



Press Release

Trucap Finance Limited

June 03, 2025

Ratings

Instrument / Facility	Amount (Rs. crore)	Current Ratings	Previous Ratings	Rating Action	Complexity Indicator
Fund Based Bank Facilities – Term Loan	107.41	IVR BBB / RWDI (IVR Triple B with Rating Watch with Developing Implications)	IVR BBB / RWDI (IVR Triple B with Rating Watch with Developing Implications)	Rating reaffirmed and continued on watch with developing implications	Simple
Fund Based Bank Facilities – Overdraft	20.00	IVR BBB / RWDI (IVR Triple B with Rating Watch with Developing Implications)	IVR BBB / RWDI (IVR Triple B with Rating Watch with Developing Implications)	Rating reaffirmed and continued on watch with developing implications	Simple
Fund Based Bank Facilities-Proposed	57.59	IVR BBB / RWDI (IVR Triple B with Rating Watch with Developing Implications)	IVR BBB / RWDI (IVR Triple B with Rating Watch with Developing Implications)	Rating reaffirmed and continued on watch with developing implications	Simple
Proposed Non – Convertible Debentures (NCD)	100.00	IVR BBB / RWDI (IVR Triple B with Rating Watch with Developing Implications)	IVR BBB / RWDI (IVR Triple B with Rating Watch with Developing Implications)	Rating reaffirmed and continued on watch with developing implications	Simple
Total	285.00 (Rupees Two Hundred and Eighty-Five Crore Only)				

Details of Facilities/Instruments are in Annexure 1. Facility wise lender details are at Annexure 2. Detailed explanation of covenants is at Annexure 3.

Detailed Rationale:



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The continuation in rating watch with developing implications on the ratings assigned to the bank facilities / NCDs of Trucap Finance Limited (TFL) reflects uncertainties surrounding the announcement of proposed acquisition of TFL by the Marwadi Chandarana Group (MCG) through its entity namely Marwadi Chandarana Intermediaries Brokers Private Limited (MCIBPL rated IVR A- / Stable & IVR A2+ vide PR dated January 30, 2025) which is still subject to regulatory approvals and fulfilment of key conditions. Infomerics notes that the transaction involves a significant change in ownership, strategy, and capital structure, and while it offers potential for operational revival and growth through an Rs. 207 crore equity infusion from a financially strong acquirer i.e. MCIBPL, TFL's current financial stress, asset quality concerns, and the execution risks related to the deal and open offer process necessitates close monitoring. Infomerics also notes that the binding term sheet signed between TFL and InCred Financial Services Limited for the transfer of its gold loan business by way of a slump sale has been amicably terminated.

Additionally, Infomerics ratings has reaffirmed the ratings assigned to the bank facilities / NCDs of TFL which continues to derive strength from comfortable capitalisation, moderation in AUM levels, experienced promoters backed by reputed board members.

The ratings are however partially constrained weak asset quality and pressure on profitability due to high-cost income ratio.

Key Rating Sensitivities:

Upward Factors

- Substantial & sustained scaling up its AUM, while improving the asset quality indicators along with adequate capital position and profitability.

Downward Factors

- Any substantial decline in scale of operations, asset quality and/or capitalization levels.

List of Key Rating Drivers with Detailed Description



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Key Rating Strengths

Comfortable Capitalisation:

TFL's capitalisation levels continues to remain comfortable at 24.00% as on 31st March 2025 (FY24: 24.47%) which is well above the minimum regulatory requirements. As on 31st March 2025, TFL's book tangible net worth stood at Rs. 155.58 crore down from Rs. 204.54 crore as on 31st March 2024 on account of losses in FY25. Infomerics notes that TFL's capital structure is expected to improve following the proposed capital infusion from MCIBPL. Infomerics will continue to monitor developments related to the proposed acquisition by MCIBPL.

Moderation in AUM levels:

During FY25, TFL's total AUM (on book as well-off book) has declined by ~19% as compared to FY24 to Rs.832.60 crore (FY24: 1,031.13 crore) on account of funding issues faced by the company due to the demise of a key member of the promoter family coupled with modest disbursements amid cautious MSME lending environment. Gold loan segment constitutes ~49% of AUM, while MSME segment accounts for ~39% and newly launched green energy segment accounts for ~11% at the end of FY25. Ability to grow AUM amidst proposed equity infusion in the medium term will be a key monitorable.

Experienced promoters backed by reputed board members:

TFL is managed by experienced promoters and management who has cumulative experience of more than 4 decades in the industry. They are supported by other seasoned professionals in the industry on the management panel. The Board of Directors actively participates in overseeing the company's business operations, including strategic decision-making, policy formulation, and risk management, ensuring robust governance and guidance.

