	<p>i) In case of delay in execution of Trust Deed and Charge documents, the Company will refund the subscription with agreed rate of interest or will pay penal interest of at least 2% p.a. over the coupon rate till these conditions are complied with at the option of the investor.</p> <p>ii) In case of delay in listing of securities issued on privately placement basis beyond the timelines specified above, the issuer;</p> <ol style="list-style-type: none"> <li>1. Will pay penal interest of 1% p.a. over the coupon rate for the period of delay to the investor (i.e. from date of allotment to the date of listing).</li> <li>2. Will be permitted to utilise the issue proceeds of its subsequent two privately placed issuances of securities only after receiving final listing approval from Stock Exchanges.</li> </ol>

\*The proposed bond issue does not form part of non-equity regulatory capital mentioned under Chapter V of SEBI NCS Regulations, 2021

<b>Cash Flow – Series ABHFL NCD ‘H1’ FY2022-23</b>	
Company	Aditya Birla Housing Finance Ltd
Face Value (per security) (in Rs.)	Rs. 10,00,000/- (Rupees Ten Lakh only) per Debenture
Issue Date	Monday, 28 November, 2022
Deemed Date of Allotment	Tuesday, 29 November, 2022
Redemption Date	Friday, 28 November, 2025
Coupon Rate	7.95%
Benchmark	N.A.
Frequency of Interest payment with specified date	Annually and on maturity on, Wednesday, 29 November, 2023; Friday, 29 November, 2024; Friday, 28 November, 2025
Day count Convention	Actual / Actual

<b>Cash Flows</b>	<b>Date</b>	<b>No. of days in Coupon Period</b>	<b>Amount per Debenture (In Rupees)</b>
Inflow	Tuesday, 29 November, 2022		10,00,000.00
1 <sup>st</sup> Coupon	Wednesday, 29 November, 2023	365	79,500.00
2 <sup>nd</sup> Coupon	Friday, 29 November, 2024	366	79,500.00
3 <sup>rd</sup> Coupon	Friday, 28 November, 2025	364	79,282.00
<b>Principal Outflow</b>		<b>1095</b>	<b>10,00,000.00</b>

**Notes:**

- i. The Company reserves the right to change the Series timetable. The Company reserves the right to further issue debentures under aforesaid series / ISIN;
- ii. While the debt securities are secured to the tune of 100% of the principal and interest amount or as per the terms of offer document/ information Memorandum, in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the security is maintained.
- iii. The Company undertakes that the assets on which charge is created are free from any encumbrances and in cases where the assets are already charged to secure a debt, the permission or consent to create a second or pari-passu charge on the assets of the issuer has been obtained from the earlier creditor
- iv. The Company has complied with the disclosure requirements as required under the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other relevant circulars as amended from time to time.



## **Link of Financials and Reports: -**

<https://adityabirlacapital.com/investor-relations/financial-reports-for-other-subsiary-companies>

### **C. Disclosures pertaining to wilful default : None**

#### **Listing**

The Secured, Rated, Listed, Redeemable Non-Convertible Debentures (“NCDs” or Debentures”) to be issued in terms of this Document are proposed to be listed on the **Debt Market (DM) segment** of the **NSE and BSE Limited**. The Company shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time.

Application shall be submitted to **NSE and BSE to list the Debentures** to be privately placed through Placement Memorandum and to seek permission to deal in such Debentures.

The Company shall complete all the formalities relating to listing of the Debentures within 4 days from the date of closure of each issue in accordance with the SEBI Circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021.

In line with the regulation of Reserve Bank of India, RBI/2011-12/423 A.P. (DIR Series) Circular No. 89 dated March 01, 2012, in the scenario of the NCDs being subscribed by SEBI registered FIIs / sub-accounts of FIIs and if NCD issue has not been listed on the BSE within prescribed timelines in SEBI Circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021, then the Company will buy back the said securities, where applicable.

#### **Monitoring of Utilization of Funds**

There is no requirement for appointment of a monitoring agency in terms of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021

#### **Material Event / Development or change**

There are no material events / developments or changes at the time of the Issue other than those mentioned in this Document which may affect the issue or the investor’s decision to invest in the debt securities.

#### **Additional Notes to Issue Details**

##### **1. Terms of the Issue**

For terms of Issue please refer paragraph titled ‘Term Sheet’.

##### **2. Rights of Debenture Holders**

The Debenture Holders will not be entitled to any rights and privileges of shareholders other than those available to them under statutory requirements. The Debentures issued under any Series under this Information Document shall not confer upon the Debenture Holders, the right to receive notice, or to attend and vote at the general meetings of shareholders or Debenture Holders issued under any other Series or issued other than under this Information Document or of any other class of securities of the Company.

