

(This General Information Document is neither a prospectus nor a statement in lieu of a prospectus)

GENERAL INFORMATION DOCUMENT

General Information Document Number: MCFL/2024-25/GID/001



MANGAL CREDIT AND FINCORP LIMITED (“Issuer” / “Company”)

A public limited company incorporated under the provisions of the Companies Act, 1956 and validly existing under the provisions of the Companies Act, 2013.

General Information Document for issue of Non-Convertible Securities on a private placement basis dated: March 20, 2025.

ISSUE OF SENIOR / UNSUBORDINATED / SUBORDINATED, SECURED / UNSECURED, RATED, LISTED, PRINCIPAL PROTECTED OR NOT, MARKET LINKED OR NOT, GREEN DEBT SECURITIES OR NOT, NON-CONVERTIBLE SECURITIES AGGREGATING FOR AN AMOUNT AS SHALL BE MORE PARTICULARLY SET OUT IN THE KEY INFORMATION DOCUMENT, IN MULTIPLE TRANCHES / ISSUANCES, FOR CASH, AT PAR OR AT PREMIUM OR AT DISCOUNT, EITHER FULLY PAID ISSUANCE OR PARTLY PAID ISSUANCE, IN A DEMATERIALIZED FORM ON A PRIVATE PLACEMENT BASIS OR THE ISSUE OF GUARANTEED OR NOT, LISTED COMMERCIAL PAPERS (THE “ISSUE”) BY MANGAL CREDIT AND FINCORP LIMITED (THE “COMPANY”) OR (“ISSUER”).

PART A: DISCLOSURES AS PER SEBI NCS Regulations:

*** Please refer pages 1-6 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.*



Please see below the disclosures as required under the terms of the SEBI NCS Regulations (as defined below); The below disclosures as set out in this General Information Document shall be valid and applicable unless otherwise modified in the respective Key Information Document as shall be issued by the Issuer from time to time.



This General Information Document is valid for a period of 1 (one) year from the first issue opening date.

S. No.	Particulars	Relevant Disclosure
1.	Corporate Identity Number of the Issuer:	L65990MH1961PLC012227
2.	Permanent Account Number of the Issuer:	AAACT4015F
3.	Date and place of Incorporation of the Issuer:	Date of incorporation: December 29, 1961 Place of incorporation: Mumbai, India
4.	Latest registration / identification number issued by any regulatory authority which regulates the Issuer (in this case the RBI):	13.00329

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S. No.	Particulars	Relevant Disclosure
5.	Registered Office address of the Issuer:	1701/1702, 17 th Floor, 'A' Wing, Lotus Corporate Park, Western Express Highway, Goregaon (East), Mumbai: 400063.
6.	Corporate Office address of the Issuer:	1701/1702, 17 th Floor, 'A' Wing, Lotus Corporate Park, Western Express Highway, Goregaon (East), Mumbai: 400063.
7.	Telephone No of the Issuer:	022 4246 1300
8.	Details of Compliance officer of the Issuer:	Name: Mr. Chirag Parmar Telephone Number: 022- 42461300 Email address: cs@mangalfincorp.com
9.	Details of Company Secretary of the Issuer:	Name: Mr. Chirag Parmar Telephone Number: 022-42461300 Email address: : cs@mangalfincorp.com
10.	Details of Chief Financial Officer of the Issuer:	Name: Mr. Nilesh Jain Telephone Number: 022-42461300 Email address: nilesh@mangalfincorp.com
11.	Details of Promoters of the Issuer:	Name: Mr. Meghraj Jain Telephone Number: 022-42461300 Email address: meghrajain@mangalfincorp.com Name: Ajit Jain HUF Telephone Number: 022-42461300 Email address: compliance@mangalfincorp.com Name: Mr. Hardik Jain Telephone Number: 022-42461300 Email address: hardik.jain@mangalfincorp.com Name: Mr. Ajit Jain Telephone Number: 022-42461300 Email address: compliance@mangalfincorp.com Name: Ms. Seema Ajit Jain Telephone Number: 022-42461300 Email address: compliance@mangalfincorp.com Name: Ms. Bhavika Jain Telephone Number: 022-42461300 Email address: bhavika.jain@mangalfincorp.com

S. No.	Particulars	Relevant Disclosure
		<p>Name: Ms. Indra Meghraj Jain Telephone Number: 022-42461300 Email address: compliance@manqalfincorp.com</p> <p>Name: Dhakad Properties Private Limited Telephone Number: 022-42461300 Email address: rocefillingmjgroup@gmail.com</p> <p>Name: Swarna Bhavya Mangal Jewels Private Limited Telephone Number: 022-42461300 Email address: rocefillingmjgroup@gmail.com</p>
12.	Website address of the Issuer:	www.manqalfincorp.com
13.	Email address of the Issuer:	compliance@manqalfincorp.com
14.	Details of debenture trustee for the Issue:	<p>Name: Catalyst Trusteeship Limited Address: GDA House, First Floor, Plot No. 85, Bhusari Colony, (Right), Paud Road, Kothrud, Pune, Maharashtra - 411038, India Logo:  Telephone Number: +91 22-49220555 Email address: ComplianceCTLMumbai@ctltrustee.com Contact person: Mr Umesh Saive, Managing Director Website: www.catalysttrustee.com Or such other Debenture Trustee as shall be set out in the respective Key Information Document.</p>
15.	Details of credit Rating Agent for the Issue:	<p>Name: Crisil Ratings Limited Address: Crisil House, Central Avenue Hiranandani Business Park, Powai, Mumbai – 400076, Maharashtra, India. Logo:  Telephone Number: +91 22 3342 3000 Email address: debtissue@crisil.com Contact person: Ms. Sonica Gupta Website: www.crisilratings.com Or such other Rating Agent as shall be set out in the respective Key Information Document.</p>

S. No.	Particulars	Relevant Disclosure
16.	Disclosure of filing	Given this is a private placement of non-convertible securities, there shall be no requirement of filing the same with the Registrar of Companies pursuant to the Section 26(4) of the Companies Act, 2013.
17.	Date of General Information Document	March 20, 2025. This General Information Document is valid for a period of 1 (one) year from the first issue opening date.
18.	Type of General Information Document	This General Information Document is being issued in relation to the private placement basis of Non-Convertible Securities.
19.	The nature, number, price and amount of securities offered and issue size (base issue or green shoe), as may be applicable	Base Issue: Kindly refer to the respective Key Information Document Green Shoe: Kindly refer to the respective Key Information Document
20.	The aggregate amount proposed to be raised through all the stages of offers of non-convertible securities made through the General Information Document (applicable only in case of public issuance)	Not applicable.
21.	Details of Registrar to the Issue:	Name: MUFG Intime India Private Limited Address: C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083 Logo:  Telephone Number: 022 - 49186270 Website: www.in.moms.mufg.com Email address: rnt.helpdesk@linkintime.co.in Contact Person: Mr. Amit Dhabale
22.	Legal Counsel	Name: Juris Corp, Advocates & Solicitors Logo:  Contact Person: Partner, Securities Address: 302, Century Bhavan, 3 rd Floor, Dr Annie Besant Road, Worli, Mumbai – 400 030, India Email: securities@juriscorp.in Tel: 022 6720 5555 Website: www.juriscorp.in Or such other Legal Counsel as shall be set out in the respective Key Information Document.
23.	Statutory Auditor	Logo: Not Applicable Name: Bhagwagar Dalal & Doshi

S. No.	Particulars	Relevant Disclosure
		<p>Address: Shivsagar Estate, D-Block, 4th Floor, Dr. Annie Besant Road, Worli, Mumbai – 40018</p> <p>Website: NA</p> <p>Email address: jatin@ykbco.in</p> <p>Telephone Number: 022- 67778555</p> <p>Contact Person: Mr. Jatin V. Dalal</p> <p>Peer review certificate no.: 014783</p> <p>(A copy of the same is attached in Annexure XI of this General Information Document)</p> <p>Or such other Statutory Auditor as shall be set out in the respective Key Information Document.</p>
24.	Merchant Banker / Lead Manager (if applicable)	As provided in the Key Information Document.
25.	Issue Schedule	<p>Date of opening of the Issue: As set out in the respective Key Information Document</p> <p>Date of closing of the Issue: As set out in the respective Key Information Document</p> <p>Date of earliest closing of the Issue (if any): Not applicable</p> <p>This General Information Document shall be issued as on March 20, 2025, and shall be valid for a period of 1 (one) year from the first issue opening date under this General Information Document.</p>
26.	Credit Rating of the Issue	<p>The Rating Agent has vide its letter dated March 19, 2025, and rating rationale and its press release dated March 19, 2025, assigned a rating of "CRISIL BBB / Outlook: Stable" (pronounced as "CRISIL Triple B, Outlook: Stable") in respect of the Debentures. Please refer to Annexure II of this General Information Document for the credit rating letter and rating rationale received from the Rating Agent assigning the credit rating above mentioned and the press release by the Rating Agent in this respect.</p> <p>Link for the press release: https://www.crisil.com/mnt/winshare/Ratings/RatingList/ RatingDocs/MangaCreditAndFincorpLimited_March%2019_%202025_RR_365166.html</p> <p>Or such other rating as shall be assigned from time to time and as shall be set out in the respective Key Information Document.</p>
27.	All the ratings obtained for the private placement of issue	Please refer to S.no 26 (<i>Credit Rating of the Issue</i>) above.
28.	The name(s) of the stock exchanges where the securities are proposed to be listed, subject to change	The Non-Convertible Securities are proposed to be listed on the wholesale debt market of the BSE Limited ("BSE").

S. No.	Particulars	Relevant Disclosure		
		Please refer to Annexure VI (<i>In-Principle approval received from BSE</i>) of this General Information Document for the in-principle approval for listing obtained from BSE. BSE shall be the 'Designated Stock Exchange' for the purpose of maintenance of the recovery expense fund prescribed by SEBI under the SEBI Debenture Trustees Circular, as may be amended from time to time.		
29.	The details about eligible investors;	As shall be more particularly set out in the respective Key Information Document.		
30.	Coupon rate, coupon payment frequency, redemption date, redemption amount and details of debenture trustee	As specified in the respective Key Information Document. The details of Debenture Trustee are provided under S. No. 14 of this table above.		
31.	Nature and issue size, base issue and green shoe option, if any, shelf or tranche size, each as may be applicable	Issue Size - Kindly refer to the respective Key Information Document. Base Issue Size - As set out in the respective Key Information Document. Green shoe option - As set out in the respective Key Information Document.		
32.	Details about underwriting of the issue including the amount undertaken to be underwritten by the underwriters:	Kindly refer to the respective Key Information Document		
33.	Inclusion of a compliance clause in relation to electronic book mechanism and details pertaining to the uploading the General Information Document on the Electronic Book Provider Platform, if applicable.	<p>The issuance has to be complied with the provisions of EBP mechanism as per the SEBI NCS Master Circular upon the issue size exceeding the prescribed threshold. As of the date of this General Information Document, the prescribed threshold is INR 50,00,00,000/- (Indian Rupees Fifty Crores Only). Until the aggregate issue size does not exceed the above threshold in a given financial year, the EBP Guidelines will not be applicable. In case the issue size exceeds the above threshold in a given financial year, the final subscription to the Non-Convertible Securities shall be made by the Eligible Investors through the electronic book mechanism as prescribed by SEBI under the EBP Guidelines by placing bids on the electronic book platform during the issue period. In case the Eligible Investors are not registered on the EBP, they will have to register themselves as investor on the said platform (as a one-time exercise) and also complete the mandatory KYC verification process. The Eligible Investors should also refer to the operational guidelines of the EBP in this respect. The disclosures required pursuant to the EBP Guidelines are set out hereinbelow:</p> <table border="1" data-bbox="837 1765 1476 1897"> <tr> <td>Details of size of the issue including green shoe option, if any</td> <td>Total issue size of issue: Kindly refer to the respective Key Information Document</td> </tr> </table>	Details of size of the issue including green shoe option, if any	Total issue size of issue: Kindly refer to the respective Key Information Document
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S. No.	Particulars	Relevant Disclosure	
		Bid opening and closing date	Bid opening date: Kindly refer to the respective Key Information Document Bid closing date: Kindly refer to the respective Key Information Document
		Minimum Bid lot	Kindly refer to the respective Key Information Document
		Manner of bidding in the Issue	Kindly refer to the respective Key Information Document
		Manner of allotment in the Issue	Kindly refer to the respective Key Information Document
		Manner of settlement in the Issue	Kindly refer to the respective Key Information Document
		Settlement cycle	Kindly refer to the respective Key Information Document
34.	Specific declaration requested by BSE: non-equity regulatory capital	Kindly refer to the respective Key Information Document	

Background

This General Information Document (as defined below) is related to the issue of senior / unsubordinated / subordinated, secured / unsecured, rated, listed, non-convertible securities to be issued in multiple tranches/issuances, secured/unsecured, principal protected or not, market linked or not, redeemable/perpetual, green debt securities or not, for cash at par or at premium or at discount, either fully paid issuance or partly paid issuance, in a dematerialised form on a private placement basis by Mangal Credit And Fincorp Limited (the "Issuer" or "Company") and contains relevant information and disclosures required for the purpose of issuing of the Non-Convertible Securities. The issue of the Non-Convertible Securities comprised in the Issue and described under this General Information Document shall be authorised by the Issuer through resolutions of the shareholders of the Issuer and the Board of Directors of the Issuer, the details of which shall be more particularly set out in the respective Key Information Document and has been authorised by the Memorandum and Articles of Association of the Company. The details of the corporate authorizations i.e. the resolution passed by the board of directors of the Issuer and the resolution passed by the shareholders of the Issuer shall be set out in each of the relevant Key Information Document that shall be issued by the Company from time to time for the purpose of issuance of the Non-Convertible Securities. The Issuer shall ensure that at all times, such relevant issuance of the Non-Convertible Securities shall be within the limits as shall be prescribed in such relevant resolution.

THIS GENERAL INFORMATION DOCUMENT IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF A PROSPECTUS AND DOES NOT CONSTITUTE AN OFFER TO THE PUBLIC GENERALLY TO SUBSCRIBE FOR OR OTHERWISE ACQUIRE THE NON-CONVERTIBLE SECURITIES TO BE ISSUED UNDER THE ISSUE.

THIS GENERAL INFORMATION DOCUMENT IS PREPARED AND ISSUED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, ISSUED VIDE NOTIFICATION NUMBER SEBI/LAD-NRO/GN/2021/39 DATED AUGUST 09, 2021, AS AMENDED FROM TIME TO TIME, READ WITH THE CIRCULARS ISSUED THEREUNDER; THE MASTER CIRCULAR FOR ISSUE AND LISTING OF NON-CONVERTIBLE

SECURITIES, SECURITISED DEBT INSTRUMENTS, SECURITY RECEIPTS, MUNICIPAL DEBT SECURITIES AND COMMERCIAL PAPER ISSUED BY SECURITIES AND EXCHANGE BOARD OF INDIA, ISSUED VIDE CIRCULAR NO. SEBI/HO/DDHS/PoD1/P/CIR/2024/54 DATED MAY 22, 2024, AS AMENDED FROM TIME TO TIME, THE PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER PURSUANT TO SECTION 42 OF THE COMPANIES ACT, 2013 READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND PURSUANT TO SECTION 71 OF THE COMPANIES ACT, 2013 READ WITH RULE 18 OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 (AS APPLICABLE) FOR ISSUE OF NON-CONVERTIBLE SECURITIES ON A PRIVATE PLACEMENT BASIS.

Wilful Defaulters

The issuer, its directors and promoters have not been declared as a wilful defaulter by RBI or any other authority. Please refer to Section 6 (*Disclosures pertaining to wilful defaulters*) for the disclosures pertaining to wilful default.

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.

Particulars	Date
Validity period of the General Information Document	From March 20, 2025 to March 19, 2026
Issue Opening Date	Kindly refer to the respective Key Information Document
Issue Closing Date	Kindly refer to the respective Key Information Document
Pay In Date	Kindly refer to the respective Key Information Document
Deemed Date of Allotment	Kindly refer to the respective Key Information Document

GENERAL RISK

INVESTMENT IN THE NON-CONVERTIBLE SECURITIES INVOLVES A DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS ISSUE UNLESS THEY CAN AFFORD TO TAKE THE RISK OF LOSING THEIR INVESTMENT AND SUCH RISKS AS ATTACHED TO SUCH INVESTMENTS. PROSPECTIVE INVESTORS ARE ADVISED TO MAKE AN INFORMED DECISION AND TO READ SECTION 3 (RISK FACTORS) OF THIS GENERAL INFORMATION DOCUMENT CAREFULLY BEFORE TAKING AN INVESTMENT DECISION IN THIS ISSUE OF NON-CONVERTIBLE SECURITIES. FOR THE PURPOSES OF TAKING AN INVESTMENT DECISION, PROSPECTIVE INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER, THE ISSUE, THE GENERAL INFORMATION DOCUMENT AND THE KEY INFORMATION DOCUMENT TO BE ISSUED FROM TIME TO TIME INCLUDING THE RISKS INVOLVED IN IT. SPECIFIC ATTENTION OF THE PROSPECTIVE INVESTORS IS INVITED TO THE STATEMENT OF RISK FACTORS CONTAINED UNDER SECTION 3 (RISK FACTORS) 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 PROSPECTIVE INVESTOR'S DECISION TO PURCHASE SUCH NON-CONVERTIBLE SECURITIES.

PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN LEGAL, REGULATORY, TAX, FINANCIAL AND/OR ACCOUNTING ADVISORS ABOUT RISKS ASSOCIATED WITH AN INVESTMENT IN SUCH NON-CONVERTIBLE SECURITIES AND THE SUITABILITY OF INVESTING IN SUCH NON-CONVERTIBLE SECURITIES IN LIGHT OF THEIR PARTICULAR CIRCUMSTANCES.

THE ISSUE OF NON-CONVERTIBLE SECURITIES HAS NOT BEEN RECOMMENDED OR APPROVED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") NOT DOES SEBI GUARANTEE THE ACCURACY AND ADEQUACY OF THE INFORMATION CONTAINED HEREIN.

Listing

The Non-Convertible Securities are proposed to be listed on the wholesale debt market of the BSE. The Issuer has obtained an in-principle approval from the Stock Exchange(s), a copy of which is attached herewith in Annexure VI.

The Issuer, with prior notice to the Debenture Trustee, may get the Non-Convertible Securities listed on other material stock exchanges as it deems fit. The Issuer shall comply with the requirements of the listing agreement to the extent applicable to it on a continuous basis.

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SECTION 1: DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or requires or unless a different meaning is provided to it in the respective Key Information Document or the relevant Transaction Document, the following terms shall have the meanings given below in this General Information Document.

Act	means the Companies Act 2013 and includes any rules, circulars, notifications and orders framed/ issued thereunder and any statutory modifications, re-enactments or amendments thereof or of such rules, circulars, notifications, orders, as issued from time to time.
Allot/Allotment/Allotted	The allotment of the Non-Convertible Securities pursuant to this Issue.
Applicable Accounting Standards	shall mean (a) until the adoption of Indian Accounting Standards (Ind-AS) in accordance with Applicable Law, generally accepted accounting principles in India, and (b) thereafter, Indian Accounting Standards, in each case as amended, supplemented or re-issued from time to time, applied on a consistent basis both as to amounts and to classification of items.
Applicable Law	shall mean any statute, national, state, provincial, local, municipal or other law, regulation, ordinance, rule, judgment, order, decree, byelaws, approval of Governmental Authority, directives, guidelines, policy requirement, circulars or other governmental restriction or any similar form of decision of or determination by, or any interpretation or administration having the force of law in India of any of the foregoing by Governmental Authority in India.
Applicant	means a Person who is eligible to invest in the Non-Convertible Securities and has submitted / will be submitting an Application for subscribing to the Non-Convertible Securities in accordance with the terms of the General Information Document and other Transaction Documents.
Application Form	means an application for subscribing to the Non-Convertible Securities, which is in the form annexed to this General Information Document and marked as Annexure IV .
Application Monies	means money paid or payable by an Applicant on its Application for subscription to the Non-Convertible Securities.
Assets	means, for any date of determination, the assets of the Issuer on such date as the same would be determined in accordance with the Applicable Accounting Standards.
Beneficial Owner(s)/Debenture Holder(s)	means the Persons who are, for the time being, and from time to time, and who will become the owners of the Tranches/Issuances of the Non-Convertible Securities in electronic (dematerialized) form, and whose names appear in the list of the beneficial owner(s)/register of beneficial owners(s) prepared, held and given by the Depository and shall mean the Secured Debenture Holders and/or the Unsecured Debenture Holders and/ or such other holders of the Non-Convertible Security, as may be contextually applicable, and " Beneficial Owner " means each such Person and includes their respective successors/ transferees and assigns.
Board / Board of Directors	The Board of Directors of the Issuer for the time being and from time to time.
BSE	means the BSE Limited.
Business Day	As specified in the relevant Key Information Document.

