

Key Information Document

Date:

To:

Only

THIS GENERAL INFORMATION DOCUMENT HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED FROM TIME TO TIME AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2024

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UNIVERSALSOMPO GENERAL INSURANCE COMPANY LTD

CIN: U66010MH2007PLC166770

IRDAI Registration Number: 134

PAN Number: AAACU8917F

(Incorporated on January 05, 2007, in Mumbai, under the Companies Act, 1956 and registered with the Insurance Regulatory and Development Authority of India ("IRDAI") as a General Insurance Company)

Registered Office: Unit No 103, 1st Floor, Ackruti Star, MIDC, Andheri (E), Mumbai - 400093;

Tel: +91 022 41659800

Corporate Office: Same as Registered Office address;

Tel: +91 22 41659800; Fax: NA

Website: www.universalsompo.com

Company Secretary and Compliance Officer: Ms. Aarti Kamath;

, **Contact details of Compliance Officer:** +91 Tel:02241659800

e-mail: ncd@universalsompo.com

Chief Financial Officer: Mr. Nilesh Mehari Telephone: +91 22 41659800E-mail: cfo@universalsompo.com

Promoter's Name:

Name: Indian Bank (Formerly Allahabad Bank)	Name: Sompo Japan Insurance Inc.	Name - Indian Overseas Bank	Name - The Karnataka Bank Limited	Name - Dabur Investment Corporation
Telephone: 044-2813 4484/4698	Telephone: +81-3-3349-3111	Telephone: 044-28889325 / 28519667	Telephone: 0824 2228222	Telephone: 9968324118
E-mail: ibinvestorrelations@indianbank.co.in	E-mail: 10_b.s.team.consumer@sompo-hd.com	E-mail: funds@job.in	E-mail: comsec@ktkbank.com	E-mail: Pankaj.bhardwaj@dabur.com

Date: July 16, 2024

Details of the Arrangers

Name	TRUST INVESTMENT ADVISORS PRIVATE LIMITED	GENEV CAPITAL PRIVATE LIMITED
Address	Registered Address 109/110, 1st Floor, Balarama, Bandra Kurla Complex, Bandra (East), Mumbai - 400051.	Registered Address Eucharistic Congress III, 9th Floor, 5th Convent Rd, Colaba, Mumbai-400 039. Maharashtra, India.
	Corporate Address 1101, Naman Centre, Bandra Kurla Complex, Bandra (East), Mumbai - 400051.	Corporate Address Eucharistic Congress III, 9th Floor, 5th Convent Rd, Colaba, Mumbai-400 039. Maharashtra, India.
Email	Bharti.bhambwani@trustgroup.in mbd.trust@trustgroup.in	dcm@genevcap.com

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Website	www.trustgroup.in	www.genevcap.com
Telephone	Landline: +91 22 4224 5183 Mobile: +91 7506927501	Phone: (+91 22) 62704600 Mobile: +91 9004922122
Contact Person	Bharti Bhambwani Senior Vice President	Ms. Yashika Batra
Logo		

SECTION I

Key Information Document issued in conformity with the Securities Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 issued vide circular number SEBI/LAD-NRO/GN/2021/39 dated August 09, 2021, as amended from time to time.

ISSUE OF UPTO 15,000 (FIFTEEN THOUSAND) UNSECURED, RATED, LISTED, REDEEMABLE, FULLY PAID UP, NON CUMULATIVE, SUBORDINATED, NON-CONVERTIBLE DEBENTURES, OF THE FACE VALUE OF RS. 1,00,000/- (RUPEES ONE LAKH ONLY) EACH, FOR CASH, AGGREGATING UPTO Rs. 150,00,00,000/- (RUPEES ONE HUNDRED FIFTY CRORES ONLY), INCLUSIVE OF ANCHOR PORTION AMOUNT OF UPTO RS. 45 CRORES (THE "DEBENTURES" or "NCDs"), ISSUED ON PRIVATE PLACEMENT BASIS (THE "ISSUE") BY UNIVERSALSOMPO GENERAL INSURANCE COMPANY LTD ("COMPANY") UNDER THE GENERAL INFORMATION DOCUMENT DATED JULY 12, 2024 ("GENERAL INFORMATION DOCUMENT") AS AMENDED / SUPPLEMENTED FROM TIME TO TIME.

This Key Information Document dated July 16, 2024 for issuance of upto 15,000 (FIFTEEN Thousand) Unsecured, Rated, Listed, Redeemable, Fully Paid Up, Non-Cumulative, Subordinated, Non-Convertible Debentures, aggregating upto Rs. 150,00,00,000 (Rupees One Hundred and Fifty Crores Only) (inclusive of Anchor Portion Amount of upto Rs. 45 crores) ("Key Information Document") is issued in terms of and pursuant to the General Information Document dated July 12, 2024. All the terms, conditions, information and stipulations contained in the General Information Document, unless the context states otherwise or unless specifically stated otherwise, are incorporated herein by reference as if the same were set out herein. Investors are advised to refer to the same to the extent applicable. This Key Information Document must be read in conjunction with the General Information Document.

This Key Information Document contains details of this tranche/ series of Debentures and details in respect of: (i) the offer of non-convertible securities in respect of which the Key Information Document is being issued (ii) any financial information of the Issuer if such information provided in the General Information Document is more than six months old; (iii) any material changes in the information provided in the General Information Document; and (iv) any material developments which are not disclosed in the General Information Document relevant to the offer of non-convertible securities in respect of which this Key Information Document is being issued. Accordingly, set out below are the financial information / changes in the particulars set out under the General Information Document, which additional / updated information / particulars shall be read in conjunction with other information / particulars appearing in the General Information Document. All other particulars appearing in the General Information Document shall remain unchanged.

In case of any inconsistency between the terms of this Key Information Document and the General Information Document and/or the terms of this Key Information Document and/or any other issue related document executed in respect of the Debentures, the terms as set out in this Key Information Document shall prevail. Capitalised terms used herein but not defined shall have the same meanings as accorded to the terms in the General Information Document and Key information Documents.

The issue of Debentures under this Key Information Document does not form part of non-equity regulatory capital mentioned under Chapter V of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, dealing with perpetual debt instrument. The face value of each Debenture issued on private placement basis for respective 'Security Name' shall be as per 'Face Value' as mentioned under Section V – Summary Term Sheet for Debentures below.

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ISSUE HIGHLIGHTS*

ISSUE DETAILS	
Coupon Rate	9.85 % per annum
Coupon Payment Frequency	Annually
Redemption Date	July 25, 2034 (subject to the exercise of any Call Option by the Issuer or as otherwise may be permitted).
Redemption Amount	Rs. 1,00,000/- (Rupees One Lakh only) Per Debenture
Details of Debenture Trustee	Axis Trustee Services Limited. Please refer to Annexure V of the General Information Document for terms and conditions of the details of appointment of the Debenture Trustee.
Details of Registrar to the Issue	KFin Technologies Limited
Nature and Issue Size of Debentures	Upto 15,000 Unsecured, rated, listed, redeemable, fully paid up, non-cumulative, subordinated, Non-convertible debentures, aggregating upto Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only) (inclusive of Anchor Portion Amount of upto Rs. 45 crores)
Base Issue and Green Shoe Option	Base Issue: Upto Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only) Green Shoe Option: None
Size of Debentures being issued under this Key Information Document	Up-to Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only)
Details about Underwriting of the Issue including the Amount Undertaken to be Underwritten by the Underwriters.	Not Applicable

*For further details on the terms of the Issue, please also refer the Section on 'Summary Term Sheet'

ISSUE SCHEDULE

ISSUE/ BID OPENING DATE	July 24, 2024
ISSUE/ BID CLOSING DATE	July 24, 2024
DATE OF EARLIEST CLOSING OF THE ISSUE	July 25, 2024
PAY-IN DATE	July 25, 2024
DEEMED DATE OF ALLOTMENT	July 25, 2024

The Debentures issued under this Key Information Document will be open for subscription at the commencement of banking hours and close at the close of banking hours on the dates specified hereinabove, subject to the Business Day Convention and timelines of the EBP.

CREDIT RATING

Details of credit rating, along with the latest press release of the Credit Rating Agency in relation to the issue, and a declaration that the rating is valid as on the date of issuance and listing. Such press release shall not be older than one year from the date of opening of the issue.

ICRA Limited has assigned a ICRA AA (Stable) (pronounced as "ICRA Double A rating with stable outlook") rating and CARE Ratings Limited has assigned a CARE AA (Stable) (pronounced as "CARE Double A rating with stable outlook") rating to the captioned Issue. As per ICRA and CARE's rating letter(s), instruments with this rating are considered to have a high degree of safety regarding timely

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servicing of financial obligations and such instruments carry very low credit risk. Investors may please note that the rating is not a recommendation to buy, sell or hold securities and investors should take their own decisions. The rating agency has the right to suspend, withdraw or revise the rating / outlook assigned to the Issue at any time, on the basis of new information or unavailability of information or other circumstances which the rating agency believes may have an impact on the rating.

Date of Rating Letters: February 28, 2024 by ICRA Limited and March 12, 2024 CARE Ratings Limited.

Date of Revalidation letter: June 27, 2024 by ICRA Limited and July 03, 2024 by CARE Ratings Limited

Date of Press Release of Ratings: March 12, 2024 by ICRA Limited and March 14, 2024 by CARE Ratings Limited. Press Release and Rating Rationale: Please refer Annexure II of the General Information Document. **Declaration:** The rating mentioned above are valid as on the date of issuance and listing.

LISTING

The Debentures issued under this Key Information Document are proposed to be listed on the Wholesale Debt Market Segment of BSE Limited ("BSE"). The in-principle approval obtained by the Issuer from BSE has been disclosed in **Annexure VIII** of the General Information Document. The Issuer has maintained the Recovery Expense Fund with BSE (Please refer to **Section L** of the General Information Document for more details).

ELIGIBLE INVESTORS

Please refer Section A of the General Information Document

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ELECTRONIC BOOK MECHANISM AND DETAILS PERTAINING TO THE UPLOADING THE DISCLOSURE DOCUMENTS 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 Electronic Book Mechanism Guidelines.

Issue Composition – Details of size of the Base Issue and green shoe portion, if any	Up-to 15,000 Unsecured, rated, listed, redeemable, fully paid up, non-cumulative, subordinated, Non-convertible debentures, aggregating up-to Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only) (inclusive of Anchor Portion Amount of up-to Rs. 45 crores)
Interest Rate Parameter (Zero Coupon, Fixed Coupon or Floating Coupon)	Fixed Coupon
Bid Opening Date and Bid Closing Date	July 24, 2024
Manner of bidding	Coupon Specified (Price discovery) based bidding in accordance with Operational Guidelines.
Manner of Allotment (Uniform Yield Allotment or Multiple Yield Allotment)	Multiple Yield Allotment. (It is hereby clarified that in case of issues with Anchor Investor portion, Issue open for bidding = Total Issue Size - Anchor portion).
Allotment Size	The minimum allotment of One Debenture of the face value of Rs.1,00,000/- (Rupees One Lakh Only).
Manner of Settlement	As per the process prescribed by the Electronic Book Mechanism Guidelines
Minimum Bid Lot and Multiple of Single Bid	One Debentures and in multiples of one Debenture thereafter
Trading Lot Size	One Debenture
Anchor Portion and Investor Details	Total Amount Anchor Portion (not exceeding 30% of Base Issue size): Upto Rs. 45 crores Name of Anchor Investor(s): Aditya Birla Finance Limited Rs.30Cr Unity Small Finance Bank Limited Rs.15Cr Please refer to Section A of the General Information Document for more details on the subscription to the Debentures by Anchor Investors for the Anchor Portion Amount.
Settlement Cycle [T+1/ T+2] where T refers to the date of bidding/ issue day	T+1 (T being the Date of Bidding)

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SECTION II

DISCLOSURES UNDER SCHEDULE I OF SECURITIES EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021

Other than to the limited extent set out hereunder, please refer to the General Information Document for disclosures under the Schedule I of Securities Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time.

A. Material changes if any, in the information provided in the General Information Document: There have been

no material changes in the information since the General Information Document was issued.