##### **3. Modification of Rights**

The rights, privileges, terms and conditions attached to each Series of the Debentures under this Information Document may be varied, modified or abrogated with the consent, in writing, of those registered holders of the Series of Debentures in the physical form and beneficial owners of the Debentures in the dematerialized form who hold at least three fourths of the outstanding amount of the relevant Series of Debentures or with the sanction accorded pursuant to a resolution passed at a meeting of the relevant Series of Debenture Holders, provided that nothing in such consent or resolution shall be operative against the Company where such consent or resolution modifies or varies the terms and conditions of the Debentures, if the same are not acceptable to the Company.

#### **4. Minimum subscription**

Minimum subscription is not applicable to privately placed debt securities.

#### **5. Issue of Debentures only in Demat Form**

ABHFL will make necessary arrangements with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL) for the issue of Debentures in Dematerialized form. Investors shall hold the Debentures and deal with the same as per the provisions of Depositories Act, 1996 /rules as notified by NSDL / CDSL from time to time.

Investors should mention their Depository Participants name, DP-ID and Beneficiary Account Number in the appropriate place in the Application Form. ABHFL shall take necessary steps to credit the Depository Account of the allottee (s) with the number of debentures allotted. In case of incorrect details provided by the investors and inability of the Company to credit the depository account, the allotment of debentures would be held in abeyance till the investors furnish the correct depository account details to the Company.

Notwithstanding the foregoing applicant(s) have the option to seek rematerialisation of Debentures (i.e., the investors shall have the right to hold the Debentures in physical form) at any time in the future.

#### **6. Refunds**

For applicants whose applications have been rejected or allotted in part, refund orders will be dispatched within 7 (seven) days from the Deemed Date of Allotment of the Debentures without interest.

In case the Issuer has received moneys from applicants for Debentures in excess of the aggregate of the application moneys relating to the Debentures in respect of which allotments have been made, the Issuer shall repay the moneys to the extent of such excess forthwith without interest, and if such money is not repaid within eight days after the Issuer becomes liable to repay it, the Issuer and every Director of the Issuer who is an officer in default shall, on and from the expiry of the eighth day be jointly and severally liable to repay that money with interest at the rate of fifteen per cent having regard to the length of the period of delay in making the repayment of such money.

#### **7. Deemed Date of Allotment**

The deemed date of allotment for each series will be mentioned in the respective Placement Memorandums.

#### **8. Interest on The Coupon Bearing Debentures**

##### **Interest rate**

1. In case of fixed rate Debentures, they shall carry interest at fixed coupon rate as per the respective Placement Memorandums from the corresponding deemed date of allotment.
2. In case of floating rate Debentures, the relevant coupon for any interest period shall be determined by the underlying benchmark, mark up/down on the same and the reset frequency as per the respective Placement Memorandums.

The interest shall be subject to deduction of tax at source at the rates prevailing from time to time under the provisions of the Income tax Act, 1961, or any other statutory modification or re-enactment thereof, for which a certificate will be issued by ABHFL.

### **Computation of interest**

Interest for each of the interest periods shall be computed on actual by actual number of day basis on the principal outstanding on the Debentures at the coupon rate as mentioned in the Placement Memorandums.

### **Payment of interest**

Payment of interest on the Debenture(s) will be made to those of the debenture holders whose name(s) appear in the register of debenture holder(s) (or to the first holder in case of joint holders) as on the Record Date fixed by the Company for this purpose and /or as per the list provided by NSDL/CDSL to the Company of the beneficiaries who hold Debentures in demat form on such Record Date, and are eligible to receive interest. Payment will be made by the Company after verifying the bank details of the Investors by way of direct credit through Electronic Clearing Service (ECS), Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT) and where such facilities are not available, the Company shall make payment of all such amounts by way of cheque(s)/demand draft(s)/interest warrant(s), which will be dispatched to the debenture holder(s) by registered post/ speed post/ courier or hand delivery on or before the Interest Payment Dates as specified in the relevant Placement Memorandums.

## **9. Interest on Application Money**

Interest at the applicable coupon rate/implicit yield (subject to deduction of tax at source at the rates prevailing from time to time under the provisions of the Income Tax Act, 1961, or any other statutory modification or re- enactment thereof for which a certificate will be issued by ABHFL) will be paid on the application money. Such interest shall be paid from the date of realization of the cheque(s) / demand draft(s) up to but not including the deemed date of allotment. The respective interest payment instruments along with the letters of allotment / refund orders, as the case may be, will be dispatched by registered post to the sole / first applicant, at the sole risk of the applicant.