Key Rating Weaknesses



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Weak Asset Quality:

TFL's asset quality has been deteriorated with GNPA and NNPA is at 3.69% and 2.17% respectively for FY25 (FY24:1.33% & 0.83% respectively). Asset quality has been deteriorated with higher delinquencies in the MSME business loan segment coupled with decline in AUM, driven by portfolio run-off and limited disbursements during FY'25. Ability to improve the asset quality will remain key rating monitorable

Pressure on profitability due to high-cost income ratio:

TFL's profitability has shown a significant decline with a loss of Rs 66.66 crore in FY25 from a profit of Rs. 11.71 crore in FY24 in absolute terms on account of impairment and provision of ~Rs. 72.80 which includes provision of ~Rs. 26 crores towards investment in subsidiary for development of the tech platform (intangible assets) and Rs. 25.8 crores towards loans & advances which include Rs. 17 crores for business loan & Rs. 8 crores towards gold loan whereas the remaining was used to provide for future contingencies in loans and receivables. However, its NIM has improved to 14.23% in FY25 from 7.29% in FY24 driven by significantly higher interest spread which has increased to 16.57% in FY25 from 8.43% in FY24 on account of higher yield on advances. Furthermore, TFL's cost to income ratio continues to remain high at 105.68% in FY25 (FY24: 105.32%) on account of high interest expenses. Going forward, TFL's ability to improve profitability by bringing down the overall cost to income ratio will remain a key rating monitorable.

Intense Competition:

TFL is exposed to stiff competition from other NBFCs and banks. The lending industry focused on SMEs and small ticket loans is highly fragmented with unorganized lenders also vying for the same set of borrowers. However, TFL's professional management and focused approach towards SME lending and conservative underwriting policy standards is expected to grow its business while mitigating the risks.

Analytical Approach: Standalone

Applicable Criteria:

[Rating Methodology for Financial Institutions/NBFCs](#)



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[Financial Ratios and Interpretation \(Financial Sector\)](#)

[Criteria for assigning Rating outlook.](#)

[Policy on Default Recognition](#)

[Complexity Level of Rated Instruments/Facilities](#)

[Policy for Placing Ratings on Rating Watch](#)

Liquidity – Adequate

As of March 31, 2025, the asset-liability management statement of TFL indicated no negative cumulative mismatches in all the buckets. As on 31st March 2025, TFL's cash and cash equivalent stood at a healthy Rs. 39.02 crore. Additionally, as of March 31, 2025, TFL has maintained a comfortable capital adequacy ratio (CAR) of 24.00%.

About the Company:

Incorporated in 1994, Dhanvarsha Finvest Limited is a listed entity and RBI registered NBFC. 4 A change in management was effective from June 2017 and Wilson Group took over the reins. The company is listed on the BSE. The company's name got changed from Dhanvarsha Finvest Limited to Trucap Finance Limited (TFL) effectively from August 4, 2022.

Financials (Standalone):

(Rs. crore)

For the year ended* / As on	31-03-2024	31-03-2025
	Audited	Audited
Total Income	161.31	199.26
PAT	11.71	-66.61
Tangible Net worth	204.54	155.88
Total Loan Assets (on book)	597.82	470.36
Ratios		
NIM (%)	7.29	14.23
ROTA (%)	1.51	NM#
Interest Coverage (times)	0.89	0.20
Total CAR (%)	24.54	24.00
Gross NPA [Stage III] (%)	1.33	3.69
Net NPA [Stage III] (%)	0.83	2.17

* Classification as per Infomerics' standard

#Not meaningful as company has reported losses in FY25



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Status of non-cooperation with previous CRA: None

Any other information: None

Rating history for past three years:

Sr. No.	Name of Security/Facilities	Current Ratings (Year 2025 - 26)			Rating History for the past 3 years		
		Type (Long Term/Short Term)	Amount outstanding (Rs. Crore)	Rating	Date(s) & Rating(s) assigned in 2024 - 25	Date(s) & Rating(s) assigned in 2023 - 24	Date(s) & Rating(s) assigned in 2022 - 23
1.	Fund Based Bank Facilities – Term Loan	Long Term	107.41	IVR BBB / RWDI (June 03, 2025)	IVR BBB / RWDI (Mar 04, 2025) IVR BBB+ / RWDI (Feb 25, 2025) IVR BBB+ / RWDI (Jan 15, 2025) IVR BBB+ / Stable (Sept 27, 2024)	IVR BBB+ / Stable (March 30, 2024) IVR BBB+ / Stable (May 16, 2023)	IVR BBB+ / Stable (Jan 13, 2023) IVR BBB / Positive (June 17, 2022)
2.	Fund Based Bank Facilities – Term Loan	Long Term	0.00	--	-- Withdrawn	IVR BBB+ / Stable	IVR BBB+ / Stable