CDSL	Central Depository Services (India) Limited.
CERSAI	means the Central Registry of Securitisation Asset Reconstruction and Security Interest.
Client Loan	means each loan disbursed by the Issuer as a lender and "Client Loans" shall construed accordingly.
Company/Issuer	shall mean Mangal Credit And Fincorp Limited, a company incorporated under the provisions of the Companies Act, 1956 and validly existing under the Companies Act 2013 and registered with the Reserve Bank of India as a non-banking finance company with corporate identification number L65990MH1961PLC012227 and having its registered office at 1701/1702, 17 th Floor, 'A' Wing, Lotus Corporate Park, Western Express Highway, Goregaon (East), Mumbai; 400063.
Commercial Papers	Shall mean listed, rated, guaranteed or not, commercial papers to be issued by the Company pursuant to the RBI CP Directions and as per the terms as more particularly set out in the relevant Key Information Document at a discount to the face value.
Conditions Precedent	As specified in the relevant Key Information Document.
Conditions Subsequent	As specified in the relevant Key Information Document.
Constitutional Documents / Charter Documents	means the certificate of incorporation of the Issuer, the memorandum of association and articles of association of the Issuer and the certificate of registration issued by the RBI to the Issuer.
Control	shall mean right to appoint majority of the directors or to control the management or policy decisions by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.
Debenture Obligations	(a) in respect of Secured Debentures, means the Secured Obligations; and (b) in respect of the Unsecured Debentures mean the Unsecured Obligations.
Debenture Trust Deed	means each of the trust deed to be executed by and between the Debenture Trustee and the Issuer which will set out the terms upon which the respective Tranche/Issuance of the Debentures are being issued and shall include the representations and warranties and the covenants to be provided by the Issuer.
Debenture Trustee	shall mean Catalyst Trusteeship Limited, a company incorporated under the Companies Act, 1956 and validly existing under the Companies Act, 2013 with corporate identification number U74999PN1997PLC110262, having its registered office at GDA House, First Floor, Plot No. 85, Bhusari Colony (Right), Paud Road, Kothrud, Pune, Maharashtra - 411038, India, or such other debenture trustee appointed for respective Tranche/ Issuance of the Debentures as more particularly mentioned in the respective Debenture Trustee Agreement.
Debenture Trustee Agreement	means each of the 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 respective Tranche/Issuance of the Debentures.

Debenture Trustees Regulations	means the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.
Debentures	Listed, rated, redeemable or perpetual, secured or unsecured, senior / unsubordinated / subordinated, principal protected or not, market linked or not, green debt securities or not, non-convertible debentures to be issued by the Company on a private placement basis not or green debt securities or not) having either zero coupon or Coupon as set out in the relevant Key Information Document or redemption premium or redemption discount, or whose Coupon is linked to the performance of the reference index etc.) as more particularly set out in the Key Information Document and shall be collectively referred to as the Secured Debentures or Unsecured Debentures (as applicable).
Deed of Guarantee	shall mean each of the deed of corporate guarantee dated on or around the date of the issuance of Tranche / Issuance of the Debentures / Commercial Papers (if applicable) to be executed by the Guarantor in favor of the Debenture Trustee / Trustee for the relevant Tranche/Issuance of the Debentures / Commercial Papers, to the extent applicable.
Deed of Hypothecation	shall mean each of the deed of hypothecation dated on or around the date of the relevant Tranche / Issuance of the Debentures (if applicable) to create a charge over the Hypothecated Assets for the respective Tranche/Issuance of Debentures, to be executed between the Issuer and the Debenture Trustee to secure the Secured Obligations in relation to the respective Tranche/Issuance of the Secured Debentures.
Deed of Personal Guarantee	shall mean each of the deed of personal guarantee dated on or around the date of the issuance of Tranche / Issuance of the Debentures (if applicable) to be executed by the Guarantor in favor of the Debenture Trustee for securing the Secured Obligations for the relevant Tranche / Issuance of the Debentures.
Deemed Date of Allotment	shall mean the date on which the Debentures shall have been deemed to be allotted to the Debenture Holders – as mentioned in detail in the respective Key Information Document.
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	means the depositories with which the Issuer has made arrangements for dematerialising the Non-Convertible Securities, being NSDL and CDSL.
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository Participant / DP	A depository participant as defined under the Depositories Act
Designated Stock Exchange	The stock exchange designated by the Issuer under the General Information Document being BSE for the purposes of maintaining the recovery expense fund in terms of Regulation 11 of the SEBI NCS Regulations read with SEBI Debenture Trustees Circular.
Director(s)	Director(s) of the Issuer.
DP ID	Depository Participant Identification Number.
DRR	has the meaning given to it in Section 5.36(a)

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Due Date	means the date on which any interest or liquidated damages, any Redemption Payment or premature redemption amount and/or any other amounts payable, are due and payable, including but not limited to each of Redemption Dates, and any other date on which any payment is to be made by the Issuer under the respective Transaction Documents.
EBP Guidelines	The guidelines issued by SEBI with respect to electronic book mechanism under the terms of the SEBI NCS Master Circular and the operational guidelines issued by the relevant Electronic Book Provider, as may be amended, clarified or updated from time to time.
EFT	Electronic Fund Transfer
Electronic Book Provider/ EBP	Shall have the meaning assigned to such term under the EBP Guidelines.
Eligible Investors	As set out in the respective Key Information Document.
Events of Default	As set out in the respective Key Information Document.
Final Redemption Date	With respect to any Tranche / Issuance shall mean the date on which repayment of Redemption Payment together with all other Debenture Obligations in respect of that Tranche / Issuance will be made and shall be as specified in the relevant Key Information Document issued for such Tranche / Issuance.
Final Settlement Date	means the date on which all Debenture Obligations have been irrevocably and unconditionally paid and discharged in full to the satisfaction of the Debenture Holders
Financial Indebtedness	As shall be more particularly set out in the respective Key Information Document.
Financial Statements	means in relation to a company, its audited financial statements (on a consolidated and non-consolidated basis) for a Financial Year.
Financial Year End Date	shall mean 31 st March of each year
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.
Form PAS-3	The return of allotment required to be filed by the Issuer pursuant to the Companies (Prospectus and Allotment of Securities) Rules, 2014 relating to the Non-Convertible Securities.
Form PAS-5	The record of private placement maintained by the Issuer pursuant to the Companies (Prospectus and Allotment of Securities) Rules, 2014 relating to the Non-Convertible Securities.
General Information Document	means this General Information Document issued by the Issuer for the issue of the Non-Convertible Securities on a private placement basis in accordance with Applicable Laws.
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 organization, established under any Applicable Law.
Guarantor	As specified in the relevant Key Information Document, if applicable.
Hypothecated Assets	As shall be more particularly set out in the respective Key Information Document.

Hypothecated Assets Report	As shall be more particularly set out in the respective Key Information Document.
Interest Payment Dates	means the payment dates as specified in the relevant Key Information Document.
Interest Rate/Coupon Rate	As specified in the relevant Key Information Document.
Issue	means the private placement of the Non-Convertible Securities.
Issue Closing Date	As specified in the relevant Key Information Document.
Issue Opening Date	As specified in the relevant Key Information Document.
Key Information Document	The Key Information Document to be issued by the issuer in respect of each Tranche / Issuance containing inter alia the issue price, Tranche / Issuance size, interest / coupon (if any), redemption premium (if any), any material change to the disclosures and other terms and conditions vis-à-vis the General Information Document for that Tranche / Issuance of Non-Convertible Securities issued under the issue. The Company shall be free to amend the format of Key Information Document depending upon the terms and conditions of the Non-Convertible Securities being issued in each Tranche / Issuance.
Listing Period	has the meaning given to it in Section 5.38 (<i>Issue Details</i>).
LODR Regulations	means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, modified or restated from time to time.
Majority Debenture Holders	As specified in the relevant Key Information Document.
Majority Resolution	means a resolution approved by the Majority Debenture Holders who are present and voting or if a poll is demanded, by the Majority Debenture Holders who are present and voting in such poll.
Merchant Banker (if applicable)	As provided in the Key Information Document.
NA	Not Applicable
NBFC	Non-banking financial company
NBFC Directions	means the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Direction, 2023 (as amended, modified or restated from time to time) as may be applicable read together with the RBI's circular no. DOR (NBFC).CC. PD.No.109/22.10.106/2019-20 dated March 13, 2020 on "Implementation of Indian Accounting Standards" (as amended, modified or restated from time to time).
Net Worth	As shall be more particularly set out in the respective Key Information Document.
Non-Convertible Securities	means the Debentures and / or perpetual debt instruments and/or other securities as specified by SEBI and under the Applicable Law.
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
Outstanding Amounts	As shall be more particularly set out in the respective Key Information Document.

Outstanding Principal Amount	As shall be more particularly set out in the respective Key Information Document.
PAN	Permanent Account Number.
Payment Default	As shall be more particularly set out in the respective Key Information Document.
Person	shall include an individual, natural person, corporation, partnership, joint venture, incorporated or unincorporated body or association, company, Government Authority and in case of a company and a body corporate shall include their respective successors and assigns and in case of any individual his/her respective legal representative, administrators, executors and heirs and in case of trust shall include the trustee(s) for the time being and from time to time. The term "Persons" shall be construed accordingly.
Private Placement Offer cum Application Letter/PPOAL	The offer cum application letter prepared in compliance with Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014.
Promoter	<p>shall mean</p> <p>Name: Mr. Meghraj Jain Telephone Number: 022-42461300 Email address: meghrajain@mangalfincorp.com</p> <p>Name: Ajit Jain HUF Telephone Number: 022-42461300 Email address: compliance@mangalfincorp.com</p> <p>Name: Mr. Hardik Jain Telephone Number: 022-42461300 Email address: hardik.jain@mangalfincorp.com</p> <p>Name: Mr. Ajit Jain Telephone Number: 022-42461300 Email address: compliance@mangalfincorp.com</p> <p>Name: Ms. Seema Ajit Jain Telephone Number: 022-42461300 Email address: compliance@mangalfincorp.com</p> <p>Name: Ms. Bhavika Jain Telephone Number: 022-42461300 Email address: bhavika.jain@mangalfincorp.com</p> <p>Name: Ms. Indra Meghraj Jain Telephone Number: 022-42461300</p>

	<p>Email address: compliance@mangalincorp.com</p> <p>Name: Dhakad Properties Private Limited Telephone Number: 022-42461300 Email address: rocefillingmjgroup@gmail.com</p> <p>Name: Swama Bhavya Mangal Jewels Private Limited Telephone Number: 022-42461300 Email address: rocefillingmjgroup@gmail.com</p>
Purpose	As shall be more particularly set out in the respective Key Information Document.
Quarterly Date	means each of March 31, June 30, September 30 and December 31 of a calendar year, and "Quarterly Dates" shall be construed accordingly.
R&T Agent/Registrar	As specified in the relevant Key Information Document.
Rating	As specified in the respective Key Information Document.
Rating Agent	As specified in the respective Key Information Document.
RBI	Reserve Bank of India.
RBI CP Directions	Shall mean the directions for the issue of Commercial Papers issued by the RBI dated 03 rd January 2024.
Record Date	As shall be more particularly set out in the respective Key Information Document.
Recovery Expense Fund/REF	means the recovery expense fund established/to be established and maintained by the Issuer in accordance with the provisions of the SEBI Debenture Trustees Master Circular.
Redemption Date	As shall be more particularly set out in the respective Key Information Document.
Redemption Payment	As shall be more particularly set out in the respective Key Information Document.
Register of Beneficial Owners	means the register of beneficial owners of the Non-Convertible Securities 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 Act.
Related Party	has the meaning given to it in the Act.
ROC	Registrar of Companies.
Rs. / INR	Indian National Rupee.
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 Centralized Database Requirements	means the requirements prescribed in Chapter IV (<i>Centralized Database for corporate bonds/ debentures</i>) of the SEBI NCS Master Circular.

SEBI Debenture Trustees Master Circular	means a master circular issued by SEBI, bearing reference number SEBI/HO/DDHS/PoD3/P/CIR/2024/46 dated May 18, 2024, titled "Master Circular for Debenture Trustees" as amended from time to time.
SEBI NCS Regulations	The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 together with the SEBI NCS Master Circular, as amended from time to time.
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 SEBI NCS Master Circular.
SEBI NCS Master Circular	means a master circular issued by SEBI, bearing reference number SEBI/HO/DDHS/PoD1/P/CIR/2024/54 dated May 22, 2024, titled "Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper" as amended from time to time.
Secured Debenture Holders	Holders of the Secured Debentures from time to time.
Secured Debentures	Debentures issued/to be issued by the Company which shall be secured by creation of charge over the assets of the Company and/or any other security provider.
Secured Obligations	As shall be more particularly set out in the respective Key Information Document.
Security Cover	has the meaning given to it in the Section 5.38 (<i>Issue Details</i>).
Special Resolution	means resolution approved by the Special Majority Debenture Holders who are present and voting or if a poll is demanded, by the Special Majority Debenture Holders who are present and voting in such poll.
Stock Exchange	shall mean BSE or NSE, as the case may be
Stressed Assets Framework	means the RBI's master circular no. DOR STR.REC.8/21.04.048/2024-25 dated April 02, 2024, on "Prudential Norms on Income Recognition, Asset Classification and Provisioning Pertaining to Advances" (as amended or modified or restated from time to time).
Tax	shall mean any present or future tax, including but not limited to indirect taxes such as goods and services tax, service tax, value added tax or other similar taxes), levy, duty deductions, withholdings, imposts, cesses, fees or other charge of a similar nature (including any penalty or interest payable on account of any failure to pay or delay in paying the same), now or hereafter imposed by Applicable Laws.
Tax Deduction	means a deduction or withholding for or on account of Tax from a payment under the relevant Tranche / Issuance Debenture Trust Deed.
TDS	Tax Deducted at Source.
Terms & Conditions	The terms and conditions pertaining to the Issue as outlined in the Transaction Documents.
Total Assets	As shall be more particularly set out in the respective Key Information Document.
Tranche/Issuance	Any tranche/issuance of Non-Convertible Securities issued by the Issuer from time to time under this General Information Document

	pursuant to such terms as set out in the respective Key Information Document.
Transaction Documents	As shall be more particularly set out in the respective Key Information Document.
Transaction Security	has the meaning given to it in the Section 5.38 (<i>Issue Details</i>).
Trustee	Shall mean the Trustee to be appointed by the Issuer for the purpose of providing guarantee for the issue of guaranteed Commercial Papers.
Unsecured Debenture Holders	The holders of the Unsecured Debentures from time to time.
Unsecured Debentures	Debentures which are issued/to be issued by the Company which shall be unsecured.
Unsecured Obligations	As shall be more particularly set out in the respective Key Information Document.
WDM	Wholesale Debt Market segment of the relevant stock exchange
Wilful Defaulter	Shall mean 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.

SECTION 2: NOTICE TO INVESTORS AND DISCLAIMERS

2.1 ISSUER'S DISCLAIMER

This General Information Document 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. The issue of the Non-Convertible Securities 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 does not constitute and shall not be deemed to constitute an offer or invitation to subscribe to the Non-Convertible Securities to the public in general.

As per the applicable provisions, it is not necessary for a copy of this General Information Document to be filed or submitted to the SEBI for its review and/or approval. This General Information Document has been prepared in conformity with the SEBI NCS Regulations as amended from time to time and applicable RBI regulations governing private placements of Non-Convertible Securities by NBFCs. This General Information Document 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 Non-Convertible Securities. This General Information Document does not purport to contain all the information that any Eligible Investor may require. Further, this General Information Document 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 nor any other information supplied in connection with the Non-Convertible Securities is intended to provide the basis of any credit or other evaluation and any recipient of this General Information Document should not consider such receipt as a recommendation to subscribe to any Non-Convertible Securities. Each potential Investor contemplating subscription to any Non-Convertible Securities 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 Non-Convertible Securities 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 (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 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 been authorized by the Issuer. The Issuer certifies that the disclosures made in this General Information Document and/or the Private Placement Offer cum Application Letter are adequate and in conformity with the SEBI NCS 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, the Private Placement Offer cum Application Letter 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 Non-Convertible Securities. 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/or the Private Placement Offer cum Application Letter 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.

(This General Information Document is neither a prospectus nor a statement in lieu of a prospectus)

No invitation is being made to any persons other than those to whom Application Forms along with this General Information Document and/or Key Information Document and / or the Private Placement Offer cum Application Letter being issued have been sent. Any application by a person to whom the General Information Document and/or the Private Placement Offer cum Application Letter has 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/or the Private Placement Offer cum Application Letter 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/or the Key Information Document and / or the Private Placement Offer cum Application Letter 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) without retaining any copies hereof. If any recipient of this General Information Document and/or the Private Placement Offer cum Application Letter decides not to participate in the Issue, that recipient must promptly return this General Information Document and/or the Private Placement Offer cum Application Letter 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/or the Private Placement Offer cum Application Letter to reflect subsequent events after the date of General Information Document and/or the Private Placement Offer cum Application Letter and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer, save and except the disclosures that shall be made in the Key Information Document at the time of subsequent issuances, from time to time.

Neither the delivery of this General Information Document and/or the Private Placement Offer cum Application Letter nor any sale of Non-Convertible Securities 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/or the Private Placement Offer cum Application Letter does 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 Non-Convertible Securities or the distribution of this General Information Document and/or the Private Placement Offer cum Application Letter in any jurisdiction where such action is required. Persons into whose possession this General Information Document and/or the Private Placement Offer cum Application Letter comes are required to inform themselves of, and to observe, any such restrictions. The General Information Document is made available to potential investors in the Issue on the strict understanding that it is confidential.

This General Information Document is for the exclusive use of the addressee and restricted for only the intended recipient and it should not be circulated or distributed to third party(ies). This Issue is made strictly on private placement basis. Apart from this General Information Document, no offer document or prospectus has been prepared in connection with the offering of this Issue or in relation to the Issuer.

It is not necessary for the General Information Document to be registered under Applicable Laws. Accordingly, this General Information Document has neither been delivered for registration nor is it intended to be registered.

This General Information Document is intended to be circulated to not exceeding 200 (two hundred) persons in the aggregate in a financial year. Multiple copies hereof given to the same entity shall be

deemed to be given to the same person and shall be treated as such. It does not constitute and shall not be deemed to constitute an offer or an invitation to subscribe to the Non-Convertible Securities to the public in general.

The General Information Document does not include a statement purporting to be made by an expert. In case any such statement is made, it shall be made by an expert 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 General Information Document, as applicable.

2.2 DISCLAIMER CLAUSE OF STOCK EXCHANGES

As required, a copy of this General Information Document has been filed with the BSE in terms of the SEBI NCS Regulations. It is to be distinctly understood that submission of this General Information Document to the BSE should not in any way be deemed or construed to mean that this General Information Document 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 Non-Convertible Securities 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 NCS 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. IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS GENERAL INFORMATION DOCUMENT TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO HAVE BEEN APPROVED OR VETTED BY SEBI AND THAT THIS ISSUE IS NOT RECOMMENDED 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 GENERAL INFORMATION DOCUMENT.

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, who shall be/have been identified upfront by the Issuer. This General Information Document and/or the Private Placement Offer cum Application Letter does not constitute an offer to sell or an invitation to subscribe to Non-Convertible Securities 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 specified in the relevant Key Information Document. This General Information Document and/or the Private Placement Offer cum Application Letter does not constitute an offer to sell or an invitation to subscribe to the Non-Convertible Securities herein, in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction.

2.6 DISCLAIMER IN RESPECT OF RATING AGENCY

Ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. The Rating Agent has based its ratings on information obtained from sources believed by it to be accurate and reliable. The Rating Agent does not, however, guarantee the accuracy, adequacy or completeness of any information and is 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 the Rating Agent have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

2.7 DISCLAIMER OF DEBENTURE TRUSTEE

- (a) The Debenture Trustee or its agents or advisers associated with the Issue do not undertake to review the financial condition or affairs of the Issuer during the life of the arrangements contemplated by this General Information Document and do not have any responsibility to advise any Investor or prospective Investor in the Non-Convertible Securities of any information available with or subsequently coming to the attention of the Debenture Trustee, its agents or advisers except as specifically provided for in the relevant Tranche/Issuance Debenture Trust Deed.
- (b) The Debenture Trustee does not guarantee the terms of payment regarding the issue as stated in this General Information Document and shall not be held liable for any default in the same.
- (c) The Debenture Trustee or its agents or advisers associated with the Issue have not separately verified the information contained in this General Information Document. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility is accepted by Debenture Trustee as to the accuracy or any other information provided by the Issuer. Accordingly, the Debenture Trustee associated with the issue shall have no liability in relation to the information contained in this General Information Document or any other information provided by the Issuer in connection with the issue.
- (d) The Debenture Trustee is neither a principal debtor nor a guarantor of the Debentures.

2.8 DISCLAIMER IN RESPECT OF THE MERCHANT BANKER

The Merchant Banker accepts no responsibility for any statements or information provided other than those contained in this Key Information Document, or any advertisement or material authorized by or issued at the instance of the Issuer. Any person placing reliance on any other source of information will be doing so entirely at their own risk. The Merchant Banker does not guarantee the financial performance of the Issuer or the project, nor assumes responsibility for the accuracy, completeness, or adequacy of any opinions expressed herein. Investors are strongly encouraged to make independent decisions after carefully evaluating all available information.

2.9 ISSUE OF NON-CONVERTIBLE SECURITIES IN DEMATERIALIZED FORM

The Non-Convertible Securities will be issued in dematerialised form. The Issuer has made arrangements with the Depositories for the issue of the Non-Convertible Securities in dematerialised form. Investors will have to hold the Non-Convertible Securities in dematerialised form as per the provisions of Depositories Act. The Issuer shall take necessary steps to credit the Non-Convertible Securities 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.