## **10. 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 seeking TDS Exemption / lower rate of TDS, relevant certificate / document must be lodged by the debenture holders at the office of registrar and transfer agent, at least 15 days prior to the Interest Payment Date. Tax exemption certificate in respect of non- deduction of tax on interest on application money, must be submitted along with the Application Form to the satisfaction of the Issuer. The prospective investor is advised to consult his tax advisor before investing in the Debentures to be issued by the Issuer.

However, Investors may note that as per Finance Act, 2008, tax is not required to be deducted at source on interest payable on security issued by a company, where such security is in dematerialized form and is listed on a recognized Stock Exchange in India in accordance with the Securities Contracts.

## **11. Redemption**

The Debentures shall be redeemed at such price, at the expiry of the respective tenor as mentioned in the Placement Memorandums. In case the Deemed Date of Allotment is revised then the Redemption Date will also stand revised accordingly.

## **12. Mode of Transfer**

All requests for transfer should be submitted to the respective Depository Participants prior to the Record Date for payment of interest/ principal.

Provided further that nothing in this section shall prejudice any power of the Company to register as Debenture holder any person to whom the right to any Debenture of the Company has been transmitted by operation of law.

Transfer of Debentures would be in accordance with the rules / procedures as prescribed by NSDL / CDSL/ Depository participant.

### **13. Payment on Redemption**

#### *Debentures held in Demat Form*

In case of the NCDs held in demat form, no action is required on the part of the debenture holder(s) at the time of redemption of the NCDs and on the Redemption Date, the redemption proceeds would be paid to those debenture holder(s) whose name(s) appear on the list of beneficial owners given by the Depositories to the Company. The name(s) would be as per the Depositories' records on the Record Date fixed for the purpose of redemption.

All such NCDs will be simultaneously redeemed through appropriate debit corporate action.

The Company shall compute the redemption amounts to be paid to each of the debenture holders based on the relevant Placement Memorandums.

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

### **14. Effect of Holidays**

If the coupon payment dates, excepting the date of allotment, falls on Saturday, Sunday or a public holiday the next working day will be considered as the effective date(s). If the maturity date fall on Saturday, Sunday or a public holiday, the redemption proceeds will be paid on the previous working day.

### **15. Issue of Duplicate Debenture Certificate(s)**

If any debenture certificate(s) is / are mutilated or defaced or the pages for recording transfers of NCDs are fully utilised, the same may be replaced by the Company against the surrender of such certificate(s) and upon payment by the claimant of such costs as may be determined by the Company. Provided, where the Debenture Certificate(s) is / are mutilated or defaced, the same will be replaced as aforesaid, only if the certificate numbers, debenture holder number(s) and the distinctive numbers are legible. If any Debenture Certificate(s) is / are destroyed, stolen or lost, then upon production of proof thereof to the satisfaction of the Company and upon furnishing such indemnity / security and / or documents as the Company may deem adequate, duplicate Debenture Certificate(s) shall be issued subject to the charge for the same being borne by the Debenture holder.

### **16. Debenture Certificate in Dematerialised mode**

ABHFL shall allot Debentures within such number of days as prescribed under Companies Act, 2013 to investors in due course after verification of the application form, the accompanying documents and on realization of the application money and will comply with the provisions of the section 42(6) of the Companies Act, 2013 and rules framed thereunder. The allotted Debentures at the first instance will be credited in dematerialised form within two days of the date of allotment.

#### **17. Right to accept or reject applications**

ABHFL is entitled at its sole and absolute discretion to accept or reject an application, in part or in full, without assigning any reason thereof. The application form, which is not complete in all respects, shall be liable to be rejected. Any application, which has been rejected, would be intimated by ABHFL along with the refund warrant / cheques.

#### **18. Record Date**

Record Dates for each interest payment/principal repayment or any other event will be 15 calendar days prior to the relevant event. In case the same is a non-business day, then the previous working will be considered.

#### **19. Right of the Company to Purchase & Re-Issue Debentures**

ABHFL will have the power exercisable at its absolute discretion from time to time to purchase some or all of the Debentures held by the Debenture holder at any time prior to the specified date(s) of redemption. Such buy-back of debentures may be at par or at premium/discount to the par value at the sole discretion of ABHFL. In the event of the Debentures being so purchased and/or redeemed before maturity in any circumstances whatsoever, ABHFL shall have the right to re-issue the Debentures under Section 71 and/or applicable provisions of the Companies Act 2013.

#### **20. Right to Securitise**

The Company is permitted to securitize its receivables, including the receivables that form the part of Mortgaged Properties, from time to time, provided it maintains the Required Security Cover at all times during the tenor of the Debentures.

