

No.: GID/AFPL/01/2024-25

GENERAL INFORMATION DOCUMENT



Ambium Finserve Private Limited ("Issuer" / "Company")

A private limited company incorporated under the Companies Act, 2013

General Information Document for issue of Debentures on a private placement basis

Dated: 16th September, 2024

Issue of (a) non-convertible debentures (listed, rated, senior, secured/unsecured, transferable, redeemable, (or any others (as may be determined)) denominated in Indian Rupees ("INR") ("Debentures") and (b) commercial papers (rated, listed) denominated in INR (CPs) on a private placement basis.

PERIOD OF VALIDITY OF THIS GENERAL INFORMATION DOCUMENT

This General Information Document shall be valid for a period of 1 (one) year from the date of opening of the first offer of Debentures made under this General Information Document.

OFFER OF DEBENTURES UNDER KEY INFORMATION DOCUMENT


In respect of each offer of Debentures during the period of validity of this General Information Document, the Issuer shall file a Key Information Document for each such offer of Debentures, with the Stock Exchange.


DISCLOSURES AS PER SEBI DEBT LISTING REGULATIONS:

*** Please refer pages 1-5 for all information required to be placed on the front page of a general information document as per Schedule I of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended by the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Second Amendment) Regulations, 2023.*

Please see below the disclosures as required under the terms of the SEBI Debt Listing Regulations (as defined below):

S.no	Particulars	Relevant Disclosure
1.	Corporate Identity Number of the Issuer:	U65999CH2017PTC041442
2.	Permanent Account Number of the Issuer:	AAPCA3271R
3.	Date and place of Incorporation of the Issuer:	Date of incorporation: March 17, 2017 Place of incorporation: Chandigarh, India
4.	Latest registration / identification number issued by any regulatory authority which regulates the Issuer (in this case the RBI):	N-06.00612
5.	Registered Office address of the Issuer:	Cabin No. 101, 1st floor, SCO NO. 148-149, Sector 34 A, Chandigarh - 160022, India
6.	Corporate Office address of the Issuer:	Cabin No. 101, 1st floor, SCO NO. 148-149, Sector 34 A, Chandigarh - 160022, India
7.	Telephone No of the Issuer:	+91-8861212984
8.	Website address of the Issuer:	https://www.wint.capital/
9.	Email address of the Issuer:	compliance@ambium.in
10.	Details of Company Secretary and Compliance Officer of the Issuer:	Name: Rishav Mahendru Telephone Number: +91-8861212984 Email address: compliance@ambium.in

11.	Details of Chief Financial Officer of the Issuer:	<p>Name: N.A.</p> <p>Telephone Number: N.A.</p> <p>Email address: N.A.</p> <p>As on the date of this General Information Documents, the Issuer is not required to appoint a Chief Financial Officer as per the requirements prescribed under the Companies Act, 2013.</p>
12.	Details of Promoters of the Issuer:	<p>Name: Fourdegreewater Capital Private Limited</p> <p>Telephone Number: +91-7020573641</p> <p>Email address: ajinkya@wintwealth.com</p>
13.	Details of debenture trustee for the Issue:	Please refer relevant Key Information Document (KID).
14.	Details of lead manager(s) (<i>applicable in case of public issue</i>):	Not applicable as the Debentures under this General Information Document are being issued on a private placement basis.
15.	Details of statutory auditors of the Issuer:	<p>Name: M/s Tejus & Ravikiran Chartered Accountants</p> <p>Address: Behind Govt School, (Opp Shaneshwara Temple) Kudlu, Bangalore-560068, India</p> <p>Logo:  TEJUS AND RAVIKIRAN CHARTERED ACCOUNTANTS</p> <p>Peer Review Certificate no.: 018103</p> <p>Telephone Number: +91-9986660579</p> <p>Email address: tejusbs@nxgconsulting.in</p> <p>Contact Person: Tejus B S, Partner</p>
16.	Details of credit rating agency:	Name: CARE Ratings Limited**

		<p>Address: Unit No. 205 -208, 2nd Floor, Prestige Meridian 1, No. 29, M. G. Road, Bengaluru, Karnataka - 560001</p> <p>Logo: </p> <p>Telephone Number: +91-80-4662 5555</p> <p>Email address: Ravi.S@careedge.in</p> <p>Contact person: Ravi Shankar R, Associate Director</p> <p>** If a rating agency other than CARE Ratings Limited is appointed for any particular issuance of Debentures, then the details of such rating agency will be set out in the relevant Key Information Document for the relevant issuance of Debentures.</p>
17.	A disclosure that a copy of the issue document has been delivered for filing to the Registrar of Companies as required under sub-section (4) of Section 26 of Companies Act, 2013 (18 of 2013)	Not applicable as the Debentures under this General Information Document are being issued on private placement basis under Section 42 of Companies Act, 2013.
18.	Date of this general information document:	16 th September, 2024
19.	Type of Issue Document:	<p>This General Information Document is being issued in relation to the private placement basis of the Debentures.</p> <p>The Issuer will issue a separate key information document ("KID" or "Key Information Document") for each issuance of Debentures pursuant to this General Information Document.</p>
20.	The nature, number, price and amount of securities offered and issue size	As set out in the relevant Key Information Document for the relevant issuance of Debentures.

	(base issue or green shoe), as may be applicable:	
21.	The aggregate amount proposed to be raised through all the stages of offers of non-convertible securities made through the shelf prospectus under section 31 of the Companies Act, 2013 (18 of 2013) (applicable in case of public issue):	Not applicable as the Debentures under this General Information Document are being issued on private placement basis under Section 42 of Companies Act, 2013.
22.	Details of Registrar to the Issue:	<p>Name: Integrated Registry Management Services Private Limited **</p> <p>Address: 2nd Floor, Kences Towers, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017</p> <div data-bbox="888 956 1294 1075" data-label="Image"> </div> <p>Logo:</p> <p>Telephone Number: 2814 0801</p> <p>Fax number: 2814 2479</p> <p>Website: https://www.integratedindia.in/</p> <p>Email address: yuvraj@integratedindia.in</p> <p>Contact Person: S Yuvaraj, Deputy General Manager</p> <p>SEBI Registration No: INR000000544</p> <p>** If any registrar and transfer agent other than Integrated Registry Management Services Private Limited is appointed for any particular issuance of Debentures, then the details of such registrar and transfer agent will be set out in the relevant Key Information Document for the relevant issuance of Debentures.</p>
23.	Issue Schedule	Date of opening of the Issue: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

		<p>Date of closing of the Issue: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.</p> <p>Date of earliest closing of the Issue (if any): To be set out in the relevant Key Information Document for the relevant issuance of Debentures.</p> <p>Pay In Date: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.</p> <p>Deemed Date of Allotment: To be set out in the relevant Key Information Document for the relevant issuance of Debentures</p>
24.	The credit rating (cross reference of press release to be provided) of the Issue along with all the ratings obtained by the Issuer for the Issue:	<p>The Rating Agency has vide its letter dated April 2, 2024 and rating rationale dated April 4, 2024 assigned a rating of "CARE BBB-/Stable" (pronounced as "CARE Triple B minus with a stable outlook") in respect of the Debentures. Please refer to Annexure II of this General Information Document for the letter dated April 2, 2024 and rating rationale dated April 4, 2024 from the Rating Agency assigning the credit rating abovementioned and the press release by the Rating Agency in this respect.</p> <p>Any further or additional ratings obtained shall be disclosed in the relevant Key Information Document for the relevant issuance of Debentures.</p>
25.	The name(s) of the stock exchanges where the securities are proposed to be listed:	The Debentures are proposed to be listed on the wholesale debt market segment of the BSE Limited.
26.	The details of eligible investors (applicable in case of private placement):	Please refer to relevant KID for this information.
27.	Coupon/dividend rate, coupon/dividend payment frequency, redemption date, dividend / coupon payment date, redemption amount and details of debenture trustee	Please refer to Section 5.38 (<i>Summary Terms</i>) of this General Information Document for the coupon rate, the coupon payment frequency, the redemption date and redemption amount in respect of the Debentures.

		<p>The details of Debenture Trustee are provided under S. No. 14 above.</p> <p>Please also refer to the relevant Key Information Document for the dividend /coupon payment date for relevant issuance of Debentures.</p>
28.	Details about underwriting of the issue including the amount undertaken to be underwritten by the underwriters:	Please refer to the relevant Key Information Document
29.	Inclusion of a compliance clause in relation to electronic book mechanism and details pertaining to the uploading the general information document, along with relevant KID(s) on the Electronic Book Provider Platform (<i>applicable in case of private placement</i>).	<p>Please refer Section 8.9 (<i>Issue Procedure</i>) below.</p> <p>THIS GENERAL INFORMATION DOCUMENT MAYBE UPLOADED ON THE BSE BOND EBP PLATFORM, IF APPLICABLE, TO COMPLY WITH THE OPERATIONAL GUIDELINES AND AN OFFER WILL BE MADE BY ISSUE OF THE GENERAL INFORMATION DOCUMENT AND THE RELEVANT KEY INFORMATION DOCUMENT(S) ALONG WITH THE SIGNED PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER AFTER COMPLETION OF THE BIDDING PROCESS ON A RELEVANT ISSUE DATE, TO SUCCESSFUL BIDDER(S) IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT, 2013 AND RELATED RULES.</p>
30.	Specific declaration requested by BSE: non-equity regulatory capital	<p>This issue of Debentures does not form part of non-equity regulatory capital mentioned under Chapter V of the SEBI ILNCS Regulations. The face value of each Debenture shall be as per Chapter V of Listed NCDs Master Circular read with SEBI Circular SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/94 dated July 03, 2024 on “Reduction in denomination of debt securities and non-convertible redeemable preference shares”.</p>

Background

This General Information Document (as defined below) is related to the Debentures to be issued by Ambium Finserve Private Limited (the “**Issuer**” or “**Company**”) on a private placement basis and contains relevant information and disclosures required for the purpose of issuing the Debentures. The issue of the Debentures described under this General Information Document has been authorised by the Issuer through the resolutions passed by the shareholders of the Issuer on November 28, 2023 and the Board of Directors of the Issuer on October 28, 2023 and the Memorandum and Articles of Association of the Company. Pursuant to the resolution passed by the Company’s shareholders dated November 28, 2023 in accordance with provisions of the Companies Act, 2013, the Company has been authorised to raise funds, by way of issuance of non-convertible debentures, upon such terms and conditions as the Board may think fit for aggregate amounts not exceeding INR 500,00,00,000 (Indian Rupees Five Hundred Crore). The present issue of Debentures in terms of this General Information Document is within the overall powers of the Board as per the above shareholder resolution(s). For each specific offer/issue of Debentures, the Issuer shall obtain appropriate authorisations from the Board of Directors and/or any relevant committee of the Issuer.

This General Information Document does not include a statement purporting to be made by an expert unless the expert is a person who is not, and has not been, engaged or interested in the formation or promotion or management, of the Company and has given his written consent to the issue of the General Information Document and has not withdrawn such consent before the delivery of a copy of the issue document to the Registrar (as applicable) for registration.

Please note that this General Information Document is valid for a period of 1 year from the Issue Opening Date of the first Series / Tranche of NCS issued pursuant to this General Information Document.

Issuer’s Absolute Responsibility

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

Issue Schedule

Particulars	Date
Issue Opening Date	As set out in the relevant Key Information Document for the relevant issuance of Debentures

Issue Closing Date	As set out in the relevant Key Information Document for the relevant issuance of Debentures
Date of earliest closing of the issue, if any	As set out in the relevant Key Information Document for the relevant issuance of Debentures
Pay In Date	As set out in the relevant Key Information Document for the relevant issuance of Debentures
Deemed Date of Allotment	As set out in the relevant Key Information Document for the relevant issuance of Debentures

DISCLAIMERS

- ⌚ This General Information Document contains no unsubstantiated forward-looking statements. To the extent there are any unsubstantiated forward-looking statements under this General Information Document, such statements shall be considered to be null and void.
- ⌚ This issue document does not include any statement purporting to be made by an expert other than if the expert is a person who is not, and has not been, engaged or interested in the formation or promotion or management, of the Issuer and has given their written consent to this issue of this General Information Document and has not withdrawn such consent before the delivery of a copy of this General Information Document to the Registrar (as applicable) for registration.

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SECTION 1: DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or requires, the following terms shall have the meanings given below in this General Information Document. Capitalized terms used but not defined hereunder shall have the meaning ascribed to them in: (i) the debenture trust deed executed by and between the relevant debenture trustee and the Issuer (the "Debenture Trust Deed") (in case of issuance of non-convertible debentures); and/ or (ii) such other relevant and principal transaction document which are/ will be required to be executed in relation to the Issue of such other NCS (as per applicable law) (the "Principal Document"), as amended from time to time and as the context may require or permit. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto. Further, unless otherwise indicated or the context otherwise requires, all references to "the Company", "our Company", "Ambium", "Ambium Finservice", "Issuer", "we", "us" or "our" shall mean references to Ambium Finservice Private Limited and references to "you" shall mean references to the Eligible Investors, as the case may be, in the Debentures.

Words denoting singular number shall include plural number and vice versa. Words denoting any gender shall include any other gender. Words denoting persons shall include companies and bodies corporate.

TERM	DEFINITION/PARTICULARS
Act or Companies Act	means the Companies Act, 2013, and shall include any re-enactment, amendment or modification of the Companies Act, 2013, as in effect from time to time.
Allot/Allotment/Allotted	means the allotment of any Debentures pursuant to the Debt Disclosure Documents.
Applicable Law	means all applicable statutes, enactments or acts of any legislative body in India, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Governmental Authority and any modifications or re-enactments thereof.
Applicant	means, in respect of any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures, a person who has submitted a completed Application Form to the Issuer, and " Applicants " shall be construed accordingly.
Application Form	means, in respect of any series of Debentures issued pursuant to this General Information Document and the relevant Key

	Information Document for the relevant issuance of Debentures, the form used by the recipient of the relevant Key Information Document, to apply for subscription to the Debentures offered pursuant to such Key Information Document, which is in the form annexed to the relevant Key Information Document.
Application Money	means, in respect of any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures, the subscription amounts paid by the Applicant at the time of submitting the Application Form.
Arranger	Please refer to the relevant Key Information Document(s)
Articles or Articles of Association	Articles of association of the Issuer, as amended from time to time.
Auditors/ Statutory Auditor	M/s. Tejus & Ravikiran, Chartered Accountants (Firm Registration Number (FRN): 013418S)
Beneficial Owners	means, in respect of any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures, the holders of the Debentures in dematerialised form whose names are recorded as such with the Depository(ies) in the Register of Beneficial Owners, and " Beneficial Owner " shall be construed accordingly.
Board / Board of Directors	means the Board of Directors of the Issuer.
Stock Exchange / BSE / Designated Stock Exchange	means BSE Limited.
Business Day	means any day (other than a Sunday or a public holiday under Section 25 of the Negotiable Instruments Act, 1881) on which the commercial banks are open for business in Mumbai, India. For the purpose of this definition, in respect of:

	<p>(a) <u>Announcement of issue period</u>: Business Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai, India are open for business.</p> <p>(b) <u>The time period between the Issue Closing Date and the listing of the Debentures on the BSE</u>: Business Day shall mean all trading days of the stock exchanges for non-convertible securities, excluding Saturdays, Sundays and bank holidays, as specified by the SEBI.</p>
CDSL	means the Central Depository Services (India) Limited.
CERSAI	means the Central Registry of Securitisation Asset Reconstruction and Security Interest of India.
Client Loan	means each loan disbursed by the Issuer as a lender, and "Client Loans" shall be construed accordingly.
Company/Issuer/Ambium	Ambium Finserve Private Limited, a company incorporated under the Companies Act, 2013 having corporate identification number U65999CH2017PTC041442 and registered as a non-banking financial company with the Reserve Bank of India, having its registered office at Cabin No. 101, 1st floor, SCO NO. 148-149, Sector 34 A, Chandigarh - 160022, India.
Crore	means ten million
Debenture Holders / Investors	<p>means, in respect of any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures, each person who is:</p> <p>(a) registered as a Beneficial Owner; and</p> <p>(b) registered as a debenture holder in the Register of Debenture Holders,</p> <p>(a) and (b) shall be deemed to include transferees of the Debentures registered with the Issuer and the</p>

	<p>Depository(ies) from time to time, and in the event of any inconsistency between (a) and (b) above, (a) shall prevail,</p> <p>and "Debenture Holder" shall be construed accordingly.</p>
Debenture Trust Deed/DTD	means, in respect of any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures, the debenture trust deed executed / to be executed by and between the Debenture Trustee and the Issuer <i>inter alia</i> setting out the terms upon which the relevant Debentures are being issued and shall include the representations and warranties and the covenants to be provided by the Issuer.
Debenture Trustee	MITCON Credentia Trusteeship Services Limited, or as otherwise mentioned in the relevant Key Information Document.
Debenture Trustee Agreement	means, in respect of any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures, means the debenture trustee agreement executed / to be executed by and between the Debenture Trustee and the Issuer for the purposes of appointment of the Debenture Trustee to act as debenture trustee in connection with the issuance of the relevant Debentures.
Debentures/NCDs	means any issue or series of non-convertible debentures (listed, rated, senior, secured/ unsecured, transferable, redeemable, (or any others (as may be determined))) issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures.
Debt Disclosure Documents	means this General Information Document, together with the relevant Key Information Document, and/or PPOA for the relevant issuance of Debentures).
Debt Listing Regulations or SEBI Debt Listing Regulations or SEBI NCS Regulations or SEBI ILNCS Regulations	means the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, modified, supplemented or restated from time to time.

Deed of Hypothecation	means, in respect of any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures, the unattested deed of hypothecation executed/to be executed by the Issuer in favour of the Debenture Trustee.
Deemed Date of Allotment	means, in respect of any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures, the deemed date of allotment set out in the relevant Key Information Document for the relevant issuance of Debentures.
Demat	means dematerialized securities which are securities that are in electronic form, and not in physical form, with the entries noted by the Depository.
Depositories Act	means the Depositories Act, 1996, as amended from time to time
Depositories	means the depositories with which the Issuer has made arrangements for dematerialising the Debentures, being NSDL and CDSL, and "Depository" means any one of them.
Depository Participant / DP	A depository participant as defined under the Depositories Act
Director(s)	means the director(s) of the Issuer.
DP ID	Depository Participant Identification Number.
DRR	has the meaning given to it in Section 5.33 (<i>Other Details</i>) of this General Information Document.
EBP Platform	Electronic book provider platform of BSE Limited for issuance of debt securities on private placement basis
EBP Requirements or SEBI EBP Requirements	means the requirements with respect to electronic book mechanism prescribed in Chapter VI (<i>Electronic Book Provider platform</i>) of the Listed NCDs Master Circular, and the operational guidelines issued by the relevant Electronic Book Provider, as may

	be restated, amended, modified or updated from time to time.
EFT	Electronic Fund Transfer
Electronic Book Mechanism	The price discovery mechanism through which the Coupon for the Debentures and/or volume of issuance of Debentures shall be determined, in accordance with the terms of the SEBI Master Circular.
Electronic Book Provider / EBP	has the meaning given to it under the EBP Requirements.
Eligible Investors	has the meaning given to it in Section 8.14 (<i>Eligible Investors</i>) of this General Information Document.
Financial Year/ FY	means each period of 12 (twelve) months commencing on April 1 of any calendar year and ending on March 31 of the subsequent calendar year
General Information Document	means this general information document which sets out the terms and conditions for the issue and offer of the Debentures by the Issuer on a private placement basis and contains the relevant information in this respect dated 16 th September 2024.
Governmental Authority	means any government (central, state or otherwise) or any governmental agency, semi-governmental or judicial or quasi-judicial or administrative entity, department or authority, agency or authority including any stock exchange or any self-regulatory organisation, established under any Applicable Law, and "Governmental Authorities" shall be construed accordingly.
ICCL	means the Indian Clearing Corporation Limited.
Interest Rate	means, in respect of any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures, the interest rate set out in the relevant Key Information Document for

	the relevant issuance of Debentures.
Issue	means the issue of any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures on a private placement basis.
Issue Closing Date	means the date on which the Issue of Debentures shall close for subscription, which shall be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Issue Documents	In relation to each Issuer, the General Information Document and the relevant Key Information Document(s).
Issue Opening Date	means the date on which the Issue of Debentures shall open for subscription, which shall be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Key Information Document	means each key information document to be issued by the Issuer for each offer of Debentures in accordance with the Debt Listing Regulations, within the overall limits and period of validity set out in this General Information Document.
Listed NCDs Master Circular	means the master circular issued by SEBI bearing the reference number SEBI/HO/DDHS/PoD1/P/CIR/2024/54 dated May 22, 2024 on " <i>Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper</i> " to the extent applicable in respect of the private placement of debt securities, as amended, modified, or restated from time to time.
LLP	Limited Liability Partnership firms set up under Limited Liability Partnership Act, 2008
LODR Regulations or SEBI LODR Regulations	means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, modified, supplemented or restated from time to time.
Majority Debenture	means, in respect of any series of Debentures issued pursuant to this General Information Document and the relevant Key

Holders	Information Document for the relevant issuance of Debentures, the majority debenture holders set out in the relevant Key Information Document for the relevant issuance of Debentures.
Memorandum / Memorandum of Association	Memorandum of Association of the Issuer, as amended from time to time
N.A.	Not Applicable
NBFC	Non-banking financial company
NBFC Directions	means the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 dated October 19, 2023, read together with the RBI's circular no. DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020 on " <i>Implementation of Indian Accounting Standards</i> ", each as amended, modified or restated from time to time.
NSDL	means the National Securities Depository Limited
PAN	Permanent Account Number
Private Placement Offer cum Application Letters/PPOA	means, in respect of any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures, the private placement offer cum application letters prepared in compliance with Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 issued by the Issuer in respect of the Debentures.
Purpose	has the meaning given to it in Section 5.38 (<i>Summary Terms</i>) of this General Information Document.
Rating / Credit Rating	means a credit rating for the Debentures from the Rating Agency, which has affirmed a rating of "CARE BBB-/Stable" (pronounced as "CARE Triple B minus with a Stable Outlook") through its letter dated April 2, 2024), or as otherwise mentioned in the relevant Key Information Document or as otherwise mentioned in the relevant

	Key Information Document.
Rating Agency	means CARE Ratings Limited, or as otherwise mentioned in the relevant Key Information Document.
RBI	Reserve Bank of India.
Record Date	means the date which will be used for determining the Debenture Holders who shall be entitled to receive the amounts due on any due date, which shall be the date set out in the relevant Key Information Document for the relevant issuance of Debentures.
Redemption Date	shall be as set out in the relevant Key Information Document for the relevant issuance of Debentures.
Redemption Premium	shall be as set out in the relevant Key Information Document for the relevant issuance of Debentures.
REF / Recovery Expense Fund	means the recovery expense fund established/to be established and maintained by the Issuer in accordance with the provisions of Chapter IV (<i>Recovery Expenses Fund</i>) of the SEBI Debenture Trustees Master Circular.
Register of Beneficial Owners	means the register of beneficial owners of the Debentures maintained in the records of the Depositories.
Register of Debenture Holders	means the register of debenture holders maintained by the Issuer in accordance with Section 88 of the Companies Act.
Registrar/R&T Agent/ Registrar and Transfer Agent	means the registrar and transfer agent appointed for the issue of Debentures, being Integrated Registry Management Services Private Limited, or as otherwise mentioned in the relevant Key Information Document.
ROC	means the jurisdictional registrar of companies.
Rs. / INR	Indian Rupees.