B. Expenses of the Issue:

Expenses	Fees Amount (in Rs.)	Fees as a percentage of total issue expenses (%)	Fees as a percentage of total issue size (%)
Lead manager(s) fees	NA	NA	NA
Fees payable to Rating Agencies	14,55,000	17.94	0.097
Fees payable to Debenture Trustee	50,000	0.62	0.003
Underwriting commission	NA	NA	NA
Brokerage, selling, commission and upload fees	NA	NA	NA
Fees payable to the registrars to the Issue	27,000	0.33	0.002
Fees payable to the legal advisors	2,75,000	3.39	0.018
Advertising and marketing expenses	NA	NA	NA
Fees payable to the regulators including Stock Exchanges	1,54,500	1.90	0.010
Fees payable to Depositories	1,50,000	1.85	0.010
Expenses incurred on printing and distribution of Issue stationary	NA	NA	NA
Any other fees, commission or payments under whatever nomenclature including Arranger Fees	60,00,000	73.97	0.40
Total	81,11,500	100	0.541

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C. Consent of directors, auditors, bankers to issue, trustees, solicitors or advocates to the issue, legal advisors to the issue, lead managers to the issue, Registrar to the Issue, and lenders (if required, as per the terms of the agreement) and experts.

- (a) Directors – Obtained
- (b) Auditors – Obtained
- (c) Trustees – Please refer Trustee Consent Letter as per Annexure I of this General Information Document
- (d) Solicitors / Advocates – N.A.
- (e) Legal advisors – Obtained
- (f) Lead Managers – N.A.
- (g) Registrar to the Issue – Obtained
- (h) Lenders – N.A.

SECTION III

DISCLAIMERS

Please refer to **Section C** of the General Information Document for disclaimers set out in relation to the Debentures issued under the General Information Document.

DISCLAIMER OF THE ARRANGERS:

The Issuer has exercised self due-diligence to ensure complete compliance of prescribed disclosure norms in the Disclosure Document. The role of the Arranger to the Issue (collectively referred to as "Arranger"/ "Arranger to the Issue") in the assignment is confined to marketing and placement of the Bonds on the basis of this Disclosure Document as prepared by the Issuer, in accordance with the Electronic Book Building Mechanism Guidelines. The Arrangers to the Issue have neither scrutinized nor vetted nor has they done any due-diligence for verification of the contents of the Disclosure Document. The Arrangers shall use this document for the purpose of soliciting subscription from qualified institutional investors, in the Debentures to be issued by the Issuer on private placement basis. It is to be distinctly understood that the aforesaid use of this document by the Arrangers should not in any way be deemed or construed that the Disclosure Document has been prepared, cleared, approved or vetted by the Arrangers, nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Disclosure Document, nor does it take responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer. The Arrangers or any of their directors, employees, affiliates or representatives do not accept any responsibility and/or liability for any loss or damage arising of whatever nature and extent in connection with the use of any of the information contained in the Disclosure Document. The Arrangers may purchase and hold the Debentures for their own account or for the accounts of their customers or enter into other transactions relating to the Debentures at the same time as the offering of the Debentures. The Arrangers may have engaged in or may in the future engage in other dealings in the ordinary course of business with the Issuer and/or its promoters.

SECTION IV

DISCLOSURE OF CASH FLOW AND OTHER DETAILS FOR APPLYING FOR DEBENTURES

A. Disclosure of Cash flow with date of interest/ dividend / redemption payment as per day count convention:

- () The day count convention for dates on which the payments in relation to the non-convertible securities which need to be made, should be disclosed.

Actual/ Actual

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(a) Procedure and time schedule for allotment and issue of securities should be disclosed.

The procedure and time schedule for issue of securities shall be as per the SEBI Electronic Book Mechanism. The beneficiary account of the investor(s) with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)/ Depository Participant will be given initial credit within 2 (Two) working days from the Deemed Date of Allotment. The initial credit in the account will be akin to the Letter of Allotment.

(b) Cash flows emanating from the non-convertible securities shall be mentioned in the offer document, by way of an illustration.

This calculation is based on the assumption that the Deemed Date of Allotment will be July 25, 2024 and the scheduled redemption date is a Business Day and is merely illustrative. If there is a change in the Deemed Date of Allotment, calculations will change accordingly.

Company	UNIVERSALSOMPO GENERAL INSURANCE COMPANY LTD
Face Value (per security)	Rs. 1,00,000/- per Debenture
Date of Allotment	July 25, 2024
Redemption Date	July 25, 2034 (subject to the exercise of any Call Option by the Issuer or as otherwise may be permitted).
Tenor	10 (ten) years from the Deemed Date of Allotment, subject to the exercise of any Call Option by the Issuer at the end of 5 years and every year thereafter.
Coupon Rate	9.85% per annum
Frequency of Coupon Payment with specified dates	Coupon payable annually on July 25 th of every calendar year until Maturity Date subject to any Call Option being exercised (subject to Business Day Convention).
Day Count Convention	Actual/ Actual

SCENARIO 1: WHEN CALL OPTION IS NOT EXERCISED

Cash Flows	Coupon Payment Date	Payment Date (Adjusted as per Holiday Convention)	No. of Days in Coupon Period	Coupon Amount (in Rupees)	Redemption Amount (in Rupees)
1st Coupon	Friday, 25 July, 2025	Friday, 25 July, 2025	365	9,850.00	
2nd Coupon	Saturday, 25 July, 2026	Monday, 27 July, 2026	365	9,850.00	
3rd Coupon	Sunday, 25 July, 2027	Monday, 26 July, 2027	365	9,850.00	
4th Coupon	Tuesday, 25 July, 2028	Tuesday, 25 July, 2028	366	9,850.00	
5th Coupon	Wednesday, 25 July, 2029	Wednesday, 25 July, 2029	365	9,850.00	

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6th Coupon	Thursday, 25 July, 2030	Thursday, 25 July, 2030	365	9,850.00	
7th Coupon	Friday, 25 July, 2031	Friday, 25 July, 2031	365	9,850.00	
8th Coupon	Sunday, 25 July, 2032	Monday, 26 July, 2032	366	9,850.00	
9th Coupon	Monday, 25 July, 2033	Monday, 25 July, 2033	365	9,850.00	
10th Coupon	Tuesday, 25 July, 2034	Tuesday, 25 July, 2034	365	9,850.00	
Principal	Tuesday, 25 July, 2034	Tuesday, 25 July, 2034			100,000.00

SCENARIO 2: WHEN CALL OPTION IS EXERCISED ON CALL OPTION DATE 25 July, 2029

Cash Flows	Coupon Payment Date	Payment Date (Adjusted as per Holiday Convention)	No. of Days in Coupon Period	Coupon Amount (in Rupees)	Redemption Amount (in Rupees)
1st Coupon	Friday, 25 July, 2025	Friday, 25 July, 2025	365	9,850.00	
2nd Coupon	Saturday, 25 July, 2026	Monday, 27 July, 2026	365	9,850.00	
3rd Coupon	Sunday, 25 July, 2027	Monday, 26 July, 2027	365	9,850.00	
4th Coupon	Tuesday, 25 July, 2028	Tuesday, 25 July, 2028	366	9,850.00	
5th Coupon	Wednesday, 25 July, 2029	Wednesday, 25 July, 2029	365	9,850.00	
Principal	Wednesday, 25 July, 2029	Wednesday, 25 July, 2029			100,000.00

SCENARIO 3: WHEN CALL OPTION IS EXERCISED ON CALL OPTION DATE 25 July, 2030

Cash Flows	Coupon Payment Date	Payment Date (Adjusted as per Holiday Convention)	No. of Days in Coupon Period	Coupon Amount (in Rupees)	Redemption Amount (in Rupees)
1st Coupon	Friday, 25 July, 2025	Friday, 25 July, 2025	365	9,850.00	
2nd Coupon	Saturday, 25 July, 2026	Monday, 27 July, 2026	365	9,850.00	
3rd Coupon	Sunday, 25 July, 2027	Monday, 26 July, 2027	365	9,850.00	
4th Coupon	Tuesday, 25 July, 2028	Tuesday, 25 July, 2028	366	9,850.00	
5th Coupon	Wednesday, 25 July, 2029	Wednesday, 25 July, 2029	365	9,850.00	
6th Coupon	Thursday, 25 July, 2030	Thursday, 25 July, 2030	365	9,850.00	
Principal	Thursday, 25 July, 2030	Thursday, 25 July, 2030			100,000.00

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SCENARIO 4: WHEN CALL OPTION IS EXERCISED ON CALL OPTION DATE 25 July, 2031

Cash Flows	Coupon Payment Date	Payment Date (Adjusted as per Holiday Convention)	No. of Days in Coupon Period	Coupon Amount (in Rupees)	Redemption Amount (in Rupees)
1st Coupon	Friday, 25 July, 2025	Friday, 25 July, 2025	365	9,850.00	
2nd Coupon	Saturday, 25 July, 2026	Monday, 27 July, 2026	365	9,850.00	
3rd Coupon	Sunday, 25 July, 2027	Monday, 26 July, 2027	365	9,850.00	
4th Coupon	Tuesday, 25 July, 2028	Tuesday, 25 July, 2028	366	9,850.00	
5th Coupon	Wednesday, 25 July, 2029	Wednesday, 25 July, 2029	365	9,850.00	
6th Coupon	Thursday, 25 July, 2030	Thursday, 25 July, 2030	365	9,850.00	
7th Coupon	Friday, 25 July, 2031	Friday, 25 July, 2031	365	9,850.00	
Principal	Friday, 25 July, 2031	Friday, 25 July, 2031			100,000.00

SCENARIO 5: WHEN CALL OPTION IS EXERCISED ON CALL OPTION DATE 23 July, 2032

Cash Flows	Coupon Payment Date	Payment Date (Adjusted as per Holiday Convention)	No. of Days in Coupon Period	Coupon Amount (in Rupees)	Redemption Amount (in Rupees)
1st Coupon	Friday, 25 July, 2025	Friday, 25 July, 2025	365	9,850.00	
2nd Coupon	Saturday, 25 July, 2026	Monday, 27 July, 2026	365	9,850.00	
3rd Coupon	Sunday, 25 July, 2027	Monday, 26 July, 2027	365	9,850.00	
4th Coupon	Tuesday, 25 July, 2028	Tuesday, 25 July, 2028	366	9,850.00	
5th Coupon	Wednesday, 25 July, 2029	Wednesday, 25 July, 2029	365	9,850.00	
6th Coupon	Thursday, 25 July, 2030	Thursday, 25 July, 2030	365	9,850.00	
7th Coupon	Friday, 25 July, 2031	Friday, 25 July, 2031	365	9,850.00	
8th Coupon	Sunday, 25 July, 2032	Friday, 23 July, 2032	364	9,823.01	
Principal	Sunday, 25 July, 2032	Friday, 23 July, 2032			100,000.00

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SCENARIO 6: WHEN CALL OPTION IS EXERCISED ON CALL OPTION DATE 25 July, 2033

Cash Flows	Coupon Payment Date	Payment Date (Adjusted as per Holiday Convention)	No. of Days in Coupon Period	Coupon Amount (in Rupees)	Redemption Amount (in Rupees)
1st Coupon	Friday, 25 July, 2025	Friday, 25 July, 2025	365	9,850.00	
2nd Coupon	Saturday, 25 July, 2026	Monday, 27 July, 2026	365	9,850.00	
3rd Coupon	Sunday, 25 July, 2027	Monday, 26 July, 2027	365	9,850.00	
4th Coupon	Tuesday, 25 July, 2028	Tuesday, 25 July, 2028	366	9,850.00	
5th Coupon	Wednesday, 25 July, 2029	Wednesday, 25 July, 2029	365	9,850.00	
6th Coupon	Thursday, 25 July, 2030	Thursday, 25 July, 2030	365	9,850.00	
7th Coupon	Friday, 25 July, 2031	Friday, 25 July, 2031	365	9,850.00	
8th Coupon	Sunday, 25 July, 2032	Monday, 26 July, 2032	366	9,850.00	
9th Coupon	Monday, 25 July, 2033	Monday, 25 July, 2033	365	9,850.00	
Principal	Monday, 25 July, 2033	Monday, 25 July, 2033			100,000.00

B. OTHER DETAILS

- (a) **Creation of a Debenture Redemption Reserve:** Please refer Section V in the Summary Term Sheet below.
- (b) **Issue/instrument specific regulations:** Please refer Section J of the General Information Document.
- (c) **Default in Payment:** Please see the 'Additional Covenants' section in the Summary Term Sheet below
- (d) **Delay in Listing:** Please see the 'Additional Covenants' section in the Summary Term Sheet below
- (e) **Delay in allotment of securities:** Please refer to the Summary Term Sheet
- (f) **Issue details:** Please refer to the Summary Term Sheet
- (g) **Application Process:** Please refer Section A of the General Information Document.
- (h) **Project details (gestation period of the project; extent of progress made in the project; deadlines for completion of the project; the summary of the project appraisal report (if any), schedule of implementation of the project):** Not Applicable