#### **21. Fictitious Applications**

As a matter of abundant caution and although not applicable in the case of Debentures, attention of applicants is specially drawn to the provisions of Section 38 of the Companies Act, 2013:

“Any person who:

- a) Makes in a fictitious name an application to a Company for acquiring, or subscribing for, any shares therein, or
- b) Otherwise induces a Company to allot, or register any transfer of, shares therein to him, or any other person in a fictitious name, shall be punishable with imprisonment for a term which may extend to five years.

#### **22. Notices**

The notices to the Debenture holders required to be given by ABHFL or the Trustees shall be deemed to have been given if sent by ordinary post to the sole/first allottee or sole/first registered holder of the Debentures, as the case may be. All notices to be given by debenture holders shall be sent by registered post or by hand delivery to ABFL at its Registered / Corporate Office.

#### **23. Succession**

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

#### **24. Allotment Basis**

Acceptance of the offer to invest and the allotment shall be decided by ABHFL. The Company reserves the right to reject in full or part any or all of the offers received by them to invest in the debentures without assigning any reason for such rejection. Acceptance of the offer shall be subject to completion of subscription formalities as detailed in the application form.

#### **25. Trustee**

**Vistra ITCL (India) Limited** has been appointed to act as the Trustees for the Debenture holders (hereinafter referred to as "Trustees"). All remedies of the Debenture holder(s) for the amounts due on the Debentures will be vested with the Trustees on behalf of the Debenture holder(s).

The Debenture holders shall without any further act or deed be deemed to have irrevocably given their consent and authorize the Trustees or any of their Agents or authorized officials to do inter alia acts, deeds and things necessary in respect of or relating to the creation of security in terms of this Information Document of Private Placement.

#### **26. Register of Debenture Holders**

ABHFL shall maintain Register of Debenture holders containing necessary particulars at its Registered Office / Registrar & Share Transfer Agent's office.

#### **27. Modification of Rights**

The rights, privileges, terms and conditions attached to each Series of the NCDs may be varied, modified or abrogated with the consent, in writing, of those registered holders of the Series of NCDs in the physical form and beneficial owners of the NCDs in the dematerialised form who hold at least three fourths of the outstanding amount of the relevant Series of NCDs or with the sanction accorded pursuant to a resolution passed at a meeting of the relevant Series of debenture holders, provided that nothing in such consent or resolution shall be operative against the Company where such consent or resolution modifies or varies the terms and conditions of the NCDs, if the same are not acceptable to the Company.

#### **28. Application under Power of Attorney**

In the case of applications made under Power of Attorney or by limited companies, corporate bodies, registered societies, trusts etc. a certified true copy of the Power of Attorney or the relevant authority, as the case may be along with a certified copy of the Document & Articles of Association and/or Bye Laws and/or the Deed of Trust, certified true copy of the Board Resolution, list of authorized signatories must be lodged along with the application or sent directly to the Company along with a copy of the Application Form.

#### **29. Tax Benefits**

There are no specific tax benefits attached to the Debentures. Investors are advised to consider the tax implications of their respective investment in the Debentures.

#### **30. Appointment of Debenture Trustee**

That the Company hereby appoints Vistra ITCL (India) Limited as the Debenture Trustee for the Debenture holders of all the series of the Debentures aggregating to Rs. 2,000 crore (Rupees Two thousand crores only) to be issued by the Company under DTD dated June 25, 2021 from time to time and Vistra ITCL (India) Limited hereby agrees to act as Debenture Trustee for the Debenture holders, subject to the completion of diligence of all relevant information pertaining to the assets of the Company and security to be created to secure the Debentures, to the satisfaction of the Debenture Trustee. The Debenture

Trustee and the Company shall also enter into a debenture trust deed (hereinafter referred to as the “Debenture Trust Deed”) and such other documents as may be required from time to time in relation to the Debentures. The Debenture Trustee agrees to act as Debenture Trustee on behalf of and for the benefit of the Debenture Holders and for the purposes related thereto, strictly in accordance with the provisions of the Transaction Documents and more particularly given in the Debenture Trust Deed. Notwithstanding anything to the contrary, the Debenture Trustee shall not act on any instructions of the Company and shall at all times only act in accordance with the instruction of the Debenture Holders in accordance with Debenture Trust Deed.