RTGS	Real Time Gross Settlement.
SEBI	Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992 (as amended from time to time).
SEBI Debenture Trustees Master Circular	means the master circular issued by SEBI bearing reference number SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated May 16, 2024 on " <i>Master Circular for Debenture Trustees</i> " to the extent applicable in respect of the private placement of debt securities, as amended, modified, or restated from time to time.
SEBI Listed Debentures Circulars	means, collectively, the Listed NCDs Master Circular, the SEBI Debenture Trustees Master Circular, and (to the extent applicable) the SEBI LODR Master Circular.
SEBI Listing Timelines Requirements	means the requirements in respect of the timelines for listing of debt securities issued on a private placement basis prescribed in Chapter VII (<i>Standardization of timelines for listing of securities issued on a private placement basis</i>) of the Listed NCDs Master Circular, read with, to the extent applicable, the SEBI EBP Requirements.
SEBI LODR Master Circular	means the master circular issued by SEBI bearing reference number SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on " <i>Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities</i> " to the extent applicable in respect of the private placement of debt securities, as amended, modified, or restated from time to time
Series/ Tranche	(to the extent applicable) shall mean any of the series / tranche, under which the NCS are to be issued in terms of this General Information Document by the Company from time to time, as more particular identified in each Key Information Document. It is clarified that each Series / Tranche may be further sub-divided in sub series/ tranches and issued.
Transaction Documents	means, in respect of any series of Debentures issued pursuant to this General Information Document and the relevant Key

	<p>Information Document for the relevant issuance of Debentures:</p> <p>(a) the DTD;</p> <p>(b) the Debenture Trustee Agreement;</p> <p>(c) the Deed of Hypothecation;</p> <p>(d) the Debt Disclosure Documents;</p> <p>(e) the letters issued by the, and each memorandum of understanding/agreement entered into with, the Rating Agency, the Debenture Trustee and/or the Registrar;</p> <p>(f) each tripartite agreement between the Issuer, the Registrar and the relevant Depository; and</p> <p>(g) any other document that may be designated as a Transaction Document by the Debenture Trustee,</p> <p>and "Transaction Document" means any of them.</p>
WDM	Wholesale Debt Market segment of the BSE
Wilful Defaulter	means an Issuer who is categorized as a wilful defaulter by any Bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes an issuer whose director or promoter is categorized as such.

This General Information Document shall be read, with respect to each Series / Tranche of NCS issued pursuant to it, in conjunction with the Key Information Document, the Debenture Trust Deed and the other Transaction Documents entered into in relation to such Series / Tranche of NCS and it is agreed between the Debenture Trustee (to the extent applicable) / the Investors of other NCS (or its agent or representative thereof) and the Company that in case of any inconsistency or conflict between this General Information Document and the relevant Key Information Document, the provisions of the relevant Key Information Document shall prevail and in case of any inconsistency or conflict between the relevant Key Information Document and the respective Debenture Trust Deed, the provisions of the respective Debenture Trust Deed shall prevail and override the provisions of the Key Information Document.

SECTION 2: NOTICE TO INVESTORS AND DISCLAIMERS

2.1. ISSUER'S DISCLAIMER

This General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) is neither a prospectus nor a statement in lieu of a prospectus and should not be construed to be a prospectus or a statement in lieu of a prospectus under the Companies Act. This General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) is not an offer or invitation to the public generally to subscribe for or otherwise acquire the Debentures to be issued by the Company under Section 42 of the Companies Act 2013 or any other prevailing rules and regulations. An offer will be made to identified Eligible Investors acceptable to the Issuer pursuant to a serially numbered and specifically addressed Debt Disclosure Document(s).

The issue of the Debentures to be listed on the WDM segment of the BSE is being made strictly on a private placement basis. Multiple copies hereof given to the same entity shall be deemed to be given to the same person and shall be treated as such. This General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) does not constitute and shall not be deemed to constitute an offer or invitation to subscribe to the Debentures to the public in general. This General Information Document is not intended to be circulated to more than 199 (One Hundred and Ninety-Nine) persons in relation to each issuance under this General Information Document.

As per the applicable provisions, it is not necessary for a copy of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) to be filed or submitted to the SEBI for its review and/or approval. This General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) has been prepared in conformity with the SEBI Debt Listing Regulations as amended from time to time and applicable RBI regulations governing private placements of debentures by NBFCs. This General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) has been prepared solely to provide general information about the Issuer to Eligible Investors to whom it is addressed and who are willing and eligible to subscribe to the Debentures. This General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) does not purport to contain all the information that any Eligible Investor may require. Further, this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) has been prepared for informational purposes relating to this transaction only and upon the express understanding that it will be used only for the purposes set forth herein.

Neither this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) nor any other information supplied in connection with the Debentures is intended to provide the basis of any credit or other evaluation and any recipient of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) should not consider such receipt as a recommendation to subscribe to any Debentures. Each potential Investor contemplating subscription to any Debentures should make its own independent investigation of the financial condition and affairs of the Issuer, and its own appraisal of the creditworthiness of the Issuer. Potential investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and should possess the appropriate resources to

analyze such investment and the suitability of such investment to such potential Investor's particular circumstances.

The Issuer confirms that, as of the date hereof, this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) (including the documents incorporated by reference herein, if any) contains all the information that is material in the context of the Issue and regulatory requirements in relation to the Issue and is accurate in all such material respects. No person has been authorized to give any information or to make any representation not contained or incorporated by reference in this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) or in any material made available by the Issuer to any potential Investor pursuant hereto and, if given or made, such information or representation must not be relied upon as having being authorized by the Issuer. The Issuer certifies that the disclosures made in this General Information Document and/or the Private Placement Offer cum Application Letters are adequate and in conformity with the SEBI Debt Listing Regulations and the Companies (Prospectus and Allotment of Securities) Rules, 2014. Further, the Issuer accepts no responsibility for statements made otherwise than in the General Information Document or any other material issued by or at the instance of the Issuer and anyone placing reliance on any source of information other than this General Information Document would be doing so at its own risk.

This General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) and the respective contents hereof respectively, are restricted only for the intended recipient(s) who have been addressed directly and specifically through a communication by the Issuer and only such recipients are eligible to apply for the Debentures. All Investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue. The contents of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) are intended to be used only by those Investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced by the recipient.

No invitation is being made to any persons other than those to whom Application Forms along with this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) being issued have been sent. Any application by a person to whom the General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) have not been sent by the Issuer shall be rejected without assigning any reason.

The person who is in receipt of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) shall not reproduce or distribute in whole or in part or make any announcement in public or to a third party regarding the contents hereof without the consent of the Issuer. The recipient agrees to keep confidential all information provided (or made available hereafter), including, without limitation, the existence and terms of the Issue, any specific pricing information related to the Issue or the amount or terms of any fees payable to us or other parties in connection with the Issue. This General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) may not be photocopied, reproduced, or distributed to others at any time without the prior written consent of the Issuer. Upon request, the recipients will promptly return all material received from the Issuer (including this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) without retaining any copies hereof. If any recipient of this General Information Document (and any relevant Key Information Document or PPOA for the

relevant issuance of Debentures) decide not to participate in the Issue, that recipient must promptly return this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) and all reproductions whether in whole or in part and any other information statement, notice, opinion, memorandum, expression or forecast made or supplied at any time in relation thereto or received in connection with the Issue to the Issuer.

The Issuer does not undertake to update the General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) to reflect subsequent events after the date of General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer.

Neither the delivery of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) nor any sale of Debentures made hereafter shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof.

This General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) do not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. No action is being taken to permit an offering of the Debentures or the distribution of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) in any jurisdiction where such action is required. Persons into whose possession this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) come are required to inform themselves of, and to observe, any such restrictions. The General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) is made available to potential Investors in the Issue on the strict understanding that it is confidential and the details provided herein are strictly for the sole purpose of information to the potential investors.

THE ISSUER ACCEPTS NO RESPONSIBILITY FOR STATEMENTS MADE OTHERWISE THAN IN THE DEBT DISCLOSURE DOCUMENT/GENERAL INFORMATION DOCUMENT AND THE RELEVANT KEY INFORMATION DOCUMENT(S) OR PPOA OR IN THE ADVERTISEMENT OR ANY OTHER MATERIAL ISSUED BY OR AT THE INSTANCE OF THE ISSUER AND THAT ANYONE PLACING RELIANCE ON ANY OTHER SOURCE OF INFORMATION WOULD BE DOING SO AT THEIR OWN RISK.

2.2. DISCLAIMER CLAUSE OF STOCK EXCHANGES

As required, a copy of this General Information Document and the relevant Key Information Document(s) or any PPOA will be filed with has been filed with the BSE in terms of the SEBI Debt Listing Regulations. It is to be distinctly understood that submission of this General Information Document and the relevant Key Information Document(s) or any PPOA will be filed with to the BSE should not in any way be deemed or construed to mean that this General Information Document and the relevant Key Information Document(s) or any PPOA will be filed with has been reviewed, cleared, or approved by the BSE; nor does the BSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this General Information Document, nor does the BSE warrant that the Issuer's Debentures will be listed or will continue to be listed on the BSE; nor does the BSE take any responsibility for the soundness of the financial and other conditions of the Issuer, its promoters, its management or any scheme or project of the Issuer.

2.3. DISCLAIMER CLAUSE OF RBI

The company is having a valid certificate of registration issued by the Reserve Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the company or for the correctness of any of the statements or representations made or opinions expressed by the company and for repayment of deposits/ discharge of liability by the company.

2.4. DISCLAIMER CLAUSE OF SEBI

As per the provisions of the SEBI Debt Listing Regulations, it is not stipulated that a copy of this General Information Document has to be filed with or submitted to the SEBI for its review / approval. The NCS have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this General Information Document or any relevant Key Information Document or any PPOA.

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE ISSUE DOCUMENT/GENERAL INFORMATION DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) (IF ANY) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE ISSUE DOCUMENT/GENERAL INFORMATION DOCUMENT. THE LEAD MANAGER(S) (IF ANY), HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT/GENERAL INFORMATION DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

2.5. DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is made in India to investors as specified under the paragraph titled “Eligible Investors” of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures), who shall be/have been identified upfront by the Issuer. This General Information Document and/or the Private Placement Offer cum Application Letters do not constitute an offer to sell or an invitation to subscribe to Debentures offered hereby to any person to whom it is not specifically addressed. Any disputes arising out of this Issue will be subject to the exclusive jurisdiction of the courts and tribunals as set out in the relevant Key Information Document for the relevant issuance of Debentures. This General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) do not constitute an offer to sell or an invitation to subscribe to the Debentures herein, in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. The sale or transfer of these NCS outside India may require regulatory approvals in India, including without limitation, the approval of the RBI or other regulatory authority.

2.6. DISCLAIMER IN RESPECT OF RATING AGENCIES

The ratings issued by CARE Ratings Limited are opinions on the likelihood of timely payment of the obligations under the rated instrument and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. These ratings do not convey

suitability or price for the investor. The agency does not constitute an audit on the rated entity. CARE Ratings Limited has based its ratings/outlooks based on information obtained from reliable and credible sources. CARE Ratings Limited does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions and the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE Ratings Limited have paid a credit rating fee, based on the amount and type of bank facilities/instruments. CARE Ratings Limited or its subsidiaries/associates may also be involved with other commercial transactions with the entity. In case of partnership/proprietary concerns, the rating /outlook assigned by CARE Ratings Limited is, inter-alia, based on the capital deployed by the partners/proprietor and the current financial strength of the firm. The rating/outlook may undergo a change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors. CARE Ratings Limited is not responsible for any errors and states that it has no financial liability whatsoever to the users of CARE Ratings Limited's rating.

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

2.7. ISSUE OF DEBENTURES IN DEMATERIALIZED FORM

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

2.8. DISCLAIMER CLAUSE OF THE ARRANGER (IF APPLICABLE)

The only role of the Arranger with respect to the Debentures is confined to arranging placement of the Debentures on the basis of this General Information Document as prepared by the Issuer. Without limiting the foregoing, the Arranger is not acting, and has not been engaged to act, as an underwriter, merchant banker or other intermediary with respect to the Debentures. The Issuer is solely responsible for the truth, accuracy and completeness of all the information provided in this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures). Neither is the Arranger responsible for preparing, clearing, approving, scrutinizing or vetting this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures), nor is the Arranger responsible for doing any due diligence for verification of the truth, correctness or completeness of the contents of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures). The Arranger shall be entitled to rely on the truth, correctness and completeness of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures). It is to be distinctly understood that the aforesaid use of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) by the Arranger should not in any way be deemed or construed to mean that the General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) has been

prepared, cleared, approved, scrutinized or vetted by the Arranger. Nor should the contents of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) in any manner be deemed to have been warranted, certified or endorsed by the Arranger as to the truth, correctness or completeness thereof. Each recipient must satisfy itself as to the accuracy, reliability, adequacy, reasonableness or completeness of the General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures).

The Arranger has not conducted any due diligence review on behalf or for the benefit of the Debenture Trustee or any of the Debenture Holders. Each of the Debenture Holders should conduct such due diligence on the Issuer and the Debentures as it deems appropriate and make its own independent assessment thereof.

Distribution of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) does not constitute a representation or warranty, express or implied by the Arranger that the information and opinions herein will be updated at any time after the date of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures). The Arranger does not undertake to notify any recipient of any information coming to the attention of the Arranger after the date of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures). No responsibility or liability or duty of care is or will be accepted by the Arranger for updating or supplementing this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) nor for providing access to any additional information as further information becomes available.

Neither the Arranger nor any of their respective directors, employees, officers or agents shall be liable for any direct, indirect or consequential loss or damage suffered by any person as a result of relying on any statement in or omission from this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) or in any other information or communications made in connection with the Debentures.

The Arranger is acting for the Issuer in relation to the Issue of the Debentures and not on behalf of the recipients of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures). The receipt of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) by any recipient is not to be constituted as the giving of investment advice by the Arranger to that recipient, nor to constitute such a recipient a customer of the Arranger. The Arranger is not responsible to any other person for providing the protection afforded to the customers of the Arranger nor for providing advice in relation to the Debentures.

SECTION 3: RISK FACTORS

Investment in non-convertible 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 the statement of risk factors contained under Section 3 of this 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.

The following are the risks relating to the Company, the Debentures and the market in general envisaged by the management of the Company. Potential Investors should carefully consider all the risk factors stated in this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) for evaluating the Company and its business and the Debentures before making any investment decision relating to the Debentures. The Company believes that the factors described below represent the principal risks inherent in investing in the Debentures. Potential Investors should also read the detailed information set out elsewhere in this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) and reach their own views prior to making any investment decision.

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

Any additional risk (if any) in relation to investing in the NCS shall be mentioned in the relevant Key Information Document.

In this section, a reference to "we", "us", or "our" means the Company, unless the context otherwise requires.

3.1. GENERAL RISKS

3.1.1. RISKS IN RELATION TO THE NON-CONVERTIBLE SECURITIES:

- (a) Repayment is subject to the credit risk of the Issuer.

Potential Investors should be aware that receipt of the principal amount, (i.e. the redemption amount) and any other amounts that may be due in respect of the Debentures is subject to the credit risk of the Issuer. Potential Investors assume the risk that the Issuer will not be able to satisfy their obligations under the Debentures. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Issuer, the payment of sums due on the Debentures may not be made or may be substantially reduced or delayed.

- (b) The secondary market for non-convertible securities may be illiquid.

The non-convertible securities may be very illiquid and no secondary market may develop in respect thereof. Even if there is a secondary market for the non-convertible securities, it is

not likely to provide significant liquidity. Potential Investors may have to hold the Debentures until redemption to realize any value.

(c) Credit Risk & Rating Downgrade Risk

The Rating Agency has assigned the credit ratings to the Debentures. In the event of deterioration in the financial health of the Issuer, there is a possibility that the rating agency may downgrade the rating of the Debentures. In such cases, potential Investors may incur losses on revaluation of their investment or make provisions towards sub-standard/ non-performing investment as per their usual norms.

(d) Changes in interest rates may affect the price of Debentures.

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

(e) Tax Considerations and Legal Considerations:

Special tax considerations and legal considerations may apply to certain types of investors. Potential Investors are urged to consult with their own financial, legal, tax and other advisors to determine any financial, legal, tax and other implications of this investment. Additionally, potential investors should be aware that tax regulations and their application by the relevant taxation authorities change from time to time. Accordingly, it is not possible to predict the precise tax treatment which will apply at any given time.

(f) Accounting Considerations:

Special accounting considerations may apply to certain types of taxpayers. Potential Investors are urged to consult with their own accounting advisors to determine implications of this investment.

(g) Material changes in regulations to which the Issuer is subject could impair the Issuer's ability to meet payment or other obligations.

The Issuer is subject generally to changes in Indian law, as well as to changes in government regulations and policies and accounting principles. Any changes in the regulatory framework could adversely affect the profitability of the Issuer or its future financial performance, by requiring a restructuring of its activities, increasing costs or otherwise.

3.1.2. RISKS IN RELATION TO THE SECURITY CREATED IN RELATION TO THE DEBT SECURITIES. FURTHER, ANY RISKS IN RELATION TO MAINTENANCE OF SECURITY COVER OR FULL RECOVERY OF THE SECURITY IN CASE OF ENFORCEMENT

In the event that the Company is unable to meet its payment and other obligations towards Investors under the terms of the Debentures, the Debenture Trustee may enforce the

Security as per the terms of security documents, and other related documents executed in relation to the Debentures. The Debenture Holder(s)' recovery in relation to the Debentures will be subject to (i) the market value of such Security (ii) finding willing buyers for the Security at a price sufficient to repay the Debenture Holder(s)' amounts outstanding under the Debentures. There is a risk that the value realised from the enforcement of the Security may be insufficient to redeem the Debentures.