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SECTION V

SUMMARY TERM SHEET

Security Name	9.85% UNIVERSAL SOMPO 2034
Issuer	UNIVERSALSOMPO GENERAL INSURANCE COMPANY LTD
Type of Instrument	Unsecured, subordinated, listed, rated, redeemable, taxable, non-cumulative, non-convertible debentures in the nature of 'Subordinated Debt' in accordance with the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2022 and SEBI Debt Listing Regulations. The Debentures shall be fully paid up in cash.
Nature of Instrument	Unsecured and subordinated debt
Seniority (Senior or Subordinated)	The claims of the Debenture Holders shall be superior to the claims of the preference shareholders and equity shareholders, in that order, but shall be subordinated to the claims of the policyholders and all other creditors. Further, the claims of the policyholders shall always be senior to the claims of all the creditors.
Mode of Issue	Private placement and dematerialized form.
Eligible Investors	Please refer paragraph "Who can apply" and "Eligible Investors" of the General Information Document.
Listing (Name of stock exchange(s) where it will be listed and timeline for listing)	BSE Limited
Rating of the Instrument	ICRA AA Stable and CARE AA (Stable)
Issue Size of Debentures	The aggregate size of the Issue under this Key Information Document is for upto Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only) (inclusive of Anchor Portion Amount of upto Rs. 45 crores).
Minimum Subscription	Rs. 1,00,000/- (Rupees One Lakh only)
Option to retain oversubscription (Amount)	None
Objects of the Issue / Purpose for which there is requirement of funds	The funds raised through the Issue of Debentures is in terms of IRDAI (Other Forms of Capital) Regulations, 2022.
Details of the utilization of the Proceeds	Please refer to the head "Objects of the Issue" as provided hereinabove.
Details of Anchor	Total Amount Anchor Portion (not exceeding 30% of Base Issue size): Upto Rs. 45 crores Name of Anchor Investor(s): Aditya Birla Finance Limited Rs.30Cr Unity Small Finance Bank Limited Rs.15Cr Please refer to Section A (<i>Application Process</i>) of the General Information Document for more details on the subscription to the Debentures by Anchor Investors for the Anchor Portion Amount.
Minimum Bid Lot	One Debentures and in multiples of One Debenture thereafter.
Manner of bidding (Open or Closed Bidding)	Closed Bidding
Coupon/ Interest Rate	9.85 % per annum
Step Up/Step Down Coupon Rate	Not Applicable
Coupon Payment Frequency	Annually
Coupon Payment dates	Subject to the "Interest Payment Conditions" as set out above, and the "Business Day Convention" as set out below, the first Interest payment

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	will be on July 25, 2025 and then on July 25 every year, and the last Interest payment will be on July 25, 2034 along with Redemption Amount, subject to exercise of any Call Option
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.).	Not Applicable
Provision related to Cross Default Clause	Not Applicable
Day Count Basis	Actual/ Actual
Interest on Application Money	As the Issue is pursuant to the Operational Guidelines of the EBP, the Pay-In Date and the Deemed Date of Allotment fall on the same date, and accordingly payment of interest on application money is not required. Further, no interest on application money will be payable in case the Issue is withdrawn by the Issuer in accordance with the Operational Guidelines of the EBP.
Tenor	10 (ten) years from the Deemed Date of Allotment, subject to the exercise of any Call Option by the Issuer at the end of 5 years and every year thereafter.
Issue Price	Rs. 1,00,000/- (Rupees One Lakh) per Debenture
Redemption Date	July 25, 2034 (subject to the exercise of any Call Option by the Issuer or as otherwise may be permitted).
Redemption Amount	Rs. 1,00,000/- (Rupees One Lakh) per Debenture along with the outstanding Coupon payable on the Redemption Date. No incentives shall be payable at the time of redemption.
Redemption Premium / Discount	Not Applicable
Issue premium/ Discount at which security is issued and the effective yield as a result of such discount.	Not Applicable
Premium/Discount at which security is redeemed and the effective yield as a result of such premium/discount	Not Applicable
Put Option Date	Not Applicable
Put Option Price	Not Applicable
Call Option Date	The Issuer shall have the right (but not the obligation) to exercise a call option in respect of all or part of the Debentures ("Call Option") on any Call Option Payment Date without the prior approval of IRDAI, subject to Terms prescribed by IRDAI Regulations. The "Call Option Payment Dates" are July 25, 2029, and annually thereafter on July 25, 2030, July 25, 2030, July 25, 2031, July 23, 2032, July 25, 2033, (subject to adjustments on account of business day convention as per the SEBI Debt Listing Regulations). Any notices/ intimation to Debenture Holders, the Debenture Trustee, IRDAI and stock Exchanges will be provided as set out in the point "Call Notification Time".
Call Option Price	Redemption of any Debenture will be at par at Rs. 1,00,000/- (Rupees One Lakh) per Debenture. No incentives or premium shall be paid on exercise of the Call Option or for any early redemption.
Put Notification Time (Timelines by which the investor need to intimate Issuer before exercising the put)	Not Applicable
Call Notification Time (Timelines by which the Issuer need to intimate investor before exercising the call)	The Company shall have the right (but not the obligation) to exercise a Call Option in respect of all or part of the Debentures on any Call Option Payment Date, without the prior approval of IRDAI. Provided that prior approval of IRDAI shall be required to be obtained by the Company, if after exercising such Call Option, the solvency position of Company is not, at least 20% above the Control Level of Solvency.

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	<p>i) The Company shall send a notice to the Debenture Holder(s) in writing (with a copy marked to the Debenture Trustee) at least 21 (Twenty One) calendar days prior to the relevant Call Option Payment Date, communicating either (a) the intent of the Company to exercise the Call Option on the Call Option Payment Date or (b) the intent of the Company not to exercise the Call Option on the Call Option Payment Date, in the following manner:</p> <p>a) soft copy of such notice shall be sent to the Debenture Holders who have registered their email address(es) either with the Company or with the Depositories; and</p> <p>b) hard copy of the notice shall be sent to the Debenture Holders who have not registered their email address(es) either with the Company or with the Depositories. ("Call Option Notice").</p> <p>ii) The Company shall also simultaneously provide a copy of the Call Option Notice to the Stock Exchange for dissemination on its website.</p> <p>iii) Upon the issuance of the Call Option Notice by the Company and if the Company has in the Call Option Notice indicated its intention to exercise the Call Option on the Call Option Payment Date, the Company shall on the Call Option Payment Date, redeem the Debentures by crediting to the beneficiary account of the Debenture Holder(s), the Redemption Amount or the relevant proportion of the Redemption Amount in respect of the Debentures.</p> <p>iv) Subject to IRDAI regulations, the Company shall also pay additional interest of 2.00% (two percent) per annum over the Interest Rate payable for the period of delay in making payment of the Redemption Amount or the relevant proportion of the Redemption Amount on the Call Option Payment Date if the Company has exercised its Call Option and any other period of delay, if any, as per the terms of and in accordance with the SEBI Debt Listing Regulations.</p> <p>v) If the Company has exercised its Call Option right, then after the completion of such exercise of the right of Call Option, the Company shall submit the report to the Stock Exchange and inform the Debenture Trustee and the Depositories, in the manner and upon the terms and conditions as set out in the SEBI Debt Listing Regulations.</p> <p>vi) The Company shall inform IRDAI of the Call Options exercised, within 15 (fifteen) days from the date of communication of exercise of the Call Option.</p>
Rollover Option	NA
Face Value	Rs. 1,00,000/- per Debenture
Minimum Application and in multiples of Debt securities thereafter	1 (One) Debentures and in multiples of One Debenture thereafter.
Issue Timing	As provided in 'Issue Highlights' under Section of this Key Information Document
Issue/ Bid Opening Date	July 24, 2024

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Issue/ Bid Closing Date	July 24, 2024
Date of earliest closing of the issue, if any.	July 25, 2024
Pay-in-Date	July 25, 2024
Deemed Date of Allotment	July 25, 2024
Disclosure of Interest/Dividend/ redemption dates	Redemption Date: July 25, 2034 (subject to the exercise of any Call Option by the Issuer or as otherwise may be permitted). Interest Payment Dates: Subject to the "Interest Payment Conditions" as set out above, and the "Business Day Convention" as set out below, the first Interest payment will be on July 25, 2025, and then on July 25 th , every year, and the last Interest payment will be on July 25, 2034 along with Redemption Amount, subject to exercise of any Call Option.
Issuance mode of the Instrument	Demat Only
Trading mode of the Instrument	Demat Only
Settlement mode of the Instrument	NEFT / RTGS
Depository(ies)	NSDL and CDSL
Business Day	Any day of the week (excluding Saturdays, Sundays and any day which is a public holiday for the purpose of Section 25 of the Negotiable Instruments Act, 1881 (26 of 1881) (as may be amended/supplemented from time to time) and any other day on which banks are closed for customer business in Mumbai) on which the money market is functioning in Mumbai and "Business Days" shall be construed accordingly.
Business Day Convention	If any of the Coupon Payment Date(s) (other than on Redemption Date) fall on a day which is not a Business Day, or any day on which Real Time Gross Settlement (RTGS) or high value clearing does not take place in Mumbai, for any reason whatsoever, the payment due on such date may be made on the immediately succeeding Business Day however: (i) the dates of the future Coupon payments would be as per the schedule originally stipulated at the time of issuing the Debentures. In other words, the subsequent Coupon schedule would not be disturbed merely because the payment date in respect of one particular Coupon payment has been postponed earlier because of it having fallen on a day which is not a Business Day; and (ii) the amount of Coupon to be paid would be computed as per the schedule originally stipulated at the time of issuing the Debentures. If the Due Date for redemption of the Debentures falls on a day which is not a Business Day, all Payments in respect of the redemption amount (along with Coupon accrued on the Debentures until but excluding the date of such payment) shall be made on the immediately preceding Business Day.
Record Date	15 (fifteen) days prior to each Coupon Payment Date, Call Option Payment Date, or Redemption Date.
All covenants of the issue (including side letters, accelerated payment clause, etc.)	As set out COVENANTS below.
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	The Debentures proposed to be issued shall neither be secured nor covered by a guarantee of the Issuer or other arrangements that legally or economically enhance the seniority of the claims as against the claims of the Issuer's policyholders and all other creditors.
Replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the issue document	NA as Debentures shall be unsecured.
Transaction Documents	Please refer to the paragraph on ' Transaction Documents ' under the Summary Term Sheet of the General information Document.

