

This is an advertisement issued, pursuant to Regulation 30(1) and Schedule V of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, for information purpose only.



## CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED

Our Company was originally incorporated as a public limited company under the name of Cholamandalam Investment and Finance Company Limited under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Tamil Nadu at Chennai ("RoC") on August 17, 1978. It commenced its business pursuant to a certificate of commencement of business dated November 22, 1978 issued by the RoC. The name of our Company was changed to "Cholamandalam Investment and Finance Company Limited" pursuant to a fresh certificate of incorporation issued by the RoC on June 2, 2010. The CIN of our Company is L65993TN1978PLC007576. We have obtained a certificate of registration dated June 9, 2011, bearing number UT-00306 issued by the RBI to commence carry on the business of non-banking financial institution under Section 45-IA of the RBI Act, 1934 and another certificate of registration dated December 15, 2022, bearing number ND-00893, to commence carry on the factoring business without accepting public deposits. Further, our Company has also been classified as NBFC-ICC. For more information about our Company, please see "General Information" and "History and Certain Corporate Matters" on page 40 and 168 respectively of the Tranche II Prospectus.

Corporate Identity Number: L65993TN1978PLC007576; PAN: AAAC01226H

Registered and Corporate Office: Dare House, No. 2, N.S.C. Bose Road, Parrys, Chennai 600 001, Tamil Nadu, India; Tel: +91 44 4090 7172; Website: www.cholamandalam.com; Email: investors@chola.murugappa.com  
Company Secretary and Compliance Officer: P. Sujatha; Tel: +91 44 4090 7172; Email: sujatha@chola.murugappa.com; Chief Financial Officer: D. Anil Selvan; Tel: +91 44 4090 7172; Email: anilselvan@chola.murugappa.com

### THE ISSUE

PUBLIC ISSUE BY CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED, RATED, LISTED, REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("NCDs") FOR AN AMOUNT AGGREGATING UP TO ₹ 500 CRORES ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 1,000 CRORE, AGGREGATING UP TO ₹ 1,500 CRORE (HEREINAFTER REFERRED TO AS THE "TRANCHE II ISSUE" OR "TRANCHE II") ON THURSDAY, AUGUST 3, 2023, IN COMPLIANCE OF REGULATION 30A OF THE SEBI NCS REGULATIONS DATED JULY 27, 2023, CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE II ISSUE ("TRANCHE II PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED APRIL 19, 2023 AND ADDENDUM DATED AUGUST 1, 2023 ("ADDITIONUM") ("SHELF PROSPECTUS" AND COLLECTIVELY WITH THE TRANCHE II PROSPECTUS AND ADDENDUM, THE "PROSPECTUS") FILED WITH THE REGISTRAR OF COMPANIES, TAMIL NADU AT CHENNAI ("ROC"), STOCK EXCHANGES AND SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"). THIS TRANCHE II ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED (THE "SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT, 2013") TO THE EXTENT NOTIFIED AND THE SEBI MASTER CIRCULAR.

**Credit Rating: "IND AA+/Stable" by India Ratings & Research Private Limited and "[ICRA] AA+ (Stable)" by ICRA Limited Allotment on first come first serve basis\***

\*Allotment in the public issue of debt securities shall be made on the basis of date of application into the electronic book of the Stock Exchanges in accordance with the SEBI Master Circular. However, from the date of over subscription and thereafter, the allotments will be made to the applicants on proportionate basis. For further details refer section titled "Issue Related Information" on page 258 of the Tranche II Prospectus.

## TRANCHE II ISSUE CLOSES TODAY: THURSDAY, AUGUST 3, 2023\*

Last date for submitting applications is Thursday, August 3, 2023

\*Pursuant to the Tranche II Prospectus dated July 27, 2023, the Tranche II Issue opened on Friday, July 28, 2023 and was scheduled to close on Thursday, August 10, 2023, with an option for early closure or extension in compliance of Regulation 33A of the SEBI NCS Regulations, by such period as may be decided by the Board of Directors of our Company or the Debenture Committee thereof. In terms of the Tranche II Prospectus, our Company has exercised the option of early closure and the Debenture Committee vide its resolution dated August 2, 2023 decided to pre-close the Tranche II Issue on Thursday, August 3, 2023, in compliance of Regulation 33A of the SEBI NCS Regulations. In terms of the Tranche II Prospectus, our Company is giving this public notice of such early closure. Application Forms for the Tranche II Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by the Stock Exchanges, on Working Days during the Tranche II Issue Period. On the Tranche II Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and updated until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchanges. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. on one Working Day post the Tranche II Issue Closing Date (i.e. August 3, 2023). For further details, see "Issue Related Information" on page 258 of the Tranche II Prospectus.