Where any Debentures issued pursuant to this General Information Document and any relevant Key Information Document or PPOA for the relevant issuance of Debentures are secured against a charge to the tune of at least 100% of the principal and interest amount in favour of the Debenture Trustee, it shall be the duty of the Debenture Trustee to monitor that the security is maintained. The possibility of recovery of 100% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.

3.1.3. REFUSAL OF LISTING OF ANY SECURITY OF THE ISSUER DURING PRECEDING THREE FINANCIAL YEARS AND CURRENT FINANCIAL YEAR BY ANY OF THE STOCK EXCHANGES IN INDIA OR ABROAD:

As of date, the Issuer has not been refused of listing of any security during preceding three financial years and current financial year by any of the stock exchanges in India or abroad and therefore, this would not be applicable.

3.1.4. LIMITED OR SPORADIC TRADING OF NON-CONVERTIBLE SECURITIES OF THE ISSUER ON STOCK EXCHANGES:

As of date, we are not aware of any limited or sporadic trading of the non-convertible securities of the Issuer on stock exchanges and therefore, this would not be applicable.

3.1.5. IN CASE OF OUTSTANDING DEBT INSTRUMENTS OR DEPOSITS OR BORROWINGS, ANY DEFAULT IN COMPLIANCE WITH THE MATERIAL COVENANTS SUCH AS CREATION OF SECURITY AS PER TERMS AGREED, DEFAULT IN PAYMENT OF INTEREST, DEFAULT IN REDEMPTION OR REPAYMENT, NON-CREATION OF DEBENTURE REDEMPTION RESERVE, DEFAULT IN PAYMENT OF PENAL INTEREST WHEREVER APPLICABLE

As of date, the Issuer has not defaulted in compliance with any material covenants agreed to by the Issuer and therefore, this would not be applicable.

3.1.6. ALL COVENANTS INCLUDING THE ACCELERATED PAYMENT COVENANTS GIVEN BY WAY OF SIDE LETTERS SHALL BE INCORPORATED IN THE ISSUE DOCUMENT BY THE ISSUER.

The covenants of the Issue are set out herein and in the relevant Key Information Document, in the Debenture Trust Deed and/or the relevant Principal Document which will be / has been duly filed with the stock exchange in terms of SEBI regulations, guidelines and notifications. The Issuer has no side letter with any Debenture Holders.

3.2. RISKS RELATED TO THE BUSINESS OF THE ISSUER

- (a) ***Majority of the Issuer's loans are secured and the clients of these secured loans are of the medium to high risk category and if the Issuer is unable to control the level of non-***

performing loans ("NPAs") in the future, or if the Issuer's loan loss reserves are insufficient to cover future loan losses, the financial condition and results of operations may be materially and adversely affected.

A majority of the Issuer's loans are secured, and the clients of these secured loans are of the medium to high-risk category. There is uncertainty regarding the clients' ability to fulfil their loan obligations, as while the Issuer's borrowers typically have bank accounts, the clients of these borrowers (i.e., the borrowers' customers) often do not have bank accounts or proper income proof verification. This can make it difficult to verify all client details and accurately assess the risk for borrowers' customers. Such non-performing or low credit quality loans can negatively impact our results of operations.

The Issuer has various procedures and process controls in place to mitigate the risk.

As at 31st March 2024, the gross NPA was Nil on a gross portfolio of INR 102.28 crores. There is no managed / securitized portfolio of the Issuer.

- (b) ***The Issuer cannot assure that it will be able to effectively control and reduce the level of the NPAs of its Client Loans. The amount of its reported NPAs may increase in the future as a result of growth of Client Loans, and also due to factors beyond its control, such as over-extended member credit that it is unaware of. If the Issuer is unable to manage NPAs or adequately recover its loans, the results of its operations will be adversely affected.***

The current loan loss reserves of the Issuer may not be adequate to cover an increase in the amount of NPAs or any future deterioration in the overall credit quality of Client Loans. As a result, if the quality of its total loan portfolio deteriorates the Issuer may be required to increase its loan loss reserves, which will adversely affect its financial condition and results of operations.

The borrowers might be vulnerable if economic conditions worsen or growth rates decelerate in India, or if there are natural disasters such as floods and droughts in areas where the Issuer's staff lives or where issuer's borrowers are present. Moreover, there is no precise method for predicting loan and credit losses, and the Issuer cannot assure that its monitoring and risk management procedures will effectively predict such losses or that loan loss reserves will be sufficient to cover actual losses. If the Issuer are unable to control or reduce the level of its NPAs or poor credit quality loans, its financial condition and results of its operations could be materially and adversely affected.

- (c) ***Lending to small to medium businesses poses unique risks not generally associated with other forms of lending in India, and, as a result, the Issuer may experience increased levels of NPAs and related provisions and write-off that negatively impact results of operations.***

Issuer's core business is to provide loans to small to medium corporate segments operating primarily in the urban and semi-urban areas. Any downturn in the area of activity by borrowers could adversely affect the ability of borrowers to make loan repayment on time and in turn negatively impact the Issuer's operation. Due to the precarious circumstances of borrowers and non-traditional lending practices the Issuer may, in the future experience increased level of non-performing loans and related provisions and write-offs that negatively impact its business and results of operations.

The Issuer has separated sales from credit risk department. This helps in better credit evaluation of the customer. The ability to repay the loan is taken care of by the internal credit evaluation and intention to repay is taken care of by the collaterals obtained.

- (d) ***The Issuer is exposed to certain political, regulatory and concentration of risks***

Due to the nature of its operations, the Issuer is exposed to political, regulatory and concentration risks. The Issuer believes a mitigant to this is to expand its geographical reach and may consequently expand its operations in other states. If it is not effectively able to manage such operations and expansion, it may lose money invested in such expansion, which could adversely affect its business and results of operations.

Large scale attrition, especially at the senior management level, can make it difficult for the Issuer to manage its business.

If the Issuer is not able to attract, motivate, integrate or retain qualified personnel at levels of experience that are necessary to maintain the Issuer's quality and reputation, it will be difficult for the Issuer to manage its business and growth. The Issuer depends on the services of its executive officers and key employees for its continued operations and growth. In particular, the Issuer's senior management has significant experience in the banking and financial services industries. The loss of any of the Issuer's executive officers, key employees or senior managers could negatively affect its ability to execute its business strategy, including its ability to manage its rapid growth. The Issuer's business is also dependent on its team of personnel who directly manage its relationships with its members. The Issuer's business and profits would suffer adversely if a substantial number of such personnel left the Issuer or became ineffective in servicing its members over a period of time. The Issuer's future success will depend in large part on its ability to identify, attract and retain highly skilled managerial and other personnel. Competition for individuals with such specialized knowledge and experience is intense in this industry, and the Issuer may be unable to attract, motivate, integrate or retain qualified personnel at levels of experience that are necessary to maintain its quality and reputation or to sustain or expand its operations. The loss of the services of such personnel or the inability to identify, attract and retain qualified personnel in the future would make it difficult for the Issuer to manage its business and growth and to meet key objectives.

- (e) ***The Issuer's business and results of operations would be adversely affected by strikes, work stoppages or increased wage demands by employees***

The employees are not currently unionized. However, there can be no assurance that they will not unionize in the future. If the employees unionize, it may become difficult to maintain flexible labour policies, and could result in high labour costs, which would adversely affect the Issuer's business and results of operations.

- (f) ***The Issuer's insurance coverage may not adequately protect it against losses. Successful claims that exceed its insurance coverage could harm the Issuer's results of operations and diminish its financial position***

There are various types of risks and losses for which the Issuer does not maintain insurance, such as losses due to business interruption and natural disasters, because they are uninsurable. A successful assertion of such large claims against the Issuer that exceeds its available insurance coverage or results in changes in its insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect the Issuer's business, financial condition and results of operations. Such risks are normally minimized through strong Risk Management practices of the Company.

- (g) ***Issuer requires certain statutory and regulatory approvals for conducting business and failure to obtain or retain them in a timely manner, or at all, may adversely affect operations.***

NBFCs in India are subject to strict regulation and supervision by the RBI. Pursuant to guidelines issued by the RBI (including the NBFC Directions) the Issuer is required to maintain its status as a NBFC in order to be eligible for categorization as priority sector advance for bank loans. The Issuer requires certain approvals, licenses, registrations and permissions for operating its business, including registration with the RBI as a NBFC. Further, such approvals, licenses, registrations and permissions must be maintained/renewed over time, applicable requirements may change and the Issuer may not be aware of or comply with all requirements all of the time. Additionally, the Issuer may need additional approvals from regulators to introduce new insurance and other fee based products to its members. In particular, the Issuer is required to obtain a certificate of registration for carrying on business as a NBFC that is subject to numerous conditions. In addition, its branches are required to be registered under the relevant shops and establishments laws of the states in which they are located. The shops and establishments laws regulate various employment conditions, including working hours, holidays and leave and overtime compensation. If the Issuer fails to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, its business may be adversely affected. If the Issuer fails to comply, or a regulator claims that it has not complied, with any of these conditions, the Issuer's certificate of registration may be suspended or cancelled and it shall not be able to carry on such activities. If the Issuer fails to comply with the NBFC Directions and fails to maintain the status of NBFC, it will not be eligible for priority sector loans from the Indian banking sector and may also attract penal provisions under the RBI Act, 1934 for non-compliance.

(h) ***The economic fallout from the spread of the COVID-19 virus may impact the Issuer's business prospects, financial condition, result of operations and credit risk***

The spread of the COVID-19 virus has affected millions across the globe and the same coupled with measures taken by the governments including lockdowns/ curfew has not only affected day to day lives of people but has also given a hard blow to the supply chain of factories, with trade routes being disturbed and slowing down of the industry, trade, commerce and business activities across all sectors.

The COVID-19 virus pandemic is adversely affecting, and is expected to continue to adversely affect, our operations, business, liquidity and cashflows, and the Issuer has experienced and expect to continue to experience unpredictable reductions in demand for certain of our products and services. Further, since a good fraction of our borrowers are small transport road operators, the disruption due to COVID-19 virus will also have an impact on their business as well as repayment capacity of the loans taken from us.

However, the extent of negative financial impact cannot be reasonably estimated at this time but a sustained economic slowdown may significantly affect our business, financial condition, liquidity, cashflows and results of operations and the same will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the COVID-19 virus and the actions to contain the COVID-19 virus or treat its impact, among others. Consequently, there may be a negative effect on the Company's ability to service the obligations in relation to the Debentures.

(i) ***Economic Risk in India:***

The Issuer operates only within India and, accordingly, all of its revenues are derived from the domestic market. As a result, it is highly dependent on prevailing economic conditions in

India and its results of operations are significantly affected by factors influencing the Indian economy. An uncertain economic situation, in India and globally, could result in a further slowdown in economic growth, investment and consumption. A slowdown in the rate of growth in the Indian economy could result in lower demand for credit and other financial products and services and higher defaults. Any slowdown in the growth or negative growth of sectors where the Issuer has a relatively higher exposure could adversely impact its performance. Any such slowdown could adversely affect its business, prospects, results of operations and financial condition.

3.3. ANY OTHER RISK FACTORS

(a) Legality of Purchase

Potential Investors in the Debentures will be responsible for the lawfulness of the acquisition of the Debentures, whether under the laws of the jurisdiction of their incorporation or the jurisdiction in which they operate or for compliance by that potential Investor with any law, regulation or regulatory policy applicable to it.

SECTION 4: FINANCIAL STATEMENTS

The audited financial statements of the Issuer for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 are set out in **Annexure V** hereto.

If the audited financial statements set out under this General Information Document are more than 6 (six) months old from the relevant Issue Opening Date of any offer of Debentures, the Issuer will ensure that the relevant Key Information Document will contain the audited financial statements that are not more than 6 (six) months old from the relevant Issue Opening Date of such offer of Debentures.

SECTION 5: REGULATORY DISCLOSURES

This General Information Document is prepared in accordance with the provisions of SEBI Debt Listing Regulations and in this Section 5 (*Regulatory Disclosures*), the Issuer has set out the details required as per Regulation 44 and Schedule I of the SEBI Debt Listing Regulations.

5.1. Documents Submitted to the Exchanges

The following documents have been / shall be submitted along with the listing application to the BSE and with the Debenture Trustee:


- (a) This General Information Document and the relevant Key Information Document(s) for the relevant issuance of Debentures;
- (b) Memorandum and Articles of Association of the Issuer and necessary resolution(s) for the allotment of the Debentures;
- (c) Copies of the resolutions passed by the shareholders of the Company at the Annual General Meeting held on November 28, 2023 authorising the Company to borrow (including by way of issuance of non-convertible debentures), upon such terms as the Board and/or any committee as may be authorised by the Board may think fit, up to an aggregate limit of INR 500,00,00,000 (Indian Rupees Five Hundred Crore)
- (d) Copies of any resolution(s) passed by the Board of Directors of the Company and/or and/or any committee of the Board of Directors of the Company authorizing the issuance of any Debentures and deciding/finalising the terms of issuance of any Debentures issued pursuant to this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) and the list of authorized signatories;
- (e) Copy of last 3 (three) years audited Annual Reports;
- (f) Reports about the business or transaction to which the proceeds of the securities are to be applied directly or indirectly;
- (g) Statement containing particulars of, dates of, and parties to all material contracts and agreements;
- (h) An undertaking from the Issuer stating that the necessary documents for the creation of the charge, where applicable, including the Debenture Trust Deed would be executed within the time frame prescribed in the relevant regulations/acts/rules etc. and the same would be uploaded on the website of the BSE, where such debt securities are proposed to be listed.
- (i) Where applicable, an undertaking that permission/consent from the prior creditor for a second or *pari passu* charge being created, in favor of the debenture trustee to the proposed issue has been obtained;
- (j) Any other particulars or documents that the recognized stock exchange may call for as it deems fit; and
- (k) Due diligence certificates from the Debenture Trustee as per the format specified in the SEBI Debenture Trustees Master Circular and the SEBI ILNCS Regulations.

The following documents have been / shall be submitted to BSE at the time of filing the draft of this General Information Document:

- (l) Due diligence certificates from the Debenture Trustee as per the format specified in Annexure IIA of the SEBI Debenture Trustees Master Circular and Schedule IV of the SEBI ILNCS Regulations.

5.2. [INTENTIONALLY LEFT BLANK]

5.3. Details of Promoters of the Issuer:**(a) Profile of all the Promoters of the Issuer:**

S.no	Details of Promoter	Description
1.	Name of promoter	Fourdegreewater Capital Private Limited
2.	Date of Birth/ Date of Incorporation	February 26, 2020
3.	Age	N.A.
4.	Registered Office Address	Plot No. 2; Krushna Colony; Near M.S.E.B Colony; Jail Road, Nashik Road - 422101, Maharashtra, India
5.	Personal Addresses	N.A.
	Education Qualifications	N.A.
6.	Experience in the business or employment	N.A.
7.	Positions/posts held in the past by the promoter	N.A.
8.	Directorships held by the promoter	N.A.
9.	Other ventures of the promoter	N.A.
10.	Special achievements	N.A.
11.	Business and financial activities of the promoter	The promoter, Fourdegreewater Capital Private Limited is a business support services provider for various clients including its subsidiary companies. It undertakes platform-as-a-service (PaaS), marketing, brand management and other services to various clients.
12.	Photograph/Logo	
13.	Permanent Accountant Number	AAECF0352P
14.	Other Details	N.A.

(b) **Declaration pursuant to paragraph 3.3.2(b) of Schedule I of the SEBI Debt Listing Regulations:**

Declaration
The Issuer confirms that the permanent account number, Aadhaar number, driving license number, bank account number(s) and passport number of the promoters and permanent account number of directors have been submitted to the stock exchanges on which the non-convertible securities are proposed to be listed, at the time of filing the draft issue document.

(c) **Details of Promoter Holding in the Company as on latest quarter end date, i.e., June 30, 2024**

Sr. No.	Name of the shareholders	Total No. of Equity Shares	No. of shares in demat form	Total shareholding as % of total no. of equity shares	No. of Shares Pledged	% of Shares pledged with respect to shares owned
1.	Fourdegreewater Capital Private Limited	5,48,48,267	Nil	99.99999%	Nil	Nil

5.4. 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.

The Rating Agency has assigned a rating of “CARE BBB-/Stable” (pronounced as “Triple B Minus with a stable outlook”) to the Debentures. The rating letter from the Rating Agency, the rating rationale from the Rating Agency and the detailed press release is provided in **Annexure II** of this General Information Document.

Any renewal/re-affirmation of the Rating received from the Rating Agency subsequent to the date of this General Information Document along with a declaration that the rating is valid as on the date of issuance and listing of the relevant Debentures will be set out in the relevant Key Information Document.

5.5. Name(s) of the stock exchange(s) where the non-convertible securities are proposed to be listed and the details of in-principle approval for listing obtained from these stock exchange(s).

The Debentures are proposed to be listed on the WDM segment of the BSE. The Issuer shall comply with the requirements of the listing agreement for debt securities to the extent applicable to it on a continuous basis.

The Issuer has obtained the in-principle approval for the listing of the Debentures from BSE and the same is annexed in **Annexure IX** hereto. The Issuer shall also be creating the recovery expense fund as per the applicable SEBI regulations with BSE.

5.6. If non-convertible securities are proposed to be listed on more than one stock exchange(s) then the issuer shall specify the designated stock exchange for the issue. The issuer shall specify the stock exchange where the recovery expense fund is being/has been created as specified by the Board:

The Debentures are not proposed to be listed on more than one stock exchange.

5.7. Details of specific entities in relation to the Issue:

S.no	Particulars	Details
1.	Legal Counsel (if any)	The Issuer has been advised by its in-house legal and compliance team.
2.	Merchant Banker and Co-managers to the issues (<i>Not applicable for private placement. However, if appointed, to be disclosed</i>)	Not applicable as the Debentures under this General Information Document are issued on private placement basis. Where any issue of Debentures requires the appointment of Merchant Banker as per SEBI Circular SEBI/HO/DDHS/DDHS-PoD 1/P/CIR/2024/94 dated July 03, 2024 on “Reduction in denomination of debt securities and non-convertible redeemable preference shares”, the details of the Merchant Banker will be set out in the relevant Key Information Document for that particular issue.
3.	Legal advisor (<i>applicable in case of public issue</i>)	Not applicable as the Debentures under this General Information Document are issued on private placement basis.

4.	Bankers to the issue (<i>applicable in case of public issue</i>)	Not applicable as the Debentures under this General Information Document are issued on private placement basis.
5.	Sponsor Bank (<i>applicable in case of public issue</i>)	Not applicable as the Debentures under this General Information Document are issued on private placement basis.
6.	Guarantor, if any	N.A. However, Where any issuance of Debentures is supported by a guarantee, the details of the guarantors will be set out in the relevant Key Information Document for the relevant issuance of Debentures.
7.	Arrangers, if any	N.A. However, Where any issuance of Debentures is arranged by an arranger, the details of the arrangers will be set out in the relevant Key Information Document for the relevant issuance of Debentures.

5.8. About the Issuer:

(a) Overview and a brief summary of the business activities of the Issuer

The Company/Issuer is a non-deposit taking non-banking financial company (NBFC), which was incorporated on March 17, 2017. The Company has been set up with the objective of providing debt capital to small and mid-market enterprises in India. The Company seeks to continuously better the lives of its clients through customized financial solutions. The Company was acquired by Wint Wealth group in May 2023. The Company operates under the brand name, Wint Capital. Fourdegreewater Capital Private Limited is the ultimate holding company of the group which also owns the wintwealth.com platform.

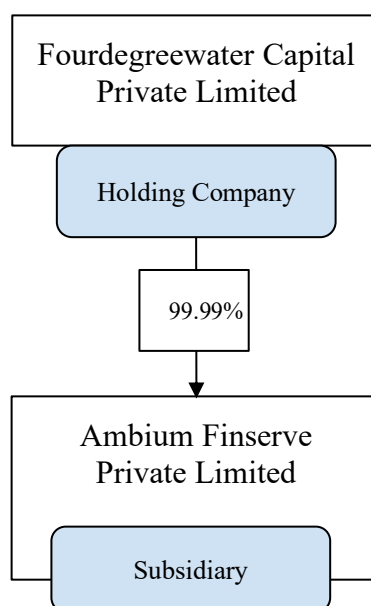
The Company started lending on its own balance sheet in September 2023. It is currently into providing secured loans to growth-stage NBFCs for their growth needs. The company has an The Company has a gross portfolio of INR 102.28 Crores as on March 31, 2024.