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Conditions Precedent for issuance of Debentures	Please refer to the paragraph on ' Conditions Precedent for issuance of Debentures ' under the Summary Term Sheet of the General information Document.
Condition Precedent for issuance of any further / future tranche of Debentures	Not Applicable
Condition Subsequent	Please refer to the paragraph on ' Conditions Subsequent ' under the Summary Term Sheet of the General information Document.
Events of Default	<p>Subject to the Private Placement Memorandum and IRDAI regulations, on the occurrence of any of the following events, the Debenture Trustee (acting on the instructions of the Special Majority Debenture Holders) shall be entitled to call an "Event of Default" by issuing a notice thereof in writing ("EOD Intimation") to the Issuer stating that an Event of Default has occurred, and seeking further instructions from the Debenture Holders (after taking into account the cure period if any, as set out below):</p> <ul style="list-style-type: none"> i) If the Company ceases with/without the consent of the Debenture Holder(s), or threatens to cease to carry on its business or gives notice of its intention to do so. ii) Save and except for clause 4.1.3, if the Company is unable to or admits in writing its inability to pay its debts as they mature or proceedings for taking it into insolvency or liquidation have been admitted by any competent court or a special resolution has been passed by the shareholders for winding up of the Company or for filing an application to initiate insolvency resolution process of the Company or it is certified by the statutory auditors that the liabilities of the Company exceed its assets indicating the inability of the Company to discharge its obligations under this Deed/Placement document. iii) The Company shall have voluntarily or involuntarily become the subject of proceedings under bankruptcy or insolvency law, or has suffered any action taken for its reorganization, insolvency, liquidation or dissolution except an application filed by an operational creditor of the Company for initiation of corporate insolvency resolution process in respect of the Company, which gets dismissed within 30 days from the date of first listing of such application or an application filed by a financial creditor of the Company for initiation of corporate insolvency resolution process in respect of the Company, which gets dismissed within 14 days from the date of filing/intimation of such application; or. A receiver or resolution professional or liquidator is appointed or allowed to be appointed in respect of all or any part of the undertaking of the Company. iv) Any information given by the Company in the Disclosure Documents/ Offer Letter, KID and/or other information furnished and/or the representations and warranties given/deemed to have been given by the Company to the Debenture Holder(s)/Beneficial Owner(s) for availing financial assistance by way of

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	<p>subscription to the Debentures is or proves to be misleading or incorrect in any material respect or is found to be incorrect.</p> <p>v) If extraordinary circumstances have occurred which make it improbable for the Company to fulfill its obligations under this Deed and/or the Debentures in the opinion of the Debenture Trustee.</p> <p>vi) If any Governmental Authority shall have condemned, nationalized, seized, or otherwise expropriated all or any substantial part of the assets of the Company or of the shares of the Company held by any director or the promoters, or shall have assumed custody or control of such shares or the business or operations of the Company or shall have taken any action for the dissolution of the Company or any action that would prevent the Company or its officers from carrying on its business or operations or a substantial part thereof</p> <p>vii) If the Company, shall without the previous consent in writing of the Debenture Trustee, make or attempt to make any alteration in the provisions of its Memorandum and/or Articles of Association which might in the opinion of the Debenture Trustee detrimentally affect the interests of the Debenture Holder(s)/Beneficial Owner(s) and shall upon demand by the Debenture Trustee refuse or neglect or be unable to rescind such alteration.</p> <p>viii) Any of the necessary clearances required or desirable in relation to the Company or the Debentures in accordance with any of the Disclosure Documents is not received or is revoked or terminated, withdrawn, suspended, modified or withheld or shall cease to be in full force and effect which shall, in the reasonable opinion of Debenture Holder(s)/Beneficial Owners(s), have Material Adverse Effect on the Company or the Debentures.</p> <p>ix) It is or becomes unlawful for the Company to perform any of its material obligations under GID and KID in the opinion of the Debenture Holder/Beneficial Owner(s).</p> <p>x) The occurrence of any event or condition which, in the reasonable opinion of the Trustee or the Debenture Holder(s)/ Beneficial Owners(s), constitutes a Material Adverse Effect. Any other event described as an Event of Default in the Disclosure Documents/ Offer Letter and the KID..</p> <p>xi) If the Issuer has defaulted in the performance of any material covenants, conditions or agreements or payment of interest /coupon payment conditions and principal redemption on respective due dates, as specified under this Document or deeds entered into between the Company and the Debenture Holder(s)/Beneficial Owner(s)/ Debenture Trustee,.</p> <p>xii) Any financial creditor accelerates his indebtedness, or declaration of any such indebtedness of that Person due</p>
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	<p>and payable prior to its specified maturity or invoke any security interest or guarantee created to secure such indebtedness or to restructure the indebtedness.</p> <p>In accordance with the SEBI Debt Listing Regulations, for the purpose of this provision, the Special Resolution shall mean a resolution passed by the holders of 2/3rd or more of the outstanding nominal value of of Debenture Holders at the ISIN level, at any point of time.</p> <p>Subject to the approval of the Debenture Holders and the conditions as may be specified by the SEBI from time to time, the Debenture Trustee, on behalf of the Debenture Holders, may enter into inter-creditor agreements and undertake such other actions as may be permissible under applicable law including IRDAI and SEBI circulars, guidelines and regulations.</p>
Creation of Recovery Expense Fund	Please refer to the paragraph on ' Recovery Expense Fund ' under the Summary Term Sheet of the General information Document.
Conditions for breach of covenants (as specified in Debenture Trust Deed)	As set out under the head " All Covenants of the Issue " and " Events of Default " above.
Roles and Responsibilities of Debenture Trustee	Please refer to the paragraph on ' Roles and Responsibilities of Debenture Trustee ' under the Summary Term Sheet of the General information Document.
Risk factors pertaining to the Issue	Please refer to Section M of the General Information Document.
Governing Law and Jurisdiction	Please refer to the paragraph on ' Governing Law and Jurisdiction ' under the Summary Term Sheet of the General information Document.
Interest/Coupon Payment Conditions	<p>Coupon on the Outstanding Principal Amount shall accrue at the Coupon Rate daily from the Deemed Date of Allotment until the Debentures are repaid in full. Coupon shall be payable to the Debenture Holders on each Coupon Payment Date; Provided however, that the payment of the Coupon by the Company shall be subject to the following terms and conditions:</p> <p>(i) the Coupon on the Debentures shall be charged to the profit and loss account of the Company, and dividend on preference shares shall be paid out of distributable profit of the shareholders; and</p> <p>(ii) the prior approval of IRDAI shall be required for payment of Coupon for a financial year if the Company's solvency is below the minimum Control Level of Solvency or the impact of accruing or paying such Coupon would result in the Control Level of Solvency of the Company, falling below or remaining below minimum regulatory requirements prescribed by IRDAI or where the impact of accrual or payment of Coupon results in net loss or increases the net loss of the Company.</p> <p>It is hereby explicitly clarified that any non-payment of Coupon on the Debentures or the cancellation of servicing of the Debentures by the Company in the manner set out hereinabove shall not be construed to be an Event of Default or be construed to be a breach of the GID and KID of any manner and no restriction or obligation on the Company of any kind whatsoever shall be imposed or be deemed to have been imposed on the Company, including any obligation to pay Additional Interest, upon the occurrence of such an event except</p>

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	that the Company shall not distribute any dividend to its equity shareholders.														
Guarantors, if any	Not Applicable														
Arrangers, if any	TRUST INVESTMENT ADVISORS PRIVATE LIMITED GENEV CAPITAL PRIVATE LIMITED														
Grant of Loans against the Debentures	Issuer shall not grant any loan against the security of the Debentures issued by them.														
Classification of Subordinated Debt for Available Capital for computation of Solvency	<ol style="list-style-type: none"> The Debentures issued net of hair cut as specified in point number 2 below shall be counted towards "Available Solvency Margin" of the Issuer. The Debentures shall be subjected to a progressive hair cut for the purpose of computation of "Available Solvency Margin" on straight-line basis in final 5 (five) years prior to maturity or as may be required under any IRDAI regulations. Accordingly, as the Debentures approach maturity, outstanding balances are to be reckoned for inclusion in capital indicated in the table below. The amount arrived at after making adjustment alone, as set out in the table below as at the date hereof, shall be eligible for inclusion in "Available Solvency Margin". <table border="1" data-bbox="594 984 1070 1163"> <thead> <tr> <th>Years to Maturity</th> <th>Included in Capital</th> </tr> </thead> <tbody> <tr> <td>5 years or more</td> <td>100%</td> </tr> <tr> <td>4 years and less than 5 years</td> <td>80%</td> </tr> <tr> <td>3 years and less than 4 years</td> <td>60%</td> </tr> <tr> <td>2 years and less than 3 years</td> <td>40%</td> </tr> <tr> <td>1 year and less than 2 years</td> <td>20%</td> </tr> <tr> <td>Less than 1 year</td> <td>0%</td> </tr> </tbody> </table> <p>Provided that such hair cut shall be applied at the end of each financial quarter based on the "years to maturity". The Debentures shall be classified under the head "Borrowings" in the relevant schedule of the balance sheet of the Issuer.</p>	Years to Maturity	Included in Capital	5 years or more	100%	4 years and less than 5 years	80%	3 years and less than 4 years	60%	2 years and less than 3 years	40%	1 year and less than 2 years	20%	Less than 1 year	0%
Years to Maturity	Included in Capital														
5 years or more	100%														
4 years and less than 5 years	80%														
3 years and less than 4 years	60%														
2 years and less than 3 years	40%														
1 year and less than 2 years	20%														
Less than 1 year	0%														

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Additional Covenants	<p>Subject to Applicable Law, the Issuer is liable to pay additional interest (each, "Additional Interest") if the following events occur:</p> <p>Delay in payment of Interest and/or Redemption Amount: In case of nonpayment of Interest and/or Redemption Amount on any Coupon Payment Date or Redemption Date, respectively, the Issuer shall pay additional interest of 2.00% (two percent) per annum over the Interest Rate payable on the Debentures, for the period of non-payment until the such amounts together with the aforesaid additional interest is paid, in compliance with the SEBI Debt Listing Regulations.</p> <p>Delay in Listing: In accordance with the SEBI Debt Listing Regulations, in case of a delay by the Issuer in listing Debentures beyond such days as prescribed under Applicable Law, currently being within 3 days from the Issue Closing Date, the Issuer shall make payment to the Debenture Holders additional interest of 1.00% (One Percent) per annum over the Coupon Rate from the Deemed Date of Allotment until the listing of the Debentures. Provided that, in the event that the Debentures are not listed within such days as prescribed under Applicable Law, then to the extent that any Debenture Holder(s) are foreign portfolio investors, such foreign portfolio investors (a) may, transfer the Debentures to any Eligible Investor, or (b) with the prior approval of IRDAI, require the Company to immediately redeem and/or buyback any or all Debentures</p> <p>Notwithstanding the aforesaid, it is hereby explicitly clarified that the payment of Additional Interest in the manner set out hereinabove shall be subject to the following terms and conditions:</p> <p>I. The payment of Additional Interest shall be charged to the profit and loss account of the Issuer.</p> <p>II. The Additional Interest shall be payable as permitted by IRDAI. It is further clarified that any non-payment of Additional Interest on the Debentures by the Issuer in the manner set out hereinabove shall not be construed to be an Event of Default or be construed to be a breach of the GID and KID of any manner and no restriction or obligation on the Issuer of any kind whatsoever shall be imposed or be deemed to have been imposed on the Issuer upon the occurrence of such an event except that the Issuer shall not distribute any dividend to its equity shareholders.</p> <p>Delay in Allotment of Securities :The Issuer shall allot the Debentures in dematerialized form within 2 (two) Business Days from the Deemed Date of Allotment and ensure completion of all statutory formalities as required for such dematerialized credit within the said time period. In case, the Company is not able to allot the Debentures within the abovementioned period, the Company shall pay a default interest of 1% (one percent) per month. from the Deemed Date of Allotment to the actual Allotment.</p>
Creation of Debenture Reserve	The Issuer shall comply with the provisions of the Companies Act, the rules made thereunder, and the circulars and notifications issued by

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	IRDAI, from time to time, in respect of the requirements of creation of debenture redemption reserve.
Registrar	KFin Technologies Limited
Compliance with Laws	<p>The Debentures shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital, listing and disclosure regulations, issued by IRDAI, SEBI, the Government of India, FEMA regulations, RBI and/or other authorities, as amended from time to time, and other documents that may be executed in respect of the Debentures.</p> <p>The Debentures shall also be subject to the provisions of the Companies Act and rules and the Memorandum and the Articles of Association of the Issuer.</p>
Disclosures in respect of PAS-4	Disclosures in respect of PAS-4 have been made in Annexure VI of the General Information Document
Documents material to the Issue	<ol style="list-style-type: none"> 1. Memorandum and Articles of Association of the Company as amended from time to time; 2. Certificate of Incorporation of the Issuer; 3. Resolution of the Board of Directors passed at its meeting held on February 06th, 2024 approving the issue of the Debentures aggregating up to Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores only); 4. Confirmation under Letter dated March 18, 2024, stating as follows: <ol style="list-style-type: none"> a. The amounts proposed to be borrowed by the Company pursuant to the issue of the Debentures, together with the monies already borrowed by the Company does not exceed the aggregate of the Company's paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in terms of Section 180(1)(c) of the Companies Act, 2013 read together with the relevant rules issued thereunder. Pursuant to the aforesaid, the Board of Directors of the Company do not require the consent of the shareholders of the Company for the proposed issue by way of passing of a special resolution under Section 180(1)(c) of the Companies Act, 2013 read together with the relevant rules issued thereunder. b. As the amounts proposed to be borrowed by the Company pursuant to the issue of the Debentures, do not exceed the limit as specified in Section 180(1)(c) of the Companies Act, 2013, read with the relevant rules issued thereunder, the Company can avail the exemption provided under the second proviso to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014. Pursuant to the aforesaid, the Company does not require the consent of the shareholders of the Company for the proposed Issue by way of passing of a special resolution under Section 42(2) of the Companies Act, 2013 read together with the relevant rules issued thereunder and that for the proposed Issue, the Board Resolutions passed under Section 179(3)(c) of the Companies Act, 2013 read together with the relevant rules issued thereunder would be adequate. 5. Credit Rating Revalidation Letter dated June 27, 2024 and Rating Rationale and Press Release dated March 12, 2024 from ICRA Limited Ratings Limited, assigning the credit rating to the Debentures;

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	6	Credit Rating Revalidation Letter dated July 03, 2024 and Rating Rationale and Press Release dated March 14, 2024 from CARE Ratings Limited, assigning the credit rating to the Debentures
	7	Tripartite agreement dated October 11, 2011 between the Company, KFin Technologies Limited (Registrar & Transfer Agent) and NSDL;
	8	Tripartite agreement executed on dated March 18, 2024 between the Company, KFin Technologies Limited (Registrar & Transfer Agent) and CDSL
	9	Consent letter issued by Axis Trustee Services Limited dated February 24, 2024 providing their consent for acting as the Debenture Trustee to the Issue and inclusion of its name in the form and context in which it appears in this General Information Document;
	10	In-principle approval for listing of the Debentures
	11	Debenture Trust Deed executed by and between the Company and Trusteeship Services Ltd. Dated [●]
	12	Debenture Trustee Agreement executed by and between the Company and Axis Trustee Services Limited. Dated February 28, 2024. The reference to Placement Memorandum shall be read as General Information Document and Key Information Document.
	13	The General Information Document and the Key Information Document; and
	14	The Private Placement Offer Cum Application Letter.