ASSUMPTIONS

EACH PERSON RECEIVING THIS GENERAL INFORMATION DOCUMENT SHALL BE DEEMED TO HAVE AGREED THAT AND ACCORDINGLY THE COMPANY SHALL BE ENTITLED TO PRESUME THAT SUCH PERSON:

- (1) HAS REVIEWED THE TERMS AND CONDITIONS APPLICABLE TO THE NON-CONVERTIBLE SECURITIES AS CONTAINED HEREIN AND HAS UNDERSTOOD THE SAME, AND, ON AN INDEPENDENT ASSESSMENT THEREOF, FOUND THE SAME ACCEPTABLE FOR THE INVESTMENT MADE AND HAS ALSO REVIEWED THE RISK FACTORS CONTAINED HEREIN AND HAS UNDERSTOOD THE RISKS, AND THE RISKS INVOLVED IN INVESTING IN THE NON-CONVERTIBLE SECURITIES INCLUDING FOR ANY REASON HAVING TO SELL THEM OR BE MADE TO REDEEM THEM BEFORE THE FINAL REDEMPTION DATE AND DETERMINED THAT NON-CONVERTIBLE SECURITIES ARE A SUITABLE INVESTMENT AND THAT THE INVESTOR CAN BEAR THE ECONOMIC RISK OF THAT INVESTMENT;
- (2) HAS BEEN AFFORDED AN OPPORTUNITY TO REQUEST AND TO REVIEW AND HAS RECEIVED AND REVIEWED THIS GENERAL INFORMATION DOCUMENT AND ALL THE ADDITIONAL INFORMATION CONSIDERED BY AN INDIVIDUAL TO BE NECESSARY TO VERIFY THE ACCURACY OF OR TO SUPPLEMENT THE INFORMATION HEREIN BELIEVED BY IT TO BE NECESSARY AND APPROPRIATE OR MATERIAL IN CONNECTION WITH, AND FOR, INVESTMENT IN THE NON-CONVERTIBLE SECURITIES;
- (3) ACKNOWLEDGES THAT THE COMPANY DOES NOT UNDERTAKE TO UPDATE THE GENERAL INFORMATION DOCUMENT TO REFLECT SUBSEQUENT EVENTS AFTER THE DATE OF THE GENERAL INFORMATION DOCUMENT 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 NOR ANY SALE OF NON-CONVERTIBLE SECURITIES MADE HEREUNDER 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;
- (4) ACKNOWLEDGES THAT THIS GENERAL INFORMATION DOCUMENT DOES 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 NON-CONVERTIBLE SECURITIES OR THE DISTRIBUTION OF THIS GENERAL INFORMATION DOCUMENT IN ANY JURISDICTION WHERE SUCH ACTION IS REQUIRED. THE DISTRIBUTION OF THIS GENERAL INFORMATION DOCUMENT AND THE OFFERING AND SALE OF THE NON-CONVERTIBLE SECURITIES MAY BE RESTRICTED BY LAW IN CERTAIN JURISDICTIONS. PERSONS INTO WHOSE POSSESSION THIS GENERAL INFORMATION DOCUMENT COMES ARE REQUIRED TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, ANY SUCH RESTRICTIONS;
- (5) HAS BEEN AFFORDED AN OPPORTUNITY TO VERIFY THE ACCURACY OF OR TO SUPPLEMENT THE INFORMATION HEREIN;
- (6) HAS SUFFICIENT KNOWLEDGE, EXPERIENCE AND EXPERTISE AS AN INVESTOR, TO MAKE THE INVESTMENT IN THE NON-CONVERTIBLE SECURITIES;
- (7) HAS NOT RELIED ON EITHER THE ISSUER OR ANY OF ITS AFFILIATE, ASSOCIATE, HOLDING, SUBSIDIARY OR GROUP ENTITIES OR ANY PERSON ACTING IN ITS OR THEIR BEHALF FOR ANY INFORMATION, ADVICE OR RECOMMENDATIONS OF ANY SORT EXCEPT AS REGARDS THE ACCURACY OF THE SPECIFIC FACTUAL

INFORMATION ABOUT THE TERMS OF THE NON-CONVERTIBLE SECURITIES SET OUT IN THIS GENERAL INFORMATION DOCUMENT:

- (8) HAS UNDERSTOOD THAT INFORMATION CONTAINED IN THIS GENERAL INFORMATION DOCUMENT IS NOT TO BE CONSTRUED AS BUSINESS OR INVESTMENT ADVICE;
- (9) HAS MADE AN INDEPENDENT EVALUATION AND JUDGMENT OF ALL RISKS AND MERITS BEFORE INVESTING IN THE NON-CONVERTIBLE SECURITIES;
- (10) HAS THE LEGAL ABILITY TO INVEST IN THE NON-CONVERTIBLE SECURITIES AND THE INVESTMENT DOES NOT CONTRAVENE ANY PROVISION OF ANY LAW, REGULATION OR CONTRACTUAL RESTRICTION OR OBLIGATION OR UNDERTAKING BINDING ON OR AFFECTING THE DEBENTURE HOLDER OR ITS ASSETS; AND
- (11) HAS NOT RELIED ON ANY INTERMEDIARY OR ADVISORS THAT MAY BE ASSOCIATED WITH THE ISSUE IN CONNECTION WITH ITS INVESTIGATION OF THE ACCURACY OF SUCH INFORMATION OR ITS INVESTMENT DECISION.

SECTION 3: RISK FACTORS

Investment in non-convertible securities involve a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under Section 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 in this General Information Document and/or Key Information Document and / or the Private Placement Offer cum Application Letter 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 but does not represent that the statements below regarding risks of holding the Debentures are exhaustive. The ordering of the risk factors is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another. Investors should also read the detailed information set out elsewhere in this General Information Document and/or Key Information Document and / or the Private Placement Offer cum Application Letter and reach their own views prior to making any investment decision.

3.1 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 whereby the Investors(s) may or may not recover all or part of the funds in case of default by the Company. 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 DEBENTURES MAY BE ILLIQUID.**

The Debentures may be very illiquid and no secondary market may develop in respect thereof. Even if there is a secondary market for the Debentures, 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 THE DEBENTURES**

All securities 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.

(This General Information Document is neither a prospectus nor a statement in lieu of a prospectus)

(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.

(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.

(h) **LEGALITY OF PURCHASE**

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

(i) **POLITICAL AND 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.

3.2 RISKS RELATED TO THE BUSINESS OF THE ISSUER

Following are the risk factors which can be anticipated for the proposed issue.

Interest Rate Risk: Fluctuations in interest rates may impact the Issuer's cost of borrowing and profitability. A rise in interest rates may increase borrowing costs, thereby reducing net interest margins.

Liquidity Risk: The Issuer relies on external borrowings, including market borrowings and bank loans, for funding its lending operations. Any disruption in funding sources or tightening of liquidity in financial markets could adversely affect the Issuer's ability to meet its obligations.

Regulatory & Compliance Risk: As an listed NBFC, the Issuer is subject to various regulatory requirements prescribed by the Reserve Bank of India (RBI) and other regulatory authorities. Any changes in regulatory policies, capital adequacy norms, or compliance requirements may impact the Issuer's business operations.

Market Risk: The Issuer's financial performance may be impacted by macroeconomic factors, including inflation, economic downturns, and volatility in financial markets, which could affect the demand for credit and the creditworthiness of borrowers.

- 3.3 Risk of Adverse Economic Conditions:** Economic slowdowns, geopolitical tensions, or financial crises may impact borrower repayment capacities, increase default rates, and impact the overall financial health of the Issuer.

3.4 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

- (a) **Security and Guarantee may be insufficient to redeem the Secured Debentures**
In the event that the Company is unable to meet its payment and other obligations towards Investors under the terms of the Secured Debentures, the Debenture Trustee may enforce the Security and/or invoke the Guarantee as per the terms of security documents, and other related documents executed in relation to the Secured Debentures. The Debenture Holder(s)' recovery in relation to the Secured 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 Secured Debentures. There is a risk that the value realised from the enforcement of the Security may be insufficient to redeem the Secured Debentures.

Even though the Secured Debentures are to be secured to the extent of at least 100% (One Hundred percent) of the principal and interest amount or as per the terms of this General Information Document, in favor of the Debenture Trustee, the recovery of 100% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.

3.5 RISKS RELATING TO THE DEBENTURES

- (a) ***Debentures that are listed or quoted or admitted to trading may not lead to greater liquidity***

It is not possible to predict if and to what extent a secondary market may develop in the Debentures or at what price the Debentures will trade in the secondary market or whether such market will be liquid or illiquid. If so specified in this General Information Document and/or Key Information Document and / or the Private Placement Offer cum Application Letter, application has been made to list or quote or admit to trading the Debentures on the stock exchange or quotation system(s) specified. If the Debentures are so listed or quoted or admitted to trading, no assurance is given that any such listing or quotation or admission to trading will be maintained. The fact that the Debentures may be so listed or quoted or admitted to trading does not necessarily lead to greater liquidity than if they were not so listed or quoted or admitted to trading. The listing of the Debentures is subject to receipt of the final listing and trading approval from the Stock Exchange.

The more limited the secondary market is, the more difficult it may be for holders of the Debentures to realise value for the Debentures prior to redemption of the Debentures.

- (b) ***Changes in government policies and laws in India may adversely affect the Debentures***

Future government policies and changes in laws and regulations in India and comments, statements or policy changes by any regulator, including but not limited to the SEBI or the RBI, may adversely affect the Debentures. The timing and content of any new law or regulation is not within the Company's control and such new law, regulation, comment, statement or policy change could have an adverse effect on market for and the price of the Debentures.

- (c) ***Political instability or changes in the government could delay further liberalization of the Indian economy and adversely affect economic conditions in India generally***

Since 1991, successive Indian governments have pursued policies of economic liberalization. The role of the Central and State Governments in the Indian economy

as producers, consumers and regulators has remained significant. If there was to be any slowdown in the economic policies, or a reversal of steps already taken, it could have an adverse effect on the debt market which as such is exposed to the risks of the Indian regulatory and policy regime.

- (d) ***You may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the Debentures.***

Our ability to pay interest accrued on the Debentures and/or the principal amount outstanding from time to time in connection therewith would be subject to various factors inter-alia including our financial condition, profitability and the general economic conditions in India and in the global financial markets. We cannot assure you that we would be able to repay the principal amount outstanding from time to time on the Debentures and/or the interest accrued thereon in a timely manner or at all.

- (e) ***There may be no active market for the non-convertible debentures on the WDM segment of the stock exchange. As a result, the liquidity and market prices of the non-convertible debentures may fail to develop and may accordingly be adversely affected.***

There can be no assurance that an active market for the Debentures will develop. If an active market for the Debentures fails to develop or be sustained, the liquidity and market prices of the Debentures may be adversely affected. The market price of the Debentures would depend on various factors inter alia including (i) the interest rate on similar securities available in the market and the general interest rate scenario in the country; (ii) the market for listed debt securities; (iii) general economic conditions; and (iv) our financial performance, growth prospects and results of operations. The aforementioned factors may adversely affect the liquidity and market price of the Debentures, which may trade at a discount to the price at which you purchase the Debentures and/or be relatively illiquid.

3.6 REFUSAL OF LISTING OF ANY SECURITY OF THE ISSUER DURING LAST THREE YEARS BY ANY OF THE STOCK EXCHANGES IN INDIA OR ABROAD

There is no security of the issuer which has been refused by any regulatory to list on the Stock Exchanges during the preceding three years.

3.7 LIMITED OR SPORADIC TRADING OF NON-CONVERTIBLE SECURITIES OF THE ISSUER ON THE STOCK EXCHANGES

There is no limited or sporadic trading of non-convertible securities of the issuer on the stock exchanges

3.8 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 on date there is no outstanding deposits or instrument in the Company however please be informed that in case of borrowings issuer has duly complied all the regulatory or other requirements as stipulated by banking institutions and regulatory authorities from time to time.

SECTION 4: FINANCIAL STATEMENTS

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

It shall be noted that the audited financial statements have been certified by the statutory auditor who holds a valid certificate issued by the peer review board of the Institute of Chartered Accountants of India.

SECTION 5: REGULATORY DISCLOSURES

The General Information Document is prepared in accordance with the provisions of SEBI NCS Regulations and in this section, the Issuer has set out the details required as per Schedule I of the SEBI NCS 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;
- (b) Memorandum and Articles of Association of the Issuer and necessary resolution(s) for the allotment of the Non-Convertible Securities;
- (c) Copy of the resolution passed by the shareholders of the Company at 61st Annual General Meeting held on September 22, 2023, authorizing to borrow, upon such terms as the board may think fit, up to an aggregate limit of INR 750,00,00,000/- (Indian Rupees Seven Hundred and Fifty Crores Only) under Section 180 (1)(c) of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, shall be annexed in the relevant Key Information Document from time to time;
- (d) Copy of the resolution passed by the board of directors of the Company dated 15th March, 2025 authorizing the issuance of the debentures shall be annexed in the relevant Key Information Document from time to time;
- (e) Copy of the resolution passed by the Board of Directors of the Company for each Tranche / Issuance shall be annexed at the time of issuance of the Key Information Document;
- (f) Copy of last 3 (three) years audited Annual Reports;
- (g) Reports about the business or transaction to which the proceeds of the securities are to be applied directly or indirectly;
- (h) Statement containing particulars of, dates of, and parties to all material contracts and agreements;
- (i) 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;
- (j) Where applicable, an undertaking that permission/consent from the prior creditor for a second or *pari passu* charge being created, in favor of the trustees to the proposed issue has been obtained;
- (k) Any other particulars or documents that the recognized stock exchange may call for as it deems fit; and
- (l) Due diligence certificates from the Debenture Trustee as per the format specified in Annexure A of the SEBI Debenture Trustees Master Circular and Schedule IV of the SEBI NCS Regulations.

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

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

5.2 Details of Promoters of the Issuer:


S. No.	Details of Promoter Management	Description
1.	Name of promoter	Mr. Meghraj Jain
2.	Date of Birth	25 th June, 1970
3.	Age	55 years
4.	Education Qualifications	Bachelor in Commerce
5.	Experience in the business or employment	As an entrepreneur for more than 26 years
6.	Positions / posts held in the past by the promoter management	Promoter
7.	Directorships held by the promoter management	Chairman and Managing Director in Mangal Credit and Fincorp Limited
8.	Other ventures of the promoter management	<ul style="list-style-type: none"> • Indtrans Container Lines Private Limited • Dhakad Properties Private Limited • Chakshu Realtors Private Limited • Shwet Developers Private Limited
9.	Special achievements	<ol style="list-style-type: none"> 1. Awarded as the Best Upcoming Lending NBFC of the Year 2024 - India NBFC Summit & Awards held by Synnex. 2. Awarded by IFIE Indian Achievers Award - 3rd Edition - Most Iconic Entrepreneur of the Year presented by Shri. Nitin Gadkari 3. Awarded by ET Emerging Leaders Conclave 2024 - Mr. Meghraj Jain 4. Awarded by Asia One - India's Fastest Growing Brands 2023
10.	Business and financial activities of the promoter management	Not applicable as the Promoter is an individual
11.	Photograph	

S. No.	Details of Promoter Management	Description
1.	Name of promoter	Mr. Hardik Jain
2.	Date of Birth	17 th September, 1998
3.	Age	27 years
4.	Education Qualifications	Bachelor of Arts in Inter - Disciplinary Studies
5.	Experience in the business or employment	As an entrepreneur for more than 5 years
6.	Positions / posts held in the past by the promoter management	Promoter
7.	Directorships held by the promoter management	Executive Director in Mangal Credit and Fincorp Limited
8.	Other ventures of the promoter management	<ul style="list-style-type: none"> • Indtrans Container Lines Private Limited • Mangal Buildhome Private Limited • Mangal Compusolution Limited • Mangal Finserv Private Limited • Cosmoline Cos Private Limited
9.	Special achievements	<ol style="list-style-type: none"> 1. Awarded by ET Emerging Leaders Conclave 2024 - Mr. Hardik Jain 2. Awarded by Forbes India - 30 Under 30
10.	Business and financial activities of the promoter management	Not applicable as the Promoter is an individual
11.	Photograph	


S. No.	Details of Promoter Management	Description
1.	Name of promoter	Ms. Indra Meghraj Jain
2.	Date of Birth	16th September, 1970
3.	Age	55 years

S. No.	Details of Promoter Management	Description
4.	Education Qualifications	Bachelor in Commerce
5.	Experience in the business or employment	Entrepreneur
6.	Positions / posts held in the past by the promoter management	Promoter
7.	Directorships held by the promoter management	-
8.	Other ventures of the promoter management	<ul style="list-style-type: none"> • Mangal Compusolution Limited • Dhakad Properties Private Limited • Chakshu Realtors Private Limited
9.	Special achievements	-
10.	Business and financial activities of the promoter management	-
11.	Photograph	

S. No.	Details of Promoter Management	Description
1.	Name of promoter	Ms. Bhavika Jain
2.	Date of Birth	5 th December, 1994
3.	Age	31 years
4.	Education Qualifications	Master in Wealth Management
5.	Experience in the business or employment	As an entrepreneur for more than 5 years
6.	Positions / posts held in the past by the promoter management	Promoter

S. No.	Details of Promoter Management	Description
7.	Directorships held by the promoter management	-
8.	Other ventures of the promoter management	• FOY E Retail Private Limited
9.	Special achievements	-
10.	Business and financial activities of the promoter management	-
11.	Photograph	

S. No.	Details of Promoter Management	Description
1.	Name of promoter	Mr. Ajit Jain
2.	Date of Birth	7 th May, 1978
3.	Age	47 years
4.	Education Qualifications	Bachelor in Commerce
5.	Experience in the business or employment	As an entrepreneur for more than 25 years
6.	Positions / posts held in the past by the promoter management	Promoter
7.	Directorships held by the promoter management	-
8.	Other ventures of the promoter management	<ul style="list-style-type: none"> • Mangal Buildhome Private Limited • Dhakad Properties Private Limited • Mangal Royal Jewels Private Limited • Shree Mangal Jewels Private Limited • Swarn Bhavya Mangal Jewels Private Limited • Shree Ratna Mangal Jewels Private Limited

		• Shree Mangal Abhushan Private Limited
9.	Special achievements	-
10.	Business and financial activities of the promoter management	-
11.	Photograph	

S. No.	Details of Promoter Management	Description
1.	Name of promoter	Mr. Seema Jain
2.	Date of Birth	30 th January, 1979
3.	Age	46 years
4.	Education Qualifications	Bachelor in Science
5.	Experience in the business or employment	Entrepreneur
6.	Positions / posts held in the past by the promoter management	Promoter
7.	Directorships held by the promoter management	-
8.	Other ventures of the promoter management	• Dhakad Properties Private Limited • Chakshu Realtors Private Limited
9.	Special achievements	-
10.	Business and financial activities of the promoter management	-

11.	Photograph	
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Declaration

The Issuer confirms that (to the extent applicable) the Permanent Account Number, Aadhaar Number, Driving License Number, Bank Account Number(s), Passport Number and Personal Address 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 General Information Document.

5.3 Details of specific entities in relation to the current Issue of Non-Convertible Debentures:

S. No.	Particulars	Details
1.	Legal Counsel (if any)	<p>Name: Juris Corp, Advocates & Solicitors</p> <p>Logo: </p> <p>Contact Person: Partner, Securities</p> <p>Address: 302, Century Bhavan, 3rd Floor, Dr Annie Besant Road, Worli, Mumbai - 400 030, India</p> <p>Email: securities@juriscorp.in</p> <p>Tel: 022 6720 5555</p> <p>Website: www.juriscorp.in</p>
2.	Guarantor (if applicable)	As set out in the respective Key Information Document
3.	Arrangers, if any	As set out in the respective Key Information Document

5.4 About the Issuer: A brief summary of business / activities of the Issuer and its subsidiaries with the details of branches or units if any and its line of business containing at least the following information:

(a) Overview of the business of the Issuer

Inception and formation:

- i. **Formation** – The Company was formed in 1961 by the name of Tak Machinery Ltd. It was acquired by Mangal group in 2012 and the name was changed to Mangal Credit and Fincorp Ltd. in the year 2013.
- ii. **RBI License:** The Company obtained its NBFC license in the year 2016.
- iii. **No. of Branches as on Date:** we have 22 branches as on date.
- iv. The company is a non-deposit taking NBFC registered with RBI and equity listed on

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BSE and NSE. The Company operates through branch model for retail lending across Maharashtra, Gujarat, Rajasthan and West Bengal.

- v. The Company is into lending products of gold jewellery loans, SME loans, Loans against property (LAP) and personal loans to the existing gold loan borrowers.