- i. The Debenture Trust Deed shall be finalized by the parties and consist of two parts: Part A containing statutory/standard information pertaining to the debt issue consisting of clauses pertaining to Form SH-12 in terms of Rule 18(5) of the Companies (Share Capital and Debentures) Rules, 2014; and Part B containing details specific to the particular debt issue.
- ii. As the Debentures are to be secured, the Company shall create the securities over such of its moveable properties and on such terms and conditions as disclosed in the Placement Memorandum and execute the Debenture Trust Deed and other necessary security documents for all series of Debentures as approved by the Debenture Trustee, prior to filing of the application for listing of the Debentures, in accordance with the extant Debt Listing Regulations and other applicable regulations and circulars issued by SEBI, and shall be registered with Registrar of Companies, Central Registry of Securitization Asset Reconstruction and Security Interest (CERSAI), Depository etc., as applicable, within 30 days of creation of charge. The Company agrees that, in case the charge is not registered anywhere or is not independently verifiable, then the same shall be considered a breach of covenants/ terms of the issue by the Company.
- iii. The Company shall comply with the provisions of SEBI Debenture Trustee Regulations, Debt Listing Regulations, debt listing agreement, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended from time to time), the Companies Act and other applicable provisions under applicable laws, regulations, circulars and guidelines (“Relevant Laws”) in connection with the issuance, allotment, listing and ensuring continued compliance of the Debentures until the redemption in full of the Debentures. Further the Company undertakes to comply with all regulations/provisions of Companies Act, 2013, guidelines of other regulatory authorities in respect of allotment of debentures till redemption.
- iv. The Company will submit the required details along with the necessary documents mentioned in the checklist of the listing application, for the purpose of listing the Debentures on the Wholesale Debt Markets segment of the Bombay Stock Exchange Limited and/or National Stock Exchange (“Stock Exchange”), after the allotment of the Debentures, and will apply to obtain the listing approval from the Stock Exchange. A copy of the listing approval received from the Stock Exchange will be forwarded to the Debenture Trustee.
- v. The Company hereby declares and confirms that the Company or the person in control of the Company, or its promoter has not been restrained or prohibited or debarred by the SEBI from accessing the securities market or dealing in securities.
- vi. The terms of this Agreement shall be effective only upon the submission by the Company of the requisite information and documents to the satisfaction of the Debenture Trustee for carrying out the requisite due diligence as required in terms of the Relevant Laws including in connection with verification of the security / contractual comforts and the asset cover for the Debentures, which is undertaken by the Company to be submitted simultaneously with or prior to the execution of this Agreement. In view of the foregoing , the Company shall provide all the information and documents as set out in Annexure A hereto, as applicable.

### **31. Terms of carrying out due diligence by Debenture Trustee**

- a) The Debenture Trustee, either through itself or its agents /advisors/consultants, shall carry out requisite diligence to verify the status of encumbrance and valuation of the assets (on which the charge is proposed to be created) and whether all permissions or consents (if any) as may be required to create the security as stipulated in the Placement Memorandum, has been obtained. For the purpose of carrying out the due diligence as required in terms of the Relevant Laws, the Debenture Trustee, either through itself or its agents /advisors/consultants, shall have the power to examine the books of account of the Company and to have the Company’s assets (on which the charge is proposed to be created) inspected by its officers and/or external auditors/valuers/consultants/lawyers/technical experts/management consultants appointed by the Debenture Trustee.