NOTES:

- a) If there is any change in Coupon Rate pursuant to any event including lapse of certain time period or downgrade in rating, then such new Coupon Rate and events which lead to such change will be disclosed by the Issuer.
- b) The principal and Coupon amount of the Debentures is unsecured. The payment of 100% of the amount of the Debentures and Coupon thereon shall depend on the Issuer's performance and financial strength.
- c) The Issuer has provided details of the "Object of the Issue" in the General Information Document under Summary Term Sheet including the percentage of the issue proceeds earmarked for each of the object of issue.
- d) All Covenants of the Issue:

PART A

COVENANTS OF THE COMPANY

1.1 General Undertakings/ Obligations

- 1.1.1. The Company shall as required by Section 88 of the Act, keep at its registered office/ corporate office a Register of the Debenture Holder(s) holding Debentures, showing (a) the name and address and the occupation, if any, of each holder, (b) the amount of the Debentures held by each holder distinguishing each Debenture by its number and the amount paid or agreed to be considered as paid

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on those Debentures, (c) the date on which each person was entered in the Register as a Debenture Holder, (d) the date on which any person ceased to be a Debenture Holder, and (e) the subsequent transfers and changes of ownership thereof.

The Debenture Trustee and/or the Debenture Holder(s) or any of them or any other person shall, as provided in Section 94 of the Act, be entitled to inspect the said Register and to take copies of or extracts from the same or any part thereof during usual business hours. The Register may be closed by the Company at such time and for such periods as it may think fit in accordance with the provisions of the Act after giving not less than 7 days' previous notice or such notice as prescribed under Applicable Law by advertisement in some newspaper circulating in the district in which the Company's registered office is situate. No transfer will be registered during such period when the register of Debenture Holder(s) remains closed.

- 1.1.2. The Company shall request the Depository to provide a list of Beneficial Owner(s) showing (a) the name and address and the occupation, if any, of each Debenture Holder, (b) the amount of the Debentures held by each Debenture Holder distinguishing each Debenture by its number and the amount paid or agreed to be considered as paid on those Debentures, (c) the date on which each person was entered in the list as a Debenture Holder, (d) the date on which any person ceased to be a Debenture Holder, and (e) the subsequent transfers and changes of ownership thereof, as at the end of day 1 day prior to the start of the book closure period or at the Record Date, as the case may be. This shall be the list which shall be considered for payment of interest and Redemption of Debentures.
- 1.1.3. The Company shall keep proper books of account as required by the Act and make true and proper entries therein of all dealings and transactions of and the business of the Company and keep the said books of account and all other books, registers and other documents relating to the affairs of the Company at its registered office or, where permitted by law, at other place or places where the books of account and documents of a similar nature may be kept and the Company will ensure that all entries in the same relating to the business of the Company shall at reasonable times be open for inspection of the Trustee and such person or persons, as the Trustee shall, from time to time, in writing for that purpose appoint.
- 1.1.4. The Company shall comply with all applicable directions, regulations and guidelines issued by any Governmental Authority including but not limited to the issue of Debentures.
- 1.1.5. So long as the Debenture Holder(s) continue to hold the Debentures, the Company agrees and undertakes to comply with all Applicable Laws including the Companies Act, 2013, all provisions of applicable SEBI regulations including SEBI (Debenture Trustee) Regulations, 1993 (as amended from time to time), SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (as amended from time to time), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the debt listing agreement entered into with the stock exchanges (where the Debentures are listed/ proposed to be listed). This Deed is also subject to such guidelines as may be issued by SEBI, Government of India, such other statutory or regulatory authorities from time to time.
- 1.1.6. The Company hereby declares that the provisions of the Foreign Account Tax Compliance Act ("FATCA") are not applicable to the Company being an insurance company and the Company hereby undertakes to ensure the compliance of the provisions of the FATCA as and when applicable. The Company agrees to provide the respective authorities with any documentation or information requested relating to self or beneficiary or related Tax entity to the extent required by the Debenture Trustee for meeting its compliances. The Company agrees that it will provide a copy of the documents provided to the Tax authorities to the Debenture Trustee for its records. Further, the Company shall indemnify and hold harmless the Debenture Trustee for any penal consequence arising due to non-compliance of the aforesaid provision by the Company except insofar as the same results from the fraud, misrepresentation, willful default and/or gross negligence of the Trustee provided, however, that the Trustee shall at all times exercise reasonable care, skill and diligence.
- 1.1.7. The Company shall pay and discharge all Taxes, rates, rents and governmental charges upon the Company or its assets under Applicable Laws.
- 1.1.8. The Company shall transfer unclaimed interest/dividend to "Investor Education and Protection Fund" as per Section 125 of the Companies Act 2013 and shall not forfeit unclaimed interest/dividend, if applicable to it.

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- 1.1.9. The Company shall maintain a reserve to be called the "Debenture Redemption Reserve" or maintain a fund to be called the "Debenture Redemption Fund" as per the provisions of Act read with rules made thereunder or any regulations or guidelines issued by SEBI, as applicable. The Company shall submit to the Trustee a certificate duly certified by the statutory auditors certifying that the Company has transferred suitable sum to the Debenture Redemption Reserve and/or the Debenture Redemption Deposit/Fund at the end of each of financial year as per the Applicable Law.
- 1.1.10. The Company shall create and maintain a reserve to be called the "Recovery Expense Fund" as per the provisions of and in the manner provided in the SEBI (Debenture Trustee) Amendment Regulations, 2020, the SEBI master Circular for Debenture Trustees and any guidelines and regulations issued by SEBI, as applicable. The Recovery Expense Fund shall be created to enable the Debenture Trustee to take prompt action in relation to the trigger of Event of default in accordance with the GID and KID enforcement/ legal proceedings in relation to the Debentures. The Company shall submit to the Trustee certificate duly certified by the statutory auditors/independent chartered accountant/letter from designated stock exchange certifying creation and compliance with Recovery Expense Fund at the time of listing of the issue. The balance in the Recovery Expense Fund shall be refunded to the Company on repayment of Obligations to the Debenture Holders for which a 'No Objection Certificate (NOC)' shall be issued by the Debenture Trustee(s) to the designated stock exchange. The Debenture Trustee(s) shall satisfy that there is no 'default' on any other listed debt securities of the Company before issuing the said NOC.
- 1.1.11. The Company hereby agrees and undertakes that, if during the currency of these presents, any further guidelines are formulated (or modified or revised) by any Governmental Authority in respect of creation of Debenture Redemption Reserve and investment of the monies lying therein and/or Recovery Expense Fund, the Company shall duly abide by such guidelines and execute all such supplemental letters, agreements and deeds of modifications as may be required by the Debenture Holder(s)/ Beneficial Owner(s) or the Trustee.
- 1.1.12. The Company shall take all steps for completion of the formalities for listing and commencement of trading at all the concerned stock exchange(s) in respect of the Debentures.
- 1.1.13. The Company shall ensure, and/or cause the Registrars to an issue and Share Transfer Agent to forward the details of Debenture Holder(s) to the Debenture Trustee at the time of allotment and thereafter by the seventh working day of every next month in order to enable Debenture Trustee to keep its records updated and to communicate effectively with the Debenture Holders, especially in situations where Events of Default have occurred.
- 1.1.14. The Company agrees and undertakes to constitute a stakeholders' relationship committee, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), to look into the mechanism of redressal of grievances of the Debenture Holders.
- 1.1.15. The Company hereby agrees, confirms and undertakes that in the event the Company has failed to make a timely Repayment of the Obligations or there is a revision of rating assigned to the Debentures, the Trustee shall, be entitled to disclose the information to the Debenture Holder(s) and the general public by issuing a press release, placing the same on their websites and with the credit rating agencies.
- 1.1.16. The Company shall maintain a functional website containing correct and updated information as required by SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other Applicable Laws.
- 1.1.17. The Company hereby irrevocably and unconditionally appoints the Trustee to be the lawful attorney of the Company in the name and on behalf of the Company to execute, sign and do any deeds, documents, assurances, acts and things which shall in the opinion of the Trustee be necessary or expedient that the Company should execute, sign and do for the purpose of carrying out any of the trusts of obligations declared or imposed upon the Company by these presents or of giving to the Debenture Holder(s)/ Beneficial Owner(s) or to the Trustee on their behalf the full benefit of any of the provisions of these presents and generally to use the name of the Company in the exercise of all or any of the powers hereby conferred upon the Trustee or any Receiver appointed by them.

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- 1.1.18. Subject to the Applicable Law (including without limitation the IRDAI Regulations), the Company may at its discretion by giving 15 (fifteen) days' notice or such notice as prescribed under Applicable Law, seek the roll over of any or all the Debenture. If the proposed roll over of the Debentures is approved by the Debenture Holder(s) by passing of a Special Resolution by them, the Company shall roll over the debentures in accordance with the approval of the Debenture Holders. Provided however that the Company shall redeem the Debenture(s) of all the Debenture Holder(s), who have not given their positive consent to such roll-over. The Company shall on completion of the roll over, intimate the stock exchange(s) about the roll-over of the Debentures. The Company shall create and maintain adequate security in respect of such Debentures to be rolled over.
- 1.1.19. The Company shall pay all such stamp duty as applicable on the Debentures and execution of this Deed and shall pay all such stamp duty (including any additional stamp duty, if any), other duties, Taxes, charges and penalties, if and when the Company may be required to pay according to the laws for the time being in force in the State in which its properties are situated or otherwise, and in the event of the Company failing to pay such stamp duty, other duties, Taxes and penalties as aforesaid, the Trustee will be at liberty (but shall not be bound) to pay the same and the Company shall reimburse the same to the Trustee on demand.
- 1.1.20. The Company undertakes that it shall:
- a) at all times, obtain and maintain, or cause to be obtained and maintained, in full force and effect (or where appropriate, renew) all clearances/ authorizations required for the purposes of the business and all transactions as contemplated by the GID and KID, non-procuring or non-renewal whereof shall have a Material Adverse Effect.
 - b) attend to the complaints received in respect of the Debentures expeditiously and satisfactorily.
 - c) if any of the Directors of the Company are added to any defaulter's list by any Governmental Authority, take immediate steps forthwith to remove such person from its Board.
 - d) duly cause these presents to be registered in all respects so as to comply with the provisions of the Act and also cause these presents to be registered in conformity with the provisions of the Indian Registration Act, 1908 or any act, ordinance or regulation applicable in any part of India, by which the registration of deeds is required and generally do all other acts (if any) necessary for the purpose of assuring the legal validity of these presents.
 - e) have no objection and hereby agrees, confirms and undertakes that in the event the Company has failed to make a timely Repayment of the Obligations:
 - (i) the Trustee shall, as the Trustee may deem appropriate and necessary, be entitled to disclose all or any:
 - (1) information and data relating to the Company,
 - (2) information or data relating to this Deed ;
 - (3) default committed by the Company in discharge of the obligations under the GID and KID, to TransUnion CIBIL Limited ("CIBIL") and any other agency authorised in this behalf by RBI;
 - (ii) CIBIL and / or any other agency so authorised may use, process the aforesaid information and data disclosed by the Trustee in the manner as deemed fit by them;
 - (iii) CIBIL and / or any other agency so authorised may furnish for consideration, the processed information and data or products thereof prepared by them, to the Trustee, and other credit grantors or registered users, as may be specified by RBI in this behalf;
 - (iv) the Trustee and/or RBI will have an unqualified right to disclose or publish the details of the default and the name of the guarantor (including its directors) as the case may be, as defaulters, in such manner and through such medium as the Trustee or RBI in their absolute discretion may think fit;
- 1.1.21. The Company agrees that no immunity (if acquired) shall be claimed by it or on its behalf with respect to its assets in any proceedings in relation to its obligations under the GID and KID and shall waive any such right of immunity which it or its assets has or may acquire.