### OUR PROMOTERS

Our Promoters are Cholamandalam Financial Holdings Limited, Ambad Investments Limited, M V Subbiah, M A Alagappan, A Vellayan, A Venkatachalam, M M Murugappa, M M Venkatachalam, M A M Arunachalam, S Vellayan, Arun Alagappan, M M Veerappan, V Narayanan, V Arunachalam, M M Muthiah, M V Muthiah, Arun Venkatachalam, M Subramanian, M V Murugappa HUF, M V Subbiah HUF, M A Alagappan HUF, A Vellayan HUF, A Venkatachalam HUF, M M Murugappa HUF, M M Arunachalam HUF, M M Muthiah HUF, M A M Arunachalam HUF, Murugappa & Sons (M V Subbiah, M A Alagappan & M M Murugappa) hold shares on behalf of the firm) Tube Investments of India Limited New Ambad Estates Private Limited, Cholamandalam International Limited, Ambad Enterprises Limited, Carborundum Universal Limited, E.I.D. Parry (India) Limited, M A Alagappan (holds shares on behalf of Kadamane Estates). Tel: +91 44 4090 7172; Email: investors@chola.murugappa.com. For further details, see "Our Promoters" beginning on page 165 of the Tranche II Prospectus.

THE FOLLOWING IS A SUMMARY OF THE TERMS AND CONDITIONS OF THE NCDs TO BE ISSUED PURSUANT TO THE TRANCHE II PROSPECTUS

Series	I	II	III*	IV	V	VI
Frequency of Interest Payment	Annual	Cumulative	Annual	Cumulative	Annual	Cumulative
Minimum Application			₹ 10,000 (10 NCDs) across all series			
In Multiples of thereafter (₹)			₹ 1,000 (1 NCD)			
Face Value/ Issue Price of NCDs (₹/ NCD)			₹ 1,000			
Tenor	22 months	22 months	37 months	37 months	60 months	60 months
Coupon (per annum) for NCD Holders in All Categories of Investors	8.26%	NA	8.30%	NA	8.40%	NA
Effective Yield (per annum) for NCD Holders in All Categories of Investors	8.26%	8.25%	8.30%	8.30%	8.39%	8.40%
Mode of Interest Payment			Through various modes available			
Redemption Amount (₹/ NCD) on Maturity for NCD Holders in All Categories of Investors	₹ 1,000	₹ 1,156.64	₹ 1,000	₹ 1,279.15	₹ 1,000	₹ 1,497.41
Maturity / Redemption Date (from the Deemed Date of Allotment)	22 months	22 months	37 months	37 months	60 months	60 months
Tut and Call Option			Not Applicable			

\*Our Company shall allocate and allot Series III NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.

With respect to Series wherein interest is to be paid on an annual basis, relevant interest will be paid on the anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual Series will be made at the time of redemption of the NCDs. Subject to applicable tax deducted at source, if any. For further details, please see the section entitled "Statement of Possible Tax Benefits Available to the Debenture Holders" on page 122 of the Tranche II Prospectus.

Please refer to "Annexure D" of the Tranche II Prospectus, for details pertaining to the cash flows of the Company in accordance with the SEBI Master Circular.

Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with foregoing for: blocking and, or seeking Allotment of NCDs pursuant to the Issue. For further details, see "Issue Procedure" and "Terms of the Issue" on page 278 and 258 of the Tranche II Prospectus.

**ASBA\***

Simple, Safe, Smart way of Application!!!

\*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check the section on ASBA below. Mandatory in public issues. No cheque will be accepted.



**UPI - Now available in ASBA for Retail Individual Investors. Bidders are required to ensure that the bank account used for bidding is linked to their PAN**

UNAPPORTIONED INTEREST

UPI is now available for Retail Individual Investors submitting bids up to an application value of ₹ 5,00,000, applying through Designated Intermediaries, SCBs or through the BSE Direct App/ESGID/IDB interface of stock exchanges or any other permitted methods. For details of the ASBA and UPI Process, refer to the details given in the Application Form and also refer to the section titled "Issue Procedure" beginning on page 278 of the Tranche II Prospectus. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. IDFC Bank Limited has been appointed as Sponsor Bank for the Tranche II Issue, in accordance with the requirement of the SEBI Master Circular dated August 10, 2021 on an amended.