(b) **Details of the branches or units where the Company carries on its business, if any –**



Quick response code –

Branches in Maharashtra:

Existing

- i. Goregaon – HO
- ii. Malad
- iii. Vile Parle
- iv. Virar
- v. Badlapur
- vi. Vashi
- vii. Dombivli
- viii. Dharavi
- ix. Mira Road
- x. Parnvel
- xi. Kalyan
- xii. Vasai
- xiii. Prabhadevi
- xiv. Thane East
- xv. Ambarnath

Branches in Gujarat:

- i. Surat
- ii. Rajkot
- iii. Kalavad_Jamnagar
- iv. Surendranagar
- v. Mavdi

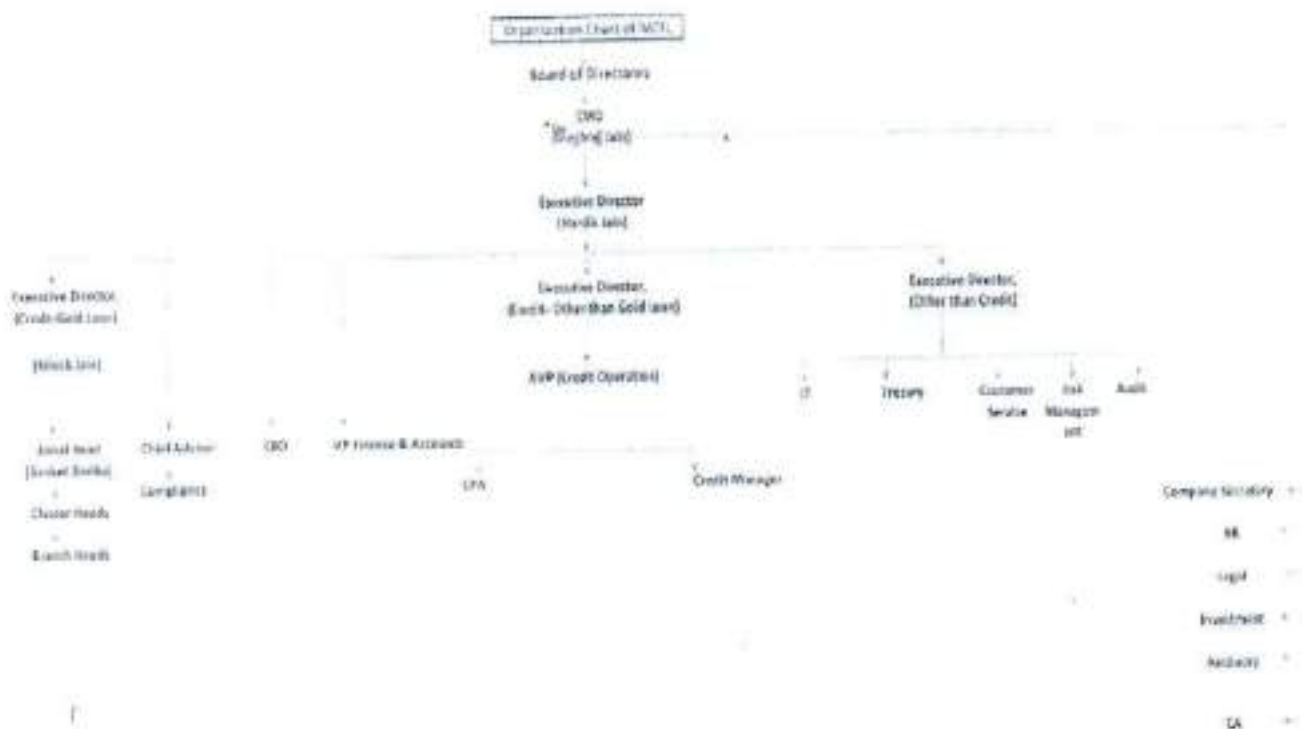
Branches in West Bengal :

- i. Sodepur
- ii. Chandannagar

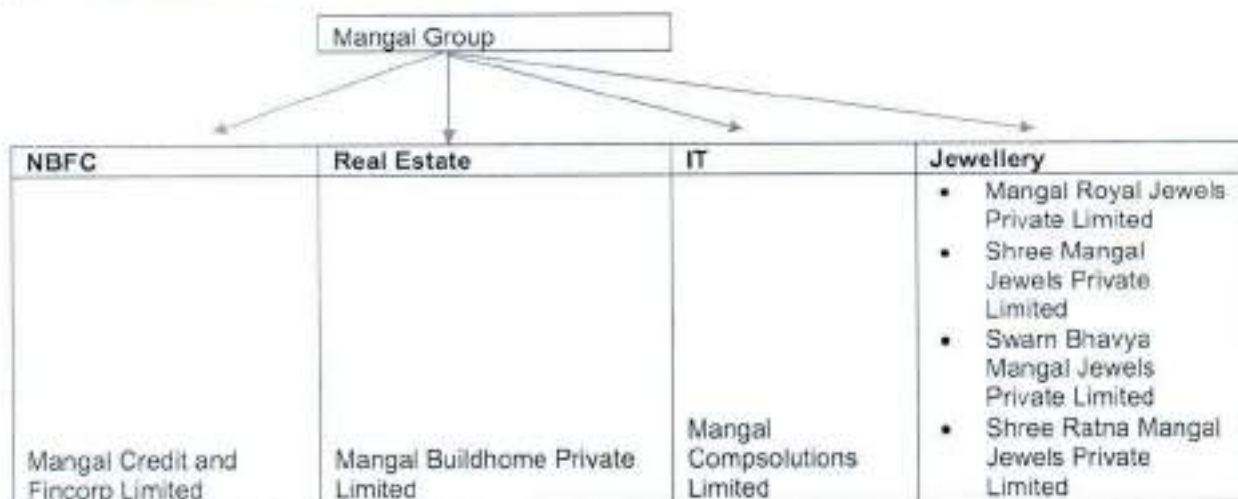
Weblink - <https://www.mangalfincorp.com/>

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(c) **Corporate Structure of the Issuer:**



(d) **Corporate Structure of the Group:**



(e) **Use of proceeds (in order of priority for which the said proceeds will be utilized):**

- (i) Purpose - As set out in Section 5.38 (Issue Details) of the General Information Document;
- (ii) Break - up of the cost of the project for which the money is being used - As set out in the relevant Key Information Document, if applicable;
- (iii) Means of financing for the project - As set out in the relevant Key Information Document, if applicable;

- (iv) proposed deployment status of the proceeds at each stage of the project - As set out in the relevant Key Information Document, if applicable.

(f) **Expenses of the issue:**

Particulars of expenses	Amount	Percentage of total expenses	Percentage of total issue size
Lead Manager Fees	As shall be set out in the Key Information Document		
Underwriting Commission	As shall be set out in the Key Information Document		
Brokerage, selling commission and upload fees	As shall be set out in the Key Information Document		
Fees payable to the registrar to the issue	As shall be set out in the Key Information Document		
Fees payable to the legal advisors	As shall be set out in the Key Information Document		
Advertising and marketing expenses	As shall be set out in the Key Information Document		
Fees payable to the regulators including stock exchange	As shall be set out in the Key Information Document		
Expenses incurred on printing and distribution of issue stationary	As shall be set out in the Key Information Document		
Any other fees, commission or payments under whatsoever nomenclature	As shall be set out in the Key Information Document		

- (g) **Key Operational and Financial Parameters for the last 3 audited years on a consolidated basis (wherever available) else on a standalone basis and for the period ended as on December 31, 2024, in respect of the financial information provided under Sub-section 5.22 of Section 5 (Regulatory Disclosures):**

Standalone basis:

Rs. In Lakhs

Particulars	As on December 31, 2024	31.03.2024	31.03.2023	31.03.2022
BALANCE SHEET				
Assets				
Property, Plant and Equipment	70.95	57.18	43.46	32.13
Financial Assets	31425.11	25735.90	18680.72	12268.94
Non-financial Assets excluding Property, Plant and Equipment	1639.41	1585.88	1582.87	1472.74
Total Assets	33135.47	27378.96	20307.05	13773.81
Liabilities				

Particulars	As on December 31, 2024	31.03.2024	31.03.2023	31.03.2022
Financial Liabilities	-	-	-	-
-Derivative financial Instruments	0.00	0.00	0.00	0.00
-Trade Payables	60.84	75.19	37.10	0.00
-Other Payables	4.90	17.05	4.53	24.63
-Debt Securities	0.00	0.00	705.99	0.00
-Borrowings (other than Debt Securities)	18458.83	13664.02	7885.15	2826.16
-Deposits	0.00	0.00	0.00	0.00
-Subordinated liabilities	0.00	0.00	0.00	0.00
-Lease liabilities	184.37	135.77	138.93	106.37
-Other financial liabilities	33.66	237.70	20.08	16.67
Non-Financial Liabilities				
-Current tax liabilities (net)	328.76	314.19	221.32	177.48
-Provisions	82.29	41.21	14.33	0.00
-Deferred tax liabilities (net)	0.00	0.00	0.00	1.81
-Other non-financial liabilities	217.11	158.85	85.69	28.34
Equity (Equity Share Capital and Other Equity)	13764.71	12734.98	11194.33	10592.35
Non-controlling interest	0.00	0.00	0.00	0.00
Total Liabilities and Equity	33135.47	27378.96	20307.05	13773.81
PROFIT AND LOSS				
Revenue from operations	3621.07	3319.51	2125.88	1461.57
Other Income	0.00	7.98	14.1	20.00
Total Income	3621.07	3327.49	2139.98	1481.57
Total Expenses	2182.52	1894.99	1062.14	613.32
Profit after tax for the year	1045.00	1054.59	791.35	608.14
Other Comprehensive Income	102.12	-118.97	-92.81	102.95
Total Comprehensive Income	1147.12	936.02	698.54	711.09
Earnings per equity share (Basic)	5.34	5.45	4.10	3.15

Particulars	As on December 31, 2024	31.03.2024	31.03.2023	31.03.2022
Earnings per equity share (Diluted)	5.34	5.45	4.10	3.15
Cash Flow	-	-	-	-
Net cash from / used in (-) operating activities	-2902.60	-5398.44	-4610.69	-1074.82
Net cash from / used in (-) investing activities	-715.15	-721.92	-28.66	-16.22
Net cash from / used in (-) financing activities	4659.21	5620.41	5629.56	1191.99
Net increase/decrease (-) in cash and cash equivalents	1041.46	-499.05	990.21	100.95
Cash and cash equivalents as per Cash Flow Statement as at end of Year	1672.63	631.17	1131.12	140.91
Additional Information				
Net worth	13764.71	12734.98	11194.33	10592.35
Cash and cash equivalents	1672.63	631.17	1131.12	140.91
Loans	26664.20	22632.71	15879.51	10350.02
Total Debts to Total Assets	0.56	0.50	0.42	0.21
Interest Income	3502.95	3215.28	1996.49	1303.89
Interest Expense	1301.97	949.51	457.62	177.86
Impairment on Financial Instruments	39.26	74.18	34.99	96.65
Bad Debts to Loans	0.0004	0.000	0.0002	0.0002
% Stage 3 Loans on Loans (Principal Amount)	2.03%	2.62%	2.18%	2.40%
% Net Stage 3 Loans on Loans (Principal Amount)	1.22%	1.88%	1.44%	1.53%
Tier I Capital Adequacy Ratio (%)	43.40%	47.23%	57.93%	77.67%
Tier II Capital Adequacy Ratio (%)	0.00	0.00	0.00	0.00

Consolidated basis: Not Applicable

5.5 Details of any other contingent liabilities of the Issuer based on the latest audited financial statements including amount and nature of liability:

Please refer to the relevant Key Information Document

- 5.6 The amount of corporate guarantee or letter of comfort issued by the Company 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

Please refer to the relevant Key Information Document.

- 5.7 A brief history of Issuer since its incorporation giving details of its following activities:

- (a) Details of Share Capital as on last quarter end, i.e., December 31, 2024

Share Capital	Amount (in Rs.)
Authorised Share Capital	
2,50,00,000 Equity shares of Rs. 10/- each	25,00,00,000
TOTAL	25,00,00,000
Issued, Subscribed and Fully Paid-up Share Capital	
1,95,63,986 Equity shares of Rs. 10/- each	19,56,39,860
TOTAL	19,56,39,860

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

During the quarter ended December 31, 2024 there was no change in the capital structure however, during the preceding 3 financial years following changes have taken place;

Date (AGM / EGM)	Existing Capital	Revised Capital	Remark
15 th February, 2024	19,31,39,860	19,56,39,860	Issuance of 2,50,000 Equity Shares on Preferential basis

- (c) Details of the Equity Share Capital of the Company, for the preceding three financial years and the current financial year (as of December 31, 2024):

Date of Allotment	No of Equity Shares	Face Value (in Rs.)	Issue Price (in Rs.)	Consideration	Nature of Allotment	Cumulative Paid Up Capital			Remarks
						No of Equity Shares	Equity Share Capital (in Rs.)	Equity Share Premium (in Rs.)	
21 st Feb, 2024	2,50,000	10.00	110.00	2,75,00,000	Preferential Allotment	1,95,63,986	19,56,39,860	2,50,00,000	Not Applicable

5.8 Details of any Acquisition or Amalgamation with any entity in the preceding 1 (one) year:

There is no arrangement of Acquisition or Amalgamation with any entity in the preceding 1 (one) year.

5.9 Details of any Reorganization or Reconstruction in the preceding 1 (one) year:

There is no Reorganization or Reconstruction in the preceding 1 (one) year

5.10 Details of the shareholding of the Company as at the latest quarter end, i.e., December 31, 2024:

(a) Shareholding pattern of the Company as on last quarter end, i.e. December 31, 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
	Promoter and Promoter Group - A			
1.	Meghraj Sohanlal Jain	47,86,565	47,86,565	24.47%
2.	Ajit S Jain HUF	24,84,240	24,84,240	12.70%
3.	Hardik Meghraj Jain	8,27,394	8,27,394	4.23%
4.	Ajit Sohanlal Jain	3,99,696	3,99,696	2.04%
5.	Seema Ajit Jain	1,25,276	1,25,276	0.64%
6.	Bhavika Meghraj Jain	86,898	86,898	0.44%
7.	Indra Meghraj Jain	63,036	63,036	0.32%
8.	Dhakad Properties Private Limited	12,59,205	12,59,205	6.44%
9.	Swarn Bhavya Mangal Jewels Private Limited	83,537	83,537	0.43%
	Total - A	1,01,15,847	1,01,15,847	51.71%
10.	Public Shareholding – B	94,48,139	92,06,399	48.29%
	Grand Total A+B	1,95,63,986	1,93,22,246	100.00%

(b) List of top 10 holders of equity shares of the Company as at the latest quarter end, i.e. December 31, 2024:

Sr. No.	Name of the Shareholder / Particulars	Total Number of equity shares	Percentage of Total Shareholding (%)	Number of shares held in Demat Form
1.	Meghraj Sohanlal Jain	47,86,565	24.47%	47,86,565
2.	Ajit S Jain HUF	24,84,240	12.70%	24,84,240
3.	E Ally Consulting India Private Limited	16,79,700	8.59%	16,79,700
4.	Dhakad Properties Private Limited	12,59,205	6.44%	12,59,205

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Sr. No.	Name of the Shareholder / Particulars	Total Number of equity shares	Percentage of Total Shareholding (%)	Number of shares held in Demat Form
5.	Shree Jaisal Electronics and Industries Limited	9,29,400	4.75%	9,29,400
6.	Hardik Meghraj Jain	8,27,394	4.23%	8,27,394
7.	Ajit Sohanlal Jain	3,99,696	2.04%	3,99,696
8.	Pravin Udaylal Jain	3,42,570	1.75%	3,42,570
9.	Navin Mahavir Prasad Dalmia	3,26,599	1.67%	3,26,599
10.	Accomplish Trades Solutions Private Limited	3,10,500	1.59%	3,10,500
	Total:	1,33,45,869	68.23%	1,33,45,869

5.11 Following details regarding the directors of the Company:

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

This table sets out the details regarding the Company's Board of Directors as on date of this General Information Document:

Name Of the Directors	Designation	Age	Address	DIN	Date Of Appointment	Details Of Other Directorship	Whether wilful defaulter (yes/no)
Mr. Meghraj Jain	Chairman and Managing Director	55 years	301/3 Earth Konark Chs Ltd, Opp Parle Tilak School Road, Vile Parle East, Mumbai, Maharashtra, PIN Code: 400057,	01311041	14.08.2013	1. Mangal Credit and Fincorp Limited - Chairman and Managing Director	No
Mr. Hardik Jain	Executive Director	27 years	301/3 Earth Konark Chs Ltd, Opp Parle Tilak School Road, Vile Parle East,	07871480	10.01.2024	1. Mangal Credit and Fincorp Limited - Executive Director 2. Cosmoline Cos Private	No

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Name Of the Directors	Designation	Age	Address	DIN	Date Of Appointment	Details Of Other Directorship	Whether wilful defaulter (yes/no)
			Mumbai, Maharashtra, PIN Code: 400057,			Limited-Director 3. Chakshu Realtors Private Limited -Director	
Mr.Nilesh Jain	Executive Director and CFO	37 years	Flat No.703, A-Wing, Agarwal Heights, Vrindavan Township, Virar West, Opp. New Viva College, Virar (West), Palghar - 401303	'08788781	30.10.2021	1. Mangal Credit and Fincorp Limited - Executive Director and CFO	No
Mr. Sujan Sinha	Non Executive Director	67 years	D-704, R.N.A. Continental, Subhash Nagar, Chembur Mumbai-400071	'02033322	11.11.2020	1. Mangal Credit and Fincorp Limited - Non-Executive Non-Independent Director 2. Stragility Consulting Private Limited - Non-Executive Non-Independent Director 3. SMS Vans Skilling and Advisory Private Limited - Non-	No

Name Of the Directors	Designation	Age	Address	DIN	Date Of Appointment	Details Of Other Directorship	Whether wilful defaulter (yes/no)
						Executive Non-Independent Director 4. MS Fincap Private Limited - Non-Executive Non-Independent Director 5. RTDT Fintech Private Limited - Non-Executive Non-Independent Director 6. Transcorp Payments Limited - Non-Executive Non-Independent Director 7. Transwire Forex Limited - Non-Executive Non-Independent Director 8. Transcorp International Limited - Non-Executive Non-Independent Director	

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Name Of the Directors	Designation	Age	Address	DIN	Date Of Appointment	Details Of Other Directorship	Whether wilful default or (yes/no)
Mr. Ramanathan Annamalai	Independent Director	77 years	Plot No. 28, 18th Street, Tansi Nagar, Velachery, Chennai-600042	02645247	06.07.2018	1. Mangal Credit and Fincorp Limited - Non-Executive Non-Independent Director 2. LOLC India Finance Private Limited - Non-Executive Non-Independent Director 3. Navachetana Microfin Services Private Limited - Non-Executive Non-Independent Director 4. Kaleidofin Capital Private Limited - Non-Executive Non-Independent Director 5. Magalir Micro Capital Private Limited - Non-Executive Non-Independent Director	No

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Name Of the Directors	Designation	Age	Address	DIN	Date Of Appointment	Details Of Other Directorship	Whether wilful defaulter (yes/no)
						6. Svasti Microfinance Private Limited - Non-Executive Non-Independent Director 7. South India Finvest Private Limited - Non-Executive Non-Independent Director	
Mr. Subramanyam Ganesh	Independent Director	66 years	No 5, Aneesh Apartments, Azad Street, Off S V Road, Andheri West, Mumbai 400058	'01718431	14.11.2018	1. Mangal Credit and Fincorp Limited - Non-Executive Independent Director 2. Delta Greentech World Bombay Ecosystems Private Limited -Executive Director 3. Delta Greentech World Ecosystems Private Limited -Executive Director	No
Mr. Sriram Sankamarayan	Independent Director	57 years	A-603, Blue Heaven Raheja Vihar, Powai, Chandivili	'00146563	11.11.2020	1. Mangal Credit and Fincorp Limited - Non-Executive Independent	No

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Name Of the Directors	Designation	Age	Address	DIN	Date Of Appointment	Details Of Other Directorship	Whether wilful defaulter (yes/no)
			Mumbai-400072			nt Director 2. Xtremesoft Technologies Private Limited - Executive Director 3. Venture Securities Private Limited - Executive Director	
Vineeta Piyush Patel	Independent Director	35 years	94, Kansara Chawal, 3rd Floor, 62 Room No., Mumbadevi Temple, Kalbadevi Road, Mumbai-400002	07151087	10.01.2024	1. Mangal Credit and Fincorp Limited - Non-Executive Independent Director 2. Redbrick IT Support Limited - Non-Executive Director 3. Reliance Wimax Limited - Non-Executive Director 4. Campion Properties Limited - Non-Executive Director 5. Reliance BPO Private Limited - Non-Executive Director 6. Reliance Webstore	No

Name Of the Directors	Designation	Age	Address	DIN	Date Of Appointment	Details Of Other Directorship	Whether wilful defaulter (yes/no)
						Private Limited - Non-Executive Director 7. Globalcom Mobile Commerce Limited- Non-Executive Director 8. Globalcom Realty Limited- Non-Executive Director 9. Globalcom IDC Limited- Non-Executive 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 Reappointment	Date of Cessation, if applicable	Date of resignation, if applicable	Remarks
Mr. Meghraj Sohanlal Jain	Chairman and Managing Director	'01311041	14.08.2013	25.09.2024	NA	NA	NA
Mr. Hardik Jain	Executive Director	07871480	10.01.2024	NA	NA	NA	NA
Mr. Nilesh Jain	Executive Director and CFO	'08788781	30.10.2021	NA	NA	NA	NA
Mr. Sujan Sinha	Non Executive Director	'02033322	11.11.2020	NA	NA	NA	NA
Mr. Ramanathan Annamalai	Independent Director	'02645247	06.07.2018	22.09.2023	NA	NA	NA

Name	Designation	DIN	Date of Appointment	Date of Reappointment	Date of Cessation, if applicable	Date of resignation, if applicable	Remarks
Mr. Subramanyam Ganesh	Independent Director	01718431	14.11.2018	22.09.2023	NA	NA	NA
Mr. Sriram Sankarnarayanan	Independent Director	00146563	11.11.2020	NA	NA	NA	NA
Ms. Vineeta Piyush Patel	Independent Director	07151087	10.01.2024	NA	NA	NA	NA
Ms. Nirupama Charuhas Khandke	Independent Director	01605060	12.06.2018	22.09.2023	27.12.2023	27.12.2023	NA

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

Remuneration payable or paid to a director by the Company, its subsidiary or associate company; shareholding of the director in the company, its subsidiaries and associate companies on a fully diluted basis.	(INR - In Lakhs)				
	Director	Fiscal FY 24-25 (Up to January 2025)	Fiscal FY 23-24	Fiscal FY 22-23	Fiscal FY 21-22
	Mr. Meghraj Jain	25.00	30.00	30.00	30.00
	Mr. Nilesh Jain	20.00	19.50	10.50	-
	Mr. Hardik Jain	40.00	12.00	-	-
	Mr. Sujan Sinha	0.75	1.50	0.50	0.55
	Mr. Ramanathan Annamalai	0.75	1.50	1.00	0.45
	Mr. Subramanyam Ganesh	1.00	1.50	0.75	0.55
	Mr. Sriram Sankarnarayanan	0.75	1.25	1.00	0.55
	Ms. Vineeta Piyush Patel	1.00	0.25	-	-
	Ms. Nirupama Khandke	-	1.00	1.00	0.55
	Mr. Naval Maniyar	-	-	-	17.00
Appointment of any relatives to an office or place of profit of the issuer, its subsidiary or associate company	Mr. Hardik Meghraj Jain, Son of Mr. Meghraj Sohanlal Jain – Chairman and Managing Director has been appointed as an Executive Director of the Company on 10 th January, 2024 and the same was regularized by the Members of the Company at the Extra Ordinary General Meeting held on 15 th February, 2024. Except as stated above, there was no appointment or place of profit took place in the Company.				
Full particulars of the nature and extent of					

<p>interest, if any, of every director:</p> <p>A. in the promotion of the issuer company; or</p> <p>B. in any immoveable property acquired by the issuer company in the two years preceding the date of the issue document or any immoveable property proposed to be acquired by it; or</p> <p>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 company shall be disclosed</p>	<p>A. Mr. Meghraj Sohanlal Jain – Chairman and Managing Director and Mr. Hardik Jain – Executive Director holding position of Promoter in the Company.</p> <p>B. Nil</p> <p>C. Nil</p>
<p>Contribution being made by the directors as part of the offer or separately in furtherance of such objects</p>	<p>As on the date of this document Mr. Meghraj Sohanlal Jain holds 47,86,565 equity shares stood at 24.47% and Mr. Hardik Jain holds 8,27,394 equity shares stood at 4.23% of the total outstanding equity capital.</p>

5.12 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

No financial or other material interest of the directors, promoters, key managerial personnel or senior management in the offer.