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The execution of this Deed constitutes, and the exercise of its rights and performance of and compliance with its obligations under this Deed will constitute, private and commercial acts done and performed for private and commercial purposes.

- 1.1.22. The Company declares and undertakes that it has obtained the necessary permissions as may be required, for entering into the Issue related documents, and shall execute the same within the time frame prescribed under the relevant SEBI regulations and circulars and furthermore, shall submit such documents to the stock exchange for uploading on its website (as applicable), within 5 (five) days of execution of the same.
- 1.1.23. The company shall ensure that the Issue related documents shall be validly executed and delivered to the Debenture Trustee and will continue in full force and effect and will constitute valid, enforceable and binding obligations of the Company.
- 1.1.24. The Debentures being issued as "Other forms of Capital", net of hair cut as specified in Regulation 15 of the IRDAI (Other Forms of Capital) Regulations, 2022, as amended from time to time, shall be counted towards "Available Solvency Margin" of the Company.
- 1.1.25. The Company shall utilise the monies received upon subscription to the Debentures solely towards the Purpose and the Company shall not utilise such proceeds for any purposes which are prohibited under Applicable Law
- 1.1.26. The Company shall, pursuant to the provisions of the Act and the relevant rules thereunder, the provisions of the SEBI regulations, and the provisions of the IRDAI Regulations, make the necessary filings of the documents mandated therein with the Registrar of Companies and IRDAI within the timelines stipulated thereunder.
- 1.1.27. Each rating obtained by the Company with respect to the Debentures shall be reviewed at least once a year by the Rating Agency.
- 1.1.28. The Company shall carry on and conduct its business as a going concern.
- 1.1.29. The Company shall discharge its obligations under the GID and KID in a reasonable and prudent manner
- 1.1.30. The Company shall ensure that the Debentures are rated by the Rating Agencies and continue to be rated by the Rating Agencies during the tenure of the Debentures.
- 1.1.31. The Company shall conduct yearly appraisal of the business performance with the business plan and report the same to IRDAI.

1.2 Information Covenants

The Company shall provide the relevant information set out below, in the manner and within the time period stipulated therein:

- 1.2.1** The Company shall at the end of every calendar quarter within 45 days of the respective quarter or within 7 days of the relevant Board meeting whichever is earlier, submit to the Debenture Trustee a report confirming /certificate confirming the following:
- a) Updated list of names and addresses of all the Debenture Holder(s) and the number of Debentures held by the Debenture Holder (s)/Beneficial Owner(s);
 - b) Details of interest due but unpaid, if any, and reasons for the same;
 - c) Details of payment of interest made on the Debentures in the immediately preceding calendar quarter;
 - d) The number of grievances pending at the beginning of the quarter, the number and nature of grievances received from the Debenture Holder(s) during the quarter, resolved/disposed of by the Company in the quarter and those remaining unresolved by the Company and the reasons for the same; and

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1.2.2 The Company shall promptly submit to the Debenture Trustee any information, as required by the Debenture Trustee including but not limited to the following:

- a) at the end of each year from the Deemed Date of Allotment, a certificate from the statutory auditors of the Company with respect to the use of the proceeds raised through the issue of Debentures. Such certificate shall be provided at the end of each year until the funds are fully utilized;
- b) by no later than 30 (thirty) days from the Deemed Date of Allotment or within such earlier timelines as prescribed under Applicable Law, a certificate signed by an authorised officer of the Company confirming credit of dematerialized Debentures into the depository accounts of the Debenture Holder(s) within the timelines prescribed under the Applicable Laws;
- c) a half-yearly certificate along with half yearly results from the statutory auditor regarding compliance with all the covenants, in respect of listed non-convertible debt securities in the manner specified by SEBI from time to time;
- d) on quarterly basis submit to Debenture Trustee a certificate by its statutory auditor regarding compliance with the financial covenants in relation to the Debentures;
- e) within 15 (fifteen) days from the end of every half year (i.e. April 15 and October 15), submit a statement, to the stock exchange, where Debentures are listed, as well as to the Depository containing data in the format as prescribed in the SEBI (Issue and Listing of Non-Convertible Securities) Regulations 2021;
- f) In case there is any modification in terms or structure of the issue viz. change in terms of payment, change in interest pay-out frequency etc.as specified above, the Company shall, forthwith, inform the same to the Depository;
- g) Issuer shall intimate to the stock exchanges, depositories and debenture trustees the status of payment of debt securities within one working day of payment/ redemption date;
- h) While intimating the status of payment to debenture trustee(s), issuer shall also intimate to debenture trustee(s) that they have informed the status of payment or otherwise to the stock exchanges and depositories;
- i) upon there being any change in the credit rating assigned to the Debentures, as soon as reasonably practicable thereafter, a letter notifying the Trustee of such change in the credit rating of the Debentures, and further also inform the Debenture Trustee promptly in case there is any default in timely payment of interest or Redemption amount or both, or there is a breach of any covenants, terms or conditions by the Company in relation to the Debentures under GID and KID;
- j) intimations regarding all covenants of the issue (including side letters, accelerated payment clause, etc.);
- k) The Company shall also disclose to the Debenture Trustee at the same time as it has intimated to the stock exchange, all material events and/or information as disclosed under Regulation 51 of the SEBI (Listing Obligations Disclosure Requirements) Regulations 2015 in so far as it relates to the interest, principal, issue and terms of Debentures, rating, creation of charge on the assets, notices, resolutions and meetings of Debenture holder.
- l) a copy of all notices, resolutions and circulars relating to:
 - (i) new issue of non-convertible debt securities at the same time as they are sent to shareholders/ holders of non-convertible debt securities;

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(ii) the meetings of holders of non-convertible debt securities at the same time as they are sent to the holders of non-convertible debt securities or advertised in the media including those relating to proceedings of the meetings;

m) intimation to the Debenture Trustee (alongwith the stock exchange) if any of the following proposals being placed before the Board, at least 11 (eleven) Working Days in advance:

(i) any alteration in the form or nature or rights or privileges of the Debentures;

(ii) any alteration in the due dates on which interest on the Debentures or the Redemption amount is payable; and / or

(iii) any other matter affecting the rights and interests of the Debenture Holder(s) is proposed to be considered.

1.2.3 The Company shall promptly inform the Debenture Trustee of any disclosures made to the stock exchange in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and which may have a bearing on the Debenture issue;

1.2.4 The Company shall promptly inform the stock exchange(s) and the Debenture Trustee all information having bearing on the performance/operation of the Company, any price sensitive information or any action that may affect the payment of interest or Redemption of the Debentures in terms of Regulation 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1.2.5 The Company shall give prior intimation to the stock exchange(s) with a copy to the Debenture Trustee at least two Working Days in advance, excluding the date of the intimation and the date of the meeting of the board of directors, about the information as required under Regulation 50 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1.2.6 Promptly within 1(one) working day of the interest or principal or both becoming due, the Company shall submit a certificate to the stock exchange(s) along with the Debenture Trustee, that it has made timely payment of interests or principal obligations or both in respect of the Debentures and also upload the information on its website. While intimating the Debenture Trustee, the Company shall also confirm whether they have informed the status of payment or otherwise to the stock exchange(s) and Depository.

1.2.7 The Company shall within 7 (seven) working days from the end of the quarter provide: (a) a certificate confirming the payment of interest/dividend/principal obligations for non-convertible securities which were due in that quarter; and (b) the details of all unpaid interest/dividend/principal obligations in relation to Debentures at the end of the quarter.

1.2.8 If default in payment of Debentures is continuing, the Company shall inform the Debenture Trustee the updated status of payment latest by the 2nd working day of April of each financial year, alongwith the intimation on the updated status of payment to the stock exchange(s) and the Depository. Further, the Company/Trustee shall also intimate the development, if any, that impacts the status of default of the Debentures (including restructuring, insolvency proceedings, repayment, etc.) to the stock exchange(s), Depository and Debenture Trustee within 1 (one) working day of such development. The aforementioned intimations shall be submitted until the Obligations are fully discharged or satisfied. The Company shall provide an undertaking to the Stock Exchange(s) on annual basis that all documents and intimations required to be submitted to Debenture Trustees in terms of Trust Deed and SEBI (Issue and listing of Non-Convertible Securities) Regulations 2021 have been complied with and furnish a copy of such undertaking to the Debenture Trustee for records.

1.2.9 The Company shall promptly inform the Debenture Trustee the following details (if any):

a) corporate debt restructuring,

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- b) fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter; and / or
- c) reference to National Company Law Tribunal or insolvency petitions (if any) filed by any creditor of the Company.

1.2.10 The Company shall submit to the stock exchange for dissemination, along with the quarterly/annual financial results, the following information:

- debt-equity ratio;
- debt service coverage ratio;
- interest service coverage ratio;
- outstanding redeemable preference shares (quantity and value);
- capital redemption reserve/debenture redemption reserve;
- net worth;
- net profit after tax;
- earnings per share:
- current ratio;
- long term debt to working capital;
- bad debts to account receivable ratio;
- current liability ratio;
- total debts to total assets;
- debtors' turnover;
- inventory turnover;
- operating margin percent;
- net profit margin percent.

Provided that if the information mentioned above is not applicable to the listed entity, then Issuer shall disclose such other ratio/equivalent financial information, as may be required to be maintained under Applicable Laws, if any.

- 1.2.11 The Company shall notify the Trustee of any Event of Default (and the steps, if any, being taken to remedy it) promptly upon becoming aware of its occurrence.
- 1.2.12 The Company shall furnish to the Trustee details of all grievances received from the Debenture Holder(s)/ Beneficial Owner(s) and the steps taken by the Company to redress the same. At the request of any Debenture Holder(s)/ Beneficial Owner(s), the Trustee shall, by notice to the Company call upon the Company to take appropriate steps to redress such grievance and shall, if necessary, at the request of any Debenture Holder(s)/ Beneficial Owner(s) representing not less than one-tenth in value of the nominal amount of the Debentures for the time being outstanding, call a meeting of the Debenture Holder(s).
- 1.2.13 The Company shall promptly inform the Trustee of any major or significant change in composition of its Board, which may amount to change in control as defined in the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- 1.2.14 The company shall inform the Debenture trustee of any change in nature and conduct of business by the company before such change.
- 1.2.15 The Company shall inform the Debenture Trustee, of any amalgamation, demerger, merger or corporate restructuring or reconstruction scheme proposed by the Company.
- 1.2.16 The Company shall promptly supply certified copies to the Trustee of any authorisation required under any law or regulation to enable it to perform its obligations under the GID and KID (including, without limitation, in connection with any payment to be made hereunder) and to ensure the legality, validity, enforceability or admissibility in evidence in its jurisdiction of incorporation of the issue related documents.