NCD ALLOTMENT WILL BE MADE IN DEMATERIALIZED FORM ONLY. ALLOTMENT IN CONSULTATION WITH THE LEAD MANAGER AND THE DESIGNATED STOCK EXCHANGE SHALL BE MADE ON THE BASIS OF THE DATE OF UPLOADED EACH APPLICATION INTO THE ELECTRONIC PLATFORM OF THE STOCK EXCHANGES, IN EACH PROPORTION SUBJECT TO THE ALLOCATION RATIO. HOWEVER, FROM THE DATE OF OVER SUBSCRIPTION AND THEREAFTER, THE ALLOTMENTS WILL BE MADE TO THE APPLICANTS ON PROPORTIONATE BASIS. FOR FURTHER DETAILS REFER SECTION TITLED "ISSUE RELATED INFORMATION" ON PAGE 258 OF THE TRANCHE II PROSPECTUS DATED JULY 27, 2023.

Information required under Section 28 of Companies Act, 2013.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of our Company, see section titled "History and Certain Corporate Matters" on page 168 of the Tranche II Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of the Company is a document for registration in relation to the Tranche II Issue. For further details, see the section titled "Material Contracts and Documents for Inspection" on page 390 of the Tranche II Prospectus.

LIABILITY OF MEMBERS: Limited by shares. AMOUNT OF SHARE CAPITAL OF THE COMPANY AS ON JUNE 30, 2023: The Authorised Share Capital of the Company is ₹ 7,40,00,00,000 divided into 1,20,00,00,000 Equity Shares of face value of ₹ 2 each and 1,00,00,00,000 Preference Shares of ₹ 100 each. The Issued Share Capital is ₹ 1,14,38,06,912 divided into 82,29,33,456 Equity Shares of face value of ₹ 2 each. The Subscribed and Paid up Share Capital is ₹ 1,14,38,06,912 divided into 82,29,33,456 Equity Shares of face value of ₹ 2 each pursuant to forfeiture of 6,84,50,000 shares of ₹ 1 per share aggregating to ₹ 6,84,50,000.

NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED FOR BY THEM AT THE TIME OF SIGNING: Give the names of the signatories of the Memorandum of Association of the Company and the number of equity shares subscribed of face value of ₹ 10/- each by them at the time of signing of Memorandum of Association: A.M.M. Arunachalam, J.V. Somanayagam, A.R. Damodaran, M.V. Arunachalam, B.S. Badrathi, C.D. Gopinath and M.A. Alagappan were allotted 150, 100, 100, 100, 100 and 100 Equity Shares respectively at the time of incorporation of the Company aggregating to 750 Equity Shares of face value of ₹ 10/- each.

LISTING: The NCDs offered through the Tranche II Prospectus and the Shelf Prospectus are proposed to be listed on BSE and NSE. Our Company has received an "in-principle" approval from BSE by way of its letter bearing reference number DCS(MP)-BOND/0022-23 dated April 13, 2023 and from NSE by way of its letter bearing reference number NSELIST/02030090 dated April 13, 2023. NSE shall not be Designated Stock Exchange.

GENERAL RISKS: 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 informed 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 "Risk Factors" on page 15 and "Material Developments" on page 256 of the Tranche II Prospectus. 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 Tranche II Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), RoC or any stock exchange in India nor do they guarantee the accuracy or adequacy of the document.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Draft Offer Document has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Tranche II Prospectus for the full text of the "Disclaimer Clause of BSE".

DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Tranche II Prospectus for the full text of the "Disclaimer Clause of NSE".

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed as compliance with various statutory requirement approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of the Company, its promoters, its management or any scheme or project of this Company. It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process.

DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM: It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process. It is to be distinctly understood that the permission given by the NSE to use their network and online platform for facilitating applications for public issue of NCDs shall not in any way be deemed or construed as compliance with various statutory and other requirements by the Company. NSE is, cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Tranche II Prospectus for the full text of the "Disclaimer Clause of NSE".