5.13 Following details regarding the auditors of the Company:**(a) Details of the auditor of the Company:**

Name of the Auditor	Address	Date of appointment
M/s. Bhagwagar Dalal & Doshi, Chartered Accountants	Shivsagar Estate, D-Block, 4 th Floor, Dr. Annie Besant Road, Worli, Mumbai – 40018	22 nd September, 2023

(b) Details of change in auditor 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
MGB & CO LLP	J-16, Lal Kothi Yojna, Behind IOC Petrol Pump, Sahakar Marg, Jaipur - 302015	30 th September, 2019	22 nd September, 2023	Reappointment for second term.
M/s. Bhagwagar Dalal & Doshi, Chartered Accountants	Shivsagar Estate, D-Block, 4 th Floor, Dr. Annie Besant Road, Worli, Mumbai – 40018	22 nd September, 2023	Currently Active	Currently Active

5.14 DETAILS OF THE BORROWING OF THE ISSUER

Details of the following liabilities of the Issuer, as at the end of the last quarter, i.e., December 31, 2024, or if available, a later date:

(a) Details of Outstanding Secured Loan Facilities as on the preceding quarter (as on December 31, 2024):

Name of lender	Type of Facility	Amount Sanctioned (INR in Lakhs)	Avalued	Principal Amount Outstanding(Lakhs)	Security	Repayment date / Schedule	Credit Rating, if applicable	Asset Classification
Federal Bank	Hybrid Term Loan & WCD L	1,000.00	1,000.00	929.00	Pledge of Gold	Bullet	Not Applicable	Standard

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Name of lender	Type of Facility	Amount Sanctioned (INR in Lakhs)	Availed	Principal Amount Outstanding(Lakhs)	Security	Repayment date / Schedule	Credit Rating, if applicable	Asset Classification
Federal Bank	Term Loan	1,000.00	1,000.00	875.00	125% of Book Debts	Monthly	BBB Stable	Standard
South Indian Bank	WCD L	1,750.00	1,750.00	1,620.00	100% of Book Debts	Monthly	Not Applicable	Standard
City Union Bank	WCD L	3,000.00	3,000.00	1,744.00	Pledge of Gold	Principal - Bullet Interest - Monthly	Not Applicable	Standard
CSB Bank	Hybrid Term Loan & WCD L	2,500.00	2,500.00	2,506.00	Pledge of Gold	Bullet	Not Applicable	Standard
State Bank of India	Term Loan I	2,000.00	2,000.00	488.00	125% of Book Debts	Monthly	BBB Stable	Standard
State Bank of India	Term Loan II	1,000.00	1,000.00	412.00	125% of Book Debts	Monthly	BBB Stable	Standard
ICICI Bank	Term Loan	1,000.00	1,000.00	478.00	125% of Book Debts	Monthly	BBB Stable	Standard
Indian Overseas Bank	Term Loan I	2,500.00	2,500.00	1,875.00	125% of Book Debts	Monthly	BBB Stable	Standard
Indian Overseas Bank	Term Loan II	2,500.00	2,500.00	2,500.00	125% of Book Debts	Monthly	BBB Stable	Standard
Cholaman dalam Investment and	Term Loan	500.00	500.00	406.00	125% of Book	Monthly	BBB Stable	Standard

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Name of lender	Type of Facility	Amount Sanctioned (INR in Lakhs)	Availed	Principal Amount Outstanding (Lakhs)	Security	Repayment date / Schedule	Credit Rating, if applicable	Asset Classification
Finance Company Ltd.					Debt s			
Hinduja Leyland Finance Ltd.	Term Loan	1,000.00	1,000.00	814.00	110% of Book Debt s	Monthly	BBB Stable	Standard
Poonawalla Fincorp Ltd.	Term Loan	1,000.00	1,000.00	926.00	125% of Book Debt s	Monthly	BBB Stable	Standard
Tata Capital Ltd.	Term Loan	500.00	500.00	479.00	125% of Book Debt s	Monthly	BBB Stable	Standard
		21,250.00	21,250.00	16,052.00				

- (b) Details of Outstanding Unsecured Loan Facilities as on the preceding quarter (as on December 31, 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
Loan from Director* – Mr. Meghraj Sohanlal Jain	Unsecured Loan	70.00	23.06	NA	NA
GQUANT INVESTECH PRIVATE LIMITED	Unsecured ICD	4.00	2.00	NA	NA
RVIK CONSULTANT PRIVATE LIMITED	Unsecured ICD	5.00	0.01	NA	NA
Total		79.00	25.07		

*Amount sanctioned Rs. 70 Cr. has been authorized by the Members of the Company at 62nd Annual General Meeting by way of passing Special Resolution.

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(c) **Details of Outstanding Non-Convertible Securities as on the preceding quarter (as on December 31, 2024):**

The Company does not have any outstanding Non Convertible Securities as on date.

(d) **Details of Outstanding commercial papers as on the preceding quarter (as on December 31, 2024):**

There are no Outstanding commercial papers as on the preceding quarter (as on December 31, 2024)

5.15 **List of top 10 holders of non-convertible securities in terms of value as on the preceding quarter (as on December 31, 2024) (in cumulative basis):**

Not Applicable as there are no outstanding non-convertible securities in the Company.

5.16 **List of top 10 holders of commercial papers in terms of value as on the preceding quarter (as on December 31, 2024) (in cumulative basis):**

Not Applicable as there are no outstanding Commercial Papers in the Company.

5.17 **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:**

Not Applicable

5.18 **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.**

NIL

5.19 **Details of any outstanding borrowing taken / debt securities issued for consideration other than cash. This information shall be disclosed whether such borrowing / debt securities have been taken / issued: (i) in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option or not:**

NIL

5.20 **Details of all defaults and/or delay in payments of interest and principal of any kind of term loans, debt securities, commercial paper (including technical delay) and other financial indebtedness including corporate guarantee or letters of comfort issued by the Company, in the preceding 3 (three) years, including the current financial year:**

NIL

5.21 **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:**

As set out in Annexure VII hereinbelow.

5.22 **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 and the unaudited financial statements for the period ended December 31, 2024:

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

The audited financial statements of the issuer for the year ended March 31, 2024, March 31, 2023, and March 31, 2022 along with the unaudited limited review financial statements for the period ended December 31, 2024, are set out in **Annexure V** hereto.

It shall be noted that the audited financial statements have been certified by the statutory auditor who holds a valid certificate issued by the peer review board of the Institute of Chartered Accountants of India.

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 interim period, then the combined financial statements need to be disclosed for the periods when such historical financial statements are not available.

Not Applicable

- (b) **Listed issuers (whose debt securities or specified securities are listed on recognised stock exchange(s)) in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, may disclose unaudited limited review financial information for the stub period in the format as prescribed therein with limited review report in the General Information Document, as filed with the stock exchanges, instead of audited financial statements for stub period, subject to making necessary disclosures in this regard in General Information Document including risk factors.**

Please refer to **Annexure V** for the financial statements for the financial year ending March 31, 2024, March 31, 2023, and March 31, 2022, along with the unaudited limited review financial statements for the period ended December 31, 2024.

- (c) **Issuers other than unlisted REITs / unlisted 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:**

As the company is in existence for more than 3 years we are disclosing the financials in accordance with the clause (a) of 5.21.

- 5.23 **Any material event/ development or change having implications 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 non-convertible securities / commercial papers.**

Nil

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

Nil

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

Nil

5.26 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

5.27 Details of acts of material frauds committed against the Company in the preceding 3 (three) financial years and current financial year, if any, and if so, the action taken by the Company

Please refer to Point 10.12 under Section 10 (*Form PAS-4*) of this General Information Document.

5.28 Details of pending proceedings initiated against the Company for economic offences, if any

Nil

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.

Parties	Consent
Directors	As provided in the Key Information Document
Auditors	As provided in the Key Information Document
Bankers	As provided in the Key Information Document
Debenture Trustee	As provided in the Key Information Document
Solicitors / Advocates	As provided in the Key Information Document
Legal Advisors	As provided in the Key Information Document
Registrar	As provided in the Key Information Document
Lead Manager / Merchant Banker (if applicable)	As provided in the Key Information Document

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

As specified in the relevant Key Information Document.

5.31 Details of credit rating along with reference to the rating letter issued (not older than one month on the date of opening of the issue) by the rating agencies in relation to the issue shall be disclosed. The detailed press release of the Credit Rating Agencies along with rating rationale(s) adopted (not older than one year on the date of opening of the issue) shall also be disclosed.

As specified in the relevant Key Information Document.

- 5.32 If the security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed. In case such document does not contain 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 General Information Document.

As specified in the relevant Key Information Document.

- 5.33 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:**

Coupon and all other charges shall accrue based on actual/actual day count convention in accordance with Chapter III (Day count convention, disclosure of cash flows and other disclosures in the offer document) of the SEBI NCS Master Circular, as may be amended and modified from time to time;

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

Please refer to the column on "Issue Timing" under Section 5.38 (Issue Details) of this General Information Document; and

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

The cashflows emanating from the Non-Convertible Securities, by way of an illustration, are set out in the respective Key Information Document.

- 5.34 Name(s) of the stock exchange(s) where the non-convertible securities are proposed to be listed and the details of their in-principle approval for listing obtained from these stock exchange(s). 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 Non-Convertible Securities 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 Non-Convertible Securities from BSE and the same is annexed in **Annexure VI** hereto. The Issuer shall also be creating the recovery expense fund prescribed as per the SEBI Debenture Trustees Master Circular and relevant applicable SEBI regulations with BSE.

The Non-Convertible Securities are not proposed to be listed on more than one stock exchange.

- 5.35 **Other details:**

- (a) 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.

Please refer Key Information Document

- (b) 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:

Nil

- (c) **Creation of Debenture Redemption Reserve ("DRR") – relevant legislations and applicability:**

(i) The Company hereby agrees and undertakes that, if required under Applicable Law, it will create a debenture redemption reserve ("DRR") in accordance with the provisions of the Act (and the rules and regulations made thereunder) and the guidelines issued by the relevant Governmental Authorities.

(ii) If any guidelines are formulated (or modified or revised) by any Governmental Authority in respect of creation of the DRR prior to the Final Settlement Date, then the Company shall comply with such guidelines and shall do all deeds, acts and things as may be required by the Debenture Trustee in respect of the creation and maintenance of the DRR.

(iii) Where applicable, the Company shall submit to the Debenture Trustee a certificate duly certified by a chartered accountant certifying that the Company has transferred the required amount to the DRR at the end of each Financial Year.

(iv) In addition to the above, to the extent required by Applicable Law, the Company shall, in any Financial Year, in respect of any amounts of the Non-Convertible Securities maturing in such Financial Year, invest or deposit amounts up to such thresholds as may be prescribed by Applicable Law and in such form and manner as prescribed therein and within the time periods prescribed therein.

- (d) **Issue / instrument specific regulations - relevant details (Companies Act, Reserve Bank of India guidelines etc.):**

The Issue of Non-Convertible Securities shall be in conformity with the applicable provisions of the Companies Act including the relevant notified rules thereunder, the SEBI NCS Regulations, the SEBI Debenture Trustees Master Circular, the LODR Regulations the NBFC Directions, the NCD Issuance Directions and the applicable guidelines and directions issued by the RBI and SEBI.

- (e) **Default in payment:**

Please refer to the terms and conditions of the Non-Convertible Securities set out in Section 5.38 (Issue Details) of this General Information Document.

As specified in the relevant Key Information Document.

- (f) **Delay in listing:**

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 Chapter VII (*Standardization of timelines for listing of securities issued on a private placement basis*) of the SEBI NCS Master Circular, the Issuer confirms

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that in the event there is any delay in listing a of the Non-Convertible Securities beyond (T+3) working days, wherein "T" shall be referred to the issue closing date, the Company 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 Non-Convertible Securities until the listing of the Non-Convertible Securities is completed.

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

- (i) The Issuer shall ensure that the Non-Convertible Securities are allotted to the respective Debenture Holders and are credited into the demat accounts of the relevant Debenture Holders within the timelines prescribed under the SEBI Listing Timelines Requirements.
- (ii) If the Issuer fails to allot the Non-Convertible Securities to the Applicants within 60 (sixty) calendar days from the date of receipt of the Application Monies ("**Allotment Period**"), it shall repay the Application Monies 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 Monies within the Repayment Period, then Issuer shall be liable to repay the Application Monies along with interest at the applicable Interest Rate or 12% (twelve percent) per annum, whichever is higher, from the expiry of the Allotment Period.

(h) **Issue details:**

Please refer to Section 5.38 (*Issue Details*) of this General Information Document

(i) **Application process:**

The application process for the Issue is as provided in Section 8 of this General Information Document.

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

All disclosures under Form No. PAS-4 of Companies (Prospectus and Allotment of Securities), Rules, 2014 have been set out in Section 10.

(k) **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:**

As set out in the respective KID

5.36 A statement containing particulars of the dates of, and parties to all material contracts, agreements:

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.

The contracts and documents referred to hereunder are 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.

S. No	Nature of Contract
1.	Certified true copy of the Memorandum & Articles of Association of the Issuer.
2.	Copy of the resolution passed by the board of directors of the Company dated March 15, 2025, authorizing the issuance of the debentures and as set out in the respective Key Information Document. In case of any further resolution passed by the issuer in relation to the subject (as shall be required) shall be annexed in the relevant Key Information Document from time to time.
3.	Board Resolution authorizing the respective Tranche/Issuance of Debentures offered under the terms of this Key Information Document shall be as more particularly as set out in the relevant Key Information Document, from time to time.
4.	Copies of the resolutions passed by the shareholders of the Company at the Extraordinary General Meeting under Section 180(1)(a) and Section 180(1)(c) of the Act held on September 22, 2023, authorising the Company to borrow, upon such terms as the board may think fit, up to an aggregate limit of INR 750,00,00,000/- (Indian Rupees Seven Hundred and Fifty Crores Only). In case of any further resolution passed by the Issuer in relation to the subject (as shall be required) shall be annexed in the relevant Key Information Document from time to time.
5.	Copies of Annual Reports of the Company for the last three financial years.
6.	Credit rating letter from the Rating Agent, rating rationale from the Rating Agent along with detailed press release shall be set out in the relevant Key Information Document.
7.	Letter from debenture trustee dated March 11, 2025, having reference number – CL/DEB/24-25/2525 giving its consent to act as Debenture Trustee, for the first issuance under this General Information Document, a copy of which is set out in Annexure III of this General Information Document. The debenture trustee consent letter for the subsequent Tranche / issuances of the Debentures shall be as more particularly as set out in the relevant Key Information Document, as shall be issued from time to time.
8.	Letter from the Registrar and Transfer Agent dated March 19, 2025, giving its consent to act as the Registrar and Transfer Agent, for the first issuance under this General Information Document. The consent letter from the Registrar and Transfer Agent for the subsequent Tranche / Issuances of the Debentures shall be as more particularly as set out in the relevant Key Information Document, as shall be issued from time to time.
9.	The merchant banker consent letter shall be as more particularly as set out in the relevant Key Information Document, as shall be issued from time to time.
10.	Certified true copy of the certificate of incorporation of the Company.
11.	Certified true copy of the tripartite agreement between the Company, the Registrar & Transfer Agent and the NSDL / CDSL.
12.	Copy of application made to BSE for grant of in-principle approval for listing of Non-Convertible Securities.
13.	Relevant Tranche/Issuance Debenture Trustee Agreement to be executed by the issuer and the Debenture Trustee.
14.	Relevant Tranche/Issuance Debenture Trust Deed to be executed by the Issuer and the Debenture Trustee.
15.	Relevant Tranche/Issuance Deed of Hypothecation(s) to be executed by the issuer and the Debenture Trustee.
16.	Any other document as deemed relevant and applicable.

- 5.37 Issue Details applicable for this first issuance of the Commercial Papers shall be as set out in the Key Information Document. The issue details of the subsequent issuance of the relevant Non-Convertible Securities / Commercial Papers shall be set out in the relevant Key Information Document that shall be issued from time to time.

Nil

5.38 Issue Details applicable for this first issuance of the Debentures under the General Information Document. The issue details of the subsequent issuance of the relevant Non-Convertible Securities shall be set out in the relevant Key Information Document that shall be issued from time to time.

- (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 procure permission for listing of the Non-Convertible Securities from the Stock Exchange within (T+3) working days, wherein "T" shall be referred to the issue closing date ("**Listing Period**") of the relevant Tranche / Issuance of Debentures.
- (b) The Issuer shall ensure that the Non-Convertible Securities continue to be listed on the wholesale debt market segment of the BSE.
- (c) In the event there is any delay in listing of the Debentures beyond (T+3) working days, wherein "T" shall be referred to the issue closing date of the relevant issuance of the Debenture, 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.

Security Name <i>(Name of the non-convertible securities which includes Coupon / dividend, Issuer Name and maturity year)</i>	As specified in the relevant Key Information Document.
Issuer	Mangal Credit and Fincorp Limited
Type of Instrument	As specified in the relevant Key Information Document.
Nature of Instrument (Secured or Unsecured)	As specified in the relevant Key Information Document.
Seniority (Senior or subordinated)	As specified in the relevant Key Information Document.
Eligible Investors	As specified in the relevant Key Information Document.
Listing (name of stock Exchange(s) where it will be listed and timeline for listing)	As specified in the relevant Key Information Document.
Rating of Instrument	As specified in the relevant Key Information Document.
Minimum Subscription	As specified in the relevant Key Information Document.
Option to retain oversubscription (Amount)	As specified in the relevant Key Information Document.
Objects of the Issue / Purpose for which there is requirement of funds	As specified in the relevant Key Information Document.
In case the issuer is a NBFC and the	As specified in the relevant Key Information

objects of the issue entail loan to any entity who is a 'group company' then disclosures shall be made in the prescribed format:	Document.
Details of the utilization of the Proceeds	As specified in the relevant Key Information Document.
Coupon Rate	As specified in the relevant Key Information Document.
Step Up Coupon Rate	As specified in the relevant Key Information Document.
Coupon Payment Frequency	As specified in the relevant Key Information Document.
Coupon Payment Dates	As specified in the relevant Key Information Document.
Coupon Type (Fixed, floating or other structure)	As specified in the relevant Key Information Document.
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)	As specified in the relevant Key Information Document.
Day Count Basis (Actual / Actual)	Actual / Actual. The Coupon (if any) shall be computed on the basis of actual number of days elapsed in a year, for this purpose a year shall comprise of a period of 365 (Three Hundred and Sixty-Five) days. In case of a leap year, if 29 th February of the relevant leap year falls during the Tenor of the Non-Convertible Securities, then the number of days shall be reckoned as 366 (Three Hundred and Sixty-Six) days for the one-year period.
Interest on Application Monies	As specified in the relevant Key Information Document.
Default Interest Rate	As specified in the relevant Key Information Document.
Tenor	As specified in the relevant Key Information Document.
Redemption Date / Maturity Date	As specified in the relevant Key Information Document.
Redemption Amount	As specified in the relevant Key Information Document.
Early Redemption/ Mandatory Redemption	As specified in the relevant Key Information Document.

Early Redemption Date/ Mandatory Redemption	As specified in the relevant Key Information Document.
Early Redemption Notice	As specified in the relevant Key Information Document.
Voluntary Redemption	As specified in the relevant Key Information Document.
Redemption Premium/ Discount	As specified in the relevant Key Information Document.
Issue Price	As specified in the relevant Key information Document.
Discount at which security is issued and the effective yield as a result of such discount	As specified in the relevant Key Information Document.
Premium / Discount at which security is redeemed and the effective yield as a result of such premium / discount	As specified in the relevant Key Information Document.
Put Date	As specified in the relevant Key Information Document.
Put Price	As specified in the relevant Key information Document.
Call Date	As specified in the relevant Key Information Document.
Call Price	As specified in the relevant Key Information Document.
Put Notification Time (Timelines by which the investor need to intimate Issuer before exercising the put)	As specified in the relevant Key Information Document.
Call Notification Time (Timelines by which the Issuer need to intimate investor before exercising the call)	As specified in the relevant Key Information Document.
Face Value	As specified in the relevant Key Information Document.
Minimum Application and in multiples of thereafter	As specified in the relevant Key Information Document.
Issue Timing 1) Issue Opening Date 2) Issue Closing Date 3) Date of earliest closing of the Issue, if any 4) Pay-in Date	As specified in the relevant Key Information Document.