(b) Structure of the group:

Ambium Finserve Private Limited ("Issuer") is a Subsidiary of Fourdegreewater Capital Private Limited, a private limited company incorporated under the provisions of Companies Act, 2013.

The graphic description/organogram of the corporate structure of the issuer is as follows:

(c) **A brief summary of the business activities of the subsidiaries of the Issuer**



As of the date of this General Information Document, the Issuer has no subsidiaries.

(d) **Details of branches or units where the Issuer carries on its business activities, if any**

As of the date of this General Information Document, the Issuer has no branches.

(e) **Project cost and means of financing, in case of funding of new projects**

N. A

5.9. Expenses of the Issue: Expenses of the issue along with a break up for each item of expense, including details of the fees payable to separately as under (in terms of amount, as a percentage of total issue expenses and as a percentage of total issue size), as applicable

S.NO	PARTICULARS	AMOUNT (INR)	PERCENTAGE OF TOTAL ISSUE EXPENSES	PERCENTAGE OF TOTAL ISSUE SIZE

1.	Lead Manager(s) fees	Please refer the relevant Key Information Document.	N. A	N. A
2.	Underwriting commission	Please refer the relevant Key Information Document.	N. A	N. A
3.	Brokerage, selling commission and upload fees	Please refer the relevant Key Information Document.	N. A	N. A
4.	Fees payable to the registrars to the issue	Please refer the relevant Key Information Document.	#+	#+
5.	Fees payable to the legal Advisors	Please refer the relevant Key Information Document.	N. A	N. A
6.	Advertising and marketing expenses	Please refer the relevant Key Information Document. **	N. A. **	N. A. **
7.	Fees payable to the regulators	Please refer the relevant Key	#+	#+

	including stock exchanges	Information Document.		
8.	Expenses incurred on printing and distribution of issue stationary	Please refer the relevant Key Information Document. **	N. A. **	N. A. **
9.	Any other fees, commission and payments under whatever nomenclature	Please refer the relevant Key Information Document ***	N. A. ***	N. A. ***

* As the Debentures will be issued by way of private placement to identified investors in accordance with the process prescribed by SEBI, no specific advertising and marketing expenses are envisaged to be payable in respect of such issue of Debentures.

** As the Debentures will be issued by way of private placement to identified investors in accordance with the process prescribed by SEBI, no specific expenses are envisaged to be incurred on printing and distribution of issue stationary in respect of such issue of Debentures.

*** As the Debentures will be issued by way of private placement to identified investors in accordance with the process prescribed by SEBI, no specific fees, commission and payments under whatever nomenclature are envisaged to be incurred in respect of such issue of Debentures.

#+ To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

5.10. Financial Information:

- (a) **The audited financial statements (i.e. Profit & Loss statement, Balance Sheet and Cash Flow statement) both on a standalone and consolidated basis for a period of three completed years which shall not be more than six months old from the date of the issue document or issue opening date, as applicable. Such financial statements should be audited and certified by the statutory auditor(s) who holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India ("ICAI")**

Please refer to Annexure V for the audited financial statements (i.e. Profit & Loss statement, Balance Sheet and Cash Flow statement) both on a standalone and

consolidated basis for a period of three completed years along with the auditor's report along with the requisite schedules, footnotes, summary etc.

The requirement of audited financial statements on a consolidated basis is not applicable to the Issuer.

- (b) **However, if the issuer, being a listed REIT/listed InvIT, has been in existence for a period less than three completed years, and historical financial statements of such REIT/InvIT are not available for some portion or the entire portion of the reporting period of three years and the interim period, the combined financial statements shall be disclosed for the periods for which such historical financial statements are not available.**

N. A

- (c) **Listed issuers (whose debt securities or specified securities are listed on recognised stock exchange(s)) in compliance with the listing regulations, may disclose unaudited financial information for the interim period in the format as specified therein with limited review report in the issue document, as filed with the stock exchanges, instead of audited financial statements for the interim period, subject to making necessary disclosures in this regard in issue document including risk factors.**

Please refer to Annexure V for the financial statements for the financial year ending March 31, 2024.

- (d) **Issuers other than REITs/ InvITs desirous of issuing debt securities on private placement basis and who are in existence for less than three years may disclose financial statements mentioned at (a) above for such period of existence, subject to the following conditions:**
- (i) **The issue is made on the Electronic Book Platform of the stock exchange, irrespective of the issue size; and**
 - (ii) **In case of issue of securities on a private placement basis, the issue is open for subscription only to qualified institutional buyers.**

Not applicable as the Issuer has been in existence for a period of more than 3 (three) years prior to the date of this General Information Document.

- (e) **The above financial statements shall be accompanied with the Auditor's Report along with the requisite schedules, footnotes, summary etc.**

Please refer to **Annexure V** for the audited financial statements (i.e. Profit & Loss statement, Balance Sheet and Cash Flow statement) both on a standalone and consolidated basis for a period of three completed years along with the auditor's report along with the requisite schedules, footnotes, summary etc.

- (f) **Key operational and financial parameters on consolidated and standalone basis:**

Standalone Basis:

PARTICULARS	MARCH 31, 2024 (INR in crores)	MARCH 31, 2023 (INR in crores)	MARCH 31, 2022 (INR in crores)
	Audited	Audited	Audited
BALANCE SHEET			
Assets			
Property, Plant and Equipment	4,73,100.00	6,55,300.00	7,92,664.00
Financial Assets	1,23,84,43,300.00	2,13,22,900	2,10,77,882.00
Non-financial Assets excluding property, plant and equipment	1,60,85,993.00	2,02,052.00	1,99,761.00
Total Assets	1,25,50,02,393.00	2,21,80,252.00	2,20,70,307
Liabilities			
Financial Liabilities			
-Derivative financial instruments	0	0	0
-Trade Payables	11,02,446.00	-	-
-Debt Securities	29,00,00,000.00	-	-
-Borrowings (other than Debt Securities)	33,95,83,400.00	-	-
-Subordinated liabilities	0	0	0
-Other financial liabilities	1,66,20,400	1,25,000.00	1,61,748.00
Non-Financial Liabilities			
-Current tax liabilities (net)	0	0	0
-Provisions	43,30,800	1,30,800.00	
-Deferred tax liabilities (net)	0	0	0
-other non-financial liabilities	0	0	0

Equity (Equity Share Capital and Other Equity)	60,33,65,500	2,19,24,400.00	2,19,08,559.00
Total Liabilities and Equity	1,25,50,02,393.00	2,21,80,252.00	2,20,70,307.00
PROFIT AND LOSS			
Revenue from operations	4,99,63,600	19,50,300	2,44,06,082
Other Income	26,38,400	2,686.00	34,140.00
Total Income	5,26,02,000	22,18,900	24,74,748
Total Expense	5,15,45,300.00	21,98,300.00	18,91,719.00
Profit after tax for the year	1,07,700.00	15,900.00	4,42,180.00
Other Comprehensive income	0	0	0
Total Comprehensive Income	0	0	0
Earnings per equity share (Basic)	0.004	0.008	0.22
Earnings per equity share (Diluted)	0.004	0.008	0.22
Cash Flow			
Net cash from/ used in (-) operating activities	(73,63,17,900.00)	90,800.00	51,14,540.00
Net cash from/ used in (-) investing activities	(46,76,06,200.00)	(26,610)	0
Net cash from/ used in (-) financing activities	1,19,55,16,700.00	0	0
Net increase/decrease (-) in cash and cash equivalents	84,07,400.00	4,000.00	49,51,465.00

Cash and cash equivalents as per Cash Flow Statement as at the end of Half year	14,24,800.00	98,32,200.00	98,35,419.00
Additional Information			
Net Worth	60,33,65,500.00	2,19,24,400.00	2,19,08,559.00
Cash and cash equivalents	14,24,800.00	98,32,17,500.00	98,28,171.00
Loans	62,95,83,400.00		
Loans (Principal Amount)	62,95,83,400.00		
Total Debts to Total Assets	0.501		
Interest Income	4,23,47,500.00	18,82,900.00	20,88,213.00
Interest Expense	1,21,95,400.00		
Impairment on Financial Instruments	0%	0%	0%
Bad Debts to Loans	0%	0%	0%
% Stage 3 Loans on Loans (Principal Amount)	0%	0%	0%
% Net Stage 3 Loans on Loans (Principal Amount)	0%	0%	0%
Tier I Capital Adequacy Ratio (%)	49.42%	178.05%	179.51%
Tier II Capital Adequacy Ratio (%)	NA	NA	NA

The requirement of audited financial statements on a consolidated basis is not applicable to the Issuer.

- (f) **Details of any other contingent liabilities of the Issuer, based on the latest audited financial statements including amount and nature of liability:**

Nil

- (g) **The amount of corporate guarantee or letter of comfort issued by the Issuer along with details of the counterparty (viz. name and nature of the counterparty, whether a subsidiary, joint venture entity, group company etc.) on behalf of whom it has been issued.**

Not applicable

5.11. A brief history of Issuer since its incorporation giving details of its following activities:

(a) Details of Share Capital as at last quarter end (i.e., March 31, 2024):

Share Capital	Amount (INR)
Authorised Share Capital	
6,00,00,000 equity shares of INR 10 each	60,00,00,000
TOTAL	60,00,00,000
Issued, Subscribed and Fully Paid- up Share Capital	
5,48,48,487 equity shares of INR 10 each	54,84,84,870
TOTAL	54,84,84,870

(b) Changes in its capital structure as at last quarter end (i.e., March 31, 2024) for the preceding three financial years and current financial year:

Date of Change (AGM/EGM)	Authorised Capital (INR)	Particulars
24.04.2023	7,00,00,000/-	Increased from INR 2,00,00,000/- to to INR 7,00,00,000/-
06.10.2023	60,00,00,000/-	Increased from INR 7,00,00,000/- to to INR 60,00,00,000/-

(c) Details of the equity share capital for the preceding three financial years and current financial year:

Date of Allotment	Number of Equity Shares	Face Value (in INR)	Issue Price (in INR)	Consideration (Cash, other than Cash etc.)	Nature of Allotment	Cumulative			Remarks
						Number of Equity Shares	Equity Share Capital (INR in Crore)	Equity Share Premium (INR in Crore)	
16.03.2017	20,00,000	10	10	2,00,00,000	Subscription	20,00,000	2,00,00,000	0	-
04.05.2023	46,66,667	10	11	4,66,66,670	Private placement cum Preferential Allotment	6666667	66666670	46,66,667	-
30.10.2023	4,81,81,820	10	11	48,18,18,200	Private placement cum Preferential Allotment	54848487	548484870	52848487	-

(d) **Details of any acquisition of or amalgamation with any entity in the preceding one year:**

The Company was acquired by way of subscription to the equity shares issued to Fourdegreewater Capital Private Limited (promoters). Details of the allotment are as follows:

Date of Allotment	Name of Investor	Number of Equity Shares	Face Value (in INR)	Issue Price (in Rs)	Consideration (Cash, other than cash etc.)	Nature of Allotment
04.05.2023	1	46,66,667	10	11	5,13,33,337	Private placement

						cum Preferential Allotment
30.10.2023	1	4,81,81,820	10	11	53,00,00,020	Private placement cum Preferential Allotment

(e) **Details of any reorganization or reconstruction in the preceding one year:**

There has been no reorganization or reconstruction in the preceding one year.

Type of Event	Date of Announcement	Date of Completion	Details
NA	NA	NA	NA

(f) **Details of the shareholding of the Company as at the latest quarter end (i.e., June 30, 2024), as per the format specified under the listing regulations:**

Sr No	Name of Equity Shareholder	Total No of Equity Shares	No. of shares in demat form	Total Shareholding as a % of total no of equity shares
1	Fourdegreewate Capital Private Limited	5,48,48,267	0	100.00
2	Ajinkya Mukund Kulkarni	25	0	0.00
3	Sudarshana Vinay Thigle	15	0	0.00

4	Anshul Gupta	25	0	0.00
5	Vinitesh Garima	15	0	0.00
6	Abhik Patel	20	0	0.00
7	Pooja Kansara	15	0	0.00
8	Vinay Dubey	20	0	0.00
9	Chitra Bhargav	15	0	0.00
10	Sruthi Sivakumar	20	0	0.00
11	Ankeet Shailesh Kavaia	15	0	0.00
12	Shashank CH	20	0	0.00
13	Darmapuram Shravani	15	0	0.00

- (g) **List of top ten holders of equity shares of the Company as at the latest quarter end (i.e., June 30, 2024):**

Sr. No.	Name of the shareholders	Total Number of Equity shares	Total shareholding as % of total number of equity shares	Number of shares in demat form
1	Fourdegreewater Capital Private Limited	5,48,48,267	100.00	0
2	Ajinkya Mukund Kulkarni	25	0.00	0
3	Anshul Gupta	25	0.00	0

4	Abhik Patel	20	0.00	0
5	Vinay Dubey	20	0.00	0
6	Sruthi Sivakumar	20	0.00	0
7	Shashank CH	20	0.00	0
8	Sudarshana Vinay Thigle	15	0.00	0
9	Vinitesh Garima	15	0.00	0
10	Pooja Kansara	15	0.00	0
11	Chitra Bhargav	15	0.00	0
12	Ankeet Shailesh Kavaiya	15	0.00	0
13	Darmapuram Shravani	15	0.00	0

5.12. Following details regarding the directors of the Company:

(a) Details of the current directors of the Company:

Name	Designation	DIN	Age	Address	Date of Appointment	Details of other Directorships
Anshul Gupta	Director	09241883	33	No. 5/3, Bhagwan Das Quarters, Lunia Mohalla, Dehradun - 248001, Uttarakhand	01.05.2023	OBPP ASSOCIATION FOURDEGREEWATER SERVICES PRIVATE LIMITED FOURDEGREEWATER CAPITAL PRIVATE LIMITED

						FOURDEGREEWATER FINVEST PRIVATE LIMITED FOURDEGREEWATER SOLUTIONS PRIVATE LIMITED FOURDEGREEWATER MARKETING PRIVATE LIMITED
Ajinkya Mukund Kulkarni	Addition al Director	0698 4590	33	E1217 Janhavi Enclave, Seenappa Layout, Bommanahalli, Bengaluru, Karnataka 56007	01.01.2024	FOURDEGREEWATER CAPITAL PRIVATE LIMITED FOURDEGREEWATER FINVEST PRIVATE LIMITED FOURDEGREEWATER SOLUTIONS PRIVATE LIMITED FOURDEGREEWATER MARKETING PRIVATE LIMITED EPIFLUX TECHNOLOGIES PRIVATE LIMITED
Pradip Kumar Das	Independent Director	0659 3113	62	Tulsi Mangalam CHS, Flat No. E-401 Plot No – 51, Sector -12 Kharghar, Navi Mumbai - 410210	08.05.2023	STAR HOUSING FINANCE LIMITED GEE LIMITED (Nominee Director)

(b) **Details of change in directors in the preceding three financial years and the current financial year:**

Name	Designation	DIN	Date of Appointment	Date of Cessation, if applicable	Date of Resignation, if applicable	Remarks

Renu Singal	Director	07703938	17 Mar, 2017	15 Feb, 2024	15 Feb, 2024	-
Sushil Singal	Director	07703931	17 Mar, 2017	31 Mar, 2024	31 Mar, 2024	-
Anshul Gupta	Director	09241883	1 May, 2023	N.A.	N.A.	-
Ajinkya Mukund Kulkarni	Additional Director	06984590	1 Jan, 2024	N.A.	N.A.	-
Pradip Kumar Das	Independent Director	06593113	8 May, 2023	N.A.	N.A.	-
Srinivasan Vaidyanathaswamy	Independent Director	06510677	8 May, 2023	30 Aug, 2024	30 Aug, 2024	-

(c) **Details of directors' remuneration, and such particulars of the nature and extent of their interests in the issuer (during the current year and preceding three financial years):**

(i) **Remuneration payable or paid to a director by the issuer, its subsidiary or associate company; shareholding of the director in the company, its subsidiaries and associate companies on a fully diluted basis:**

Sr. No.	Name of the Director	Financial Year	Remuneration payable or paid (in INR)			Shareholding (on a fully diluted basis)		
			by Issuer	by subsidiary company	by associate company	in the Company	in the subsidiaries	in the associate companies
1	Renu Singal	2021-22 2022-23 2023-24	Nil	NA	NA	Nil	NA	NA
2	Sunil Singal	2021-22 2022-23 2023-24	Nil	NA	NA	Nil	NA	NA

3	Anshul Gupta	2023-24	Nil	NA	NA	0.000045	NA	NA
4	Ajinkya Mukund Kulkarni	2023-24	Nil	NA	NA	0.000045	NA	NA
5	Pradip Kumar Das	2023-24	Nil	NA	NA	Nil	NA	NA
6	Srinivasan Vaidyanathan ¹	2023-24	Nil	NA	NA	Nil	NA	NA
7	Renu Singal	2023-24	Nil	NA	NA	Nil	NA	NA
8	Sushil Singal	2023-24	Nil	NA	NA	Nil	NA	NA

(ii) **Appointment of any relatives to an office or place of profit of the issuer, its subsidiary or associate company**

Sr. No.	Name of the Director	Financial Year	Appointment of any relatives to an office or place of profit		
			in the Issuer	in the subsidiary	in the associate company
1	Renu Singal	2017-18	Director	N.A.	N.A.

(i) **Full particulars of the nature and extent of interest, if any, of every director:**

A. **in the promotion of the Issuer:**

¹ Resigned w.e.f. 30th August 2024

Ajinkya Mukund Kulkarni and Anshul Gupta are also Directors of the Holding Company of the Issuer, Fourdegreewater Capital Private Limited.

- B. **in any immoveable property acquired by the Issuer in the two years preceding the date of the issue document or any immoveable property proposed to be acquired by it:**

Nil

- C. **where the interest of such a director consists in being a member of a firm or company, the nature and extent of his interest in the firm or company, with a statement of all sums paid or agreed to be paid to him or to the firm or company in cash or shares or otherwise by any person either to induce him to become, or to help him qualify as a director, or otherwise for services rendered by him or by the firm or company, in connection with the promotion or formation of the Issuer shall be disclosed**

Nil

- (b) **Contribution being made by the directors as part of the offer or separately in furtherance of such objects:**

Not applicable. The directors do not intend to subscribe to the Debentures.

- 5.13. Any financial or other material interest of the directors, promoters, key managerial personnel or senior management in the offer and the effect of such interest in so far as it is different from the interests of other persons.**

The directors, promoters, key managerial personnel or senior management of the Issuer do not intend to subscribe to the Debentures and are not financially or materially interested in the Issue.. If any directors, promoters, key managerial personnel or senior management of the Issuer are subscribing to any issuance of Debentures, then the details and effect of such interest will be set out in the relevant Key Information Document for the relevant issuance of Debentures.