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This is an advertisement issued, pursuant to Regulation 30(1) and Schedule V of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, for information purpose only.



## CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED

Our Company was originally incorporated as a public limited company under the name of 'Cholamandalam Investment and Finance Company Limited' under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Tamil Nadu at Chennai ('RoC') on August 17, 1976. It commenced its business pursuant to a certificate of commencement of business dated November 22, 1978 issued by the RoC. The name of our Company was changed to 'Cholamandalam DBS Finance Limited' pursuant to a fresh certificate of incorporation issued by the RoC on August 12, 2008 and was subsequently changed to 'Cholamandalam Investment and Finance Company Limited' pursuant to a fresh certificate of incorporation issued by the RoC on June 2, 2010. The CIN of our Company is L65939TN1976PLC007576. We have obtained a certificate of registration dated June 9, 2011, bearing number R0-00306 issued by the RBI to commence carry on the business of non-banking financial institution under Section 45-IA of the RBI Act, 1934 and another certificate of registration dated December 15, 2022, bearing number R47-00865, to commence carry on the factoring business without accepting public deposits. Further, our Company has also been classified as NBFC-NCI. For more information about our Company, please see "General Information" and "History and Certain Corporate Matters" on page 40 and 168 respectively of the Tranche II Prospectus.

Corporate Identity Number: L65939TN1976PLC007576; PAN: AAAC02126H  
Registered and Corporate Office: Dare House, No. 2, N.S.C. Bose Road, Parrys, Chennai 600 001, Tamil Nadu, India; Tel: +91 44 4090 7172; Website: www.cholamandalam.com; Email: investors@chola.munugappa.com  
Company Secretary and Compliance Officer: P. Sujatha; Tel: +91 44 4090 7172; Email: sujatha@chola.munugappa.com; Chief Financial Officer: D. Anil Selvan; Tel: +91 44 4090 7172; Email: anilselvan@chola.munugappa.com

### THE ISSUE

**PUBLIC ISSUE BY CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED, RATED, REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("NCDs") FOR AN AMOUNT AGGREGATING UP TO ₹ 500 CRORES ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 1000 CRORE, AGGREGATING UP TO ₹ 1,500 CRORE (HEREINAFTER REFERRED TO AS THE "TRANCHE II ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹ 5,000 CRORES AND IS BEING OFFERED BY WAY OF THE TRANCHE II PROSPECTUS DATED JULY 27, 2023, CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE II ISSUE ("TRANCHE II PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED APRIL 19, 2023 AND ADDENDUM DATED AUGUST 1, 2023 ("ADDENDUM"). EACH AS AMENDED ("SHELF PROSPECTUS" AND COLLECTIVELY WITH THE TRANCHE II PROSPECTUS AND ADDENDUM, THE "PROSPECTUS") FILED WITH THE REGISTRAR OF COMPANIES, TAMIL NADU AT CHENNAI ("ROCI"), STOCK EXCHANGES AND SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"). THIS TRANCHE II ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED (THE "SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT, 2013") TO THE EXTENT NOTIFIED AND THE SEBI MASTER CIRCULAR.**

**Credit Rating: "IND AA+/Stable" by India Ratings & Research Private Limited and "ICRA/AA+ (Stable)" by ICRA Limited | Allotment on first come first serve basis**

\*Allotment in the public issue of debt securities shall be made on the basis of date of upload of each application into the electronic book of the Stock Exchanges in accordance with the SEBI Master Circular. However, from the date of over subscription and thereafter, the allotments will be made to the applicants on proportionate basis. For further details refer section titled "Issue Related Information" on page 258 of the Tranche II Prospectus.

## TRANCHE II ISSUE CLOSES TODAY: THURSDAY, AUGUST 3, 2023\*

**Last date for submitting applications is Thursday, August 3, 2023**

\*Pursuant to the Tranche II Prospectus dated July 27, 2023, the Tranche II Issue opened on Friday, July 28, 2023 and was scheduled to close on Thursday, August 10, 2023, with an option for early closure or extension in compliance of Regulation 33A of the SEBI NCS Regulations, by such period as may be decided by the Board of Directors of our Company or the Debenture Committee thereof. In terms of the Tranche II Prospectus, our Company has exercised the option of early closure and the Debenture Committee has resolved to extend the Tranche II Issue on Thursday, August 3, 2023, in compliance of Regulation 33A of the SEBI NCS Regulations. In terms of the Tranche II Prospectus, our Company is giving this public notice of such early closure. Application Forms for the Tranche II Issue will be accepted only from 10:00 a.m. to 5:00 p.m. on such extended time as may be permitted by the Stock Exchanges, on Working Days during the Tranche II Issue Period. On the Tranche II Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchanges. Further, pending mandatory requirements for bids placed on the last day of bidding will be validated by 5:00 p.m. on Working Day post the Tranche II Issue Closing Date i.e., August 3, 2023. For further details, see "Issue Related Information" on page 258 of the Tranche II Prospectus.