5) Deemed Date of Allotment	
Settlement mode of the Instrument	As specified in the relevant Key Information Document.
Depositories	NSDL and CDSL
Disclosure of Interest / Dividend / Redemption Dates	As specified in the relevant Key Information Document.
Record Date	As specified in the relevant Key Information Document.
All covenants of the issue (including side letters, accelerated payment clause, etc.)	<p>Representations and Warranties As shall be more particularly set out in the respective Key Information Document.</p> <p>Affirmative Covenants As shall be more particularly set out in the respective Key Information Document.</p> <p>Negative Covenants As shall be more particularly set out in the respective Key Information Document.</p> <p>Reporting Covenants As shall be more particularly set out in the respective Key Information Document.</p> <p>Financial Covenants As shall be more particularly set out in the respective Key Information Document.</p>
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 over and above the coupon rate as specified in the Trust Deed and disclosed in the General Information Document.	<p>In respect of those Debentures which are issued as Secured Debentures:</p> <p>Type of security and charge: As specified in the relevant Key Information Document.</p> <p>Date of creation of security/likely date of creation of security: Prior to the listing of the relevant Tranche/Issuance of Secured Debentures</p> <p>Minimum security cover: As specified in the relevant Key Information Document.</p> <p>Replacement of security: As specified in the relevant Key Information Document.</p> <p>Revaluation of security: As specified in the relevant Key Information Document.</p> <p>Interest to the Debenture Holder over and above the Coupon rate: As specified in the relevant Key Information Document.</p>
Transaction Documents	As specified in the relevant Key Information Document.

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Conditions Precedent to Disbursement	As specified in the relevant Key Information Document.
Conditions Subsequent to Disbursement	As specified in the relevant Key Information Document.
Events of Default (including manner of voting /conditions of joining Inter Creditor Agreement)	As shall be more particularly set out in the respective Key Information Document.
Creation of recovery expense fund	<p>Details and purpose of the recovery expense fund</p> <p>(a) The Issuer shall create and maintain the Recovery Expense Fund up to the amounts prescribed under the SEBI Debenture Trustees Master Circular, in accordance with and within the timelines prescribed in the Chapter IV of the SEBI Debenture Trustees Master Circular. The Issuer proposing to list debt securities shall deposit an amount equal to 0.01% of the Tranche/Issuance issue size of the Secured Debentures subject to maximum of INR 25,00,000/- (Indian Rupees Twenty-Five Lakhs only) per issuer towards the recovery expense fund with the 'Designated Stock Exchange', pursuant to the SEBI Debenture Trustees Master Circular, as may be amended from time to time.</p> <p>(b) The Recovery Expense Fund shall be created to enable the Debenture Trustee to take prompt action in relation to the enforcement of the Security in accordance with the Transaction Documents.</p> <p>(c) The amounts in the Recovery Expense Fund shall be utilised in the manner as may be prescribed by the Debenture Holders by a Special Resolution duly passed at the meeting of the Debenture Holders held in accordance with the provisions set out in the Transaction Documents.</p> <p>(d) On the occurrence of an Event of Default, if the Security is proposed to be enforced, the Debenture Trustee shall follow the procedure set out in the SEBI Debenture Trustees Master Circular for utilisation of the Recovery Expense Fund.</p>
Conditions for breach of covenants (as	As shall be more particularly set out in the

Specified in the relevant Tranche/Issuance Debenture Trust Deed)	respective Key Information Document.
Provisions related to Cross Default Clause	As specified in the relevant Key Information Document.
Role and Responsibilities of Debenture Trustee	<p>The Debenture Trustee shall comply with all its roles and responsibilities as prescribed under Applicable Law and the Transaction Documents, including:</p> <p>(a) the Debenture Trustee may, in relation to the relevant Tranche/ Issuance Debenture Trust Deed and other Transaction Documents, act on the opinion or advice of or any information obtained from any solicitor, counsel, advocate, valuer, surveyor, broker, auctioneer, qualified accountant or other expert whether obtained by the Issuer or by the Debenture Trustee or otherwise;</p> <p>(b) subject to the approval of the Debenture Holders by way of a Special Resolution passed at a meeting of the Debenture Holders held for determining the liability of the Debenture Trustee, the Debenture Trustee shall, as regards all trusts, powers, authorities and discretions, have the discretion as to the exercise thereof and to the mode and time of exercise thereof. In the absence of any fraud, gross negligence, willful misconduct or breach of trust the Debenture Trustee shall not be responsible for any loss, costs, charges, expenses or inconvenience that may result from the aforementioned exercise or non-exercise thereof. The Debenture Trustee shall not be bound to act at the request or direction of the Debenture Holders under any provisions of the Transaction Documents unless sufficient amounts shall have been provided or provision to the satisfaction of the Debenture Trustee has been made for providing such amounts and the Debenture Trustee is indemnified to its satisfaction against all further costs, charges, expenses and liability which may be incurred in complying with such request or direction;</p> <p>(c) with a view to facilitating any dealing under any provisions of the relevant</p>

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	<p>Tranche/Issuance Debenture Trust Deed or the other Transaction Documents, subject to the Debenture Trustee obtaining the consent of the Majority Debenture Holders, the Debenture Trustee shall have (i) the power to consent (where such consent is required) to a specified transaction or class of transactions (with or without specifying additional conditions); and (ii) to determine all questions and doubts arising in relation to the interpretation or construction any of the provisions of the relevant Tranche/Issuance Debenture Trust Deed;</p> <p>(d) the Debenture Trustee shall not be responsible for the amounts paid by the Applicants for the Debentures;</p> <p>(e) the Debenture Trustee shall not be responsible for acting upon any resolution purporting to have been passed at any meeting of the Debenture Holders in respect whereof minutes have been made and signed even though it may subsequently be found that there was some defect in the constitution of the meeting or the passing of the resolution or that for any reason the resolution was not valid or binding upon the Debenture Holders;</p> <p>(f) the Debenture Trustee and each receiver, attorney, manager, agent or other person appointed by it shall, subject to the provisions of the Act, be entitled to be indemnified by the Issuer in respect of all liabilities and expenses incurred by them in the execution or purported execution of the powers and trusts thereof;</p> <p>(g) subject to the approval of the Debenture Holder(s) by way of a Special Resolution passed at a meeting of Debenture Holder(s) held for determining the liability of the Debenture Trustee and in the absence of fraud, gross negligence, willful misconduct or breach of trust, the Debenture Trustee shall not be liable for any of its actions or deeds in relation to the Transaction Documents;</p> <p>(h) subject to the approval of the Debenture Holder(s) by way of</p>
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	<p>Special Resolution passed at a meeting of Debenture Holders held for determining the liability of the Debenture Trustee and in the absence of fraud, gross negligence, willful misconduct or breach of trust, the Debenture Trustee, shall not be liable for any default, omission or delay in performing or exercising any of the powers or trusts herein expressed or contained herein or in enforcing the covenants contained herein or in giving notice to any person of the execution hereof or in taking any other steps which may be necessary, expedient or desirable or for any loss or injury which may be occasioned by reason thereof unless the Debenture Trustee shall have been previously requested by notice in writing to perform, exercise or do any of such steps as aforesaid given in writing by the Majority Debenture Holder(s) or by a Majority Resolution duly passed at a meeting of the Debenture Holders. The Debenture Trustee shall not be bound to act at the request or direction of the Debenture Holders under any provisions of the Transaction Documents unless sufficient amounts shall have been provided or provision to the satisfaction of the Debenture Trustee has been made for providing such amounts and the Debenture Trustee is indemnified to its satisfaction against all further costs, charges, expenses and liability which may be incurred in complying with such request or direction;</p> <p>(i) notwithstanding anything contained to the contrary in the relevant Tranche/Issuance Debenture Trust Deed, the Debenture Trustee shall before taking any action on behalf of the Debenture Holders or providing any consent on behalf of the Debenture Holders, obtain the written consent of the Majority Debenture Holders;</p> <p>(j) the Debenture Trustee shall forward to the Debenture Holders copies of any information or documents from the Issuer pursuant to the relevant Tranche/Issuance Debenture Trust Deed within 2 (two) Business Days of</p>
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	<p>receiving such information or document from the Issuer; and</p> <p>(k) the Debenture Trustee shall, until the Final Settlement Date, adhere to and comply with its obligations and responsibilities under the SEBI Debenture Trustees Master Circular.</p>
Risk factors pertaining to the issue	Please refer to Section 3 (<i>Risk Factors</i>) of this General Information Document
Governing Law	As specified in the relevant Key Information Document.
Additional Disclosures (Security Creation)	As specified in the relevant Key Information Document.
Additional Disclosures (Default in Payment)	As specified in the relevant Key Information Document.
Additional Disclosures (Delay in Listing)	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 Chapter VII (<i>Standardization of timelines for listing of securities issued on a private placement basis</i>) of the SEBI NCS Master Circular, the Issuer confirms that in the event there is any delay in listing of the Non-Convertible Securities 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 the Non-Convertible Securities until the listing of the Non-Convertible Securities is completed.

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 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.
3. While the Secured Debentures are secured to the tune of at least 100% (One Hundred percent) of the principal and interest amount or as per the terms of General Information Document, in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the security is maintained, if secured.
4. The Issuer shall provide granular disclosures in the relevant Key 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".

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As specified in the relevant Key Information Document.

5. **Future Borrowings**

As specified in the relevant Key Information Document.

SECTION 6: 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:** Not Applicable
- (B) **The year in which the entity is declared as a Wilful Defaulter:** Not Applicable
- (C) **Outstanding amount when the entity is declared as a Wilful Defaulter:** Not Applicable
- (D) **Name of the entity declared as a Wilful Defaulter:** Not Applicable
- (E) **Steps taken, if any, for the removal from the list of wilful defaulters:** Not Applicable
- (F) **Other disclosures, as deemed fit by the issuer in order to enable investors to take informed decisions:** Not Applicable
- (G) **Any other disclosure as specified by SEBI:** Not Applicable

SECTION 7: TRANSACTION DOCUMENTS AND KEY TERMS

7.1 Transaction Documents

The following documents shall be executed in relation to the Issue ("**Transaction Documents**"):

- (a) Debenture Trustee Agreement, each of the agreements 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 respective Tranche/Issuance of the Debentures. ("**Debenture Trustee Agreement**");
- (b) Debenture Trust Deed, each of the trust deeds executed / to be executed by and between the Debenture Trustee and the Issuer which will set out the terms upon which the respective Tranche/Issuance of 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 shall mean each of the unattested / attested deeds of hypothecation dated on or around the date of the relevant Debenture Trust Deed to create a charge over the Hypothecated Assets or such other assets as shall be specified for the respective Tranche / Issuance of Debentures (if applicable), to be executed between the Issuer and the Debenture Trustee to secure the Secured Obligations in relation to the respective Tranche / Issuance of the Secured Debentures. ("**Deed of Hypothecation**");
- (d) Deed of Corporate Guarantee shall mean the deed of corporate guarantee dated on or around the date of the Debenture Trust Deed to be executed by the Guarantor in favour of the Debenture Trustee to provide an unconditional and irrevocable corporate guarantee ("**Deed of Corporate Guarantee**"), to the extent applicable;
- (e) Deed of Personal Guarantee shall mean the deed of personal guarantee dated on or around the date of the Debenture Trust Deed to be executed by the Guarantor in favour of the Debenture Trustee to provide an unconditional and irrevocable personal guarantee for securing the Secured Obligations ("**Deed of Personal Guarantee**"); and
- (f) Such other documents as agreed between the Issuer and the Debenture Trustee for each of the respective issuance.

7.2 Representations and Warranties of the Issuer

As specified in the relevant Key Information Document.

7.3 COVENANTS OF THE ISSUER:

- (a) **AFFIRMATIVE COVENANTS**
As specified in the relevant Key Information Document.
- (b) **NEGATIVE COVENANTS**
As specified in the relevant Key Information Document.
- (c) **REPORTING COVENANTS**
As specified in the relevant Key Information Document.
- (d) **FINANCIAL COVENANTS**
As specified in the relevant Key Information Document.

7.4 EVENTS OF DEFAULT

As specified in the relevant Key Information Document.

7.5 CONSEQUENCES OF AN EVENTS OF DEFAULT AND REMEDIES

As specified in the relevant Key Information Document.

SECTION 8: OTHER INFORMATION AND APPLICATION PROCESS

The Non-Convertible Securities 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.

8.1 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.

8.2 Non-Convertible Securities held in Dematerialised Form

The Non-Convertible Securities shall be held in dematerialised form and no action is required on the part of the Non-Convertible Securities 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 Non-Convertible Securities 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.

8.3 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.

8.4 Non-Convertible Securities 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 Non-Convertible Securities 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.

8.5 Modification of Non-Convertible Securities

The Debenture Trustee and the Issuer will agree to make any modifications in the General Information Document which, in the opinion of the Debenture Trustee, is of a formal, minor or technical nature or is to correct a manifest error.

Any other change or modification to the terms of the Non-Convertible Securities shall require approval by the Majority Debenture Holders.

8.6 Right to accept or reject Applications

The Board of Directors reserves its full, unqualified and absolute right to accept or reject any application for subscription to the Non-Convertible Securities, in part or in full, without assigning any reason thereof.

8.7 Notices

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

8.8 Issue Procedure

Only Eligible Investors as given hereunder may apply for the Non-Convertible Securities by completing the Application Form in the prescribed format in block letters in English as per the instructions contained therein. The minimum number of Non-Convertible Securities 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 redemption warrants.

Depending upon the issue size under this General Information Document read along with the relevant Key Information Document, the issuance shall be subject to compliance with EBP Guidelines. The issuance has to be complied with the provisions of EBP mechanism, if the issue size exceeds the prescribed threshold. As of the date of this General Information Document, the prescribed threshold is INR 50,00,00,000/- (Indian Rupees Fifty Crores Only). Until the aggregate issue size does not exceed the above threshold in a given financial year, the EBP Guidelines will not be applicable. Upon the issue size exceeding the above threshold in a given financial year, the Issuer shall comply with the EBP Guidelines.

In case the EBP Guidelines are applicable, the final subscription to the Non-Convertible Securities shall be made by the Eligible Investors through the electronic book mechanism as prescribed by SEBI under the EBP Guidelines by placing bids on the electronic book platform during the Issue period. In case the Eligible Investors are not registered on the EBP Platform, they will have to register themselves as investor on the said platform (as a one-time exercise) and also complete the mandatory KYC verification process. The Eligible Investors should also refer to the operational guidelines of the EBP in this respect. The disclosures required pursuant to the EBP Guidelines are set out hereinbelow:

Details of size of issue including green shoe option, if any and a range within which green shoe may be retained (if applicable)	Base Issue Size - As specified in the relevant Key Information Document. Green shoe option – As specified in the relevant Key Information Document.
Bid opening and closing date:	Bid opening date: As specified in the relevant Key Information Document. Bid closing date: As specified in the relevant Key Information Document.
Minimum Bid Lot	As specified in the relevant Key Information Document.

Manner of bidding in the Issue	As specified in the relevant Key Information Document.
Manner of allotment in the Issue	As specified in the relevant Key Information Document.
Manner of settlement in the Issue	As specified in the relevant Key Information Document.
Settlement Cycle	As specified in the relevant Key Information Document.

8.9 Process flow of settlement:

As specified in the relevant Key Information Document.

8.10 Application Procedure

Potential Investors will be invited to subscribe by way of the Application Form prescribed in the 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, and the procedure will be subject to the EBP Guidelines, if applicable.

8.11 Fictitious Applications

All fictitious applications will be rejected.

8.12 Basis of Allotment

In case of EBP:

Notwithstanding anything stated elsewhere, the Issuer reserves the right to accept or reject any application, in part or in full, without assigning any reason. In case of over subscription, allotment shall be made on a "price time priority basis" in accordance with the EBP Guidelines. 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.

In case of Non-EBP:

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 the 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.

8.13 Payment Instructions

As specified in the relevant Key Information Document.

8.14 Eligible Investors

As specified in the relevant Key Information Document.

8.15 Procedure for Applying for Dematerialised Facility

- (a) The applicant must have at least one beneficiary account with any of the DP's of NSDL and CDSL prior to making the application.
- (b) 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 Non-Convertible Securities in Electronic/Dematerialised Form".
- (c) Non-Convertible Securities allotted to an applicant will be credited to the applicant's respective beneficiary account(s) with the DP.
- (d) For subscribing to the Non-Convertible Securities, 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.
- (e) Non-transferable allotment advice/refund orders will be directly sent to the applicant by the Registrar and Transfer Agent to the Issue.
- (f) If incomplete/incorrect details are given under the heading "Details for Issue of Non-Convertible Securities 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.
- (g) For allotment of Non-Convertible Securities, 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 demographic 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.
- (h) 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 Non-Convertible Securities 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.

8.16 Depository Arrangements

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

8.17 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.

8.18 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.

8.19 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

8.20 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)

8.21 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.

8.22 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 obtains 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.

8.23 Mode of Payment

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

8.24 Effect of Holidays

- (a) If any Due Date on which any interest or additional interest is payable falls on a day which is not a Business Day, the payment to be made on such Due Date shall be made on the immediately succeeding Business Day.
- (b) If any Due Date on which any Outstanding Principal Amounts are payable falls on a day which is not a Business Day, the payment to be made on such Due Date shall be made on the immediately preceding Business Day.
- (c) If the Final Redemption Date or early redemption date falls on a day which is not a Business Day, the payment of any amounts in respect of any interest and the Outstanding Principal Amounts to be made shall be made on the immediately preceding Business Day.

8.25 Tax Deduction at Source

- (a) All payments to be made by the Company to the Debenture Holders under the Transaction Documents shall be made free and clear of and without any Tax Deduction unless the Company is required to make a Tax Deduction pursuant to Applicable Law.
- (b) The Company shall promptly upon becoming aware that it must make a Tax Deduction (or that there is any change in the rate or the basis of a Tax Deduction) notify the Debenture Trustee accordingly.
- (c) If the Company is required to make a Tax Deduction, it shall make that Tax Deduction and any payment required in connection with that Tax Deduction within the time allowed and in the minimum amount required by Applicable Law.
- (d) Within the earlier of (A) 60 (sixty) days of making either a Tax Deduction or any payment required in connection with that Tax Deduction or (B) 60 (sixty) days of each Due Date, the Company shall deliver to the Debenture Trustee evidence reasonably satisfactory to the Debenture Trustee that the Tax Deduction has been made or (as applicable) any appropriate payment paid to the relevant taxing authority.

8.26 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 Chapter VII (*Standardization of timelines for listing of securities issued on a private placement basis*) of the SEBI NCS Master Circular, the Issuer shall ensure that the Non-Convertible Securities are credited into the demat accounts of the Debenture Holders of the Non-Convertible Securities within 2 (two) Business Days from the Deemed Date of Allotment.

8.27 Deemed Date of Allotment

As specified in the relevant Key Information Document.

8.28 Record Date

As specified in the relevant Key Information Document.

8.29 Refunds

For applicants whose applications have been rejected or allotted in part, refund orders will be dispatched within 15 (fifteen) 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.

8.30 Interest on Application Monies

In case of EBP issuance -

Not Applicable

In case of non-EBP issuance –

As more particularly set out in the relevant Key Information Document.

8.31 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.

8.32 Redemption

The face value of the Debentures shall be redeemed at par, on the Redemption Date. The Debentures will not carry any obligation, for interest or otherwise, after the Redemption Date. The Debentures shall be taken as discharged on payment of the Redemption Amount by the Issuer on the Final Redemption Date to the registered Debenture Holders whose name appear in the Debenture Register on the Record Date. Such payment will be a legal discharge of the liability of the Issuer towards the Debenture Holders.

8.33 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.

8.34 Payment of Coupon

Payment of Coupon on the Debenture(s) will be made on Coupon Payment Dates as specified in this General Information Document to those Debenture Holders whose name(s) appear in the Register

of Debenture Holder(s) (or to the first holder in case of joint holders) as on the relevant Record Date fixed by the Issuer for this purpose and /or as per the list provided by the Depository to the Issuer of the beneficiaries who hold Debentures in demat form on such Record Date, and are eligible to receive Coupon. Payment will be made by the Issuer after verifying the bank details of the Debenture Holders, by way of direct credit through Electronic Clearing Service ("ECS"), Real Time Gross Settlement ("RTGS") or National Electronic Funds Transfer ("NEFT").

In the event of any default in the payment of Coupon and/or in the redemption of the Debentures on the respective Payment Dates and all other monies payable pursuant to the Transaction Documents read with this General Information Document, the Issuer shall pay to the Debenture Holders, default interest at the rate specified in 5.38 ("Issue Details") for the default in payment of Coupon, and/or Redemption Amount till the dues are cleared.

8.35 Eligibility to come out with the Issue

The Issuer or the Person in control of the Issuer, or its promoter, has not been restrained or prohibited any Governmental Authority from accessing the securities market or dealing in securities and such direction or order is in force.

8.36 Registration and Government approvals

The Issuer can undertake the activities proposed by it in view of the present approvals and no further approval from any Governmental Authority(ies) is required by it to undertake the proposed activities save and except those approvals which may be required to be taken in the normal course of business from time to time.

8.37 Authority for the Issue

This present private placement of debentures under the General Information Document is being made pursuant to the resolution passed by board of directors of the Company at its meeting held on 15th March, 2025 read along with shareholders of the Company at its meeting held on September 22, 2023. A copy of the board resolution read along with shareholders resolution are attached hereto as **Annexure VIII** and **Annexure IX** respectively. In case of, the above mentioned resolutions being amended/replaced/ updated, the same shall be set out in the relevant Key Information Document from time to time.