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Sr. No.	Name of Security/Facilities	Current Ratings (Year 2025 - 26)			Rating History for the past 3 years		
		Type (Long Term/Short Term)	Amount outstanding (Rs. Crore)	Rating	Date(s) & Rating(s) assigned in 2024 - 25	Date(s) & Rating(s) assigned in 2023 - 24	Date(s) & Rating(s) assigned in 2022 - 23
					(Feb 25, 2025) IVR BBB+ / RWDI (Jan 15, 2025) IVR BBB+ / Stable (Sept 27, 2024)	(March 30, 2024) IVR BBB+ / Stable (May 16, 2023)	(Jan 13, 2023) IVR BBB / Positive (June 17, 2022)
3.	Fund Based Bank Facilities – Overdraft	Long Term	20.00	IVR BBB / RWDI (June 03, 2025)	IVR BBB / RWDI (Mar 04, 2025) IVR BBB+ / RWDI (Feb 25, 2025) IVR BBB+ / RWDI (Jan 15, 2025) IVR BBB+ / Stable	IVR BBB+ / Stable (March 30, 2024) IVR BBB+ / Stable (May 16, 2023)	IVR BBB+ / Stable (Jan 13, 2023) IVR BBB / Positive (June 17, 2022)



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Sr. No.	Name of Security/Facilities	Current Ratings (Year 2025 - 26)			Rating History for the past 3 years		
		Type (Long Term/Short Term)	Amount outstanding (Rs. Crore)	Rating	Date(s) & Rating(s) assigned in 2024 - 25	Date(s) & Rating(s) assigned in 2023 - 24	Date(s) & Rating(s) assigned in 2022 - 23
					(Sept 27, 2024)		
4.	Fund Based Bank Facilities – Term Loan	Long Term	0.00	--	-- Withdrawn (Sept 27, 2024)	IVR BBB+ / Stable (March 30, 2024) IVR BBB+ / Stable (May 16, 2023)	IVR BBB+ / Stable (Jan 13, 2023) IVR BBB / Positive (June 17, 2022)
5.	Fund Based Bank Facilities-Proposed	Long Term	57.59	IVR BBB / RWDI (June 03, 2025)	IVR BBB / RWDI (Mar 04, 2025) IVR BBB+ / RWDI (Feb 25, 2025) IVR BBB+ / RWDI (Jan 15 2025) IVR BBB+ / Stable	IVR BBB+ / Stable (March 30, 2024) IVR BBB+ / Stable (May 16, 2023)	IVR BBB+ / Stable (Jan 13, 2023) IVR BBB / Positive (June 17, 2022)



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Sr. No.	Name of Security/Facilities	Current Ratings (Year 2025 - 26)			Rating History for the past 3 years		
		Type (Long Term/Short Term)	Amount outstanding (Rs. Crore)	Rating	Date(s) & Rating(s) assigned in 2024 - 25	Date(s) & Rating(s) assigned in 2023 - 24	Date(s) & Rating(s) assigned in 2022 - 23
					(Sept 27, 2024)		
6.	Proposed Non – Convertible Debentures (NCD)	Long Term	100.00	IVR BBB / RWDI (June 03, 2025)	IVR BBB / RWDI (Mar 04, 2025) IVR BBB+ / RWDI (Feb 25, 2025) IVR BBB+ / RWDI (Jan 15, 2025) IVR BBB+ / Stable (Sept 27, 2024)	--	--

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About Infomerics:

Infomerics Valuation and Rating Ltd (Infomerics) [Formerly Infomerics Valuation and Rating Pvt. Ltd] was founded in the year 1986 by a team of highly experienced finance professionals for research and risk evaluation. Infomerics commenced its activities as External Credit Assessment Institution after obtaining registration from Securities Exchange Board of India (SEBI) and accreditation from Reserve Bank of India (RBI).

Adhering to best international practices and maintaining high degree of ethics, the team of analysts at Infomerics deliver quality credit ratings. Infomerics evaluates wide range of debt instruments which helps corporates access to financial markets and provides investors credit ratings backed by in-depth research. The transparent, robust, and credible ratings have gained the confidence of investors and the banks.

Infomerics has a pan India presence with Head Office in Delhi and Corporate Office at Mumbai, with branches in major cities and representatives in several locations.