- b) The Company shall provide all assistance to the Debenture Trustee to enable verification from the Registrar of Companies, CERSAI, depositories, information utility or any other authority, as may be relevant, where the assets on which the charge is proposed to be created and/or encumbrances in relation to such assets or any third party security provider are registered / disclosed.
  - c) Further, in the event that existing charge holders have provided conditional consent / permissions to the Company to create further charge on the assets, the Debenture Trustee shall also have the power to verify such conditions by reviewing the relevant transaction documents or any other documents executed between existing charge holders and the Company. The Debenture Trustee shall also have the power to intimate the existing charge holders about proposal of creation of further encumbrance and seeking their comments/ objections, if any.
  - d) Without prejudice to the aforesaid, the Company shall ensure that it provides and procures all information, representations, confirmations and disclosures as may be required in the sole discretion of the Debenture Trustee to carry out the requisite diligence in connection with the issuance and allotment of the Debentures, in accordance with the Relevant Laws.
  - e) The Debenture Trustee shall have the power to either independently appoint, or direct the Company to (after consultation with the Debenture Trustee) appoint intermediaries, valuers, chartered accountant firms, practicing company secretaries, consultants, lawyers and other entities in order to assist in the diligence by the Debenture Trustee. All costs, charges, fees and expenses that are associated with and incurred in relation to the diligence as well as preparation of the reports/certificates/documentation, including all out of pocket expenses towards legal or inspection costs, travelling and other costs, shall be solely borne by the Company.
- i. The Company shall pay to the Debenture Trustees so long as they hold the office of the Debenture Trustee, remuneration for their services as Debenture Trustee in addition to all legal, traveling and other costs, charges and expenses which the Debenture Trustee or their officers, employees or agents may incur in relation to execution of the Debenture Trust Deed and all other documents executed/to be executed to give effect to the creation of security for securing the Debentures and such any other expenses like advertisement, notices, letters to debenture holders etc. as per the offer letter dated May 04, 2020 as may be amended/modified from time to time (“DT Offer Letter”). The Company agreed to pay to the Debenture Trustee an amount of **Rs 5,00,000/-** as acceptance of the offer and annually of **Rs 1,50,000/-** till the Debentures under the Trust deed are fully repaid & form for release of charge for the trust deeds are filed. Additionally in the event of Default or in case of enforcement of security, a minimum of **Rs. 5,00,000/-** shall be payable in advance by the Lender/Investor towards assistance in initiation of any proceedings.
  - ii. The Company undertakes to promptly furnish all and any information as may be required by the Debenture Trustee, including such information as required to be furnished in terms of the Relevant Laws and the Debenture Trust Deed on a regular basis, including without limitation the following documents, as may be applicable:
    - a. Draft Placement Memorandum in relation to the issue of Debentures to facilitate the Debenture Trustee to review and provide comments, if any;
    - b. The necessary corporate authorisations by way of board resolution and/or shareholder resolution necessary for the issue, allotment and the creation of security thereunder;
    - c. Certificate issued by the Registrar of Companies in relation to the charge created to secure the Debentures;
    - d. Letters from credit rating agencies about ratings;
    - e. Proof of credit of the Debenture in favour of the Debenture holders/dispatch of Debenture certificates to the Debenture holder within 30 days of registration of charge with the registrar of companies (in case where the allotment letter has been issued and debenture certificate is to be issued after registration of charge);
    - f. Depository details;
    - g. Latest annual report;
    - h. Executed Debenture Trustee Agreement;



- i. Debenture trust deed;
  - j. Security documents executed in relation to the Debentures; Certified true copy of the resolution(s) for allotment of Debentures
  - k. Confirmation/proofs of payment of interest and principal amounts made to the Debenture Holders on due dates as per the terms of the debenture trust deed and Relevant Laws and regulations as may be issued by Securities and Exchange Board of India including Relevant Laws;
  - l. Statutory auditor's certificate for utilization of funds/issue proceeds;
  - m. Statutory auditor certificate, on a half yearly basis giving the value of book debt and receivables, including compliance with the covenants of the offer document/ information memorandum, in case where listed debt securities are secured by way of receivables;
  - n. Information to enable the Debenture Trustee to carry out the necessary due diligence and monitor the asset cover on a quarterly basis and to ensure the implementation of the conditions regarding creation of security for the debentures, if any, debenture redemption reserve and recovery expense fund;
  - o. Periodical reports / information on quarterly/ half yearly / annual basis as required to be submitted to stock exchanges under the SEBI Debenture Regulations, Debt Listing Regulation, debt listing agreement or the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended from time to time);
  - p. Beneficiary position reports as provided by the registrar and transfer agent;
  - q. Approval for listing of the Debentures from the stock exchange;
  - r. Due diligence certificate from legal counsel, if any;
  - s. Acknowledgement of filing prospectus / information memorandum / Placement Memorandum with the Stock Exchange/ Registrar of Companies ;
  - t. Listing & trading permission from the Stock Exchange;
  - u. Such other documents as may be reasonably required by the Debenture Trustee.
- iii. The Company shall, pay on demand, all actual costs and expenses (including legal fees) incurred by the Debenture Trustee in connection with the preparation, negotiation of or entry into this Agreement and/or any amendment of, supplement to or waiver in respect of this Agreement and against submission of the requisite supporting documents, as evidenced by way of receipt or invoice by the Debenture Trustee. Apart from the Debenture Trustee fees, the Company shall, from time to time, make payment to/ reimburse the Debenture Trustee in respect of all expenses and out-of-pocket costs incurred by the Debenture Trustee. The Company shall promptly pay, and in any event before any interest or penalty becomes payable, any stamp, documentary, registration or similar tax payable in connection with the entry into, registration, performance, enforcement or admissibility in evidence of this Agreement or any such other documents executed in connection to this transaction and/or any such amendment, supplement or waiver.

### **32. Governing Laws**

The Debentures are governed by and shall be construed in accordance with the existing Indian laws. Any dispute between the Company and the Debenture holder will be subject to the jurisdiction of the courts in the city of Mumbai.