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- 1.2.17 The Company undertakes to provide all such assistance (on best effort basis) to the Debenture Trustee as may be required including relevant documents/ information, as applicable, to enable the Debenture Trustee(s) to conduct continuous and periodic due diligence and monitoring of compliance with covenants, in the manner specified by SEBI from time to time. In this regard, in accordance with the SEBI Master Circular for Debenture Trustees, the Company undertakes and agrees to provide all relevant documents/information, as applicable, to enable the Debenture Trustee to submit the required reports/certifications to the stock exchange in accordance with the SEBI Master Circular for Debenture Trustees, as amended, updated, modified or restated from time to time. The Company shall supply to the Debenture Trustee a copy of annual report at the same time as it is issued along with a copy of certificate from the Company's statutory auditor in respect of utilisation of funds, at the end of each year from the Deemed Date of Allotment, till the time such funds are fully utilized. In case the Debentures are issued for financing working capital or general corporate purposes or for capital raising purposes, copy of the auditor's certificate may be submitted at the end of each financial year till the funds have been fully utilised or the purpose for which these funds were intended has been achieved.
- 1.2.18 The Company shall supply to the Trustee (sufficient copies for all Debenture Holder(s) if the Trustee so requests): (i) quarterly financial results within forty five (45) days of the end of each quarter, and (ii) the annual audited standalone financial statements for a financial year (along with documents specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (including but not limited to statutory auditors report, directors' annual report, profit and loss accounts and a balance sheet) by no later than 60 (sixty) days from the end of the relevant financial year, in accordance with Applicable Laws.
- 1.2.19 In case of initiation of forensic audit (by whatever name called) in respect of the Company, the Company shall provide following information and make requisite disclosures to the stock exchanges:
- (i) the fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available; and
 - (ii) final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.
- 1.2.20 The Company shall submit to the Debenture Trustee/stock exchange and the Debenture Holder(s) correct and adequate information (in the manner and format as requested by them or as required by Applicable Law) and within the time lines and procedures specified in the SEBI Regulations, Act, circulars, directives and/or any other Applicable Law.
- 1.2.21 The Company shall furnish the following to the Debenture Trustee:
- (a) its duly audited annual accounts, within 180 (One Hundred and Eighty) days from the close of its accounting year;
 - (b) copy of the un-audited or audited financial results on a half yearly basis on the same day the information is submitted to stock exchanges i.e. within 45 (Forty-Five) days from the end of the half year or within such timelines as prescribed under Applicable Law;
 - (c) a certificate from the statutory auditor of the Company with respect to the use of the proceeds raised through the issue of Debentures as and when such proceeds have been completely deployed toward the proposed end-uses;
 - (d) all information/ documents required to be submitted to the Debenture Trustee, to enable it to carry out the due diligence and make the necessary disclosures on its website, in terms of the SEBI circular dated March 31, 2023 and bearing number SEBI/HO/DDHS-PoD1/P/CIR/2023/109.
- 1.2.22 The Company shall:
- a) supply to the Trustee (with sufficient copies for all Debenture Holder(s) if the Trustee so requests) all documents despatched by it to its shareholders (or any class of them) or its creditors generally at the same time as they are despatched;

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- b) promptly upon becoming aware, supply to the Trustee (and sufficient copies for all Debenture Holder(s) if the Trustee so requests), the details of any event which may have a Material Adverse Effect;
- c) promptly upon becoming aware, supply to the Trustee (and sufficient copies for all Debenture Holder(s) if the Trustee so requests), the details of the existence of any event or condition or claim which permits, or with the passage of time, will permit, the Company to abandon the business;
- d) at the end of every financial year, supply to the Trustee (and sufficient copies for all Debenture Holder(s) if the Trustee so requests), a certificate from a statutory auditor confirming the due maintenance of a Debenture Redemption Reserve as per the provisions of Applicable Law;
- e) at the end of every financial year, supply to the Trustee (and sufficient copies for all Debenture Holder(s) if the Trustee so requests), a certificate from a statutory auditor confirming the due maintenance of a Debenture Redemption Reserve as per the provisions of Applicable Law;

promptly, supply to the Trustee (and sufficient copies for all Debenture Holder(s) if the Trustee so requests), notice of any change in its authorised signatories (in connection with the GID and KID), signed by one of its directors or its company secretary, whose specimen signature has previously been provided to the Trustee, accompanied (where relevant) by a specimen signature of each new signatory;

1.3 **Negative Covenants**

- 1.3.1 The Company shall not, without prior intimation to the Debenture Trustee, make any change in the nature and conduct of its business (from what is being carried out as on the date hereof), other than the objects as set out in its Memorandum of Association.
- 1.3.2 The Company shall not make any material modification to the structure of the Debentures in terms of coupon, Redemption, or otherwise without the prior approval of the stock exchange and such prior approval of the stock exchange would be obtained only after: (a) approval of the Board and the Debenture Trustee; and (b) complying with the provisions of Companies Act, 2013 including consent in writing of Debenture Holders holding three-fourths in value of that class of securities or such requisite percentage as per Applicable Law.. Further, any proposal of restructuring received by Debenture Trustee shall be communicated to Debenture Holder(s) immediately.
- 1.3.3 Save and except in normal course of business, the Company shall not, without the prior consent of the Debenture Trustee, make any investment by way of deposits, loans, bonds, share capital, or in any other form upon the occurrence of any Event of Default .
- 1.3.4 The Company shall not, without the prior consent of the Debenture Trustee, abandon or agree to abandon its business.
- 1.3.5 The Company shall so long as the Debentures are outstanding, not declare any dividend to the shareholders in any year until the Company has paid or made satisfactory provision for the payment of the instalments of principal and interest due on the Debentures. Notwithstanding to the above, if the Company has defaulted in payment of interest or redemption of Debentures or in creation of Security in accordance with the terms of the Disclosure Document, any distribution of dividend shall require approval of the Trustee.
- 1.3.6 The Company shall not, without the prior consent of the Debenture Trustee, carry out any amendments or alterations to the memorandum of association and articles of association, which would impact the consummation of the transactions contemplated under the GID and KID or otherwise prejudice/impact the rights/interest of the Debenture Holders.
- 1.3.7 The Company shall not, without the prior consent of the Debenture Trustee, voluntarily wind up or liquidate or dissolve its affairs or make any filing for initiation of corporate insolvency resolution process or liquidation under the Insolvency and Bankruptcy Code, 2016 or under any other Applicable Laws.

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- 1.3.8 The Company shall not make any material modification to the structure of the Debentures in terms of Interest, conversion, redemption, or otherwise without the prior approval of the Stock Exchange and such prior approval of the Stock Exchange would be obtained only after: (a) approval of the Debenture Trustee; and (b) complying with the provisions under Applicable Laws including approval of the requisite Majority Debenture Holder(s).

SECTION VI

ANY MATERIAL DEVELOPMENTS WHICH ARE NOT DISCLOSED IN THE GENERAL INFORMATION DOCUMENT, SINCE THE ISSUE OF THE GENERAL INFORMATION DOCUMENT RELEVANT TO THE OFFER OF THE DEBENTURES ISSUED UNDER THIS KEY INFORMATION DOCUMENT IN RESPECT OF WHICH THIS KEY INFORMATION DOCUMENT IS BEING ISSUED

There are no material developments otherwise than already disclosed in the General Information Document as on the date of this Key Information Document.

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SECTION VII

DECLARATION FROM DIRECTOR

- a. The Company is in compliance with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992, Companies Act and the rules and regulations made thereunder.
- b. The compliance with the said Companies Act and the rules made thereunder do not imply that payment of dividend or interest or repayment of the Debentures, if applicable, is guaranteed by the Central Government;
- c. The monies received under the Issue shall be used only for the purposes and objects indicated in the General Information Document and this Key Information Document;
- d. 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 February 06, 2024 to sign this Key Information Document and on behalf of the Board, declare that all the requirements of Companies Act, 2013 and the rules made there under in respect of the subject matter of General Information Document and matters incidental thereto have been complied with and that the Permanent Account Number, Bank Account Number(s) of the Promoter and Permanent Account Number of directors have been submitted to the stock exchanges on which the Debentures are proposed to be listed. Whatever is stated in this Key Information Document and in the attachments thereto is true, correct and complete and no information material to the subject matter of Key Information Document 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. The Directors of the Company have consented to the disclosure of their names in the Disclosure Documents. Please refer Annexure VII of the General Information Document for the resolution of the Board of Directors in respect of the same.

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

NOTE TO INVESTORS

Investment in subordinated non-convertible securities/ subordinated securities is risky, 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 M of the General Information Document. 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.

For UNIVERSALSOMPO GENERAL INSURANCE COMPANY LTD

Authorized Signatory

Name: Sharad Mathur

Title: Managing Director & CEO

Date:

Place: Mumbai

Date:

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Endl:

1. Disclosure prescribed under PAS-4 of Companies (Prospectus and allotment of securities) Rules, 2014
2. Due Diligence Certificate for Debentures issued under this Key Information Document issued by the Debenture Trustee
3. Press Release for Credit Rating and Rating Rationale
4. List of documents executed in relation to the Issue

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Enclosure 1

DISCLOSURE PRESCRIBED UNDER PAS-4 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES), RULES, 2014

This Annexure contains relevant information and disclosures required for the purpose of issuing of the Debentures in accordance with Section 42 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

PART A

PRIVATE PLACEMENT OF UNSECURED, RATED, LISTED, REDEEMABLE, FULLY PAID-UP, NON-CUMULATIVE, SUBORDINATED NON-CONVERTIBLE DEBENTURES, AGGREGATING UP TO Rs. 150,00,00,000/- (RUPEES ONE HUNDRED AND FIFTY CRORES ONLY) (THE "DEBENTURES" or "NCDs"), ISSUED ON PRIVATE PLACEMENT BASIS (THE "ISSUE").

ISSUE OPENING DATE	ISSUE CLOSING DATE	PAY-IN DATE	DEEMED DATE OF ALLOTMENT
July 24, 2024	July 24, 2024	July 25, 2024	July 25, 2024

DISCLAIMER

This Offer Cum Application Letter contains relevant information and disclosures required for the purpose of issuing of the Debentures in accordance with Section 42 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014. The Issuer has issued a General Information Document and this Key Information Document (in compliance with the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021) (together the "Disclosure Document(s)"), together with the Application Form to eligible investors inviting subscription to the Debentures. Any application by a person to whom the Disclosure Document(s) and/or the Private Placement Offer Cum Application Letter has not been sent by the Issuer shall be rejected without assigning any reason.

General Information:

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

Issuer / Company: UNIVERSALSOMPO GENERAL INSURANCE COMPANY LTD
Registered Office: Unit No 103, 1st Floor, Ackruti Star, MIDC, Andheri (E), Mumbai - 400093;
Corporate Office: Unit No 103, 1st Floor, Ackruti Star, MIDC, Andheri (E), Mumbai - 400093;
Contact Person: Ms. Aarti Kamath
Telephone No.: 022 41659800
Fax: NA
Email: ncd@universalsompo.com
Website: www.universalsompo.com

B. Date of Incorporation of the Company: January 05, 2007

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C. Business carried on by the Company and its subsidiaries with the details of branches or units, if any;

Please refer to Section E of the General Information Document.

D. Brief particulars of the management of the Company:

Please refer to Section E of the General Information Document.

E. Name, address, DIN and occupations of the directors:

Please refer to Section G of the General Information Document.

F. Management's perception of Risk Factors:

Please refer to Section M of the General Information Document.

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

- (i) Statutory Dues: Refer Clause ix of Section G of the General Information Document
- (ii) Debentures and interest thereon: Nil
- (iii) Deposits and interest thereon: Nil
- (iv) Loans from banks and financial institutions and interest thereon: Nil

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

Name: Ms. Aarti Kamath
Designation: Compliance Officer
Address: Unit No 103, 1st Floor, Ackruti Star, MIDC, Andheri (E), Mumbai – 400093
Phone No.: +91 022 41659800
Email: ncd@universalsompo.com

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

II. Particulars of the Offer:

Financial Position of the Company for last 3 (three) financial years and the stub period ended March 31, 2024:

Financial Particulars	Rs. in crore		
	FY24	FY23	FY22
Turnover	4,637.89	4,169.16	3,486.93
Net Profit(After Tax)	181.65	176.79	118.59
Networth	1,441.17	1,268.72	1,128.76

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Date of passing of Board Resolution	February 06, 2024.	
Date of passing of resolution in general meeting, authorizing the offer of securities	NA	
Kind of securities offered and class of security, the total number of shares or other securities to be issued;	Unsecured, Rated, Listed, Redeemable, Fully Paid Up, Non-Cumulative, Subordinated, Non - Convertible debentures in the nature of 'Subordinated Debt' in accordance with the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2022 and SEBI Debt Listing Regulations. The Debentures shall be fully paid up in cash.	
Price at which the security is being offered, including premium if any, along with justification of the price	Rs. 100,000 (Rupees One Lakh) per Debenture	
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	
Relevant date with reference to which the price has been arrived at	Not Applicable	
The class or classes of persons to whom the allotment is proposed to be made	Refer Section A - 'Eligible Investors' as per the General Information Document	
The proposed time within which the allotment shall be completed	Refer Section H as per General Information Document - Procedure and time schedule for allotment and issue of securities should be disclosed.	
The change in control, if any, in the company that would occur consequent to the private placement	Since the securities being issued are non-convertible in nature, there is no change in control of the Company pursuant to the Issue.	
The number of persons to whom allotment on preferential basis/private placement/ rights issue has already been made during the year, in terms of number of securities as well as price	NIL	
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	NIL	
Amount, which the Company intends to raise by way of securities	Up-to Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores only)	
Terms of raising of securities:	Duration, if applicable:	Tenor: ten years from the Deemed Date of Allotment
	Rate of Interest:	9.85 % per annum
	Mode of Payment	NEFT / RTGS
	Mode of Repayment	Electronic clearing services (ECS)/credit through RTGS system/funds transfer