Infomerics also has international presence with credit rating operations in Nepal through its JV subsidiary.

For more information and definition of ratings please visit www.infomerics.com.

Disclaimer: Infomerics ratings are based on information provided by the issuer on an 'as is where is' basis. Infomerics credit ratings are an opinion on the credit risk of the issue / issuer and not a recommendation to buy, hold or sell securities. Infomerics reserves the right to change or withdraw the credit ratings at any point in time. Infomerics ratings are opinions on financial statements based on information provided by the management and information obtained from sources believed by it to be accurate and reliable. The credit quality ratings are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. We, however, do not guarantee the accuracy, adequacy or completeness of any information, which we accepted and presumed to be free from misstatement, whether due to error or fraud. We are not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by us have paid a credit rating fee, based on the amount and type of bank facilities/instruments. In case of partnership/proprietary concerns/Association of Persons (AOPs), the rating assigned by Infomerics is based on the capital deployed by the partners/proprietor/ AOPs and the financial strength of the firm at present. The rating may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor/ AOPs in addition to the financial performance and other relevant factors.



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Annexure 1: Instrument/Facility Details –

Name of Facility/ Security	ISIN	Date of Issuance	Coupon Rate/ IRR	Maturity Date	Size of Facility (Rs. Crore)	Listing Status	Rating Assigned/ Outlook
Fund Based Bank Facilities – Term Loan	--	--	--	Valid up to Dec 2026	107.41	--	IVR BBB / RWDI
Fund Based Bank Facilities – Overdraft	--	--	--	Revolving	20.00	--	IVR BBB / RWDI
Fund Based Bank Facilities-Proposed	--	--	--	--	57.59	--	IVR BBB / RWDI
Proposed Non – Convertible Debentures (NCD)	--	--	--	--	100.00	Proposed to be listed	IVR BBB / RWDI

Annexure 2: Facility wise lender details:

<https://www.infomerics.com/admin/prfiles/len-trucap-june25.pdf>

Annexure 3: Detailed explanation of covenants of the rated Security/facilities:

1. Proposed NCD of issue size Rs. 50 crore

Type of instrument	Non-convertible debentures
Nature of instrument	Rated Unsubordinated Secured Transferable Redeemable Fully Paid Non-Convertible Debentures.
Ranking	Unsubordinated
Security requirements	Debentures shall be secured as per the terms and conditions stipulated under the heading ' Security Creation ' hereunder.
ISSUE DETAILS	
Mode of Issue	Private Placement
Form of issue	Debentures will be issued in dematerialized form
Issue size	INR. 50,00,00,000 (Indian Rupees Fifty Crores only)
Tenor	TBD
Face value	INR. 1,00,000/- (Indian Rupees one lakhs only)
Minimum Subscription	INR 50,00,00,000/-



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Issue price	Debentures will be issued at par.
Issue Timing	TBD
Issuance mode of the Instrument	Dematerialised form
Trading Mode of the Instrument	Dematerialised form
Settlement mode of the Instrument	Dematerialised form
REDEMPTION	
Redemption Amount	Effective Coupon Amount to be determined as per method of calculation set out in Schedule I.
Scheduled Redemption	TBD
Redemption Date	TBD
Majority Debenture Holders	75% of the Debenture Holders by value.
COUPON PAYMENT	
Coupon Rate	Effective Coupon Amount per Debenture shall be paid by the Company to the Debenture Holders as interest on the Redemption Date, as the case may be. The said 'Effective Coupon Amount' being the interest amount to be paid per Debenture by the Issuer to the Debenture Holders shall be determined in accordance with the method of calculation set out in Schedule I (<i>Method of calculation of Effective Coupon Amount</i>) hereto.
Coupon Payment Frequency	TBD
Coupon Payment Dates	As mentioned in Schedule I
Default interest	2.00 % (Five -point Zero Zero percent)
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)	Not Applicable
CONVENTIONS	
Day Count Basis	Actual/Actual
Business Day	Means any day, other than a public holiday under Section 25 of the Negotiable Instruments Act, 1881 or a Sunday, on which banks are open for general business in Mumbai;
Business Day Convention	(a) If the date of payment of any interest in respect of the Debentures falls on a day that is not a Business Day, such



