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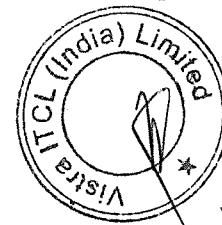
Reliance Capital Limited,
Reliance Centre, 6th Floor, North wing,
Off Western Express Highway,
Santacruz (East), Mumbai – 400 055

Kind Attn: Atul Tandon – Company Secretary and Compliance Officer

Sir,

Subject: Information relating to Non-compliance of terms and conditions under the Debenture Trust Deed dated 24th February 2012, 24th May 2012, 9th August 2012, 30th Oct 2012, 27th December 2012, 12th March 2013, 14th May 2013, 30th July 2013, 14th March 2014, 10th December 2014, 24th October 2016, 21st July 2017 & 18th July 2018

1. This is with reference to non-convertible, listed, secured debentures aggregating to Rs. 16445,92,00,000/- (Rupees Sixteen Thousand Four Hundred Forty Five Crores Ninety Two Lakhs Only) (“**Debentures**”) issued by you, the noticee (“**Noticee/Company**”) under various debenture trust deeds dated 24th February 2012, 24th May 2012, 9th August 2012, 30th Oct 2012, 27th December 2012, 12th March 2013, 14th May 2013, 30th July 2013, 14th March 2014, 10th December 2014, 24th October 2016, 21st July 2017 & 18th July 2018 (hereinafter collectively referred to as “**DTD**”) wherein we, Vistra ITCL (India) Limited (“**Debenture Trustee**”), are acting in the capacity of and as a debenture trustee for and on behalf of the debenture holder(s).
2. Capitalised words used, but not defined herein, shall have the meaning given to them in the DTD and/ or the other documents/ agreements executed in respect of the Debentures
3. In order to secure the payments in connection with the Debentures, security interests over the following properties have been created in favour of the Debenture Trustee:
 - (a) All that office premises no. 2 admeasuring about 313 sq ft. on the second floor of Avdesh House which is situate lying and being at near Pritam Nagar, Ellisbridge, Ahmedabad 380 006, on the land bearing plot no. 825, Paiky Hissa No. 3(C) of town planning scheme no. 5 (varied) of Ahmedabad City, in the village Sim Kochrab of Taluka Sabarmati (old Taluka City) in the Registration District and Sub – District Ahmedabad.
 - (b) Hypothecation of receivables, as more specifically mentioned under various DTD(s), including but not limited to all present and future book debts and business receivables of the **Company**. Business receivables include current assets and investments:
 - a. Home Loan
 - b. Loan against Property
 - c. Auto Loan
 - d. Commercial Vehicle Loan
 - e. Personal Loan
 - f. Construction Equipment Finance
 - g. Trade Finance
 - h. Inventory Funding
 - i. Structured Finance
4. Pursuant to the DTDs, the Noticee was inter alia, required to comply with various terms and conditions as set out in the DTDs including representations and warranties. Further, the DTD describes a number of events and the non-compliance of the same shall lead to Event of Default.
5. With reference to non-receipt of below annexures along with Quarterly Compliance Report (‘**QCR**’) for the quarter ended March 2019:
 - a) Audited/unaudited Financials for the FY ended March 2019,



- b) Companies Auditors Certificate certifying the following
- i. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor (Refer Regulation 15 (1A) of SEBI (Debenture Trustees) Regulations, 1993.
 - ii. Debt Equity Ratio
 - iii. Asset cover Ratio (100%)
 - iv. Debt Service coverage Ratio
 - v. Interest Service Coverage Ratio
 - vi. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio

c) Security Cover certificate from a Chartered Accountant

d) CA Certificate giving value of book debts / receivables

e) Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables as on March 31, 2019 along with details of the said book debts and/or receivable

and on basis of information available in public domain such as resignation of the auditor, certificates of credit rating agencies indicating downgrading, we, request you to please submit information relating to the following clauses of the DTD:

- (i) Whether there is any reason to believe and/or any reasonable apprehension that the Company is/shall be unable to pay its debts;
- (ii) If any extra-ordinary circumstances have occurred which make it improbable for the Company to fulfil its obligations under these presents and/or the Debentures.
- (iii) Whether there is/are any event likely to have a substantial effect on the Company's profits or business and the reasons therefore;
- (iv) Whether the Company has sold or disposed of the Security or any part thereof or created thereon any mortgage, lien or charge by way of hypothecation, pledge or otherwise howsoever or other encumbrance of any kind whatsoever since the execution of the DTD(s);
- (v) Whether any circumstances have occurred which puts the Security of the Beneficial Owner(s)/Debentureholder(s) in jeopardy;
- (vi) Whether any breach of the terms of the prospectus inviting the subscriptions of Debentures or of the covenants of the DTD(s) have been committed;
- (vii) Whether the Company has/plans to enter into any amalgamation, reorganisation or reconstruction without informing the Debenture Trustee about the same;

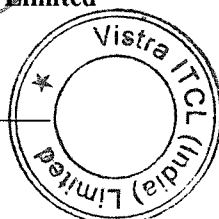
6. Further, we, request you to please provide within 7 days of date of the notice, clarification on the abrupt resignation of the auditors, a due representation from a certified Chartered Accountant, mentioning that the Company is maintaining minimum security cover of 100% of the Issue Amount. Also, please provide the list and current value of the present and future book debts and business receivables and the pending documents mentioned above which were to be submitted with the QCR for March 2019.