- 5.14. Following details regarding the auditors of the Issuer:**

- (a) **Details of the auditor of the Issuer:**

Name of the Auditor	Address	Date of Appointment
M/s Tejus & Ravikiran Chartered Accountants	Behind Govt School, (Opp Shaneshwara Temple) Kudlu, Bangalore-560068	9th Feb 2024

(b) **Details of change in auditors for preceding three financial years and current financial year:**

Name of the Auditor	Address	Date of Appointment	Date of cessation, if applicable	Date of resignation, if applicable
M/s Gupta Ashok Kumar & Associates	3237, Sector 27-D, Chandigarh	24th August 2017	20th December 2023	20th December 2023
Tejus & Ravikiran Chartered Accountants	Tejus and Ravikiran Chartered Accountants, Behind Govt School {Opp Shaneshwara Temple} Kudlu, Bangalore 560068, Karnataka	9th February 2024	-	-

5.15. Details of the following liabilities of the Issuer, as at the end of the preceding quarter (i.e., June 30, 2024), or if available, a later date:(a) **Details of outstanding secured loan facilities (as on June 30, 2024):**

Name of Lender	Type of Facility	Amount Sanctioned (INR in Crore)	Principal Amount Outstanding (INR in Crore)	Repayment Date/ Schedule	Security	Credit Rating, if applicable	Asset Classification
MAS Financial Tranche I	Secured Term Loan	10	7.92	Monthly	Book Debts	NA	Standard Asset

AU Small Finance Bank Tranche I	Secured Term Loan	5	4.17	Monthly	Book Debts	NA	Standard Asset
MAS Financial Tranche II	Secured Term Loan	10	8.75	Monthly	Book Debts	NA	Standard Asset
Oxyzo Financial Services Limited Tranche I	Secured Term Loan	10	8.75	Monthly	Book Debts	NA	Standard Asset
MAS Financial Tranche III	Secured Term Loan	10	10	Monthly	Book Debts	NA	Standard Asset
TOTAL		45	39.59				

(b) Details of outstanding unsecured loan facilities (as on June 30, 2024):

Name of Lender	Type of Facility	Amount Sanctioned (INR in Crore)	Principal Amount Outstanding (INR in Crore)	Repayment Date/ Schedule	Credit Rating, if applicable
Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil	Nil	Nil

(c) Details of Outstanding Non-Convertible Securities (as on June 30, 2024):

Series of Non-Convertible	ISIN	Tenor / Period of Maturity	Coupon	Amount outstanding (INR in Crore)	Date of Allotment	Redemption Date / Schedule	Credit Rating	Secured / Unsecured	Security
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Securities									
1	INE0RU307015	12 months and 8 days	11.50%	3.00	25.10.2023	01.11.2024	Unrated	Secured	Book Debts
2	INE0RU307023	12 months and 8 days	11.50%	6.00	05.12.2023	12.12.2024	Unrated	Secured	Book Debts
3	INE0RU307031	12 months and 8 days	11.50%	6.00	27.12.2023	03.01.2025	Unrated	Secured	Book Debts
4	INE0RU307049	18 months	11.00%	6.00	07.02.2024	07.08.2025	Unrated	Secured	Book Debts
5	INE0RU307056	24 months	11.00%	6.00	21.02.2024	21.02.2026	Unrated	Secured	Book Debts
6	INE0RU307056 (Reissuance under same ISIN)	23 months	11.00%	2.00	18.03.2024	21.02.2026	Unrated	Secured	Book Debts
7.	INE0RU307064	24 months	11.00%	6	03.04.2024	03.04.2026	Unrated	Secured	Book Debts
8.	INE0RU307072	24 months	11.00%	6	29.04.2024	29-04-2026	CARE BBB-(Stable)	Secured	Book Debts
9	INE0RU307080	24 months	11.60%	11	16.04.2024	16-04-2026	CARE BBB-(Stable)	Secured	Book Debts

- (a) **Details of commercial paper issuances as at the end of the last quarter (i.e., June 30, 2024) in the following format:**

Series of Non-Convertible Securities	ISIN	Tenor / Period of Maturity	Coupon	Amount outstanding (INR in Crore)	Date of allotment	Redemption Date / Schedule	Credit Rating	Secured / Unsecured	Security	Other details viz. details of Issuing and Paying Agent, details of Credit Rating Agencies
Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

- (b) **List of top ten holders of non-convertible securities in terms of value (on a cumulative basis):**

Sr. No.	Name of holders	Category of holder	Face value of holding	Holding as a % of total outstanding non-convertible securities of the Issuer
1.	MUFIN GREEN FINANCE LIMITED	Corporate Body-Domestic	INR 1,00,000	0.62%
2.	ANKARATH GOKULKRISHNAN	INDIVIDUAL	INR 1,00,000	0.62%
3.	ASHA RAO	INDIVIDUAL	INR 1,00,000	0.52%

4.	FOURDEGREEWATER CAPITAL	Corporate Body-Domestic	INR 1,00,000	0.41%
5.	BAID FINSERV LIMITED	Corporate Body-Domestic	INR 1,00,000	0.31%
6.	JIT BANSAL	INDIVIDUAL	INR 1,00,000	0.25%
7.	PRAKASH CHANDRA JAIN	INDIVIDUAL	INR 1,00,000	0.21%
8.	NARINDER SETHI	INDIVIDUAL	INR 1,00,000	0.21%
9.	YOGESH BANSAL	INDIVIDUAL	INR 1,00,000	0.21%
10.	UDAY KAPOOR	INDIVIDUAL	INR 1,00,000	0.19%

(c) **List of top ten holders of Commercial Paper in terms of value (in cumulative basis):**

Sr. No.	Name of holder	Category of holder	Face value of holding	Holding as a % of total commercial paper outstanding of the Issuer
Nil	Nil	Nil	Nil	Nil

(d) **Details of the bank fund based facilities/ rest of the borrowing (if any, including hybrid debt like Foreign Currency Convertible Bonds (FCCB), Optionally Convertible Debentures/ Preference Shares) from financial institutions or financial creditors:**

Name of Party (in case of facility) / Name of Instrument	Type of facility / Instrument	Amount sanctioned / issued	Principal Amount outstanding	Date of Repayment / Schedule	Credit Rating	Secured / Unsecured	Security
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Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
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- 5.16. The amount of corporate guarantee or letter of comfort issued by the Issuer along with name of the counterparty (like name of the subsidiary, joint venture entity, group company, etc.) on behalf of whom it has been issued, contingent liability including debt service reserve account guarantees/ any put option etc. (Details of any outstanding borrowings taken/ debt securities issued for consideration other than cash). This information shall be disclosed whether such borrowing/ debt securities have been taken/ issued: (a) in whole or part, (b) at a premium or discount, or (c) in pursuance of an option or not**

The Company has not issued any corporate guarantee nor any letters of comfort as on the date.

- 5.17. Where the Issuer is a non-banking finance company or housing finance company, the following disclosures on Asset Liability Management (ALM) shall be provided for the latest audited financials:**

A. Details with regard to lending done out of the issue proceeds of earlier issuances of debt securities (whether public issue or private placement) by the Issuer

- (a) Lending Policy: Should contain overview of origination, risk management, monitoring and collections:**

Please refer to the lending policy set out in Annexure X.

- (b) Classification of Loans given to associate or entities related to Board, Key Managerial Personnel and Senior Management, promoters, etc.:**

The Company has not provided any loans given to associate or entities related to Board, Key Managerial Personnel and Senior Management, promoters except the following loan as on 31st March 2024:

Name of the entity	Relationship	Facility type	Amount (in INR)	Asset Classification
Fourdegreetwater Marketing Private Limited	Fellow subsidiary of holding company, having common directors	Unsecured Term Loan	23,00,000	Standard

- (c) **Classification of loans according to type of loans, denomination of loan outstanding by loan to value, sectors, denomination of loans outstanding by ticket size, geographical classification of borrowers, maturity profile etc.:**

Please refer to paragraph (J) below of this table below.

- (d) **Aggregated exposure to the top 20 borrowers with respect to the concentration of advances, exposures to be disclosed in the manner as prescribed by RBI in its stipulations on Corporate Governance for NBFCs from time to time;**

Please refer to Annexure X.

- (e) **Details of loans, overdue and classified as non-performing assets (NPA) in accordance with RBI stipulations:**

Please refer to paragraph (K) of this table below

B. Details of borrowings made by NBFC

- (a) **A portfolio summary with regard to industries/ sectors to which borrowings have been made:**

Please refer to paragraph (J) in this table including sub-paragraph (c) therein.

- (b) **NPA exposures of the Issuer for the last three financial years (both gross and net exposures) and provisioning made for the same as per the last audited financial statements of the Issuer:**

Please refer to paragraph (K) of this table below.

- (c) **Quantum and percentage of secured vis-à-vis unsecured borrowings made;**

Type of Borrowings	Outstanding as at June 30, 2024 (INR) (in Crore)	%
Secured Borrowings	91.58	100%
Total	91.58	100%

C. Details of change in shareholding

Any change in promoters' holdings during the last financial year beyond the threshold, as prescribed by RBI:

Subscription of 48,181,820 equity shares of INR 10 each allotted on 25th October 2023.

D. Disclosure of Assets Under Management

(a) **Segment wise breakup:**

Please refer to sub-paragraph (a) and (c) of paragraph (J) in this table below.

(b) **Type of Loans**

Please refer to sub-paragraph (a) of paragraph (J) in this table below.

E. Details of borrowers

Geographical location wise

Please refer to sub-paragraph (e) of paragraph (J) in this table below.

F. Details of Gross NPA

Segment wise:

Please refer to sub-paragraph (c) of paragraph (K) in this table below.

G. Details of Assets and Liabilities

Residual maturity profile wise into several bucket:

Please refer to paragraph (L) in this table below.

H. Additional details of loans made by the issuer where it is a Housing Finance Company

Given that the Issuer is not a housing finance company, this is not applicable.

I. Disclosure of latest ALM statements to stock exchange

Please refer to the ALM statements set out in Annexure XI.

J. Classification of loans according to

(a) **Type of Loans:** Details of types of loans as of June'24

Sl. No.	Types of loans	Rs. crore
1	Secured	138.79

	2	Unsecured	0.0257
		Total assets under management (AUM)^	139.04
*Information required at borrower level (and not by loan account as customer may have multiple loan accounts); ^Issuer is also required to disclose off balance sheet items;			
(b) Denomination of loans outstanding by loan-to-value:	<u>Details of LTV</u>		
	Sl. No.	LTV (at the time of origination)	Percentage of AUM
	1	Upto 40%	N.A.
	2	40-50%	N.A.
	3	50-60%	N.A.
	4	60-70%	N.A.
	5	70-80%	N.A.
	6	80-90%	N.A.
	7	>90%	N.A.
		Total	N.A.
(c) Sector Exposure	<u>Details of sectoral exposure as of June'24</u>		
	Sl. No.	Segment-wise break-up of AUM	Percentage of AUM
	1	Retail	
	A	Mortgages (home loans and loans against property)	-

	B	Gold loans	-
	C	Vehicle finance	-
	D	MFI	-
	E	MSME	0.18%
	F	Capital market funding (loans against shares, margin funding)	-
	G	Others	-
	2	Wholesale	
	A	Infrastructure	-
	B	Real estate (including builder loans)	-
	C	Promoter funding	-
	D	Any other sector (as applicable)	-
	E	Others	99.82%
		Total	100%
(d) Denomination of loans outstanding by ticket size*:	<u>Details of outstanding loans category wise</u>		
	Sl. No.	Ticket size (at the time of origination)	Percentage of AUM
	1	Upto Rs. 2 lakh	-
	2	Rs. 2-5 lakh	-
	3	Rs. 5 - 10 lakh	-
	4	Rs. 10 - 25 lakh	0.18%
	5	Rs. 25 - 50 lakh	-
	6	Rs. 50 lakh - 1 crore	-
	7	Rs. 1 - 5 crore	80.26%
	8	Rs. 5 - 25 crore	19.56%
	9	Rs. 25 - 100 crore	-
	10	>Rs. 100 crore	-
		Total	100%

	<i>* Information required at the borrower level (and not by loan account as a customer may have multiple loan accounts);</i>	
(e) Geographical classification of borrowers:	<u>Top 5 states borrower wise</u>	
	Sl. No.	Top 5 states
		Percentage of AUM
	1	Maharashtra
	2	New Delhi
	3	Rajasthan
	4	Karnataka
	5	Haryana
		Total
K. Details of loans, overdue and classified as non-performing assets (NPA) in accordance with RBI stipulations		
(a) Movement of Gross NPA	Movement of gross NPA*	
	Rs. crore	
	Opening gross NPA	Nil
	- Additions during the year	Nil
	- Reductions during the year	Nil
	Closing balance of gross NPA	Nil
<i>*Please indicate the gross NPA recognition policy (Day's Past Due): Nil</i>		
(b) Movement of provisions for NPA	Movement of provisions for NPA	
	Rs. Crore	
	Opening balance	Nil

	- Provisions made during the year		Nil
	-Write-off/ write-back of excess provisions		Nil
	Closing balance		Nil
(c) Segment wise gross NPA			
	Sl. No.	Segment-wise gross NPA	Gross NPA (%)
	1	Retail	
	A	Mortgages (home loans and loans against property)	Nil
	B	Gold loans	Nil
	C	Vehicle finance	Nil
	D	MFI	Nil
	E	MSME	Nil
	F	Capital market funding (loans against shares, margin funding)	Nil
	G	Others	Nil
	2	Wholesale	
	A	Infrastructure	Nil
	B	Real estate (including builder loans)	Nil
	C	Promoter funding	Nil
	D	Any other sector (as applicable)	Nil
	E	Others	Nil
		Total	Nil
	L. Residual maturity profile of assets and liabilities (in line with the RBI format):		

<u>Residual maturity profile of assets and liabilities</u>									
Category	Up to 3-/31 days	>1 month - 2 months	>2 months - 3 months	>3 month - 6 months	>6 months - 1 year	>1 year - 3 years	>3 years - 5 years	> 5 years	Total
Deposit	0	0	0	0	0	0	0	0	0
Advances	10.23	10.23	9.40	22.69	28.30	34.76	0	0	115.16
Investments	14.10	1.76	1.77	5.35	8.50	3.64	0	0	35.13
Borrowings	1.88	1.88	1.88	14.62	17.25	54.08	0	0	91.58
FCA*	0	0	0	0	0	0	0	0	0
FCL*	0	0	0	0	0	0	0	0	0

*FCA – Foreign Currency Assets; FCL – Foreign Currency Liabilities;

- 5.18. Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities, commercial papers (including technical delay) and other financial indebtedness including corporate guarantee or letters of comfort issued by the Issuer, in the preceding three years and the current financial year:**

There are no default/delay in payments of interest and principal of any kind of term loans.

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

The Issuer hereby declares that there has been no material event, development or change on the financials/credit quality (e.g. any material regulatory proceedings against the Issuer/promoters, tax litigations resulting in material liabilities, corporate restructuring event etc.) at the time of issue, which may affect the Issue or the Investor's decision to invest/ continue to invest in the debt securities of the Issuer.

- 5.20. Any litigation or legal action pending or taken by a Government Department or a statutory body during the last three years immediately preceding the year of the issue of the issue document against the promoter of the Company;**

Nil

5.21. Details of default and non-payment of statutory dues for the preceding three financial years and current financial year.

Nil

5.22. Details of pending litigation involving the issuer, promoter, director, subsidiaries, group companies or any other person, whose outcome could have material adverse effect on the financial position of the Issuer, which may affect the issue or the investor's decision to invest / continue to invest in the debt securities and/ or non-convertible redeemable preference shares.

Nil

5.23. Details of acts of material frauds committed against the Issuer in the preceding three financial years and current financial year, if any, and if so, the action taken by the issuer.

Nil

5.24. Details of pending proceedings initiated against the issuer for economic offences, if any.

Nil

5.25. Related party transactions entered during the preceding three financial years and current financial year with regard to loans made or, guarantees given or securities provided.

Please refer to the related party transactions set out in **Annexure XII**.

5.26. The issue document shall not include a statement purporting to be made by an expert unless the expert is a person who is not, and has not been, engaged or interested in the formation or promotion or management, of the company and has given his written consent to the issue of the issue document and has not withdrawn such consent before the delivery of a copy of the issue document to the Registrar (as applicable) for registration and a statement to that effect shall be included in the issue document.

This issue document does not include any statement purporting to be made by an expert other than if the expert is a person who is not, and has not been, engaged or interested in the formation or promotion or management, of the Issuer and has given their written consent to this issue of this General Information Document and has not withdrawn such consent before the delivery of a copy of this General Information Document to the Registrar (as applicable) for registration.

5.27. In case the issuer is a Non-Banking Finance Company (NBFC) and the objects of the issue entail loan to any entity who is a 'group company' then disclosures shall be made in the following format.

Not Applicable. The proceeds raised from the Issue will be used solely for the Purpose.

5.28. In order to allow investors to better assess the issue, the following additional disclosures shall be made by the issuer in the issue documents:

- (i) **A portfolio summary with regards to industries/ sectors to which borrowings have been granted by NBFCs:**

Please refer to the Section 5.17 of this General Information Document.

- (ii) **Quantum and percentage of secured vis-à-vis unsecured borrowings granted by NBFCs:**

Please refer to the Section 5.17 of this General Information Document.

- (iii) **Any change in promoters' holdings in NBFCs during the preceding financial year beyond the threshold specified by the Reserve Bank of India from time to time:**

Please refer to the Section 5.17 of this General Information Document.

5.29. 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.

PARTICULARS	CONSENT
Directors	The consent of the directors of the Issuer, to the extent required, have been or will be duly obtained.
Auditors	The consent of the auditors, to the extent required, has been or will be duly obtained.
Bankers to issue	Not applicable
Trustees	The consent letter from Debenture Trustee is provided in Annexure III of this General Information Document.
Solicitors /Advocates	Not applicable. The Issuer has been advised by its in-house legal and compliance team.
Legal Advisors	Not applicable. The Issuer has been advised by its in-house legal and compliance team.
Lead Manager	Not applicable

Registrar	The consent of the Registrar, to the extent required, has been or will be duly obtained.
Lenders	The consent of the lenders of the Issuer, to the extent required, have been or will be duly obtained.
Experts	The consent of experts, to the extent required, have been or will be duly obtained.

- 5.30. The names of the debenture trustee(s) shall be mentioned with a statement to the effect that debenture trustee(s) has given its consent for appointment along with the copy of the consent letter from the debenture trustee.**

The Debenture Trustee details can be referred to in the relevant Key Information Document (KID). The consent letter from currently appointed Debenture Trustee is provided in **Annexure III** of this General Information Document.

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

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

- 5.32. Disclosure of cash flow with date of interest/dividend/ redemption payment as per day count convention**

- (a) ***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:***

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

- (b) ***Procedure and time schedule for allotment and issue of securities should be disclosed:***

Please refer to the column on “*Issue Timing*” under Section 5.38 (*Summary Terms*) of this General Information Document; and

- (c) ***Cash flows emanating from the non-convertible securities shall be mentioned in the issue document, by way of an illustration:***

The cashflows emanating from the Debentures, by way of an illustration, are set out in the relevant Key Information Document.

5.33. Other details:**(a) Creation of Debenture Redemption Reserve ("DRR") – relevant legislations and applicability:**

- (i) It is hereby clarified that as on the Effective Date, pursuant to the Companies (Share Capital and Debenture Rules), 2014, non-banking financial companies registered with the RBI are exempted from the requirement to maintain a debenture redemption reserve ("DRR") in case of privately placed debentures. As the Issuer is a non-banking financial company registered with the RBI, it is as on the Effective Date, exempted from the requirement to maintain a DRR.
- (ii) The Issuer hereby agrees and undertakes that, if required under Applicable Law, it will create a DRR in accordance with the provisions of the Companies Act (and the rules and regulations made thereunder) and the guidelines issued by the relevant Governmental Authorities.
- (iii) If during the tenor of the Debentures, any guidelines are formulated (or modified or revised) by any Governmental Authority in respect of creation of the DRR, the Issuer shall abide by such guidelines and shall do all such deeds, acts and things as may be required in accordance with Applicable Law.
- (iv) Where applicable, the Issuer shall submit to the Debenture Trustee a certificate duly certified by a chartered accountant certifying that the Issuer has transferred the required amount to the DRR at the end of each Financial Year.
- (v) In addition to the foregoing, to the extent required by Applicable Law, the Issuer shall invest or deposit amounts up to such thresholds, and in such form and manner and within such time periods, as may be prescribed by Applicable Law, in respect of any amounts of the Debentures maturing in any Financial Year.

(b) Issue / instrument specific regulations - relevant details (Companies Act, 2013 (18 of 2013), guidelines issued by the Reserve Bank of India, etc.):

The Issue of Debentures shall be in conformity with the applicable provisions of the Companies Act including the relevant notified rules thereunder, the SEBI Debt Listing Regulations, the SEBI Listed Debentures Circulars, the LODR Regulations, the NBFC Directions, and the applicable guidelines and directions issued by the RBI and SEBI.

(c) Default in payment:

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

(d) Delay in listing:

In accordance with the SEBI NCS Regulations read together with the SEBI Listing Timelines Requirements, the Issuer confirms that in the event there is any delay in listing of the Debentures beyond 3 (three) Business Days from the date of bidding on the EBP Platform in respect to the issue for the Debentures, the Issuer will pay to the Debenture Holders, penal

interest of 1% (one percent) per annum over the Interest Rate, from the date of allotment of the Debentures until the listing of the Debentures is completed.

(e) **Delay in allotment of securities:**

- (i) The Debentures shall be/have been deemed to be allotted to the Debenture Holders on the Deemed Date of Allotment. All benefits relating to the Debentures are available to the Debenture Holders from the Deemed Date of Allotment.
- (ii) If the Issuer fails to allot the Debentures to the Applicants within 60 (sixty) calendar days from the date of receipt of the Application Money ("**Allotment Period**"), it shall repay the Application Money to the Applicants within 15 (fifteen) calendar days from the expiry of the Allotment Period ("**Repayment Period**").
- (iii) If the Issuer fails to repay the Application Money within the Repayment Period, then the Issuer shall be liable to repay the Application Money along with interest at 12% (twelve percent) per annum, gross of withholding taxes, from the expiry of the Allotment Period.

- (f) **Issue details:** Please refer to Section 5.38 (*Summary Terms*) of this General Information Document

(g) **Application process:**

The application process for the Issue is as provided in Section 8 (*Other Information and Application Process*) of this General Information Document.