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	<p>payment of interest shall be made on the next occurring Business Day;</p> <p>(b) If the date of payment of any redemption amount falls on a day that is not a Business Day, such payment of instalment shall be made on the immediately preceding Business Day; and</p> <p>(c) If the Redemption Date as the case may be, falls on a day that is not a Business Day, such payment of interest and redemption amount shall be made on the immediately preceding Business Day.</p>
THIRD PARTY OBLIGATIONS	
Guarantor(s)	TBD
Credit Enhancer(s)	Not Applicable
Other Obligor(s)	No
OTHER COVENANTS	
Debenture Redemption Reserve	If so applicable for the Issue, the Issuer shall create debenture redemption reserve in accordance with the Companies Act, 2013 (and Rules thereunder) and in terms thereof earmark an amount not less than 15% of the amount maturing during the year ending on the 31 st day of March of the next year by way of investment and deposits in specified securities on or before the 30 th day of April in each year.
Related Party Transactions	Issuer shall not, without the prior written consent of the Debenture Trustee, enter into any transaction(s) with a related party other than remuneration payments made to Directors and key management person (KMP) in the ordinary course of business. For the purposes of this clause, the term 'related party' shall have the meaning ascribed to them in section 2 (76) of the Companies Act, 2013 (and the Rules framed thereunder).
Affirmative Covenants	TBD
Negative Covenants	TBD
Events of Default (including manner of voting/conditions of joining Inter Creditor Agreement)	TBD
Provisions related to Cross Default	As mentioned in the Debenture Trust Deed
Role and Responsibilities of Debenture Trustee	As mentioned in the Debenture Trust Deed
Reporting Covenants	TBD



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Financial Covenants	TBD
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2. Proposed NCD of issue size Rs. 10 crore

Type of instrument	Non-convertible debentures
Nature of instrument	Rated Unsubordinated Secured Transferable Redeemable Fully Paid Non-Convertible Debentures.
Ranking	Unsubordinated
Security requirements	Debentures shall be secured as per the terms and conditions stipulated under the heading ' Security Creation ' hereunder.
ISSUE DETAILS	
Mode of Issue	Private Placement
Form of issue	Debentures will be issued in dematerialized form
Issue size	INR. 10,00,00,000 (Indian Rupees Ten Crores only)
Tenor	TBD
Face value	INR. 1,00,000/- (Indian Rupees one lakhs only)
Minimum Subscription	INR 1,00,00,000/- (One Crore)
Minimum Application and in multiples of thereafter	INR 1,00,00,000/- (one Crore) and in multiples of INR. 1,00,000/- (Indian Rupees one lakhs only)
Interest on Application Money	Interest shall be payable on all application monies received at the Coupon Rate from the date of realization of the application monies by the Issuer upto one day prior to the Deemed Date of Allotment and the same shall be paid to the relevant investors within 5 (five) Business Days from the Deemed Date of Allotment.
Issue price	Debentures will be issued at par.
Issue Timing	TBD
Record Date	Seven Calendar days
Issuance mode of the Instrument	Dematerialised form
Trading Mode of the Instrument	Dematerialised form
Settlement mode of the Instrument	Dematerialised form
REDEMPTION	
Redemption Amount	Effective Coupon Amount to be determined as per method of calculation set out in Schedule I.



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Scheduled Redemption	TBD
Redemption Date	TBD
Early Redemption	<p>Early redemption of the Debentures at the instance of the Issuer can be after the Lock-in Period (i.e., 365 days from the Deemed Date of Allotment), on any date other than the Final Redemption Date and not arising due to an Event of Default.</p> <p>Notwithstanding anything contained herein, any Early Redemption shall be subject to the consent of the Majority Debenture Holders. The Issuer shall give the Debenture Trustee and the Debenture Holders a written notice at least 30 (Thirty) days prior to the date of early redemption where consent of Debenture Holders shall be sought.</p>
Majority Debenture Holders	75% of the Debenture Holders by value.
Early Redemption Premium	5% (Five percent) on the principal amount prepaid.
COUPON PAYMENT	
Coupon Rate	Effective Coupon Amount per Debenture shall be paid by the Company to the Debenture Holders as interest on the Redemption Date, as the case may be. The said 'Effective Coupon Amount' being the interest amount to be paid per Debenture by the Issuer to the Debenture Holders shall be determined in accordance with the method of calculation set out in Schedule I (<i>Method of calculation of Effective Coupon Amount</i>) hereto.
Coupon Payment Frequency	TBD
Coupon Payment Dates	As mentioned in Schedule I
Default interest	5.00 % (Five -point Zero Zero percent)
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)	Not Applicable
CONVENTIONS	
Day Count Basis	Actual/Actual
Business Day	Means any day, other than a public holiday under Section 25 of the Negotiable Instruments Act, 1881 or a Sunday, on which banks are open for general business in Mumbai;
Business Day Convention	(d) If the date of payment of any interest in respect of the Debentures falls on a day that is not a Business Day, such payment of interest shall be made on the next occurring Business Day;