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Proposed time schedule for which the Issue/private placement offer cum application Letter is valid	Issue Opening Date: July 24, 2024 Issue Closing Date: July 24, 2024 Deemed Date of Allotment: July 25, 2024															
Purpose and objects of the Issue/Offer	The funds raised through the Issue of Debentures is in terms of IRDAI (Other Forms of Capital) Regulations, 2022. 100% of the funds raised shall be utilized in the normal course of the Issuer's business activities.															
Contribution being made by the Promoters or directors either as part of the offer or separately in furtherance of such objects	Not Applicable															
Principal terms of assets charged as security, if applicable	Not Applicable as the Debentures are unsecured.															
The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the ongoing concern status of the Company and its future operations	There are no significant and material orders passed by the Regulators, Courts and Tribunals impacting the ongoing concern status of the Company and its future operations.															
The pre-issue and post issue shareholding pattern of the company (as on date)	<p>Pre-Issue and Post Issue Shareholding:</p> <table border="1"> <thead> <tr> <th>Category of Shareholder</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Indian Promoter</td> <td>240,738,637</td> <td>65.39%</td> </tr> <tr> <td>Foreign Promoter</td> <td>127,443,183</td> <td>34.61%</td> </tr> <tr> <td>Others</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total</td> <td>368,181,820</td> <td>100%</td> </tr> </tbody> </table> <p>The shareholding pattern of the Company shall remain unchanged after the Issue. The Debentures being non-convertible, there will be no change in the paid-up capital due to conversion and there will be no change in the balance of the share premium account.</p>	Category of Shareholder	No. of Shares	%	Indian Promoter	240,738,637	65.39%	Foreign Promoter	127,443,183	34.61%	Others	-	-	Total	368,181,820	100%
Category of Shareholder	No. of Shares	%														
Indian Promoter	240,738,637	65.39%														
Foreign Promoter	127,443,183	34.61%														
Others	-	-														
Total	368,181,820	100%														

III. Mode of payment for subscription:

NEFT/RTGS/Electronic bank transfers on the EBP platform.

IV. Disclosure with regard to interest of directors, litigation, etc:

Any financial or other material interest of the directors, promoters or key managerial personnel in the offer/ Issue and the effect of such interest in so far as it is different from the interests of other persons	NA
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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 Company during the last 3 (three) years immediately preceding the year of the issue of the private placement offer cum application letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed	As per Section 'G' of the General Information Document	
Remuneration of directors (during the current year /and last 3 (three) financial years)	Financial Year	Amount (Rs. In Crores)
	FY 2022	3.05
	FY 2023	4.51
	FY 2024	5.51
Related party transactions entered during the last 3 (three) financial years immediately preceding the year of issue of the private placement offer cum application letter including with regard to loans made or guarantees given or securities provided	As per Note 1 hereto.	
Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (five) financial years immediately preceding the year of issue of the 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	NIL	
Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last 3 (three) years immediately preceding the year of issue of the private placement offer cum application letter in the case of the 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 3 (three) years immediately preceding the year of the private placement offer cum application letter and if so, section-wise details thereof for the Company and all of its subsidiaries	NIL	
Details of acts of material frauds committed against the Company in the last 3 (three) years, if any, and if so, the action taken by the company	NIL	

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Financial Position of the Company:

The capital structure of the company in the following manner in a tabular form: The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value)	Share Capital (as on 31.03.2024)	Rs. (in Crore)
	Authorised	
	Issued, Subscribed and Fully Paid-up	Rs. 368 Cr. comprising 368,181,820 shares of Rs.10/- each
Size of the Present Offer	Up-to Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crore only)	
Paid-up Capital: a. After the offer: b. After the conversion of Convertible Instruments (if applicable)	a.Rs.368.18 Crore. b. NA	
Share Premium Account: a. Before the offer: b. After the offer:	a.Rs. 167.62 Crore b.Rs. 167.62 Crore	
Details of the existing share capital of the Issuer as on March 31, 2024 including details of allotments made by the company in the last one year prior to the date of this offer letter for consideration other than cash and details of the consideration in each case.	NIL	
Details of allotments made by the Company in the last one year prior to the date of the private placement offer cum application letter for consideration other than cash and details of the consideration in each case.	NIL	
Profits of the Company, before and after making provision for tax, for the 3 (three) financial years immediately preceding the date of issue of the private placement offer cum application letter	As per Note 2 hereto.	
Dividends declared by the Company in respect of the said 3 (three) financial years; interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid)	As per Note 2 hereto.	
A summary of the financial position of the Company as in the 3 (three) audited	As per 'Section F' of the General Information Document.	

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balance sheets immediately preceding the date of issue of the private placement offer cum application letter	
Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of issue of the private placement offer cum application letter	As per 'Section F' of the General Information Document
Any change in accounting policies during the last 3 (three) years and their effect on the profits and the reserves of the Company	There is no change in accounting policies for last 3 years.

Note 1: Related party transactions entered during the last 3 (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

Name of related party	Nature of transaction	Transaction value for the year ended 31 March 2022	Transaction value for the year ended 31 March 2023	Transaction value for the year ended 31 March 2024
Joint Venture				
Indian Bank	Premium Income (Rendering of Services)	0.26	2.17	1.97
	Reinsurance Premium Ceded	-	-	-
	Share Capital	-	-	-
	Share Premium	-	-	-
	Claim Payment	0.54	0.07	0.09
	Reinsurance Claim Recovery	-	-	-
	Commission Payout	13.85	14.70	20.29
	RI Commission Recovered / Recoverable	-	-	-
	Dividend Payout	1.37	7.88	2.63
	Other Expenditure	0.80	2.52	2.44
	Rent Income	-	-	-
	Other Reimbursement Received	-	-	-
Other Reimbursement Paid	0.22	-	-	

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	Balances with related parties are as under:			
	Share Capital	105.00	105.00	105.00
	Share Premium	-	-	-
	Premium Payable	-	-	-
	Commission Payable	-	0.39	1.31
	Claim Payable	3.40	0.13	0.00
	Rent Deposit	-	-	-
	Remuneration	-	-	-
	Assets			
	Bank Balance	18.74	3.82	2.51
	Expense Receivable	-	-	-
	Commission Recoverable	-	-	-
	Reinsurance claims recoverable	-	-	-
	Details of transactions with Related Parties			
	Premium Income (Rendering of Services)	0.02	-	-
	Reinsurance Premium Ceded	80.60	91.04	84.59
	Share Capital	-	-	-
	Share Premium	-	-	-
	Claim Payment	0.01	-	-
	Reinsurance Claim Recovery	15.57	9.80	26.68
	Commission Payout	-	-	-
	RI Commission Recovered / Recoverable	6.01	6.75	10.20
	Dividend Payout	1.66	9.56	3.19
	Other Expenditure	-	0.22	0.19
	Rent Income	0.01	0.12	-
	Refund of Rent Deposit	-	0.06	-
	Other Reimbursement Received	-	-	-
	Other Reimbursement Paid	0.12	-	-
	Balances with related parties are as under:			
	Share Capital	127.44	127.44	127.44
	Share Premium	147.16	147.16	147.16
Sompo Japan Insurance Inc				

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	Premium Payable	89.91	134.49	72.20
	Commission Payable	-	-	-
	Claim Payable	-	-	-
	Rent Deposit	0.06	-	-
	Remuneration	-	-	-
	Assets			
	Bank Balance	-	-	-
	Expense Receivable	0.01	-	-
	Commission Recoverable	8.53	12.62	15.15
	Reinsurance claim recoverable	64.03	21.36	28.90
	Details of transactions with Related Parties			
	Premium Income (Rendering of Services)	1.74	0.18	0.04
	Reinsurance Premium Ceded	-	-	-
	Share Capital	-	-	-
	Share Premium	-	-	-
	Claim Payment	0.55	0.08	0.00
	Reinsurance Claim Recovery	-	-	-
	Commission Payout	14.07	13.99	14.37
	RI Commission Recovered / Recoverable	-	-	-
	Dividend Payout	0.86	4.99	1.66
	Other Expenditure	1.22	0.93	1.13
	Rent Income	-	-	-
	Other Reimbursement Received	-	-	-
	Other Reimbursement Paid	0.09	-	-
	Balances with related parties are as under:			
	Share Capital	66.50	66.50	66.50
	Share Premium	-	-	-
	Premium Payable	-	-	-
	Commission Payable	-	0.26	0.72
	Claim Payable	0.18	0.01	-
	Rent Deposit	-	-	-
Indian Overseas Bank				

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	Remuneration	-	-	-
	Assets			
	Bank Balance	4.25	13.31	4.87
	Expense Receivable	-	-	-
	Commission Recoverable	-	-	-
	Reinsurance claim recoverable	-	-	-
The Karnataka Bank Ltd.	Details of transactions with Related Parties			
	Premium Income (Rendering of Services)	5.11	2.80	4.18
	Claim Payment	0.02	0.03	2.87
	Commission Payout	8.69	9.67	16.29
	Dividend Payout	0.29	1.66	0.55
	Other Expenditure	0.15	0.01	0.02
	Remuneration	-	-	-
	Balances with related parties are as under:			
	Share Capital	22.09	22.09	22.09
	Share Premium	-	-	-
	Commission Payable	-	0.16	0.36
	Claim Payable	0.53	0.65	0.32
	Assets	-	-	
Bank Balance	0.08	8.62	1.26	
Dabur Investment Corporation	Details of transactions with Related Parties			
	Premium Income (Rendering of Services)	1.34	1.42	1.40
	Claim Payment	0.33	0.09	1.03
	Commission Payout	-	-	-
	Dividend Payout	0.61	3.54	1.18
	Other Expenditure	-	-	
	Remuneration	-	-	
Balances with related parti are as under:				

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	Share Capital	47.15	47.15	47.15
	Share Premium	20.45	20.45	20.45
	Commission Payable	-	-	-
	Claim Payable	0.19	0.19	0.19
	Assets			
	Bank Balance	-	-	-
Indbank Merchant banking services ltd	Details of transactions with Related Parties			
	Other Expenditure	0.00	0.01	0.02
Sompo Insurance Singapore Pte. Ltd.	Details of transactions with Related Parties			
	Other Expenditure	-	0.01	0.17
Key Managerial Person	Managing Director & Chief Executive Officer			
	Managerial remuneration	1.76	2.73	3.50
	Contribution to provident fund	0.07	0.10	0.18
	Sitting Fees	-	-	-
	Profit linked commission	0.19	0.71	0.94
	Total	2.02	3.54	4.62
	Chief Financial Officer			
	Managerial Remuneration	0.95	1.34	1.69
	Company Secretary			
	Managerial Remuneration	0.36	0.48	0.58

For Sitting Fees paid to Non-Executive Directors, please refer to Section G of the General Information Document

Note 2: (a) Profits of the Company, before and after making provision for tax, for the 3 (three) financial years, immediately preceding the date of issue of private placement offer cum application letter, and the stub period ended March 31, 2024
(Rs. in crore)

Particulars	FY2024	FY2023	FY2022
<u>Profit Before Tax</u>	254.04	250.40	143.28
<u>Profit After Tax</u>	181.65	176.79	118.59

(b) Dividends declared by the Company in respect of the said 3 (three) financial years; interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid), and the stub period ended March 31, 2024
(Rs. in crore)

Particulars	FY2024	FY2023	FY2022
Dividend Declared	9.20	9.20	27.61
Interest Coverage Ratio	NA	NA	NA

*Cash Profit after tax denotes PAT + Depreciation

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(c) Summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of issue of private placement offer cum application letter

Please refer Section F of the General Information Document.

PART B- APPLICATION LETTER*

(To be filed by the Applicant)

- (i) Name
- (ii) Father's name
- (iii) Complete Address including Flat/House Number, street, Locality, pin Code
- (iv) Phone number, if any
- (v) email ID, if any
- (vi) PAN Number
- (vii) Bank Account Details
- (viii) Tick whichever is applicable:

- (a) The applicant is not required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares / securities.

- (b) The applicant is required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares and the same has been obtained, and is enclosed herewith. Not applicable

Signature

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

***Please see the Application Form in the General Information Document**

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