- (h) **Disclosure required under Form PAS-4 under Companies (Prospectus and Allotment of Securities), Rules, 2014 but not contained in this schedule, if any:**

The finalised form of the PPOA prepared in accordance with the Form PAS 4 prescribed under the Companies (Prospectus and Allotment of Securities) Rules, 2014 shall be enclosed in the relevant Key Information Document for the relevant issuance of Debentures.

- (i) **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

5.34. The issue document shall include the following other matters and reports, namely:

- (a) ***If the proceeds, or any part of the proceeds, of the issue of the debt securities are or is to be applied directly or indirectly:***
 - (i) ***in the purchase of any business; or***
 - (ii) ***in the purchase of an interest in any business and by reason of that purchase, or anything to be done in consequence thereof, or in connection therewith,***

the company shall become entitled to an interest in either the capital or profits and losses or both, In such business exceeding fifty per cent. thereof, a report made by a chartered accountant upon -

- (A) the profits or losses of the business for each of the three financial years immediately preceding the date of the issue of the issue document; and***
- (B) the assets and liabilities of the business as on the latest date to which the accounts of the business were made up, being a date not more than one hundred and twenty days before the date of the issue of the issue document.***

The Issuer confirms that it will not use the proceeds from the Issue, directly or indirectly, for the purchase of any business or in the purchase of any interest in any business whereby the Issuer shall become entitled to an interest in either the capital or profit or losses or both in such business exceeding 50% thereof.

- (b) In purchase or acquisition of any immoveable property including indirect acquisition of immoveable property for which advances have been paid to third parties, disclosures regarding:***
 - (i) the names, addresses, descriptions and occupations of the vendors;***
 - (ii) the amount paid or payable in cash, to the vendor and where there is more than one vendor, or the company is a sub-purchaser, the amount so paid or payable to each vendor, specifying separately the amount, if any, paid or payable for goodwill;***
 - (iii) the nature of the title or interest in such property proposed to be acquired by the company; and***
 - (iv) the particulars of every transaction relating to the property completed within the two preceding years, in which any vendor of the property or any person who is or was at the time of the transaction, a promoter or a director or proposed director of the company, had any interest, direct or indirect, specifying the date of the transaction and the name of such promoter, director or proposed director and stating the amount payable by or to such vendor, promoter, director or proposed director in respect of the transaction:***

Provided that if the number of vendors is more than five, then the disclosures as required above shall be on an aggregated basis, specifying the immoveable property being acquired on a contiguous basis with mention of the location/total area and the number of vendors from whom it is being acquired and the aggregate value being paid. Details of minimum amount, the maximum amount and the average amount paid/ payable should also be disclosed for each immovable property

The Issuer confirms that it will not use the proceeds from the Issue, directly or indirectly, for purchase or acquisition of any immovable property.

(c) **If:**

(i) ***the proceeds, or any part of the proceeds, of the issue of the debt securities are or are to be applied directly or indirectly and in any manner resulting in the acquisition by the company of shares in any other body corporate; and***
-

(ii) ***by reason of that acquisition or anything to be done in consequence thereof or in connection therewith, that body corporate shall become a subsidiary of the company, a report shall be made by a Chartered Accountant (who shall be named in the issue document) upon –***

A. *the profits or losses of the other body corporate for each of the three financial years immediately preceding the issue of the issue document; and*

B. *the assets and liabilities of the other body corporate as on the latest date to which its accounts were made up.*

The Issuer confirms that it will not use the proceeds from the Issue, directly or indirectly, for acquisition of securities of any other body corporate.

(d) ***The said report shall:***

(i) ***indicate how the profits or losses of the other body corporate dealt with by the report would, in respect of the shares to be acquired, have concerned members of the issuer company and what allowance would have been required to be made, in relation to assets and liabilities so dealt with for the holders of the balance shares, if the issuer company had at all material times held the shares proposed to be acquired; and***

(ii) ***where the other body corporate has subsidiaries, deal with the profits or losses and the assets and liabilities of the body corporate and its subsidiary in the manner as provided in paragraph (c) (ii) above.***

Not Applicable

(e) **The broad lending and borrowing policy including summary of the key terms and conditions of the term loans such as re-scheduling, prepayment, penalty, default; and where such lending or borrowing is between the issuer and its subsidiaries or associates, matters relating to terms and conditions of the term loans including re-scheduling, prepayment, penalty, default shall be disclosed.**

Please refer **Annexure XV** (*Extracts of lending policy, the recovery policy and other related policies of the Issuer*) of this General Information Document.

- (f) **The aggregate number of securities of the issuer company and its subsidiary companies purchased or sold by the promoter group, and by the directors of the company which is a promoter of the issuer company, and by the directors of the issuer company and their relatives, within six months immediately preceding the date of filing the issue document with the Registrar of Companies are as follows.**

Fourdegreewater Capital Private Limited (Promoter):

Purchased - 3,33,334 equity shares of INR 10 each on 4th May, 2023

Sold - 220 equity shares of INR 10 each on 8th February 2024

Anshul Gupta, Director:

Purchased - 25 equity shares of INR 10 each on 8th February 2024

Sold - Nil

Ajinkya Mukund Kulkarni, Director:

Purchased - 25 equity shares of INR 10 each on 8th February 2024

Sold - Nil

Sushil Singhal, Director (Resigned w.e.f. 31st Mar 2024):

Purchased - Nil

Sold - 3,33,334 equity shares of INR 10 each on 4th May, 2023

Renu Singhal, Director (Resigned w.e.f. 17th Feb 2024):

Purchased - Nil

Sold – 10,00,000 equity shares of INR 10 each on 4th May, 2023

- (g) **The matters relating to:**

- (i) **Material Contracts:**

The following contracts, not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than 2 (Two) years before the date of this General Information Document, which are or may be deemed material, have been entered into by the Company.

S. No.	Nature of Contract
1	Certified true copy of the Memorandum & Articles of Association of the Issuer.
2	Board Resolution authorizing the issue of any Debentures issued pursuant to this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) offered under the terms of the Debt Disclosure Documents.
3	Shareholder Resolutions dated November 28, 2023 authorizing the borrowing (including by way of issuance of non-convertible debentures) by the Company and the creation of security.

4	Copies of Annual Reports of the Company for the last three financial years.
5	Credit rating letter from the Rating Agency dated April 2, 2024, rating rationale from the Rating Agency dated April 4, 2024 along with detailed press release.
6	Letter from MITCON Credentia Trusteeship Services Limited as set out in Annexure III giving its consent to act as Debenture Trustee.
7	Letter for Register and Transfer Agent.
8	Certified true copy of the certificate of incorporation of the Company.
9	Certified true copy of the tripartite agreement between the Company, the Registrar & Transfer Agent and the NSDL/CDSL.
10	Copy of application made to BSE for grant of in-principle approval for listing of Debentures.
11	Each Debenture Trustee Agreement to be executed by the Issuer and the Debenture Trustee.
12	Each Debenture Trust Deed to be executed by the Issuer and the Debenture Trustee.
13	Each Deed of Hypothecation to be executed by the Issuer and the Debenture Trustee.

- (ii) **Time and place at which the contracts together with documents will be available for inspection from the date of issue document until the date of closing of subscription list**

The contracts and documents referred to hereunder as material to the Issue, may be inspected at the Registered Office of the Company between 10.00 am to 4.00 pm on working days.

- (h) **Reference to the relevant page number of the audit report which sets out the details of the related party transactions entered during the three financial years immediately preceding the issue of issue document.**

Financial Year	Page number of the audit report which sets out the details of the related party transactions
2021-22	Please refer to page no. 25 of the Financial Statements

2022-23	Please refer to page no. 25 of the Financial Statements
2023-24	Please refer to page no. 34 of the Financial Statements

- (i) **The summary of reservations or qualifications or adverse remarks of auditors in the three financial years immediately preceding the year of issue of issue document, and of their impact on the financial statements and financial position of the company, and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remarks.**

Nil

- (j) **The details of (i) any inquiry, inspections or investigations initiated or conducted under the securities laws or Companies Act, 2013 (18 of 2013) or any previous companies law, (ii) prosecutions filed, if any (whether pending or not); and (iii) fines imposed or offences compounded, in the three years immediately preceding the year of issue of issue document in the case of the issuer being a company and all of its subsidiaries.**

The Company had suo-motu applied for an adjudication application with Registrar of Companies, Chandigarh ("ROC") for an inadvertent breach of Section 42 of the Companies Act 2013. The ROC adjudicated the same basis submissions, and passed an order in May 2024 whereby minimum penalty of INR 10,00,000 was imposed on the Company and INR 1 lakh each on the directors of the Company. The penalties are paid and the ROC has recorded the same and there are no further pending proceedings here.

5.35. Details of Debt Securities Sought to be Issued

Under the purview of this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures), the Issuer intends to issue (a) non-convertible debentures (listed, rated, senior, secured/ unsecured, transferable, redeemable, (or any others (as may be determined))), and (b) rated listed commercial papers on a private placement basis.

5.36. Issue Size

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

5.37. Utilization of the Issue Proceeds

Please refer to the sub-section on "*Details of the utilization of the Proceeds*" under Section 5.38 (*Summary Terms*) of this General Information Document.

5.38. Summary Terms

Security Name (Name of the non-convertible securities which includes (Coupon / dividend, Issuer Name and maturity year)	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Issuer	Ambium Finserve Private Limited
Type of Instrument	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Nature of Instrument (Secured or Unsecured)	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Seniority (Senior or subordinated)	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Eligible Investors	As specified in Section 8.14 (<i>Eligible Investors</i>).
Listing (name of stock Exchange(s) where it will be listed and timeline for listing)	<p>(a) The Issuer shall submit all duly completed documents to the BSE, SEBI, ROC or any other Governmental Authority, as are required under Applicable Law and obtain the listing of the Debentures within the timelines prescribed under the SEBI Listing Timelines Requirements ("Listing Period").</p> <p>(b) The Issuer shall ensure that the Debentures continue to be listed on the wholesale debt market segment of the BSE.</p> <p>(c) In the event there is any delay in listing of the Debentures beyond the Listing Period, the Issuer will pay to the Debenture Holders, penal interest of 1% (one percent) per annum over the Interest Rate, from the date of allotment of the Debentures until the listing of the Debentures is completed.</p>
Rating of Instrument	The Rating Agency has vide its letter dated April 2, 2024 and rating rationale dated April 4, 2024 assigned a rating of " CARE BBB-/Stable " (pronounced as " CARE Triple B minus with a stable outlook ") in respect of the Debentures. Please refer to Annexure II of this General Information Document for the letter dated April 2, 2024 and rating rationale dated April 4, 2024 from the Rating Agency assigning the credit rating abovementioned and the press release by the Rating Agency in this respect.

	Any further or additional ratings obtained shall be disclosed in the relevant Key Information Document for the relevant issuance.
Issue Size	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Minimum subscription	The minimum application size for the Issue shall be 100 (one hundred) Debentures and in multiples of 1 (one) Debenture thereafter.
Option to retain oversubscription (Amount)	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Objects of the Issue / Purpose for which there is requirement of funds	<p>(a) The funds raised by the Issue shall be utilized by the Issuer for the purposes ("Purpose") as are set out in the relevant Key Information Document for the relevant issuance of Debentures.</p> <p>The amount equivalent to 100% of the funds raised by the Issue will be utilized towards the Purpose. The Issuer has not, as of the date of the General Information Document, determined the specific allocation between the objects set out above.</p> <p>(b) The funds raised by the Issue shall be utilised by the Issuer solely for the Purpose and the Issuer shall not use the proceeds of the Issue towards:</p> <ul style="list-style-type: none"> (i) any capital market instrument such as equity and equity linked instruments or any other capital market related activities (whether directly or indirectly); (ii) investment in the real estate sector/real estate business (including the acquisition/purchase of land); (iii) any speculative purposes; (iv) any purpose, that is not eligible for the providing of financing by banks to non-banking financial companies for bank finance to non-banking financial companies, or, which results in a breach of the RBI's master circular no. DOR.CRE.REC.No.07/21.04.172/2023-24 dated April 3, 2023 on "<i>Bank Finance to Non-Banking Financial Companies (NBFCs)</i>"; and (v) in contravention of Applicable Law (including without

	<p>limitation, any guidelines, rules or regulations of the RBI and/or SEBI applicable to non-banking financial companies).</p> <p>Please also refer to the relevant Key Information Document for the relevant issuance of Debentures.</p>
In case the issuer is an NBFC and the objects of the issue entail loan to any entity who is a 'group company' then disclosures shall be made in the following format:	Not Applicable. The proceeds raised from the Issue will be used solely for the Purpose.
Details of the utilization of the Proceeds	<p>The proceeds from the issue of the Debentures shall be towards the Objects of the Issue as described above in this General Information Document.</p> <p>Please also refer to the relevant Key Information Document for the relevant issuance of Debentures.</p>
Coupon Rate	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Step Up/ Step Down Coupon Rate	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Coupon Payment Frequency	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Coupon Payment Dates	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Coupon Type (Fixed, floating or other structure)	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Cumulative/ non-cumulative, in case of dividend	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Day Count Basis (Actual / Actual)	Actual / Actual

Interest on Application Money	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Default Interest Rate	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Tenor	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Redemption Date / Maturity Date	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Redemption Amount	<p>To be set out in the relevant Key Information Document for the relevant issuance of Debentures.</p> <p>The illustrative redemption schedule shall be set out in the relevant Key Information Document for the relevant issuance of Debentures.</p>
Redemption Premium/ Discount	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Issue Price	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Discount at which security is issued and the effective yield as a result of such discount	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Premium/Discount at which security is redeemed and the effective yield as a result of such premium/discount.	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Put Date	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Put Price	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Call Date	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Call Price	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

Put Notification Time (Timelines by which the investor need to intimate Issuer before exercising the put)	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Call Notification Time (Timelines by which the Issuer need to intimate investor before exercising the call)	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Face Value	To be set out in the relevant Key Information Document for the relevant issuance of Debentures as per Chapter V of Listed NCDs Master Circular read with SEBI Circular SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/94 dated July 03, 2024 on “Reduction in denomination of debt securities and non-convertible redeemable preference shares”.
Minimum Application and in multiples of thereafter	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Issue Timing	<p>Issue Opening Date: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.</p> <p>Issue Closing Date: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.</p> <p>Date of earliest closing of the Issue, if any: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.</p> <p>Pay-in Date: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.</p> <p>Deemed Date of Allotment: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.</p>
Settlement mode of the Instrument	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Depositories	NSDL and CDSL
Disclosure of Interest / Dividend / Redemption Dates	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Record Date	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
All covenants of	To be set out in the relevant Key Information Document for the

the issue (including side letters, accelerated payment clause, etc.)	relevant issuance of Debentures.
Description regarding Security (where applicable) including type of security (movable / immovable / tangible etc.), type of charge (pledge / hypothecation / mortgage etc.), date of creation of security / likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder/ Investor over and above the coupon rate as specified in the Debenture Trust Deed and disclosed in the General Information Document) Replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Debenture Trust Deed and disclosed in the issue document	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Transaction Documents	Shall be as set out in Section 7.1 (<i>Transaction Documents</i>) below.
Conditions Precedent to Disbursement	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Conditions Subsequent to Disbursement	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Events of Default (including manner of voting /conditions of joining Inter Creditor Agreement)	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

Creation of recovery expense fund	<p>The Issuer hereby undertakes and confirms that it shall, within the time period prescribed under Chapter IV of the SEBI Debenture Trustees Master Circular, establish and maintain the Recovery Expense Fund in such manner/mode as is prescribed under Chapter IV of the SEBI Debenture Trustees Master Circular.</p> <p>The Issuer shall, promptly upon establishment, provide the details of the Recovery Expense Fund to the Debenture Trustee.</p>
Conditions for breach of covenants (as specified in Debenture Trust Deed)	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Provisions related to Cross Default Clause	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Role and Responsibilities of Debenture Trustee	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Risk factors pertaining to the issue	Please refer to Section 3 (<i>Risk Factors</i>) of this General Information Document
Terms and conditions of the debenture trustee agreement including fees charged by debenture trustees(s), details of security to be created and process of due diligence carried out by the debenture (to the extent applicable)	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Details of consents/permissions, if any, required for security creation	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

Governing Law and Jurisdiction	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Additional Disclosures (Security Creation)	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Additional Disclosures (Default in Payment)	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Additional Disclosures (Delay in Listing)	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

Note:

1. 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 the events which lead to such change should be disclosed.
2. The list of documents which has been executed in connection with the issue and subscription of debt securities shall be annexed to the relevant Key Information Document(s).
3. While the debt securities are secured to the extent of hundred per cent of the amount of principal and interest amount or as per the terms of this General Information Document, in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the security is maintained.
4. The Issuer shall provide granular disclosures in this General Information Document, with regards to the "Object of the Issue" including the percentage of the issue proceeds earmarked for each of the "object of the issue".

SECTION 5A: DISCLOSURES PERTAINING TO WILFUL DEFAULT

The following disclosures shall be made if the issuer or its promoter or director is declared wilful defaulter:

- a) **Name of the bank declaring the entity as a Wilful Defaulter: NIL**
- b) **The year in which the entity is declared as a Wilful Defaulter: N.A**
- c) **Outstanding amount when the entity is declared as a Wilful Defaulter: N.A**
- d) **Name of the entity declared as a Wilful Defaulter: N.A**
- e) **Steps taken, if any, for the removal from the list of wilful defaulters: N.A**
- f) **Other disclosures, as deemed fit by the Issuer in order to enable investors to take informed decisions: N.A**
- g) **Any other disclosure as specified by SEBI: N.A**

SECTION 6: TRANSACTION DOCUMENTS AND KEY TERMS

6.1. Transaction Documents

The following documents shall be executed, in respect of any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures ("**Transaction Documents**"):

- (a) Debenture Trustee Agreement, which will confirm the appointment of MITCON Credentia Trusteeship Services Limited as the Debenture Trustee ("**Debenture Trustee Agreement**");
- (b) Debenture Trust Deed, which will set out the terms upon which the Debentures are being issued and shall include the representations and warranties and the covenants to be provided by the Issuer ("**Debenture Trust Deed**");
- (c) Deed of Hypothecation whereby the Issuer will create an exclusive first charge by way of hypothecation over the Hypothecated Assets in favour of the Debenture Trustee to secure its obligations in respect of the Debentures ("**Deed of Hypothecation**"); and
- (d) Such other documents as agreed between the Issuer and the Debenture Trustee.

6.2. Representations and Warranties of the Issuer

This will be more particularly set out in the DTD and the Key Information Document for the relevant issuance of Debentures.

6.3. Covenants of the Issuer

6.3.1. Financial Covenants

This will be more particularly set out in the DTD and the Key Information Document for the relevant issuance of Debentures.

6.3.2. Reporting Covenants

This will be more particularly set out in the DTD and the Key Information Document for the relevant issuance of Debentures.

6.3.3. Affirmative Covenants

This will be more particularly set out in the DTD and the Key Information Document for the relevant issuance of Debentures.

6.3.4. Negative Covenants

This will be more particularly set out in the DTD and the Key Information Document for the relevant issuance of Debentures.

6.4. Events of Default

This will be more particularly set out in the DTD and the Key Information Document for the relevant issuance of Debentures.

6.5. Consequences and Remedies of an Event of Default

This will be more particularly set out in the DTD and the Key Information Document for the relevant issuance of Debentures.

SECTION 7: OTHER INFORMATION AND APPLICATION PROCESS

The Debentures being offered as part of the Issue are subject to the provisions of the Act, the Memorandum and Articles of Association of the Issuer, the terms of this General Information Document, Application Form and other terms and conditions as may be incorporated in the Transaction Documents.

7.1. Mode of Transfer/Transmission of Debentures

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

7.2. Debentures held in Dematerialised Form

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

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

The Debentures since issued in electronic (dematerialized) form, will be governed as per the provisions of the Depository Act, 1996, Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, rules notified by NSDL/ CDSL/Depository Participant from time to time and other applicable laws and rules notified in respect thereof. The Debentures shall be allotted in DEMAT form only.

7.3. Debenture Trustee for the Debenture Holder(s)

The Issuer has appointed MITCON Credentia Trusteeship Services Limited to act as the debenture trustee for the Debenture Holder(s). The Issuer and the Debenture Trustee have entered/intend to enter into the Debenture Trustee Agreement and the Debenture Trust Deed *inter alia*, specifying the

powers, authorities and obligations of the Debenture Trustee and the Issuer. The Debenture Holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorized officials to do all such acts, deeds, matters and things in respect of or relating to the Debentures as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the Debenture Holder(s). Any payment made by the Issuer to the Debenture Trustee on behalf of the Debenture Holder(s) shall discharge the Issuer *pro tanto* to the Debenture Holder(s). The Debenture Trustee will protect the interest of the Debenture Holder(s) in regard to the repayment of principal and coupon thereon and they will take necessary action, subject to and in accordance with the Debenture Trustee Agreement and the Debenture Trust Deed, at the cost of the Issuer. No Debenture Holder shall be entitled to proceed directly against the Issuer unless the Debenture Trustee, having become so bound to proceed, fails to do so. The Debenture Trustee Agreement and the Debenture Trust Deed shall more specifically set out the rights and remedies of the Debenture Holder(s) and the manner of enforcement thereof.