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	<p>(e) If the date of payment of any redemption amount falls on a day that is not a Business Day, such payment of instalment shall be made on the immediately preceding Business Day; and</p> <p>(f) If the Redemption Date as the case may be, falls on a day that is not a Business Day, such payment of interest and redemption amount shall be made on the immediately preceding Business Day.</p>
THIRD PARTY OBLIGATIONS	
Guarantor(s)	TBD
Credit Enhancer(s)	Not Applicable
Other Obligor(s)	No
OTHER COVENANTS	
Debenture Redemption Reserve	If so applicable for the Issue, the Issuer shall create debenture redemption reserve in accordance with the Companies Act, 2013 (and Rules thereunder) and in terms thereof earmark an amount not less than 15% of the amount maturing during the year ending on the 31 st day of March of the next year by way of investment and deposits in specified securities on or before the 30 th day of April in each year.
Related Party Transactions	Issuer shall not, without the prior written consent of the Debenture Trustee, enter into any transaction(s) with a related party other than remuneration payments made to Directors and key management person (KMP) in the ordinary course of business. For the purposes of this clause, the term 'related party' shall have the meaning ascribed to them in section 2 (76) of the Companies Act, 2013 (and the Rules framed thereunder).
Affirmative Covenants	TBD
Negative Covenants	TBD
Events of Default (including manner of voting/conditions of joining Inter Creditor Agreement)	TBD
Provisions related to Cross Default	As mentioned in the Debenture Trust Deed
Role and Responsibilities of Debenture Trustee	As mentioned in the Debenture Trust Deed
Reporting Covenants	TBD
Financial Covenants	TBD



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3. Proposed NCD issue of Rs. 30 crore

Type of instrument	Non-convertible debentures		
Nature of instrument	Rated Unsubordinated Secured Transferable Redeemable Fully Paid Non-Convertible Debentures.		
Ranking	Unsubordinated		
Security requirements	Debentures shall be secured as per the terms and conditions stipulated under the heading ' Security Creation ' hereunder.		
ISSUE DETAILS			
Mode of Issue	Private Placement		
Form of issue	Debentures will be issued in dematerialized form		
Issue size	INR. 30,00,00,000 (Indian Rupees Thirty Crores only)		
Tenor	24 months & 15 days		
Face value	INR. 1,00,000/- (Indian Rupees one lakhs only)		
Minimum Subscription	INR 10,00,00,000/- (One Crore)		
Minimum Application and in multiples of thereafter	INR 1,00,00,000/- (one Crore) and in multiples of INR. 1,00,000/- (Indian Rupees one lakhs only)		
Option to retain oversubscription (Amount)	Up to INR 10,00,00,000 (Indian Rupees Ten Crores Only)		
Interest on Application Money	Interest shall be payable on all application monies received at the Coupon Rate of 13.75% per annum from the date of realization of the application monies by the Issuer upto one day prior to the Deemed Date of Allotment and the same shall be paid to the relevant investors within 5 (five) Business Days from the Deemed Date of Allotment.		
Issue price	Debentures will be issued at par.		
Issue Timing		Issue Opening Date	TBD
		Issue Paying Date	TBD
		Issue Closing Date	TBD
		Deemed Date of Allotment	TBD
Record Date	Seven Calendar days		
Issuance mode of the Instrument	Dematerialised form		
Trading Mode of the Instrument	Dematerialised form		



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Settlement mode of the Instrument	Dematerialised form
REDEMPTION	
Redemption Amount	Effective Coupon Amount to be determined as per method of calculation set out in Schedule I.
Scheduled Redemption	Debentures shall be redeemed on a pro rata basis as set out in Schedule I (<i>Redemption Schedule</i>) hereto and shall be fully redeemed by the Redemption Date.
Redemption Date	TBD
Majority Debenture Holders	75% of the Debenture Holders by value.
Early Redemption Premium	5% (Five percent) on the principal amount prepaid.
COUPON PAYMENT	
Coupon Rate	Effective Coupon Amount per Debenture shall be paid by the Company to the Debenture Holders as interest on the Redemption Date, as the case may be. The said 'Effective Coupon Amount' being the interest amount to be paid per Debenture by the Issuer to the Debenture Holders shall be determined in accordance with the method of calculation set out in Schedule I (<i>Method of calculation of Effective Coupon Amount</i>) hereto.
Coupon Payment Frequency	Quarterly
Coupon Payment Dates	As mentioned in Schedule I
Default interest	5.00 % (Five -point Zero Zero percent)
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)	Not Applicable
CONVENTIONS	
Day Count Basis	Actual/Actual
Business Day	Means any day, other than a public holiday under Section 25 of the Negotiable Instruments Act, 1881 or a Sunday, on which banks are open for general business in Mumbai;
Business Day Convention	(g) If the date of payment of any interest in respect of the Debentures falls on a day that is not a Business Day, such payment of interest shall be made on the next occurring Business Day; (h) If the date of payment of any redemption amount falls on a day that is not a Business Day, such payment of instalment