8.38 Date of Allotment

All benefits relating to Debentures will be available to the Investors from the Deemed Date of Allotment. The actual allotment of Debentures may take place on a date other than the Deemed Date of Allotment. In case if the issue closing date of Debentures is changed (pre-poned/ postponed), the Deemed Date of Allotment of Debentures may also be changed (pre-poned/ postponed) by the Issuer at its sole and absolute discretion.

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.

8.39 Multiple Issuances

The Company reserves the right to make multiple issuances under the same ISIN in accordance with the SEBI NCS Master Circular, whether by creation of a fresh ISIN or by way of issuance under the existing ISIN at premium/ par/ discount.

8.40 Buyback

The Company reserves the right to buyback the Debentures issued by it under this General Information Document and the relevant Key Information Document as per the provisions of Applicable Law, if any.

SECTION 9: UNDERTAKING

9.1 UNDERTAKINGS IN RELATION TO THE ISSUER BEING ELIGIBLE UNDER THE SEBI NCS REGULATIONS

The Issuer hereby undertakes and confirms that the following (as set out in Regulation 5 of the SEBI NCS 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.

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

The Issuer hereby undertakes that the assets on which charge is proposed to be created as security for the Debentures are free from any encumbrances. The Issuer further undertakes that the charge proposed to be created is a first ranking exclusive, current and continuing charge and therefore no permission or consent to create a second or pari-passu charge on the assets of the Issuer is required to be obtained from any creditor (whether or not existing) of the Issuer.

9.3 UNDERTAKING PURSUANT TO PARAGRAPH 2.3.24 of SCHEDULE I OF THE SEBI NCS REGULATIONS

The Issuer undertakes and states as follows:

- (a) Prospective 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 the Securities and Exchange Board of India (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 19 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 General Information Document contains all information with regard to the issuer and the issue, that the information contained in this General Information 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 General Information Document. Any covenants later added shall be disclosed on the stock exchange website where the debt is listed and shall be disclosed by the Company in the Transaction Documents.

9.4 DISCLOSURES PURSUANT TO THE CHAPTER II OF SEBI DEBENTURE TRUSTEES MASTER CIRCULAR

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

Movable assets comprising receivables from loans provided by the Issuer.

- (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**

No title deeds are applicable or available for movable assets comprising receivables from loans provided by the Issuer over which security is proposed to be created by the Issuer. The details of the underlying loan agreements will be set out in the Deed of Hypothecation.

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

The details of the charge created over the movable assets comprising receivables from loans provided by the Issuer over which security is proposed to be created by the Issuer under the Deed of Hypothecation will be reported to the relevant registrar of companies and the Central Registry of Securitisation Asset Reconstruction and Security Interest (CERSAI) within the timelines prescribed under Applicable Law. As the charge is being created over movable assets, no filings are required to be made with any sub-registrar.

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

The Issuer hereby undertakes that the assets on which charge is proposed to be created as security for the Secured Debentures are free from any encumbrances.

- (e) **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.:***

As set out in the respective Key Information Document

- (ii) ***Audited financial statements (not older than 6 months from the date of debenture trustee agreement) of guarantor including details of all contingent liabilities:***

As set out in the respective Key Information Document

- (iii) ***List of assets of the guarantor along-with undertakings/consent/NOC as per the Chapter II of SEBI Debenture Trustees Master Circular:***

As set out in the respective Key Information Document

- (iv) ***Conditions of invocation of guarantee including details of put options or any other terms and conditions which may impact the security created:***

As set out in the respective Key Information Document

- (v) **Impact on the security in case of restructuring activity of the guarantor:**
As set out in the respective Key Information Document
- (vi) **Undertaking by the guarantor that the guarantee shall be disclosed as "contingent liability" in the "notes to accounts" of financial statement of the guarantor.**
As set out in the respective Key Information Document
- (vii) **Copy of Board resolution of the guarantor for the guarantee provided in respect of the debt securities of the Issuer.**
As set out in the respective Key Information Document
- (viii) **The Guarantor provides guarantees on a routine basis in the ordinary course of its business.**
As set out in the respective Key Information Document
- (f) **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:**
Not Applicable
- (g) **Details of any other form of security being offered viz. Debt Service Reserve Account etc.:**
Not Applicable
- (h) **Any other information, documents or records required by debenture trustee with regard to creation of security and perfection of security:** Not applicable.
- (i) **Declaration:** The issuer declares that debt securities 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.
- (j) **Terms and conditions of debenture trustee agreement including fees charged by debenture trustees(s):** Please refer consent letter of the Debenture Trustee for terms and conditions of the appointment of the Debenture Trustee and the Engagement Letter for fee of the Debenture Trustee.
- (k) **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 (Issue Details).
- (l) **Process of due diligence carried out by the debenture trustee:** The Debenture Trustee has carried out due diligence in accordance with the manner prescribed in the SEBI Debenture Trustees Master Circular. The due diligence broadly includes the following:
 - (i) A chartered accountant appointed by the Debenture Trustee will be conducting an independent due diligence as per scope provided by the Debenture Trustee and the information provided by the Issuer in respect of the security being provided by the Issuer in respect of the Secured Debentures.
 - (ii) The chartered accountant will verify and ensure that the assets provided by the Issuer for creation of security are free from any encumbrances or necessary permission or consent has been obtained from existing charge holders.

(This General Information Document is neither a prospectus nor a statement in lieu of a prospectus)

- (iii) Periodical due diligence will be carried out by the Debenture Trustee in accordance with the SEBI Debenture Trustees Master Circular read along with the SEBI (Debenture Trustees) Regulations, 1993 and the relevant circulars issued by SEBI from (as amended from time to time) as per the nature of security provided by the Issuer in respect of the Secured Debentures.
- (iv) The Debenture Trustee will issue such necessary certificate(s) in relation to the due diligence carried out by it and such certificate(s) will be available on Stock Exchanges from time to time for information of the Debenture Holders.

Even though the Secured Debentures are to be secured to the extent of at least 100% (One Hundred percent) of the principal and interest amount or as per the terms of this General Information Document, in favor of the Debenture Trustee, the recovery of 100% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.

Due diligence will be carried out for maintenance of the prescribed security cover depending on information provided by the Issuer and the chartered accountant appointed by the Debenture Trustee or the Debenture Trustee will not be responsible for misinformation provided by Issuer.

- (l) **Due diligence certificate as per the format specified in Annexure A:**

Enclosed as **Annexure X**.

- (m) **Due diligence certificate as per the format specified in Annexure II-A of the Chapter II of SEBI Debenture Trustees Circular:**

Enclosed as **Annexure X**.

9.5 OTHER UNDERTAKINGS

The Issuer hereby confirms that:

- (a) the Issuer is eligible and in compliance with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, 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 Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; 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 **Mangal Credit And Fincorp Limited**
For Mangal Credit & Fincorp Ltd.

Authorised Signatory / Director

Name: Meghraj Scharmal Jain

Title: Chairman and Managing Director

Place: Mumbai

Date: March 20, 2025

For Mangal Credit & Fincorp Ltd.

Authorised Signatory / Director

Name: Hardik Meghra, Jain

Title: Executive Director

Place: Mumbai

Date: March 20, 2025

Serial No: [●]

Addressed to: _____ (Name of the Debenture Holder(s))

SECTION 10: FORM NO. PAS-4*(Pursuant to Section 42 of the Companies Act, 2013 and Rule 14(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014)**Note: This Form No PAS-4 is prepared in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014.*

ISSUE OF SENIOR / UNSUBORDINATED / SUBORDINATED, SECURED / UNSECURED, RATED, LISTED, PRINCIPAL PROTECTED OR NOT, MARKET LINKED OR NOT, GREEN DEBT SECURITIES OR NOT, NON-CONVERTIBLE SECURITIES AGGREGATING FOR AN AMOUNT AS SHALL BE MORE PARTICULARLY SET OUT IN THE KEY INFORMATION DOCUMENT, IN SINGLE / MULTIPLE TRANCHES / ISSUANCES, FOR CASH, AT PAR OR AT PREMIUM OR AT DISCOUNT, EITHER FULLY PAID ISSUANCE OR PARTLY PAID ISSUANCE, IN A DEMATERIALIZED FORM ON A PRIVATE PLACEMENT BASIS (THE "ISSUE") BY MANGAL CREDIT AND FINCORP LIMITED (THE "COMPANY") OR ("ISSUER").

10.1 General Information:

- (a) **Name, address, website, if any, and other contact details of the Company, indicating both registered office and the corporate office:**

Issuer / Company: Mangal Credit And Fincorp Limited (the "Issuer" or "Company")

Registered Office: 1701/1702, 17th Floor, 'A' Wing, Lotus Corporate Park, Western Express Highway, Goregaon (East), Mumbai: 400063, India.

Corporate Office: 1701/1702, 17th Floor, 'A' Wing, Lotus Corporate Park, Western Express Highway, Goregaon (East), Mumbai - 400063, India.

Telephone No.: 022 4246 1300

Website: <https://mangalfincorp.com/>

Fax: -

Contact Person: Mr. Hardik Meghraj Jain

Email: compliance@mangalfincorp.com

- (b) **Date of Incorporation of the Company:**

December 29, 1961

- (c) **Business carried on by the Company and its subsidiaries with the details of branches or units, if any;**

Please refer to paragraph 5.4(a) of the Section 5 of this General Information Document.

Branch details:

Please refer to paragraph 5.4 (b) of the Section 5 of this General Information Document.

Subsidiary details:

There is no subsidiary of the company as of the date of the General Information Document.

(d) **Brief particulars of the management of the Company:**

Please refer to paragraph 5.4(a) of Section 5 of this General Information Document.

(e) **Name, addresses, Director Identification Number (DIN) and occupations of the directors:**

Please refer to Section 5 of this General Information Document.

10.2 MANAGEMENT PERCEPTION OF RISK FACTORS:

Please refer to Section 3 of this General Information Document.

10.3 RISKS RELATED TO THE BUSINESS OF THE ISSUER

Please refer to Section 3 of this General Information Document.

10.4 Details of defaults, if any, including therein the amount involved, duration of default, and present status, in repayment of:

- (i) Statutory Dues: Nil
- (ii) Debentures and interest thereon: Nil
- (iii) Deposits and interest thereon: Nil
- (iv) Loan from any bank or financial institution and interest thereon: Nil

10.5 Name, designation, address and phone number, email ID of the nodal / compliance officer of the Company, if any, for the private placement offer process:

Name of Nodal/Compliance officer	Designation	Address	Phone No.	Email ID
Mr. Chirag Parmar	Company Secretary, Compliance Officer and Nodal Officer	1701/1702, 17 th Floor, 'A' Wing, Lotus Corporate Park, Western Express Highway, Goregaon (East), Mumbai - 400063, India.	022-4246 1300	compliance@mangel fincorp.com

10.6 Registrar of the Issue: MUFG Intime India Private Limited

10.7 Valuation Agency: Not Applicable

10.8 **Auditors:** Bhagwagar Dalal & Doshi

10.9 **Any default in annual filing of the Company under the Companies Act, 2013 or the rules made thereunder:**

No default in filing the annual return as on the date of General Information Document.

10.10 **Particulars of the Offer:**

Financial position of the Company for the last 3 (three) financial years	Please refer to CHAPTER A below.
Date of passing of Board Resolution for the current issue of Debentures that forms the part of issuance under the General Information Document	The resolution passed by the board of directors of the Company dated 15 th March, 2025 authorizing the issuance of the debentures .
Date of passing of resolution in the general meeting, authorizing the offer of securities	The resolution passed by the shareholders of the Company at 61 st Annual General Meeting held on September 22, 2023 authorizing to borrow, upon such terms as the board may think fit, up to an aggregate limit of INR 750,00,00,000/- (Indian Rupees Seven Hundred and Fifty Crores Only) under Section 180 (1)(c) of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
Kind of securities offered (i.e. whether share or debenture) and class of security; the total number of shares or other securities to be issued	Base Issue Size - As specified in the relevant Key Information Document. Green shoe option - As specified in the relevant Key Information Document.
Price at which the security is being offered, including premium if any, along with justification of the price	As specified in the relevant Key Information Document.
Name and address of the valuer who performed valuation of the security offered, and basis on which the price has been arrived at along with report of the registered valuer	As specified in the relevant Key Information Document.

(This General Information Document is neither a prospectus nor a statement in lieu of a prospectus)

Relevant date with reference to which the price has been arrived at (Relevant Date means a date at least 30 days prior to the date on which the general meeting of the Company is scheduled to be held)	As specified in the relevant Key Information Document.
The class or classes of persons to whom the allotment is proposed to be made	As specified in the relevant Key Information Document.
Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer) [Not required in case of issue of non-convertible debentures]	As specified in the relevant Key Information Document.
The proposed time within which the allotment shall be completed	As specified in the relevant Key Information Document.
The names of the proposed allottees and the percentage of post private placement capital that may be held by them [Not applicable in case of issue of non-convertible debentures]	As specified in the relevant Key Information Document.
The change in control, if any, in the company that would occur consequent to the private placement	As specified in the relevant Key Information Document.
The number of persons to whom allotment on preferential basis /	As specified in the relevant Key Information Document.

private placement / rights issue has already been made during the year, in terms of securities as well as price									
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	As specified in the relevant Key Information Document.								
Amount, which the Company intends to raise by way of proposed offer of securities	As specified in the relevant Key Information Document.								
Terms of raising of securities:	<table border="1"> <tr> <td>Duration, if applicable:</td> <td>As specified in the relevant Key Information Document.</td> </tr> <tr> <td>Rate of Interest or Coupon:</td> <td>As specified in the relevant Key Information Document.</td> </tr> <tr> <td>Mode of Payment</td> <td>As specified in the relevant Key Information Document.</td> </tr> <tr> <td>Mode of Repayment</td> <td>As specified in the relevant Key Information Document.</td> </tr> </table>	Duration, if applicable:	As specified in the relevant Key Information Document.	Rate of Interest or Coupon:	As specified in the relevant Key Information Document.	Mode of Payment	As specified in the relevant Key Information Document.	Mode of Repayment	As specified in the relevant Key Information Document.
Duration, if applicable:	As specified in the relevant Key Information Document.								
Rate of Interest or Coupon:	As specified in the relevant Key Information Document.								
Mode of Payment	As specified in the relevant Key Information Document.								
Mode of Repayment	As specified in the relevant Key Information Document.								
Proposed time schedule for which the Issue/Offer Letter is valid	Issue Open Date: As specified in the relevant Key Information Document. Issue Closing Date: As specified in the relevant Key Information Document. Pay-in Date: As specified in the relevant Key Information Document. Deemed Date of Allotment: As specified in the relevant Key Information Document.								
Purpose and objects of the Issue/Offer	As specified in the relevant Key Information Document.								
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	As specified in the relevant Key Information Document.								
Principal terms of assets charged as security, if applicable	As specified in the relevant Key Information Document.								

<p>The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the Company and its future operations</p>	<p>As specified in the relevant Key Information Document.</p>
<p>The pre-issue and post-issue shareholding pattern of the Company in the following format: As specified in the relevant Key Information Document.</p>	

10.11 Mode of payment for subscription:

- o Cheque
- o Demand Draft
- o Other Banking Channels

10.12 Disclosure with regard to interest of directors, litigation, etc:

<p>Any financial or other material interest of the directors, promoters or key managerial personnel in the offer/ issue and the effect of such interest in so far as it is different from the interests of other persons</p>	<p>There is no interest of the directors, promoters or key managerial personnel in the offer/ issue.</p>															
<p>Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the Company during the last 3 (three) years immediately preceding the year of the issue of this private placement offer cum application letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed</p>	<p>Nil</p>															
<p>Remuneration of directors (during the current year and last 3 (three) financial years)</p>	<p style="text-align: right;"><i>(Rs in Lakhs)</i></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Director</th> <th style="text-align: center;">Fiscal FY24- 25 (Up to January 2025)</th> <th style="text-align: center;">Fiscal FY 23- 24</th> <th style="text-align: center;">Fiscal FY 22- 23</th> <th style="text-align: center;">Fiscal FY 21- 22</th> </tr> </thead> <tbody> <tr> <td>Mr. Meghraj Jain</td> <td style="text-align: center;">25.00</td> <td style="text-align: center;">30.00</td> <td style="text-align: center;">30.00</td> <td style="text-align: center;">30.00</td> </tr> <tr> <td>Mr. Nilesh Jain</td> <td style="text-align: center;">20.00</td> <td style="text-align: center;">19.50</td> <td style="text-align: center;">10.50</td> <td style="text-align: center;">-</td> </tr> </tbody> </table>	Director	Fiscal FY24- 25 (Up to January 2025)	Fiscal FY 23- 24	Fiscal FY 22- 23	Fiscal FY 21- 22	Mr. Meghraj Jain	25.00	30.00	30.00	30.00	Mr. Nilesh Jain	20.00	19.50	10.50	-
Director	Fiscal FY24- 25 (Up to January 2025)	Fiscal FY 23- 24	Fiscal FY 22- 23	Fiscal FY 21- 22												
Mr. Meghraj Jain	25.00	30.00	30.00	30.00												
Mr. Nilesh Jain	20.00	19.50	10.50	-												

	Mr. Hardik Jain	40.00	12.00	-	-
	Mr. Sujan Sinha	0.75	1.50	0.50	0.55
	Mr. Ramanathan Annamalai	0.75	1.50	1.00	0.45
	Mr. Subramanyam Ganesh	1.00	1.50	0.75	0.55
	Mr. Sriram Sankaranarayanan	0.75	1.25	1.00	0.55
	Ms. Vineeta Piyush Patel	1.00	0.25	-	-
	Ms. Nirupama Khandke	-	1.00	1.00	0.55
	Mr. Naval Maniyar	-	-	-	17.00
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:	Nil				
(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					

<p>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:</p> <p>Provided further that for the remaining vendors, such details may be provided on an aggregated basis in the offer document, specifying number of vendors from whom it is being acquired and the aggregate value being paid and the detailed disclosures as specified in sub-clauses (i) to (iv) above, may be provided by way of static QR code and web link.</p> <p>Provided that the disclosures specified in sub-clauses (i) to (iv) above shall be provided for the top five vendors on the basis of value viz. sale consideration payable to the vendors.</p>	
<p>If:</p> <p>(i) the proceeds, or any part of the proceeds, of the issue of the debt securities/non-convertible redeemable preference shares 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</p> <p>(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 –</p> <p>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</p> <p>B. the assets and liabilities of the other body corporate as on the latest date to which its accounts were made up.</p>	<p>(i) The proceeds of the issue will be utilized for the purpose of Onward Lending</p> <p>(ii) The proceeds will be utilized for the purpose as stated above.</p>
<p>The said report shall:</p>	<p>Not Applicable</p>

(This General Information Document is neither a prospectus nor a statement in lieu of a prospectus)

<p>(a) 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</p> <p>(b) where the other body corporate has subsidiaries, deal with the profits or losses and the assets and liabilities of the body corporate and its subsidiaries in the manner as provided in paragraph above</p>	
<p>Related party transactions entered during the preceding 3 (three) financial years immediately preceding the year of issue of this private placement offer cum application letter and current financial year with regard to loans made or, guarantees given or securities provided</p>	<p>Please refer to CHAPTER C of this General Information Document.</p>
<p>Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (five) financial years immediately preceding the year of issue of this private placement offer cum application letter and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark</p>	<p>There are no reservations or qualifications or adverse remarks made by the auditors in the last 5 financial years.</p>
<p>Details of any inquiry, inspections or investigations initiated or conducted under the securities law or Companies Act or any previous company law in the last 3 (three) years immediately preceding the year of circulation of this private placement offer cum application letter in the case of the Company and all of its subsidiaries and if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last 3 (three) years immediately preceding the year of this private placement offer cum application letter and if so, section-wise details thereof for the Company and all of its subsidiaries</p>	<p>Nil</p>

Details of acts of material frauds committed against the company in the last three years in any, and if so, the action taken by the company	Nil
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10.13 Financial Position of the Company:

The capital structure of the company in the following manner in a tabular form:

The authorized, issued, subscribed and paid-up capital (number of securities, description and aggregate nominal value)	Authorised Capital	Issued Capital	Subscribed Capital	Paid up Capital
Number of equity shares (In Number of Securities)	2,50,00,000	1,95,63,986	1,95,63,986	1,95,63,986
Nominal amount per equity share (in INR)	10	10	10	10
Total amount of equity shares (in INR)	25,00,00,000	19,56,39,860	19,56,39,860	19,56,39,860
Number of preference shares (In Number of Securities)	NIL	NIL	NIL	NIL
Nominal amount per preference shares (in INR)	NIL	NIL	NIL	NIL
Total amount of preference shares (in INR)	NIL	NIL	NIL	NIL
Size of the Present Offer	As specified in the relevant Key Information Document.			
Paid-up Capital:				
a. After the offer;	INR 19,56,39,860			
b. After the conversion of convertible instruments (if applicable)	Not applicable as each Debenture is a non-convertible debt instrument which is being issued at face value.			
Share Premium Account:	As on March 31, 2024: INR 36.38 Cr.			

a. Before the offer:	As the proposed NCD's to be issued at par basis.
b. After the offer:	

Details of the existing share capital of the Issuer in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration:

Date of Allotment	No of Shares allotted	Face Value (in Rs.)	Issue Price (in Rs.)	Total Consideration (in Rs.)	Nature of Allotment	Equity Share Premium	Form of Consideration
29/12/1961	70	10	10	700	Subscriptions to memorandum	-	Cash
Previous Allotment	706140 (Out of this 2160 shares were forfeited)	10	10	7039800	Private placement	-	Cash
20/05/2013	7,04,765	10	210	148000650	Private placement	200	Cash
17/12/2015	70,44,075	10	10	70440750	Bonus in the ratio of 5:1	NA	NA
22/02/2016	63,61,096	10	36.45	231861949.2	Preferential Allotment	26.45	Cash
3/3/2016	10,00,000	10	36.45	36450000	Preferential Allotment	26.45	Cash
14/02/2017	2,98,052	10	36.45	10863995.4	Conversion of convertible warrants into equity	26.45	Cash
N.A.	N.A.	NA	NA	NA	Equity shares were split in the ratio of 10:1 which resulted into 16,11,20,380 equity shares on 17th May, 2017.	NA	NA
3/9/2017	3,20,19,480	1	3.645	116711004.6	Conversion of convertible warrants into equity	2.645	Cash