7.4. Sharing of Information

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

7.5. Debenture Holder not a Shareholder

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

7.6. Modification of Debentures

Any change or modification to the terms of the Debentures and the Transaction Documents shall be undertaken in accordance with the terms of the Transaction Documents.

7.7. Right to accept or reject Applications

The board of directors reserve its full, unqualified and absolute right to accept or reject any application for subscription to the Debentures, in part or in full, without assigning any reason thereof.

7.8. Notices

Any notice in respect of the Debentures may be served by the Issuer upon the Debenture Trustee/Debenture Holders in accordance with the terms of the Transaction Documents.

7.9. Issue Procedure

Only Eligible Investors as given hereunder may apply for the Debentures by completing the Application Form in the prescribed format in block letters in English as per the instructions contained therein. The minimum number of Debentures that can be applied for and the multiples thereof shall

be set out in the Application Form. No application can be made for a fraction of a Debenture. Application Forms should be duly completed in all respects and applications not completed in the said manner are liable to be rejected. The name of the applicant's bank, type of account and account number must be duly completed by the applicant. This is required for the applicant's own safety and these details will be printed on the refund orders and /or redemptions warrants.

The Applicant should transfer payments required to be made in any relation by EFT/RTGS, to the bank account as per the details mentioned in the Application Form.

Issuance through EBP (to the extent applicable)

Without prejudice to the above, if so set out in the relevant Key Information Document, the subscription to the Debentures shall be made by the Eligible Investors through the electronic book mechanism as prescribed by SEBI under the EBP Requirements by placing bids on the EBP Platform during the Issue period. The Issuer will make the bidding announcement on the EBP Platform at least 1 (one) Business Day before initiating the bidding process in accordance with the EBP Requirements. In case the Eligible Investors are not registered on the EBP Platform, they will have to register themselves as an "investor" on the EBP Platform (as a one-time exercise) and also complete the required/prescribed "know your customer" verification process. Eligible Investors should also refer to the operational guidelines of the relevant EBP in this respect. The disclosures required pursuant to the EBP Requirements are set out hereinbelow:

Details of size of issue and green shoe option, if any Provided that the green shoe portion shall not exceed five times the base issue size	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Interest Rate Parament	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Bid opening and closing date	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Minimum Bid Lot	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Manner of bidding in the Issue	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Manner of allotment in the Issue	To be set out in the relevant Key Information

	Document for the relevant issuance of Debentures.
Manner of settlement in the Issue	<p>Pay-in of funds through ICCL.</p> <p>The pay-in of the Application Money for the Debentures shall be made by way of transfer of funds from the bank account(s) of the Eligible Investors (whose bids have been accepted) as registered with the Electronic Book Provider into the account of the ICCL, as specified in this regard below.</p>
Settlement Cycle	<p>T+1; where "T" refers to the bid opening date</p> <p>Settlement of the Issue will be on the date set out in the relevant Key Information Document for the relevant issuance of Debentures.</p>
Cut-off yield	To be disclosed in accordance with paragraph 5.4 of the SEBI EBP Requirements.

Process flow of settlement:

The Eligible Investors whose bids have been accepted by the Issuer and to whom a signed copy of this General Information Document along with the PPOA have been issued by the Issuer and who have submitted/shall submit the Application Form ("**Successful Bidders**"), shall make the payments in respect of the Application Money in respect of the Debentures towards the allocation made to them, into the bank account of the ICCL, the details of which shall be set out in the relevant Key Information Document.

The pay-in of the Application Money by the Successful Bidders will be made only from the bank account(s), which have been provided / updated by them in the EBP system. Any amount received from third party accounts or from accounts not specified in the EBP system will be refunded and no allotment will be made against such payments. Upon the transfer of funds into the aforesaid account of ICCL and the Issuer confirming its decision to proceed with the allotment of the Debentures in favour of the Successful Bidders to the ICCL, the R&T Agent and the EBP and initiating the requisite

corporate action for allotment of Debentures and credit of the demat letter of allotment into the relevant demat account of the Successful Bidders through the R&T Agent, the R&T Agent shall provide corporate action file along with all requisite documents to the relevant Depositories by 12:00 hours and also intimate the EBP of the aforesaid actions. Upon the Depositories confirming the allotment of the Debentures and the credit of the Debentures into the demat account of the Successful Bidders to EBP, the subscription monies in respect of the Debentures from the aforesaid account of ICCL shall be released into the Issuer's bank account, the details of which are as set out below and/or in the relevant Key Information Document:

Name of the beneficiary	Ambium Finserve Private Limited - Debt
Name of the Bank	Kotak Mahindra Bank Ltd.
Branch Address:	Panchkula – Sector 20, Haryana
IFSC Code	KKBK0004353
Account Number	4849080391

It must be noted that all funds pay-in obligations need to be fulfilled in totality. Partial fund receipt against any given obligation will be treated as a default and debarment penalties will be applicable as specified by the EBP Requirements and other Applicable Law.

7.10. Application Procedure

Potential Investors will be invited to subscribe by way of the Application Form prescribed in this General Information Document during the period between the Issue Opening Date and the Issue Closing Date (both dates inclusive). The Issuer reserves the right to change the issue schedule including the Deemed Date of Allotment at its sole discretion, without giving any reasons. The Issue will be open for subscription during the banking hours on each day during the period covered by the Issue Schedule.

Issuance through EBP (to the extent applicable)

The Issue will be open for subscription during the banking hours on each day during the period covered by the Issue Schedule, and the procedure will be subject to the EBP Requirements. Where an Eligible Investor (as defined below) is participating/bidding on the EBP Platform through an arranger or a custodian, such Eligible Investor must follow, and must ensure that the arranger or a custodian representing it, follows, the procedure and the bidding threshold requirements prescribed under the EBP Requirements.

Potential Investors may also be invited to subscribe by way of the Application Form prescribed in the relevant Key Information Document during the period between the Issue Opening Date and the Issue Closing Date (both dates inclusive). The Issuer reserves the right to change the issue schedule including the Deemed Date of Allotment at its sole discretion, without giving any reasons.

7.11. Fictitious Applications

All fictitious applications will be rejected.

Without prejudice to the above, if the proposed issuance of Debentures is through EBP (as set out in the relevant Key Information Document), each Eligible Investor shall provide a confirmation to the EBP that it is not using any software, algorithm, "Bots" or other automation tools, which would give unfair access for placing bids on the EBP Platform.

7.12. Basis of Allotment

Notwithstanding anything stated elsewhere, the Issuer reserves the right to accept or reject any application, in part or in full, without assigning any reason. Subject to the aforesaid, in case of over subscription, priority will be given to potential investors on a first come first serve basis. The investors will be required to remit the funds as well as submit the duly completed Application Form along with other necessary documents to the Issuer by the Deemed Date of Allotment.

Issuance through EBP (to the extent applicable)

Without prejudice to the above, if the proposed issuance of Debentures is through EBP (as set out in the relevant Key Information Document), the allotment and settlement amount for the bidders shall be determined in accordance with the EBP Requirements and the operational guidelines issued by the relevant EBP. The bids for the purposes allotment and settlement shall be arranged on a "price time priority" basis in accordance with the EBP Requirements. If two or more bids made by Eligible Investors have the same coupon/ price/spread and time, then allotment shall be done on a "pro rata" basis. The investors will be required to remit the funds in the account of the ICCL as well as submit the duly completed Application Form along with other necessary documents to the Issuer by the Deemed Date of Allotment.

If so required by the Issuer, within 1 (one) Business Day of completion of the allotment, to enable the Issuer to comply with the requirements applicable to it under the EBP Requirements, successful Applicants shall provide the following details (in the form specified below) to the Issuer:

Details of Investors to whom allotment has been made			
Name	QIB/ Non-QIB	Category i.e., Scheduled Commercial Banks, MF, Insurance Company, Pension Fund, Provident Fund, FPI, PFI, Corporate, Others	Amount invested (in Rs. Crore)

7.13. Payment Instructions

The Application Form should be submitted directly. The Issue Price per Debenture is payable along with the making of an application. Applicants can remit the application amount on the Pay-in Date in the account details provided in Section 8.9 (*Issue Procedure*) above.

7.14. Eligible Investors

The following categories of investors, when specifically approached and have been identified upfront, are eligible to apply for this private placement of Debentures subject to fulfilling their respective investment norms/rules and compliance with laws applicable to them by submitting all the relevant documents along with the Application Form ("**Eligible Investors**"):

- (a) Resident Individuals;
- (b) Hindu Undivided Family;
- (c) Trust;
- (d) Limited Liability Partnerships, Partnership Firm(s);
- (e) Foreign Portfolio Investors (FPIs) registered with SEBI;
- (f) Portfolio Managers and Foreign Institutional Investors (FII) registered with SEBI;
- (g) Association of Persons;
- (h) Companies and Bodies Corporate including Public Sector Undertakings;
- (i) Commercial Banks, Regional Rural Banks, Financial Institutions;
- (j) Insurance Companies;
- (k) Mutual Funds/ Alternative Investment Fund (AIF); and
- (l) any other investor eligible to invest in these Debentures.

If the proposed issuance of Debentures is through EBP (as set out in the relevant Key Information Document), Investors, who are registered on the EBP Platform and are eligible to make bids for the Debentures of the Issuer and to whom allocation is to be made by Issuer pursuant to selection under the electronic book mechanism for issuance of securities on private placement basis in terms of the EBP Requirements and the Electronic Book Providers shall be considered as "identified persons" for the purposes of Section 42(2) of the Companies Act, 2013, to whom the Issuer shall make private placement of the Debentures and only such "identified persons" shall receive a direct communication from the Issuer with offer to subscribe to the Debentures and only such "identified persons" shall be entitled to subscribe to the Debentures.

Additionally, those arrangers/brokers/intermediaries etc. (as per the defined limits under the EBP Requirements) specifically mapped by the Issuer on the EBP Platform are also eligible to bid/apply/invest for this Issue.

All Eligible Investors are required to check and comply with Applicable Law(s) including the relevant rules / regulations / guidelines applicable to them for investing in this Issue of Debentures and the Issuer, is not in any way, directly or indirectly, responsible for any statutory or regulatory breaches by any investor, neither is the Issuer required to check or confirm the same.

Hosting of this General Information Document on the website of the BSE should not be construed as an offer or an invitation to offer to subscribe to the Debentures and the same has been hosted only as it is stipulated under the SEBI ILNCS Regulations read with the EBP Requirements. Eligible Investors should check their eligibility before making any investment.

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

Note: Participation by potential investors in the Issue may be subject to statutory and/or regulatory requirements applicable to them in connection with subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that they comply with all regulatory requirements applicable to them, including exchange controls and other requirements. Applicants ought to seek independent legal and regulatory advice in relation to the laws applicable to them.

7.15. Eligible Investors should refer to the Operational Guidelines

If the proposed issuance of Debentures is through EBP (as set out in the relevant Key Information Document), the details of the Issue shall be entered on the EBP Platform by the Issuer in accordance with the EBP Requirements and the operational guidelines of the relevant EBP. The Issue will be open for bidding for the duration of the bidding window that would be communicated through the Issuer's bidding announcement on the EBP Platform.

7.16. Post-Allocation Disclosures by the EBP

If the proposed issuance of Debentures is through EBP (as set out in the relevant Key Information Document), upon final allocation by the Issuer, the Issuer shall disclose the relevant details (such as Issue Size, coupon rate, ISIN, number of successful bidders, category of the successful bidder(s), etc.), in accordance with the EBP Requirements and the operational guidelines of the relevant EBP. The EBP shall upload such data, as provided by the Issuer, on its website to make it available to the public.

7.17. Procedure for Applying for Dematerialised Facility

- (j) The applicant must have at least one beneficiary account with any of the DP's of NSDL and CDSL prior to making the application.
- (k) The applicant must necessarily fill in the details (including the beneficiary account number and DP - ID) appearing in the Application Form under the heading "Details for Issue of Debentures in Electronic/Dematerialised Form".
- (l) Debentures allotted to an applicant will be credited to the applicant's respective beneficiary account(s) with the DP.
- (m) For subscribing to the Debentures, names in the Application Form should be identical to those appearing in the details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details maintained with the DP.
- (n) Non-transferable allotment advice/refund orders will be directly sent to the applicant by the Registrar and Transfer Agent to the Issue.
- (o) If incomplete/incorrect details are given under the heading "Details for Issue of Debentures in Electronic/Dematerialised Form" in the Application Form, it will be deemed to be an incomplete application and the same may be held liable for rejection at the sole discretion of the Issuer.

- (p) For allotment of Debentures, the address, nomination details and other details of the applicant as registered with his/her DP shall be used for all correspondence with the applicant. The applicant is therefore responsible for the correctness of his/her demat details given in the Application Form vis-a-vis those with his/her DP. In case the information is incorrect or insufficient, the Issuer would not be liable for the losses, if any.
- (q) The redemption amount or other benefits would be paid to those Debenture Holders whose names appear on the list of beneficial owners maintained by the R&T Agent as on the Record Date. In case of those Debentures for which the beneficial owner is not identified in the records of the R&T Agent as on the Record Date, the Issuer would keep in abeyance the payment of the redemption amount or other benefits, until such time that the beneficial owner is identified by the R&T Agent and conveyed to the Issuer, whereupon the redemption amount and benefits will be paid to the beneficiaries, as identified.

7.18. Depository Arrangements

The Issuer shall make necessary arrangement with CDSL and NSDL for issue and holding of Debentures in dematerialised form.

7.19. Market Lot

The market lot for trading of Debentures will be one Debenture ("**Market Lot**"). Since the Debentures are being issued only in dematerialised form, the odd lots will not arise either at the time of issuance or at the time of transfer of debentures.

7.20. List of Beneficiaries

The Issuer shall request the R&T Agent to provide a list of beneficiaries as at the end of each Record Date. This shall be the list, which will be used for payment or repayment of redemption monies.

7.21. Application under Power of Attorney

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signature(s) of all the authorized signatories of the Investor and the tax exemption certificate/document of the Investor, if any, must be lodged along with the submission of the completed Application Form. Further modifications/additions in the power of attorney or authority should be notified to the Issuer or to its agents or to such other person(s) at such other address(es) as may be specified by the Issuer from time to time through a suitable communication.

In case of an application made by companies under a power of attorney or resolution or authority, a certified true copy thereof along with memorandum and articles of association and/or bye-laws along with other constitutional documents must be attached to the Application Form at the time of making the application, failing which, the Issuer reserves the full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason thereto. Names and specimen signatures of all the authorized signatories must also be lodged along with the submission of the completed Application Form.

7.22. Procedure for application by Mutual Funds and Multiple Applications

In case of applications by mutual funds and venture capital funds, a separate application must be made in respect of each scheme of an Indian mutual fund/venture capital fund registered with the SEBI and such applications will not be treated as multiple application, provided that the application made by the asset management company/trustee/custodian clearly indicated their intention as to the scheme for which the application has been made.

The Application Forms duly filled shall clearly indicate the name of the concerned scheme for which application is being made and must be accompanied by certified true copies of:

- (a) SEBI registration certificate
- (b) Resolution authorizing investment and containing operating instructions
- (c) Specimen signature of authorized signatories

7.23. Documents to be provided by Investors

Investors need to submit the following documents, as applicable:

- (a) Memorandum and Articles of Association or other constitutional documents
- (b) Resolution authorising investment
- (c) Certified true copy of the Power of Attorney to custodian
- (d) Specimen signatures of the authorised signatories
- (e) SEBI registration certificate (for Mutual Funds)
- (f) Copy of PAN card
- (g) Application Form (including EFT/RTGS details)

7.24. Applications to be accompanied with Bank Account Details

Every application shall be required to be accompanied by the bank account details of the applicant and the magnetic ink character reader code of the bank for the purpose of availing direct credit of redemption amount and all other amounts payable to the Debenture Holder(s) through cheque/EFT/RTGS.

7.25. Succession

In the event of winding up of a Debenture Holder (being a company), the Issuer will recognise the legal representative as having title to the Debenture(s). The Issuer shall not be bound to recognize such legal representative as having title to the Debenture(s), unless they obtain legal representation, from a court in India having jurisdiction over the matter.

The Issuer may, in its absolute discretion, where it thinks fit, dispense with production of such legal representation, in order to recognise any person as being entitled to the Debenture(s) standing in the name of the concerned Debenture Holder on the production of sufficient documentary proof and an indemnity.

7.26. Mode of Payment

All payments must be made through cheque(s) demand draft(s), EFT/RTGS as set out in the Application Form.

7.27. Effect of Holidays

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

7.28. Tax Deduction at Source

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

7.29. Letters of Allotment

In accordance with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time, read together with the requirements in respect of the timelines for listing of debt securities issued on a private placement basis prescribed in SEBI Listing Timelines Requirements, the Issuer shall ensure that the Debentures are credited into the demat accounts of the Debenture Holders of the Debentures within 2 (two) Business Days from the Deemed Date of Allotment.

7.30. Deemed Date of Allotment

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

7.31. Record Date

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

7.32. Refunds

For applicants whose applications have been rejected or allotted in part, refund orders will be dispatched within 7 (seven) days from the Deemed Date of Allotment of the Debentures.

In case the Issuer has received money from applicants for Debentures in excess of the aggregate of the application money relating to the Debentures in respect of which allotments have been made, the R&T Agent shall upon receiving instructions in relation to the same from the Issuer repay the moneys to the extent of such excess, if any.

7.33. Interest on Application Money

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

7.34. PAN Number

Every applicant should mention its Permanent Account Number (“PAN”) allotted under Income Tax Act, 1961, on the Application Form and attach a self-attested copy as evidence. Application forms without PAN will be considered incomplete and are liable to be rejected.

7.35. Payment on Redemption

Payment on redemption will be made by way of cheque(s)/redemption warrant(s)/demand draft(s)/credit through RTGS system/funds transfer in the name of the Debenture Holder(s) whose

names appear on the list of beneficial owners given by the Depository to the Issuer as on the Record Date.

The Debentures shall be taken as discharged on payment of the redemption amount by the Issuer on maturity to the registered Debenture Holder(s) whose name appears in the Register of Debenture Holder(s) on the Record Date. On such payment being made, the Issuer will inform NSDL and CDSL and accordingly the account of the Debenture Holder(s) with NSDL and CDSL will be adjusted.

On the Issuer dispatching the amount as specified above in respect of the Debentures, the liability of the Issuer shall stand extinguished.

Disclaimer: Please note that only those persons to whom this General Information Document has been specifically addressed are eligible to apply. However, an application, even if complete in all respects, is liable to be rejected without assigning any reason for the same. The list of documents provided above is only indicative, and an investor is required to provide all those documents / authorizations / information, which are likely to be required by the Issuer. The Issuer may, but is not bound to, revert to any investor for any additional documents / information, and can accept or reject an application as it deems fit. Provisions in respect of investment by investors falling in the categories mentioned above are merely indicative and the Issuer does not warrant that they are permitted to invest as per extant laws, regulations, etc. Each of the above categories of investors is required to check and comply with extant rules/regulations/ guidelines, etc. governing or regulating their investments as applicable to them and the Issuer is not, in any way, directly or indirectly, responsible for any statutory or regulatory breaches by any investor, neither is the Issuer required to check or confirm the same.

SECTION 8: UNDERTAKING**(1) UNDERTAKINGS IN RELATION TO THE ISSUER BEING ELIGIBLE UNDER THE SEBI ILNCS REGULATIONS**

The Issuer hereby undertakes and confirms that the following (as set out in Regulation 5 of the SEBI ILNCS Regulations) are not applicable to the Issuer as on the date of this General Information Document:

- (a) the Issuer, any of its promoters, promoter group or directors are debarred from accessing the securities market or dealing in securities by the Board;
- (b) any of the promoters or directors of the Issuer is a promoter or director of another company which is debarred from accessing the securities market or dealing in securities by the Board;
- (c) the Issuer or any of its promoters or directors is a wilful defaulter;
- (d) any of the promoters or whole-time directors of the issuer is a promoter or whole-time director of another company which is a wilful defaulter;
- (e) any of its promoters or directors is a fugitive economic offender; or
- (f) any fine or penalties levied by the Board /Stock Exchanges is pending to be paid by the Issuer at the time of filing this General Information Document.