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	<p>shall be made on the immediately preceding Business Day; and</p> <p>(i) If the Redemption Date as the case may be, falls on a day that is not a Business Day, such payment of interest and redemption amount shall be made on the immediately preceding Business Day.</p>
THIRD PARTY OBLIGATIONS	
Guarantor(s)	<p>Corporate Guarantee from WILSON HOLDINGS PRIVATE LIMITED</p> <p><u>Reporting covenants for Guarantor:</u></p> <p>The Guarantor shall furnish to the debenture holders following reports and information:</p> <ol style="list-style-type: none"> Provide all detailed financial information about the Guarantor within 30 (thirty) days of a request from the Debenture trustee / Debenture holders. Provide audited financial statements for that financial year as soon as the same is available, but in any event within 150 days after the end of each financial year. Details of all guarantees provided by the Guarantor. Provide Annual Financial Statements accompanied by updated details of all off balance sheet transactions of the Guarantor.
Credit Enhancer(s)	Not Applicable
Other Obligor(s)	No
Obligations to Key Shareholders	<p>Each of the persons designated as Key Shareholders shall not transfer or encumber the shares of the Wilson Holdings Private Limited ("Promoter") held by them respectively without the prior written consent of the debenture holders. Any change in the stake of the Key Shareholders of Promoter in the Promoter below the existing level set out in the following table shall require prior written consent of the debenture holders. However, any transfer of shares by Key Shareholders of Promoter within themselves shall not require prior written consent of the debenture holders. Any transfer of shares by Key Shareholders of Promoter within themselves shall be done with prior intimation to the debenture holders.</p>
OTHER COVENANTS	
Debenture Redemption Reserve	<p>If so applicable for the Issue, the Issuer shall create debenture redemption reserve in accordance with the Companies Act, 2013 (and Rules thereunder) and in terms thereof earmark an amount not less than 15% of the amount maturing during the year ending on the 31st day of March of the next year by way</p>



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	of investment and deposits in specified securities on or before the 30 th day of April in each year.
Environment, Social, Governance related covenants	As mentioned in Schedule II
Related Party Transactions	Issuer shall not, without the prior written consent of the Debenture Trustee, enter into any transaction(s) with a related party other than remuneration payments made to Directors and key management person (KMP) in the ordinary course of business. For the purposes of this clause, the term 'related party' shall have the meaning ascribed to them in section 2 (76) of the Companies Act, 2013 (and the Rules framed thereunder).
Affirmative Covenants	<ul style="list-style-type: none"> (a) To utilise the proceeds of this issue in accordance with applicable laws and regulations (b) To ensure presence of at least 1 independent director on its board at all times (c) To promptly inform notice of winding up / other legal proceedings (d) To promptly inform Material adverse effect (e) To provide the investor with access to data / information / meetings with the management team for periodical portfolio monitoring (f) To comply with corporate governance, fair practices code prescribed by RBI <p>And as set out in greater detail in the Debenture Trust Deed.</p>
Negative Covenants	<p>The issues shall take the prior written permission from the Investor / Debenture Trustee for the following:</p> <ul style="list-style-type: none"> (a) Mr. Rohanjeet Juneja ceasing to hold an executive position in the company (b) Change in shareholding, ownership or control; (c) Change in Promoter; (d) Any dilution of control over Board composition, other than appointment of independent directors (e) Mergers, acquisitions, investment in associates, JVs and subsidiaries including disposal of any of the above (f) Change in nature of business of the Company (g) Change in constitutional documents (h) Loans exceeding 15% of net worth to any single party and/or guarantees on behalf of third parties (i) Declare dividend on equity shares before payment of coupon due on the NCDs



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	<p>(j) Declare dividend on equity/preference shares before payment of coupon due on the NCDs when an Event of Default is subsisting</p> <p>(k) Change in auditors</p> <p>(l) Material compromise or settlement</p> <p>And as set out in greater detail in the Debenture Trust Deed.</p>
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4. Proposed NCD issue of Rs. 10 crore