**33.** ABHFL hereby undertakes that it shall use a common form of transfer for all debentures issued by the Issuer.

**34. Delay in Allotment of securities:** ABHFL will adhere to SEBI Operational Circular SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 amended from time to time.

**SECTION IV**

**DISCLOSURES UNDER FORM PAS-4 PRESCRIBED UNDER COMPANIES ACT, 2013**

**FORM NO PAS-4**

PRIVATE PLACEMENT OFFER LETTER

[Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

Sr. No.	Disclosure Requirements	Page No.
<b>1.</b>	<b>GENERAL INFORMATION</b>	
i.	Name, address, website and other contact details of the company indicating both registered office and corporate office.	Page 1 and 17-18
ii.	Date of incorporation of the company.	July 27, 2009
iii.	Business carried on by the company and its subsidiaries with the details of branches or units, if any.	Page 19 – 28
iv.	Brief particulars of the management of the company.	Page 29
v.	Names, addresses, Director Identification Number (DIN) and occupations of the directors.	Page 38 – 41
vi.	Management’s perception of risk factors.	Page 10 – 16
vii.	Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of: (a) Statutory dues; (b) Debentures and interest thereon; (c) Deposits and interest thereon; and (d) Loan from any bank or financial institution and interest thereon.	Nil
viii.	Names, designation, address and phone number, email ID of the nodal/ compliance officer of the company, if any, for the private placement offer process.	Page 1 and 17-18
ix.	Any default in Annual filing of the Company under the Companies Act, 2013 or the rules made thereunder.	None
<b>2.</b>	<b>PARTICULARS OF THE OFFER</b>	
i.	Financial Position of the Company for last 3 years	Page 32– 34 and 58-62
ii.	Date of passing of board resolution.	May 17, 2022
iii.	Date of passing of resolution in the general meeting, authorising the offer of securities.	Special Resolution for the issue of NCDs on private placement basis was passed at the Extraordinary General Meeting held on May 18, 2021.
iv.	Kinds of securities offered (i.e. whether share or debenture) and class of security; the total number of shares or other securities to be issued;	Secured, Redeemable Debentures, Rated, Non-Convertible (“NCDs” or Debentures), Listed,
v.	Price at which the security is being offered including the premium, if any, along with justification of the price.	Rs. 10,00,000 per NCD
vi.	Name and address of the valuer who performed valuation of the security offered, and basis on which the price has been arrived at along with report of the registered valuer;	Not Applicable
vii.	Relevant date with reference to which the price has been arrived at. [Relevant Date means a date atleast thirty days prior to the date on which the general meeting of the company is scheduled to be held]	Not Applicable
viii.	The class or classes of persons to whom the allotment is proposed to be made;	Page 63-64

Sr. No.	Disclosure Requirements	Page No.
ix.	The proposed time within which the allotment shall be completed;	Refer Issue Details
x.	The change in control, if any, in the company that would occur consequent to the private placement;	Not Applicable
xi.	the number of persons to whom the allotment on preferential basis/private placement/ rights issue has already been made during the year, in terms of number of securities as well as price;	Not Applicable
xii.	the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;	Not Applicable
xiii.	Amount which the company intends to raise by way of proposed offer of securities;	Refer Issue Details
xiv.	Terms of raising of securities: (i)Duration, if applicable; (ii)Rate of dividend; (iii)Rate of interest; (iv)Mode of payment; and (v)Repayment date and schedule	Refer Issue Details
xv.	Proposed time schedule for which the private placement offer cum application letter is valid.	Refer Issue Details
xvi.	Purposes and objects of the offer.	Refer Issue Details
xvii.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects.	Not Applicable
xviii.	Principle terms of assets charged as security, if applicable.	Refer Issue Details
xix.	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;	<p>NHB in exercise of the powers vested under Section 52(A) of the National Housing Bank Act, 1987, has imposed a penalty of Rs. 10,000/- (Rupees Ten Thousand only) in connection with the inspection carried out with reference to its position as on March 31, 2019. The above penalty has been imposed on account of contravention of Policy Circular No.41.</p> <p>The Company has duly paid the penalty.</p> <p><b>Further this does not affect the going concern of Aditya Birla Housing Finance Limited.</b></p> <p>There are no other regulatory strictures affecting going concern status of the Company</p>
3.	Mode of payment for subscription - Other Banking Channels	Refer Issue Details & Application form
4.	<b>DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.</b>	
a.	Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons.	None
b.	Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer	There are no litigation or legal action pending against Aditya Birla Capital Ltd. (subsidiary of Grasim Industries Limited)