### OUR PROMOTERS

Our Promoters are Cholamandalam Financial Holdings Limited, Ambadi Investments Limited, M.V. Subbiah, M.A. Alagappan, A. Vellayan, A. Venkatchalam, M.M. Murugappa, M.M. Venkatchalam, S. Vellayan, Arun Alagappan, M.M. Veerappan, V. Narayanan, V. Arunachalam, M.M. Muthiah, M.M. Muthiah, Arun Venkatchalam, M.V. Subbaraman, M.V. Murugappa HUF, M.V. Subbiah HUF, M.A. Alagappan HUF, M.A. Venkatchalam HUF, M.M. Murugappa HUF, M.M. Arunachalam HUF, M.M. Venkatchalam HUF, M.M. Muthiah HUF, M.M. Arunachalam HUF, Murugappa & Sons (M.V. Subbiah, M.A. Alagappan & M.M. Murugappa hold shares on behalf of the firm) Tube Investments of India Limited, Coramandel International Limited, Ambadi Estates Private Limited, Coramandel Enterprises Limited, Carborundum Universal Limited, E.I.D. Parry (India) Limited, M.A. Alagappan (holds shares on behalf of Kadamane Estates), Tel: +91 44 4090 7172; Email: investors@chola.munugappa.com. For further details, see "Our Promoters" beginning on page 165 of the Tranche II Prospectus.

THE FOLLOWING IS A SUMMARY OF THE TERMS AND CONDITIONS OF THE NCDs TO BE ISSUED PURSUANT TO THE TRANCHE II PROSPECTUS

Series	I	II	III	IV	V	VI
Frequency of Interest Payment	Annual	Cumulative	Annual	Cumulative	Annual	Cumulative
Minimum Application	₹ 10,000 (10 NCDs) across all series					
In Multiples of thereafter (₹)	₹ 1,000 (1 NCD)					
Face Value/ Issue Price of NCDs (₹ NCD)	₹ 1,000					
Tenor	22 months	22 months	37 months	37 months	60 months	60 months
Coupon (Yield per annum) for NCD Holders in all Categories of Investors	8.25%	NA	8.30%	NA	8.40%	NA
Effective Yield (Yield per annum) for NCD Holders in all Categories of Investors	8.26%	8.25%	8.30%	8.30%	8.39%	8.40%
Mode of Interest Payment	Through various modes available					
Redemption Amount (₹ NCD) on Maturity for NCD Holders in all Categories of Investors	₹ 1,000	₹ 1,156.64	₹ 1,000	₹ 1,279.15	₹ 1,000	₹ 1,497.41
Maturity / Redemption Date (on the Deemed Date of Allotment)	22 months	22 months	37 months	37 months	60 months	60 months
Put and Call Option	Not Applicable					

\*Our Company shall allocate and allot Series II NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.

With respect to Series where interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual Series will be made at the time of redemption of the NCDs. Subject to applicable tax deducted at source, if any. For further details, please see the section entitled "Statement of Possible Tax Benefits Available to the Debenture Holders" on page 122 of the Tranche II Prospectus.

Please refer to "Annexure D" of the Tranche II Prospectus, for details pertaining to the cash flows of the Company in accordance with the SEBI Master Circular.

Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to the Issue. For further details, see "Issue Procedure" and "Terms of the Issue" on page 278 and 258 of the Tranche II Prospectus.

**ASBA \*** Simple, Safe, Smart way of Application!!!

\*Applications supported by Blocked Amount ("ASBA") is a better way of applying for issues by simply blocking the fund in the bank account. For further details, check section on ASBA below. Mandatory in public issues. No cheque will be accepted.