Type of instrument	Non-convertible debentures
Nature of instrument	Rated Unsubordinated Secured Transferable Redeemable Fully Paid Non-Convertible Debentures.
Ranking	Unsubordinated
Security requirements	Debentures shall be secured as per the terms and conditions stipulated under the heading ' Security Creation ' hereunder.
ISSUE DETAILS	
Mode of Issue	Private Placement
Form of issue	Debentures will be issued in dematerialized form
Issue size	INR. 10,00,00,000 (Indian Rupees Ten Crores only)
Tenor	TBD
Face value	INR. 1,00,000/- (Indian Rupees one lakhs only)
Minimum Subscription	INR 10,00,00,000/- (One Crore)
Minimum Application and in multiples of thereafter	INR 1,00,00,000/- (one Crore) and in multiples of INR. 1,00,000/- (Indian Rupees one lakhs only)
Interest on Application Money	Interest shall be payable on all application monies received at the Coupon Rate from the date of realization of the application monies by the Issuer upto one day prior to the Deemed Date of Allotment and the same shall be paid to the relevant investors within 5 (five) Business Days from the Deemed Date of Allotment.
Issue price	Debentures will be issued at par.
Issue Timing	TBD
Record Date	Seven Calendar days
Issuance mode of the Instrument	Dematerialised form



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Trading Mode of the Instrument	Dematerialised form
Settlement mode of the Instrument	Dematerialised form
REDEMPTION	
Redemption Amount	Effective Coupon Amount to be determined as per method of calculation set out in Schedule I.
Scheduled Redemption	TBD
Redemption Date	TBD
Majority Debenture Holders	75% of the Debenture Holders by value.
Early Redemption Premium	5% (Five percent) on the principal amount prepaid.
COUPON PAYMENT	
Coupon Rate	Effective Coupon Amount per Debenture shall be paid by the Company to the Debenture Holders as interest on the Redemption Date, as the case may be. The said 'Effective Coupon Amount' being the interest amount to be paid per Debenture by the Issuer to the Debenture Holders shall be determined in accordance with the method of calculation set out in Schedule I (<i>Method of calculation of Effective Coupon Amount</i>) hereto.
Coupon Payment Frequency	TBD
Coupon Payment Dates	As mentioned in Schedule I
Step Up Coupon Rate	TBD
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)	Not Applicable
CONVENTIONS	
Day Count Basis	Actual/Actual
Business Day	Means any day, other than a public holiday under Section 25 of the Negotiable Instruments Act, 1881 or a Sunday, on which banks are open for general business in Mumbai;
Business Day Convention	<p>(j) If the date of payment of any interest in respect of the Debentures falls on a day that is not a Business Day, such payment of interest shall be made on the next occurring Business Day;</p> <p>(k) If the date of payment of any redemption amount falls on a day that is not a Business Day, such payment of instalment</p>



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	shall be made on the immediately preceding Business Day; and (I) If the Redemption Date as the case may be, falls on a day that is not a Business Day, such payment of interest and redemption amount shall be made on the immediately preceding Business Day.
THIRD PARTY OBLIGATIONS	
Guarantor(s)	TBD
Credit Enhancer(s)	Not Applicable
Other Obligor(s)	No
OTHER COVENANTS	
Debenture Redemption Reserve	If so applicable for the Issue, the Issuer shall create debenture redemption reserve in accordance with the Companies Act, 2013 (and Rules thereunder) and in terms thereof earmark an amount not less than 15% of the amount maturing during the year ending on the 31 st day of March of the next year by way of investment and deposits in specified securities on or before the 30 th day of April in each year.
Related Party Transactions	Issuer shall not, without the prior written consent of the Debenture Trustee, enter into any transaction(s) with a related party other than remuneration payments made to Directors and key management person (KMP) in the ordinary course of business. For the purposes of this clause, the term 'related party' shall have the meaning ascribed to them in section 2 (76) of the Companies Act, 2013 (and the Rules framed thereunder).
Affirmative Covenants	TBD
Negative Covenants	TBD
Events of Default (including manner of voting/conditions of joining Inter Creditor Agreement)	TBD
Provisions related to Cross Default	As mentioned in the Debenture Trust Deed
Role and Responsibilities of Debenture Trustee	As mentioned in the Debenture Trust Deed
Reporting Covenants	TBD
Financial Covenants	TBD



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Annexure 4: List of companies considered for consolidated analysis: Not Applicable

Note on complexity levels of the rated instrument: Infomerics has classified instruments rated by it on the basis of complexity and a note thereon is available at www.infomerics.com.