Sr. No.	Disclosure Requirements	Page No.
	letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed.	
c.	Remuneration of directors (during the current year and last three financial years).	Refer Financial Statements attached
d.	Related party transactions entered during the last three financial years immediately preceding the year of issue of private placement offer cum application letter including with regard to loans made or, guarantees given or securities provided.	Refer Financial Statements attached
e.	Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of issue of private placement offer cum application letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark.	None
f.	Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries.	None
g.	Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company.	Refer Financial Statements attached
5.	<b>FINANCIAL POSITION OF THE COMPANY</b>	
a.	The capital structure of the company in the following manner in a tabular form:	
(i)(a)	The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value);	Page 31-33
(b)	Size of the present offer; and	Refer Issue Details
(c)	Paid up capital: (I) After the offer; and (II) After conversion of convertible instruments (if applicable);	Not Applicable Not Applicable
(d)	Share premium account (before and after the offer).	Not Applicable
(ii)	The details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration.  Provided that the issuer company shall also disclose the number and price at which each of the allotments were made in the last one year preceding the date of the offer letter separately indicating the allotments made for considerations other than cash and the details of the consideration in each case	Page 36 - 39  Not applicable



## SECTION V

### *Material Contracts and Documents*

The list of material contracts and documents is as under:

1. Letter dated **November 09, 2022** from India Ratings & Research Limited assigning the credit rating to the Secured, Rated, Listed, Redeemable Non-Convertible Debentures (“NCDs” or Debentures”)
2. Letter dated **Novemebr 09, 2022** from ICRA Limited assigning the credit rating to the Secured, Rated, Listed, Redeemable Non-Convertible Debentures (“NCDs” or Debentures”).
3. Audited Balance Sheet for year ended, 31<sup>st</sup> March 2020 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2022.
4. Un-audited Financial Results with Limited Review Report for Quarter Ended September 30, 2022.
5. Letter from Vistra ITCL (India) Limited dated **July 12, 2021** giving consent for acting as Trustees.
6. Debenture Trustee Agreement (DTA) and Debenture Trust Deed (DTD) June 25, 2021 executed between the Debenture Trustee and the Company for Non- Convertible Debentures aggregating to **Rs. 2,000** crore to be issued from time to time in one or more series6. Certificate of incorporation of the Company dated July 27, 2009.
7. Memorandum and Articles of the Company.
8. Copy of resolution passed by the Board of Directors at their meeting held on September 08, 2022, approving the issuances of Secured, Rated, Listed, Redeemable Non-Convertible Debentures (“NCDs” or Debentures”).
9. Copy of resolution passed by the shareholders of the Company at Extraordinary General Meeting of the Company held on **May 17, 2022**, authorizing the issuances of Secured Redeemable Non-Convertible Debentures on a private placement basis.
10. Copy of resolution passed by the shareholders of the Company at Extraordinary General Meeting of the Company held on **May 17, 2022**, approving the overall borrowing of the Company
11. Copy of Auditor’s Certificate pursuant to NHB/RBI Master Circular on issuance of NCDs on private placement basis

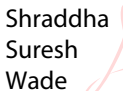
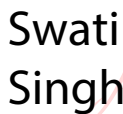
## DECLARATION BY THE DIRECTORS THAT

- the company has complied with the provisions of Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992, Companies Act and the rules and regulations made thereunder;
- the compliance with the 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;
- the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter;
- 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

I am authorized by the Board of Directors of the Company vide resolution dated September 08 , 2022 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

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

### For Aditya Birla Housing Finance Limited

Name: Shraddha Wade Designation: Team Lead - Debt Market Borrowings	 Digitally signed by Shraddha Suresh Wade Date: 2022.11.24 13:31:47 +05'30'
Name: Swati Singh Designation: Company Secretary	 Digitally signed by Swati Singh DN: c=IN, o=Personal, 2.5.4.20=fef961abedc32965ed3139 5b35ef5c29404849706743585bea 2cc027193d90, postalCode=421201, st=Maharashtra, serialNumber=c2428a090938b02e0 a0a84023a4b0fe226f745b2705e7f62 730ba2a9f6e6e8891, cn=Swati Singh Date: 2022.11.24 14:31:58 +05'30'

### Authorised Signatories

Date: November 24, 2022

- Copy of board resolution
- Copy of shareholders resolution

## **SECTION VI**

### **ANNEXURES**

- I. Audited Financial Statements with Audit Report For FY 2021-22, 2020-21 & 2019-20
- II. Un-audited Financial Results with Limited Review Report for September 30, 2022
- III. Credit Rating Letters & Rationale
- IV. Consent Letter
- V. Annexure A & Annexure B from the Debenture Trustee
- VI. Application Form