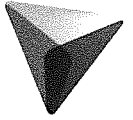
7. Please note that this Notice is without prejudice to and/ or without impairing or affecting any of the rights that may be available to us / holders of the Debentures, against the Noticee, under the debenture documents and / or under law for the time being in force.

Yours faithfully,

Vistra ITCL (India) Limited

Authorised Signatory





To

Reliance Capital Limited,
Reliance Centre, 6th Floor, North wing,
Off Western Express Highway,
Santacruz (East), Mumbai – 400 055

Kind Attn: Atul Tandon – Company Secretary and Compliance Officer

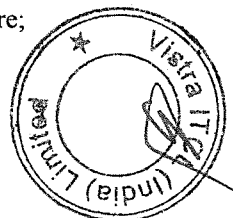
Sir,

Subject: Information relating to Non-compliance of terms and conditions under the Debenture Trust Deed/ Debenture Trustee Agreement dated 9th May 2011 & 17th April 2013.

1. This is with reference to non-convertible, listed, unsecured debentures aggregating to Rs. 1405,00,00,000/- (Rupees One Thousand Four Hundred Five Crores only) (“**Debentures**”) issued by you, the noticee (“**Noticee/Company**”) under debenture trust deeds/debenture trustee agreements dated 9th May 2011 & 17th April 2013 (hereinafter collectively referred to as “**DTD**”) wherein we, Vistra ITCL (India) Limited (“**Debenture Trustee**”), are acting in the capacity of and as a debenture trustee for and on behalf of the debenture holder(s).
2. Capitalised words used, but not defined herein, shall have the meaning given to them in the DTD and/ or the other documents/ agreements executed in respect of the Debentures
3. Pursuant to the DTDs, the Noticee was inter alia, required to comply with various terms and conditions as set out in the DTDs including representations and warranties. Further, the DTD(s) describes a number of events and the non-compliance of the same shall lead to Event of Default.
4. With reference to non-receipt of below annexures along with Quarterly Compliance Report (‘QCR’) for the quarter ended March 2019:
 - a) Audited/unaudited Financials for the FY ended March 2019,
 - b) Companies Auditors Certificate certifying the following
 - i. End utilization certificate of the Debenture Subscription receipts from issuer’s statutory auditor (Refer Regulation 15 (1A) of SEBI (Debenture Trustees) Regulations, 1993.
 - ii. Debt Equity Ratio
 - iii. Debt Service coverage Ratio
 - iv. Interest Service Coverage Ratio
 - v. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio

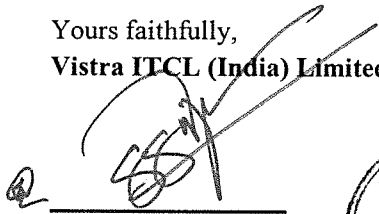
and on basis of information available in public domain such as resignation of the auditor, certificates of credit rating agencies indicating downgrading, we, request you to please submit information relating to the following clauses of the DTD(s):

- (i) Whether there is any reason to believe and/or any reasonable apprehension that the Company is/shall be unable to pay its debts;
- (ii) If any extra-ordinary circumstances have occurred which make it improbable for the Company to fulfil its obligations under these presents and/or the Debentures.
- (iii) Whether there is/are any event likely to have a substantial effect on the Company's profits or business and the reasons therefore;



- (iv) Whether any breach of the terms of the prospectus inviting the subscriptions of Debentures or of the covenants of the DTD(s) have been committed;
 - (v) Whether the Company has/plans to enter into any amalgamation, reorganisation or reconstruction without informing the Debenture Trustee about the same;
5. Further, we, request you to please provide within 7 days of date of the notice, clarification on the abrupt resignation of the auditors and also the pending documents mentioned above which were to be submitted with the QCR for March 2019.
6. Please note that this Notice is without prejudice to and/ or without impairing or affecting any of the rights that may be available to us / holders of the Debentures, against the Noticee, under the debenture documents and / or under law for the time being in.

Yours faithfully,
Visra ITCL (India) Limited



Authorised Signatory