(2) UNDERTAKING ON CREATION OF SECURITY PURSUANT TO REGULATION 48(2) OF THE SEBI ILNCS REGULATIONS

To be set out in the relevant Key Information Document for the relevant issuance of Debentures

(3) UNDERTAKING PURSUANT TO PARAGRAPH 3.3.35 of SCHEDULE I OF THE SEBI ILNCS REGULATIONS

The Issuer undertakes and states as follows:

- (a) investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and the offer including the risks involved. The securities have not been recommended or approved by the any regulatory authority in India, including SEBI nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'Risk factors' given on page number 28 under the section 'GENERAL RISKS AND RISKS IN RELATION TO THE NON-CONVERTIBLE SECURITIES';
- (b) the Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this issue document contains all information with regard to the issuer and the issue, that the information contained in this issue document is true and correct in all material aspects and is not misleading in any material respect, that the

opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect; and

- (c) the Issuer has no side letter with any debt securities holder except the one(s) disclosed in this issue document/General Information Document. Any covenants later added shall be disclosed on the stock exchange website where the debt is listed.

(4) DECLARATION/STATEMENT PURSUANT TO PARAGRAPH 3.3.36(c) of SCHEDULE I OF THE SEBI ILNCS REGULATIONS

The Issuer declares that nothing in the issue document/General Information Document is contrary to the provisions of Companies Act, 2013 (18 of 2013), the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the Securities and Exchange Board of India Act, 1992 (15 of 1992) and the rules and regulations made thereunder.

(5) DISCLOSURES PURSUANT TO CHAPTER II (*DUE DILIGENCE BY DEBENTURE TRUSTEES*) OF THE SEBI DEBENTURE TRUSTEES MASTER CIRCULAR

- (a) **Details of assets, movable property and immovable property on which charge is proposed to be created**

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

- (b) **Title deeds (original/ certified true copy by issuers/ certified true copy by existing charge holders, as available) or title reports issued by a legal counsel/ advocates, copies of the relevant agreements/ Memorandum of Understanding**

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

- (c) **Copy of evidence of registration with Sub-registrar, Registrar of Companies, Central Registry of Securitization Asset Reconstruction and Security Interest (CERSAI) etc**

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

- (d) **For unencumbered assets, an undertaking that the assets on which charge is proposed to be created are free from any encumbrances**

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

- (e) **For encumbered assets, on which charge is proposed to be created, the following consents along-with their validity as on date of their submission:**

- (i) Details of existing charge over the assets along with details of charge holders, value/ amount, copy of evidence of registration with Sub-registrar, Registrar of Companies, CERSAI, Information Utility (IU) registered with Insolvency and Bankruptcy Board of India (IBBI) etc. as applicable:

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

- (ii) Consent/ No-objection certificate (NOC) from existing charge holders for further creation of charge on the assets or relevant transaction documents wherein existing charge holders have given conditional consent/ permission to the Issuer to create further charge on the assets, along-with terms of such conditional consent/ permission, if any:

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

- (iii) Consent/ NOC from existing unsecured lenders, in case, negative lien is created by Issuer in favour of unsecured lenders:

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

(f) In case of personal guarantee or any other document/letter with similar intent is offered as security or a part of security:

- (i) Details of guarantor viz. relationship with the Issuer: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
- (ii) Net worth statement (not older than 6 months from the date of debenture trustee agreement) certified by a chartered accountant of the guarantor: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
- (iii) List of assets of the guarantor including undertakings/ consent/ NOC as per para (d) and (e) above: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
- (iv) Conditions of invocation of guarantee including details of put options or any other terms and conditions which may impact the security created: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
- (v) Executed copies of previously entered agreements for providing guarantee to any other person, if any: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

(g) In case of corporate guarantee or any other document/ letter with similar intent is offered as security or a part of security:

- (i) Details of guarantor viz. holding/ subsidiary/ associate company etc.: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
- (ii) Audited financial statements (not older than 6 months from the date of debenture trustee agreement) of guarantor including details of all contingent liabilities: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
- (iii) List of assets of the guarantor along-with undertakings/ consent/ NOC as per para 2.1(b) and 2.1(c) above: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
- (iv) Conditions of invocation of guarantee including details of put options or any other terms and conditions which may impact the security created: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
- (v) Impact on the security in case of restructuring activity of the guarantor: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
- (vi) Undertaking by the guarantor that the guarantee shall be disclosed as “contingent liability” in the “notes to accounts” forming part of the financial statements of the guarantor: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
- (vii) Copy of Board resolution of the guarantor for the guarantee provided in respect of the debt securities of the Issuer: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
- (viii) List of previously entered agreements for providing guarantee to any other person along with an undertaking that there are no agreements other than those provided in the list, if any: To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
- (h) **In case of any other contractual comforts/ credit enhancements provided for or on behalf of the issuer, it shall be required to be legal, valid and enforceable at all times, as affirmed by the issuer. In all other respects, it shall be dealt with as specified above with respect to guarantees:** To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
- (i) **In case securities (equity shares etc.) are being offered as security then a holding statement from the depository participant along-with an undertaking that these securities shall be pledged in favour of debenture trustee(s) in the depository system:** To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
- (j) **Details of any other form of security being offered viz. Debt Service Reserve Account etc.:** To be set out in the relevant Key Information Document for the

relevant issuance of Debentures.

- (k) **Any other information, documents or records required by debenture trustee with regard to creation of security and perfection of security:** To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
 - (l) **Declaration:** The Issuer declares that any Debentures issued pursuant to this General Information Document (and any relevant Key Information Document or PPOA for the relevant issuance of Debentures) shall be considered as secured only if the charged asset is registered with Sub-registrar and Registrar of Companies or CERSAI or Depository etc., as applicable, or is independently verifiable by the debenture trustee.
 - (m) **Terms and conditions of debenture trustee agreement including fees charged by debenture trustees(s):** To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
 - (n) **Details of security to be created:** Please refer section named "*Security (Including description, type of security, type of charge, likely date of creation of security, minimum security cover, revaluation, replacement of security)*" in Section 5.38 (*Summary Terms*).
 - (o) **Process of due diligence carried out by the debenture trustee:** To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
 - (p) **Due diligence certificate as per the format specified in Annexure IIA:** To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
 - (q) **Due diligence certificate as per the format specified in Schedule IV of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021:** To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
- (6) **OTHER UNDERTAKINGS**

The Issuer hereby confirms that:

- (a) the Issuer is eligible and in compliance with SEBI NCS Regulations, as amended from time to time, to make the private placement of debt instruments;
- (b) (to the extent applicable) the Issuer or its promoters or whole-time directors are not in violation of the provisions of Regulation 24 of the SEBI Delisting Regulations, 2009;
- (c) neither the Issuer nor any of its promoters or directors is a willful defaulter as defined under Regulation 2 (1) (ss) of the SEBI NCS Regulations; and
- (d) the Issuer, its promoters, its directors are not in violation of the restrictions imposed by SEBI under SEBI circular no. SEBI/HO/ MRD/DSA/CIR/P/2017/92 dated August 01, 2017.

For Ambium Finserve Private Limited

Authorised Signatory

Name: Anshul Gupta

Title: Director

Place: Chandigarh, India

Date: 16th September 2024

SECTION 9: DECLARATION BY THE DIRECTORS

Each of the directors of the Company hereby confirm and declare that:

- A. the Issuer is in compliance with the provisions of Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the Securities and Exchange Board of India Act, 1992 (15 of 1992), Companies Act, 2013 (18 of 2013) and the rules and regulations made thereunder;
- B. the compliance with the Acts and the rules and regulations does not imply that payment of dividend or interest or repayment of non-convertible securities, 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 this General Information Document; and
- D. whatever is stated in this General Information Document and in the attachments thereto is true, correct and complete and no information material to the subject matter of this General 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 the Articles of Association.

General Risk
<i>Investment in non-convertible 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. Before 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 3 of this 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.</i>

I am authorized by the Executive Committee of the Board of Directors of the Company vide resolution number 4 dated 9th August 2024 to sign this General Information Document and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this General Information Document and matters incidental thereto have been complied with.

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

For Ambium Finserve Private Limited

Authorised Signatory

Name: Anshul Gupta

Title: Director

Place: Chandigarh, India

Date: 16th September 2024

ANNEXURE I: TERM SHEET

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

**ANNEXURE II: RATING LETTER, RATING RATIONALE AND DETAILED PRESS RELEASE FROM THE
RATING AGENCY**

Attached Separately

ANNEXURE III: CONSENT LETTER FROM THE DEBENTURE TRUSTEE

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
An initial consent letter is enclosed.

ANNEXURE IV: APPLICATION FORM

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

ANNEXURE V: AUDITED FINANCIAL STATEMENTS

Attached Separately

ANNEXURE VI: ILLUSTRATION OF BOND CASH FLOWS

<u>Illustration of Bond Cash Flows</u>	
Name of the Issuer	Ambium Finserve Private Limited
Face Value (per security)	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Issue Date / Date of Allotment	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Date of Redemption	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Tenure	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Coupon Rate	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Frequency of the Coupon Payment with specified dates	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
Day count convention	Actual/Actual

INTEREST PAYMENT SCHEDULE

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

REDEMPTION SCHEDULE

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

ANNEXURE VII: DUE DILIGENCE CERTIFICATES

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

ANNEXURE VIII: TERMS AND CONDITIONS OF DEBENTURE TRUSTEE AGREEMENT

To be set out in the relevant Key Information Document for the relevant issuance of Debentures

ANNEXURE IX: IN-PRINCIPLE APPROVAL RECEIVED FROM BSE

DCS/COMP/BB/IP-PPDI/120/24-25

September 16, 2024

Ambium Finserve Private Limited

Cabin No. 101, 1st floor,
SCO NO. 148-149, Sector 34 A,
Chandigarh - 160022, India

Re: Private Placement of Non-Convertible Debentures (Listed, Rated, Senior, Secured/Unsecured, Transferable, Redeemable (NCS), and Commercial Paper under GID No. GID/AFPL/01/2024-25 Dated- 16 September 2024

We acknowledge receipt of your application on the online portal on September 12, 2024, seeking In-principle approval for issue of captioned security. In this regard, the Exchange is pleased to grant in-principle approval for listing of captioned security subject to fulfilling the following conditions at the time of seeking listing:

1. Filing of listing application.
2. Payment of fees as may be prescribed from time to time.
3. Compliance with SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 and circulars issued thereunder and also Compliance with provisions of Companies Act 2013.
4. Receipt of Statutory & other approvals & compliance of guidelines issued by the statutory authorities including SEBI, RBI, DCA etc. as may be applicable.
5. Compliance with change in the guidelines, regulations, directions, circulars of the Exchange, SEBI or any other statutory authorities, documentary requirements from time to time.
6. Compliance with below mentioned circular dated June 10, 2020 issued by BSE before opening of the issue to the investors.:
<https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20200610-31>
7. Issuers, for whom use of EBP is not mandatory, specific attention is drawn towards compliance with Chapter XV of SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 and BSE Circular No 20210519-29 dated May 19, 2021. Accordingly, Issuers of privately placed debt securities in terms of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 or ILDM Regulations for whom accessing the electronic book platform (EBP) is not mandatory shall upload details of the issue with any one of the EBPs within one working day of such issuance. The details can be uploaded using the following links [Electronic Issuance - Bombay Stock Exchange Limited \(bseindia.com\)](#).



8. It is advised that Face Value of NCDs issue through private placement basis should be kept as per Chapter V of SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021

9. *Issuers are hereby advised to comply with signing of agreements with both the depositories as per Regulation 7 of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021.*

10. *Company is further requested to comply with SEBI Circular SEBI/HO/DDHS/DDHS-RACPOD1/CIR/P/2023/56 dated April 13, 2023, (if applicable) read along with BSE Circular <https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20230428-18> and ensure compliance of the same.*

This In-Principle Approval is valid for a period of 1 year from the date of issue of this letter or period of 1 year from the date of opening of the first offer of debt securities under the General information Document, which ever applicable. The Exchange reserves its right to withdraw its in-principle approval at any later stage if the information submitted to the Exchange is found to be incomplete/incorrect/misleading/false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 and circulars issued thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Guidelines/Regulations issued by the statutory authorities etc. Further, it is subject to payment of all applicable charges levied by the Exchange for usage of any system, software or similar such facilities provided by BSE which the Company shall avail to process the application of securities for which approval is given vide this letter.

Yours faithfully,
For BSE Limited


Prasad Bhide
Senior Manager


Akshay Arolkar
Deputy Manager

ANNEXURE X LENDING POLICY**1.1 Details with regard to the lending done by the Issuer out of the issue proceeds of debt securities in last three years, including details regarding the following:****1.1.1. Lending policy: Should contain overview of origination, risk management, monitoring and collections:**

Please refer to Annexure XV of this General Information Document.

1.1.2. Classification of loans/ advances given to associates, entities/ person relating to board, senior management, promoters, others, etc.:

Please refer to paragraph (A) under Section 5.17 of this General Information Document.

1.1.3. Classification of loans/ advances given, according to type of loans, denomination of loan outstanding by loan to value, sectors, denomination of loans outstanding by ticket size, geographical classification of borrowers, maturity profile etc.:

Please refer to paragraph (J) under Section 5.17 of this General Information Document.

1.1.4. Aggregated exposure to the top 20 borrowers with respect to the concentration of advances, exposures to be disclosed in the manner as prescribed by RBI in its stipulations on Corporate Governance for NBFCs or HFCs, from time to time:

Sr. No.	Name of the Borrower	Type of Borrower	Total Sanctioned Loan Amount	Disbursed Loan Amount	Total Principal Outstanding Amount	Total Accrued Interest Amount	Status of Account	Amount Outstanding
1	Client 1	Corporate	1,750.00	1,250.00	875	4.1	Standard	879.1
2	Client 2	Corporate	1,500.00	900	750	3.21	Standard	753.21
3	Client 3	Corporate	1,000.00	1,000.00	666.67	2.57	Standard	669.24
4	Client 4	Corporate	1,000.00	1,000.00	635.79	2.91	Standard	638.7
5	Client 5	Corporate	750	750	625	3.78	Standard	628.78
6	Client 6	Corporate	600	600	543.33	2.59	Standard	545.92

7	Client 7	Corporate	750	750	531.25	0.41	Standard	531.66
8	Client 8	Corporate	1,000.00	500	500	3.69	Standard	503.69
9	Client 9	Corporate	1,500.00	500	500	0.88	Standard	500.88
10	Client 10	Corporate	1,000.00	500	500	0.61	Standard	500.61
11	Client 11	Corporate	1,000.00	500	500	0.54	Standard	500.54
12	Client 12	Corporate	1,000.00	500	479.17	2.09	Standard	481.26
13	Client 13	Corporate	1,000.00	500	472.22	2.48	Standard	474.7
14	Client 14	Corporate	500	500	466.67	2.53	Standard	469.2
15	Client 15	Corporate	1,000.00	500	437.5	2.16	Standard	439.66
16	Client 16	Corporate	1,000.00	500	416.67	1.95	Standard	418.62
17	Client 17	Corporate	1,000.00	400	373.33	1.66	Standard	374.99
18	Client 18	Corporate	1,000.00	300	300	1.13	Standard	301.13
19	Client 19	Corporate	300	300	287.5	1.39	Standard	288.89
20	Client 20	Corporate	200	200	183.33	1.02	Standard	184.35

1.1.5. Details of loans, overdue and classified as non-performing in accordance with RBI stipulations:

Please refer to paragraph (K) under Section 5.17 of this General Information Document.

1.2 In order to allow investors to better assess the debt securities issued by the NBFC/ HFC, the following disclosures shall also be made by such Issuer:

1.2.1. A portfolio summary with regard to industries/ sectors to which borrowings have been made:

Onward lending to NBFCs operating in below segment –

Financial Services:

1. SME Finance 2. Vehicle Finance 3. Consumer Finance 4. Gold Finance 5. Housing Finance 6. Microfinance 7. Agri Finance 8. Education finance

1.2.2. NPA exposures of the issuer for the last three financial years (both gross and net exposures) and provisioning made for the same as per the last audited financial statements of the Issuer:

Please refer to paragraph (K) under Section 5.17 of this General Information Document.

1.2.3. Quantum and percentage of secured vis-à-vis unsecured borrowings made:

Please refer to paragraph (B)(c) under Section 5.17 of this General Information Document.

1.2.4. Any change in promoters' holdings in the NBFCs during the preceding financial year beyond the threshold, as prescribed by RBI:

Please refer to paragraph (C) under Section 5.17 of this General Information Document.

1.3 Classification of loans/ advances given according to:

1.3.1. Type of loans:

Details of types of loans

Please refer to paragraph (J) under Section 5.17 of this General Information Document.

1.3.2. Denomination of loans outstanding by loan-to-value:

Details of LTV

Please refer to paragraph (J) under Section 5.17 of this General Information Document.

1.3.3. Sectoral exposure:

Details of sectoral exposure

Please refer to paragraph (J) under Section 5.17 of this General Information Document.

1.3.4. Denomination of loans outstanding by ticket size*:

Details of outstanding loans category wise

Please refer to paragraph (J) under Section 5.17 of this General Information Document.

1.3.5. Geographical classification of borrowers:

Please refer to paragraph (J) under Section 5.17 of this General Information Document.

1.3.6. Details of loans overdue and classified as non-performing in accordance with RBI's stipulations:

Please refer to paragraph (K) under Section 5.17 of this General Information Document.

1.3.7. Segment-wise gross NPA:

Please refer to paragraph (K) under Section 5.17 of this General Information Document.

1.3.8. Residual maturity profile of assets and liabilities (in line with the RBI format):

Please refer to paragraph (L) under Section 5.17 of this General Information Document.

1.4 Disclosure of latest ALM statements to stock exchange:

Not applicable

ANNEXURE XI: ALM STATEMENTS

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

ANNEXURE XII: RELATED PARTY TRANSACTIONS

S No	Name	Relation	Nature of transaction	Amount
1	SUSHIL SINGAL	Director	Professional Fee	20,297,60
2	RENU SINGAL	Director	Professional Fee	1,50,000
3	RENU SINGAL	Director	Rent	18,000
4	Srinivasan Vaidyanathaswamy ²	Director	Sitting Fees	4,00,000
5	Pradip Kumar Das	Director	Sitting Fees	4,00,000
6	Fourdegreewater Marketing Pvt Ltd	Fellow Subsidiary of Promoter Company	Inter Company Deposit	23,00,000
7	Fourdegreewater Capital Pvt Ltd	Promoter Company	NCD Subscription	24,41,56,712
8	Fourdegreewater Capital Pvt Ltd	Promoter Company	Bonds Purchased	42,56,09,666
9	Fourdegreewater Capital Pvt Ltd	Promoter Company	Bonds Sold	81,16,66,920
10	Fourdegreewater Marketing Pvt Ltd	Fellow Subsidiary of Promoter Company	NCD Subscription	50,00,000
11	Fourdegreewater Services Pvt Ltd	Fellow Subsidiary of Promoter Company	NCD Subscription	2,30,00,000
12	Fourdegreewater Services Pvt Ltd	Fellow Subsidiary of Promoter Company	Reimbursement	3000
13	Fourdegreewater Finvest Pvt Ltd	Fellow Subsidiary of Promoter Company	NCD Subscription	1,30,00,000

² Resigned w.e.f. 30th August 2024

14	Fourdegreewater Capital Pvt Ltd	Promoter Company	Reimbursement of Cost by company to Fourdegreewater Capital Private Limited	20,15,734
15	Fourdegreewater Capital Pvt Ltd	Promoter Company	Reimbursement of Cost by Fourdegreewater Capital Private Limited to company	91,05,471
16	Fourdegreewater Capital Pvt Ltd	Promoter Company	Subscription of equity shares	53,00,00000
17	Fourdegreewater Capital Pvt Ltd	Promoter Company	Professional fee paid	6,00,000
18	Fourdegreewater Capital Pvt Ltd	Promoter Company	Corporate guarantee fee paid	4,05,080
19	Fourdegreewater Capital Pvt Ltd	Promoter Company	Interest paid on unsecured loan	44,384
20	Fourdegreewater Capital Pvt Ltd	Promoter Company	Unsecured Loan from Fourdegreewater Capital Private Limited	3,00,00,000

ANNEXURE XIII: BOARD RESOLUTION

Attached Separately.

ANNEXURE XIV: SHAREHOLDERS RESOLUTIONS

Attached Separately.

**ANNEXURE XV: EXTRACTS OF LENDING POLICY, THE RECOVERY POLICY AND OTHER RELATED
POLICIES OF THE ISSUER**

Attached Separately.