**UPI - Now available in ASBA for Retail Individual Investors. Bidders are required to ensure that the bank account used for bidding is linked to their PAN**

UPI is now available for Retail Individual Investors submitting bids up to an application value of ₹ 5,00,000, applying through Designated Intermediaries, SCBSs or through the BSE Direct App/NSCgIDB / Web interface of stock exchanges or any other permitted methods. For details of the ASBA and UPI Process, refer to the details given in the Application Form and also refer to the section titled "Issue Procedure" beginning on page 278 of the Tranche II Prospectus. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. HFC Bank Limited has been appointed as Sponsor Bank for the Tranche II Issue, in accordance with the requirement of the SEBI Master Circular dated August 10, 2023 on an interim basis.

**NCDs ALLOTMENT WILL BE MADE IN DEMATERIALIZED FORM ONLY. ALLOTMENT IN CONSOLIDATED FORM WITH THE LEAD MANAGER AND THE DESIGNATED STOCK EXCHANGE SHALL BE MADE ON THE BASIS OF THE DATE OF UPLOAD OF EACH APPLICATION INTO THE ELECTRONIC PLATFORM OF THE STOCK EXCHANGES, IN EACH PROPORTION SUBJECT TO THE ALLOCATION RATIO.** HOWEVER, FROM THE DATE OF OVER SUBSCRIPTION AND THEREAFTER, THE ALLOTMENTS WILL BE MADE TO THE APPLICANTS ON PROPORTIONATE BASIS. FOR FURTHER DETAILS REFER SECTION TITLED "ISSUE RELATED INFORMATION" ON PAGE 258 OF THE TRANCHE II PROSPECTUS DATED JULY 27, 2023.

Information required under Section 30 of Companies Act, 2013:

**CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS:** For information on the main objects of our Company, see section titled "History and Certain Corporate Matters" on page 165 of the Tranche II Prospectus and Clause II of the Memorandum of Association of the Company. The Memorandum of Association of the Company is a document for inspection in relation to the Tranche II Issue. For further details, see the section titled "Material Contracts and Documents for Inspection" on page 360 of the Tranche II Prospectus.

**LIABILITY OF MEMBERS:** Limited by shares  
**AMOUNT OF SHARE CAPITAL OF THE COMPANY AS ON JUNE 30, 2023:** The Authorised Share Capital of the Company is ₹ 7,40,00,00,00,000 divided into 1,20,00,00,000 Equity Shares of face value of ₹ 2 each and 5,00,00,00,00,000 Preference Shares of ₹ 100 each. The Issued Share Capital is ₹ 1,64,58,06,91,212 divided into 82,29,03,456 Equity Shares of face value of ₹ 2 each. The Subscribed and Paid up Share Capital is ₹ 1,64,44,39,372 divided into 82,22,19,686 Equity Shares of face value of ₹ 2 each pursuant to forfeiture of 6,54,500 shares (₹ 1 per share) aggregating to ₹ 6,54,500.

**NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED FOR BY THEM AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION:** Given are the names of the signatories of the Memorandum of Association of the Company and the number of equity shares subscribed of face value of ₹ 10/- each by them at the time of signing of Memorandum of Association: M.M. Arunachalam, S. V. Somyajulu, A.R. Dhandapani, M.V. Arunachalam, B.S. Bhatnagar, C.D. Gopinath and M.A. Alagappan were allotted 150, 100, 100, 50, 100 and 100 Equity Shares respectively at the time of incorporation of the Company aggregating to 700 Equity Shares of face value of ₹ 10/- each.

**LISTING:** The NCDs offered through the Tranche II Prospectus and the Shelf Prospectus are proposed to be listed on BSE and NSE. Our Company has received an in-principle approval from BSE by way of a letter bearing reference number CDS/BMP/ BOND/2023/24 dated April 13, 2023 and from NSE by way of its letter bearing reference number NSE/ISTD/2023/0090 dated April 13, 2023. NSE shall be the Designated Stock Exchange.

**GENERAL RISKS:** 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 own examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under "Risk Factors" on page 15 and "Material Developments" on page 256 of the Tranche II Prospectus. 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 Tranche II Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), RoC or any stock exchange in India nor do they guarantee the accuracy or adequacy of the document.

**DISCLAIMER CLAUSE OF BSE:** It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Draft Offer Document has been cleared or approved by BSE nor does it indicate the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Tranche II Prospectus for the full text of the "Disclaimer Clause of BSE".

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