N.A.	N.A.	NA	NA	NA	Equity Shares were consolidated in the ratio of 1:10 which resulted into 1,93,13,986 equity shares.	NA	Na												
21/02/2024	2,50,000	10	110	27500000	Preferential Allotment	100	Cash												
<p>The number and price at which each of allotments were made by the Company in the last 1 (one) year preceding the date of this placement offer cum application letter separately indicating the allotments made for consideration other than cash and details of the consideration in each case.</p>		<table border="1"> <thead> <tr> <th>Date</th> <th>Amount (in INR)</th> <th>Type of issue</th> <th>Form of Consideration</th> </tr> </thead> <tbody> <tr> <td>21/02/2024</td> <td>2,75,00,000</td> <td>Preferential Allotment</td> <td>Cash</td> </tr> </tbody> </table>						Date	Amount (in INR)	Type of issue	Form of Consideration	21/02/2024	2,75,00,000	Preferential Allotment	Cash				
Date	Amount (in INR)	Type of issue	Form of Consideration																
21/02/2024	2,75,00,000	Preferential Allotment	Cash																
<p>Profits of the Company, before and after making provision for tax, for the 3 (three) financial years immediately preceding the date of circulation of this private placement offer cum application letter.</p>		<table border="1"> <thead> <tr> <th>FY</th> <th>PBT (in Rs. Cr)</th> <th>PAT (in Rs. Cr)</th> </tr> </thead> <tbody> <tr> <td>FY 2024</td> <td>14.33</td> <td>10.55</td> </tr> <tr> <td>FY 2023</td> <td>10.78</td> <td>07.91</td> </tr> <tr> <td>FY 2022</td> <td>08.68</td> <td>06.08</td> </tr> </tbody> </table>						FY	PBT (in Rs. Cr)	PAT (in Rs. Cr)	FY 2024	14.33	10.55	FY 2023	10.78	07.91	FY 2022	08.68	06.08
FY	PBT (in Rs. Cr)	PAT (in Rs. Cr)																	
FY 2024	14.33	10.55																	
FY 2023	10.78	07.91																	
FY 2022	08.68	06.08																	
<p>Dividends declared by the Company in respect of the said 3 (three) financial years; interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid)</p>		<p>Following are the details of dividend declared and interest coverage ratio for the preceding 3 financial years:</p> <table border="1"> <thead> <tr> <th>Year</th> <th>2024</th> <th>2023</th> <th>2022</th> </tr> </thead> <tbody> <tr> <td>Dividend Declared</td> <td>Rs. 0.6 per share</td> <td>Rs. 0.5 per share</td> <td>Rs. 0.5 per share</td> </tr> <tr> <td>Interest Coverage Ratio</td> <td>2.58</td> <td>3.47</td> <td>6.10</td> </tr> </tbody> </table>						Year	2024	2023	2022	Dividend Declared	Rs. 0.6 per share	Rs. 0.5 per share	Rs. 0.5 per share	Interest Coverage Ratio	2.58	3.47	6.10
Year	2024	2023	2022																
Dividend Declared	Rs. 0.6 per share	Rs. 0.5 per share	Rs. 0.5 per share																
Interest Coverage Ratio	2.58	3.47	6.10																
<p>A summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of circulation of this private placement offer cum application letter</p>		Please refer CHAPTER A of this General Information Document.																	
<p>Audited Cash Flow Statement for the 3 (three) years immediately preceding the</p>		Please refer CHAPTER B of this General Information Document.																	

date of circulation of this private placement offer cum application letter	
Any change in accounting policies during the last 3 (three) years and their effect on the profits and the reserves of the Company	There is no change in the accounting policies during the 3 preceding financial years.

PART B

**FORM NO PAS-4
PRIVATE PLACEMENT OFFER LETTER
(To be filled by the applicant)**

Sl No.	Particulars	First Holder	Second Holder
1	Name		
2	Father's Name		
3	Complete Address (including Flat/ House Number, Street, Locality, Pin Code)		
4	Phone Number, if any		
5	Email ID, if any		
6	PAN Number		
7	Bank Account Details		
8	Number of Non- Convertible Debentures subscribed		
9	Total value of Non- Convertible Debentures subscribed		
10	Tick whichever is applicable: - (a) The applicant is not required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares. (b) The applicant is required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares and the same has been obtained, and is enclosed herewith		

Signature of the Subscriber

Initial of the officer of the Company designated to keep the record.

DECLARATION (To be provided by the Directors)

- A. The Company has complied with the provisions of the Companies Act, 2013 and the rules made hereunder;
- B. The compliance with the Companies Act, 2013 and the rules made thereunder do not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government; and
- C. the monies received under the offer shall be used only for the purposes and objects indicated in this General Information Document.

I am authorized by the Board of Directors of the Issuer vide resolution number 04 dated 15th March, 2025 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 form and matters incidental thereto have been complied with.

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 Articles of Association.

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

The Issuer declares that all the relevant provisions in the regulations/guideline issued by SEBI and other applicable laws have been complied with and no statement made in this General Information Document is contrary to the provisions of the regulations/guidelines issued by SEBI and other applicable laws, as the case may be. The information contained in this General Information Document is as applicable to privately placed debt securities and subject to the information available with the Issuer. The extent of disclosures made in this General Information Document is consistent with disclosures permitted by regulatory authorities to the issue of securities made by the companies in the past.

For Mangal Credit And Fincorp Limited

For Mangal Credit & Fincorp Ltd.

Authorized Signatory / Director

Name: Meghraj Sonikar Jain

Title: Chairman and Managing Director

Place: Mumbai

Date: March 20, 2025

For Mangal Credit & Fincorp Ltd.

Authorized Signatory / Director

Name: Hardik Meghraj Jain

Title: Executive Director

Place: Mumbai

Date: March 20, 2025

Enclosed

Chapter A - *A summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of circulation of this Offer Letter alongwith the unaudited balance sheets for the period ended December 31, 2024.*

Chapter B - *Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of circulation of this Offer Letter alongwith the unaudited cashflow statement for the period ended December 31, 2024.*

Chapter C - *Related party transactions entered during the last 3 (three) financial years immediately preceding the year of issue of this General Information Document and the current financial year with regard to loans made or, guarantees given or securities provided*

Optional Attachments, if any

**CHAPTER A: FINANCIAL POSITION OF THE COMPANY AS IN THE 3 (THREE) AUDITED
BALANCE SHEETS IMMEDIATELY PRECEDING THE DATE OF CIRCULATION OF THIS
GENERAL INFORMATION DOCUMENT**

Audited Financials for FY 2021-2022, FY 2022-2023 and FY 2023-2024 along with the unaudited limited review financial statements for the period ended December 31, 2024, are attached separately to this General Information Document

Please refer to **Annexure V** of the General Information Document

(The remainder of this page is intentionally left blank)

CHAPTER B: AUDITED CASH FLOW STATEMENT FOR THE 3 (THREE) YEARS IMMEDIATELY PRECEDING THE DATE OF CIRCULATION OF THIS GENERAL INFORMATION DOCUMENT

Audited Financials for FY 2021-2022, FY 2022-2023 and FY 2023-2024 along with the unaudited limited review financial statements for the period ended December 31, 2024, are attached separately to this General Information Document

Please refer to **Annexure V** of the General Information Document

(The remainder of this page is intentionally left blank)

(This General Information Document is neither a prospectus nor a statement in lieu of a prospectus)

**CHAPTER C- RELATED PARTY TRANSACTIONS ENTERED DURING THE LAST 3 (THREE)
FINANCIAL YEARS IMMEDIATELY PRECEDING THE YEAR OF ISSUE AND THE CURRENT
FINANCIAL YEAR**

Audited Financials for FY 2021-2022, FY 2022-2023 and FY 2023-2024 and for the current financial year are attached separately to this General Information Document

Please refer to **Annexure V** of the General Information Document

(The remainder of this page is intentionally left blank)

SECTION 11: DECLARATION BY THE DIRECTORS

The persons authorised by the Issuer shall attest that:

- A. the Issuer is in compliance with the provisions of Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992, Companies Act, 2013 and the rules and regulations made thereunder;
- B. the compliance with the Companies Act, 2013 and the rules 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;
- 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;
- E. It is hereby declared that this General Information Document contains full disclosures in accordance with the SEBI NCS Regulations, as amended from time to time and the Companies Act and the rules made thereunder; and
- F. The Issuer accepts no responsibility for the statements made otherwise than in this General Information Document or in 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 his own risk.

General Risk

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 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.

- G. The information provided in this General Information Document have been perused by the Board of Directors, and the final and ultimate responsibility of the relevant information provided in this General Information Document shall lie with the Board of Directors.

The following shall be the authorised persons in case the Company is a body corporate:

- (i) executive Chairperson and compliance officer; or
- (ii) Managing Director or ~~Chief Executive Officer~~ and compliance officer; or
- (iii) Chief Financial Officer and compliance officer; or
- (iv) whole-time director and compliance officer; or
- (v) any two key managerial personnel.

(This General Information Document is neither a prospectus nor a statement in lieu of a prospectus)

- H. they are duly authorised to attest as per this clause by the Board of Directors or the governing body, as the case may be, by a resolution, a copy of which is also disclosed in this General Information Document.

Confidentiality

The information and data contained herein is submitted to each recipient of this General Information Document on a strictly private and confidential basis. By accepting a copy of this General Information Document, each recipient agrees that neither it nor any of its employees or advisors will use the information contained herein for any purpose other than evaluating the specific transactions described herein or will divulge to any other party any such information.

I am authorized by the Board of Directors of the Issuer vide resolution number 04 dated March 15, 2025, 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 form 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 Mangal Credit And Fincorp Limited
For Mangal Credit & Fincorp Ltd.

Name: Meghraj Bharatji Jain
Title: Chairman and Managing Director
Place: Mumbai
Date: March 20, 2025

For Mangal Credit & Fincorp Ltd.

Name: Hardik Meghraj Jain

Title: Executive Director
Place: Mumbai
Date: March 20, 2025

ANNEXURE I: TERM SHEET

(As set out in the relevant Key Information Document)

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

(As set out in the relevant Key Information Document)

CONFIDENTIAL

RL/TAKMACH/365166/NCD/0325/111876/168554212
March 19, 2025



Mr. Hardik Jain
Executive Director
Mangal Credit And Fincorp Limited
A-1701-1702, Lotus Corporate Park, Ram Mandir Road,
Off Western Express Highway,
Goregaon East
Mumbai City - 400063
8879544771

Dear Mr. Hardik Jain,

Re: Crisil Rating on the Rs.32 Crore Non Convertible Debentures of Mangal Credit And Fincorp Limited

We refer to your request for a rating for the captioned Debt instrument.

Crisil Ratings has, after due consideration, assigned a Crisil BBB/Stable (pronounced as Crisil triple B rating with Stable outlook) rating to the captioned Debt instrument. Securities with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such securities carry moderate credit risk.

Further, in view of your decision to accept the Crisil Ratings, we request you to apprise us of the instrument details (in the enclosed format) as soon as it has been placed. In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from Crisil Ratings will be necessary.

As per our Rating Agreement, Crisil Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. Crisil Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which Crisil Ratings believes may have an impact on the rating. Please visit www.crisilratings.com and search with the name of the rated entity to access the latest ratings.

As per SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable Crisil Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us at debtissae@crisil.com for any clarification you may need.

Should you require any clarification, please feel free to get in touch with us.

With warm regards,

Yours sincerely,


Malvika Bhotika
Director - Crisil Ratings


Nivedita Shibu
Director - Crisil Ratings



Disclaimer: A rating by Crisil Ratings reflects Crisil Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by Crisil Ratings. Our ratings are based on information provided by the issuer or obtained by Crisil Ratings from sources it considers reliable. Crisil Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by Crisil Ratings is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. Crisil Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. Crisil Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / beneficiaries / distributors of its ratings. Crisil Ratings' criteria are available without charge to the public on the web site, www.crisilratings.com. Crisil Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by Crisil Ratings, please visit www.crisilratings.com or contact Customer Service Helpdesk at Crisilratings@crisil.com or at 1800-267-1307.

Crisil Ratings Limited
Corporate Identity Number: U67100MH2019PLC329247

Office Address: Lightbridge IT Park, Saki Vihar Road, Andheri East, Mumbai - 400 072, India.
Registered Office Address: CRISIL, House, Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400 076, India.
Phone: +91 22 6137 3000 | www.crisilratings.com

a company of S&P Global

**Details of the Rs.32 Crore Non Convertible Debentures of
Mangal Credit And Fincorp Limited**

	<i>1st tranche</i>		<i>2nd tranche</i>		<i>3rd tranche</i>	
<i>Instrument Series:</i>						
<i>Amount Placed:</i>						
<i>Maturity Period:</i>						
<i>Put or Call Options (if any):</i>						
<i>Coupon Rate:</i>						
<i>Interest Payment Dates:</i>						
<i>Principal Repayment Details:</i>	<i>Date</i>	<i>Amount</i>	<i>Date</i>	<i>Amount</i>	<i>Date</i>	<i>Amount</i>
<i>Investors:</i>						
<i>Trustees:</i>						

In case there is an offer document for the captioned Debt issue, please send us a copy of it.

Disclaimer: A rating by Crisil Ratings reflects Crisil Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by Crisil Ratings. Our ratings are based on information provided by the issuer or obtained by Crisil Ratings from sources it considers reliable. Crisil Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by Crisil Ratings is not a recommendation to buy / sell or hold the rated instrument, it does not comment on the market price or suitability for a particular investor. Crisil Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. Crisil Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. Crisil Ratings' criteria are available without charge to the public on the web site: www.crisilratings.com. Crisil Ratings or its associates may have other commercial transactions with the company/ entity. For the latest rating information on any instrument of any company rated by Crisil Ratings, please visit www.crisilratings.com or contact Customer Service Helpdesk at Crisilratings@crisil.com or at 1800-267-1301.

Crisil Ratings Limited

Corporate Identity Number: U67100MH2019PLC326247

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Rating Rationale

March 19, 2025 | Mumbai

Mangal Credit And Fincorp Limited

'Crisil BBB/Stable' assigned to Non Convertible Debentures

Rating Action

Total Bank Loan Facilities Rated	Rs.200 Crore
Long Term Rating	Crisil BBB/Stable (Reaffirmed)

Rs.32 Crore Non Convertible Debentures	Crisil BBB/Stable (Assigned)
Rs.18 Crore Non Convertible Debentures	Crisil BBB/Stable (Reaffirmed)

Note: None of the Directors on Crisil Ratings Limited's Board are members of rating committee and thus do not participate in discussion or assignment of any ratings. The Board of Directors also does not discuss any ratings at its meetings.

1 crore = 10 million

Refer to Annexure for Details of Instruments & Bank Facilities

Detailed Rationale

Crisil Ratings has assigned its 'Crisil BBB/Stable' rating to the non-convertible debentures of Mangal Credit And Fincorp Limited (MCFL). Crisil Ratings has also reaffirmed its 'Crisil BBB/Stable' rating on the outstanding bank facility and non-convertible debentures MCFL.

The rating continues to reflect the company's comfortable capital position, healthy profitability metrics and modest resource profile with increased diversification in lenders. These strengths are partially offset by moderate scale of operations with geographical concentration and average asset quality.

MCFL was incorporated in 2012 by acquiring a 50-year-old company, TAK Machineries & Leasing Ltd (TMLL), which was engaged in dealing in machinery and its leasing. The company was acquired in 2013 by its current promoter, Mr Meghraj Jain, who has extensive experience in the leasing and finance business and has over 25 years of experience in Jewelry business. Furthermore, the board and top management comprises professionals having extensive experience in banks, non-banking finance companies (NBFCs), microfinance institutions, housing finance companies, auditing and consulting firms.

Analytical Approach

Crisil Ratings has considered the standalone business and financial risk profiles of MCFL.

Key Rating Drivers & Detailed Description

Strengths:

- Comfortable capital position:** MCFL's capital position is comfortable in relation to its current and expected scale of operations. As on December 31, 2024, networth was Rs. 137.6 crore with a gearing of 1.3 times as against Rs 127.3 crore and 1.1 times, respectively as on March 31, 2024 (Rs 111.9 crore and 0.8 time, respectively, as on March 31, 2023). Capital position is supported by timely capital infusion by promoters and healthy net accruals. Furthermore, as the secured segment contributes 57% of assets under management (AUM), the lower asset-side risk supports capitalisation. Since fiscal 2015, the promoters have infused Rs 25 crore in the company, of which Rs 7 crore was infused in fiscal 2024 by way of equity shares and warrants. The promoters are expected to infuse further Rs 11 crore in fiscal 2026 and would be willing to infuse capital in future as well, as and when required. Crisil Ratings believes MCFL will remain adequately capitalised over the medium term.
- Healthy profitability metrics:** The company reported profit after tax of Rs 10.5 crore for nine months of fiscal 2025 and fiscal 2024, compared with Rs 7.9 crore in fiscal 2023. Return on assets (RoA) was 4.4% for fiscal 2024 and 4.6% for nine months of fiscal 2025 (annualised) (average of 4.6% for the past three fiscals). With branch additions and geographical diversification, operating cost elevated to 3.7% in fiscal 2024 from 3.3% on fiscal 2023. The operating cost stood at 3.7% for nine months of fiscal 2025. The operating expense is expected to remain elevated due to new branch openings and expansion of operations, though the existing branches will help generating positive returns. The company's ability to successfully scale up the portfolio while sustaining its earnings profile will remain a key monitorable.
- Modest resource profile with increased diversification in lenders:** The company had borrowing of Rs 184.6 crore as on December 31, 2024, which consisted of bank and financial institutions loans (86.4%), loans from promoters (12.5%) and intercorporate loans (1.1%). The cost of borrowing stood at 8.5% in fiscal 2024, as against 7.6% in fiscal 2023. The cost of borrowings for the company increased to 10.8% for nine months of fiscal 2025. The company has been able to raise funds from a diverse pool of banks such as Federal Bank, State Bank of India, Indian Overseas Bank, ICICI Bank, Catholic Syrian Bank and City Union Bank. Apart from being in discussion with existing lenders for enhancement of lines, the company has recently raised funds from NBFCs such as Cholamandalam Finance, Poonswalla Fincorp, Tata Capital Ltd and Hinduja Leyland Finance. Its resource profile also benefits from the ability of promoters to infuse need-based funds to support business growth. Ability of the company to tap additional funding to support growth while maintaining overall cost of borrowing remains monitorable.

Weaknesses:

- **Moderate scale of operations with geographical concentration:** MCFL had AUM of Rs. 269.3 crore as on December 31, 2024 as against Rs 229.9 crore as on March 31, 2024 (Rs 161.1 crore as on March 31, 2023). While the company displayed healthy growth of 43% in fiscal 2024 and 55% in fiscal 2023, the scale of operations remain small. AUM comprise a wide range of asset classes including business loans (41%), gold loans (36%) and loans against property (21%) and personal loans (2%). Currently, the secured and unsecured portion is 57:43 ratio. The company has plans to increase its secured portfolio to 60% in fiscal 2025. Operations are geographically concentrated in three states: Maharashtra, Rajasthan and Gujarat, with Maharashtra dominating the portfolio at over 93%. The ability of the company to scale up its loan book while sustaining asset quality performance will remain a key monitorable.
- **Portfolio performance through cycles remains monitorable:** The 90+ days past due (dpd) of the company stood at 2.0% as on December 31, 2024 compared with 2.6% as on March 31, 2024. The asset quality was impacted on account of the lockdown imposed due to the Covid-19 pandemic; however, 90+ dpd improved since then due to stronger focus on collection. Between different asset classes, typically gold loan segment is the major contributor to 90+dpd. However, the entity is able to recover dues eventually in this segment, either through auction or repayments made by customers due to personal attachment to their belongings. As on December 31, 2024, gold loans had 90+ dpd of 1.45%, loan against property 0.15%, small and medium enterprises loans 3.43% and personal loans 2.94%.

The strategic change from higher ticket size to lower ticket size loans has helped the company avoid concentration risk and improve asset quality metrics. The ability of the company to sustain the improvement in asset quality while scaling up portfolio and through cycles will be monitored closely.

Liquidity: Adequate

The company's asset-liability maturity profile was comfortable as on February 28, 2025, with positive mismatch across buckets up to one year. As on February 28, 2025, the company had liquidity of Rs 14.26 crore (including cash and cash equivalent of Rs. 7.56 crore and unutilized cash credit and working capital loan of Rs. 6.7 crore). Against this the company has a debt repayment of Rs. 18.79 crore from March 2025 to May 2025. Liquidity is further supported by commitment of support by promoters in case of exigencies.

Outlook: Stable

Crisil Ratings believes MCFL will maintain comfortable capitalisation over the medium term and will be able to raise funds at competitive costs.

Rating sensitivity factors**Upward factors:**

- Significant improvement in scale of operations while maintaining asset quality and profitability
- Capitalisation metrics remaining comfortable, with gearing below 4 times

Downward factors:

- Adverse movement in asset quality with 90+ dpd exceeding 4% and its impact on earnings profile
- Weakening of capitalisation metrics, with significant increase in gearing while scaling up the portfolio

About the Company

MCFL is a non-deposit taking, non-systemically important NBFC set up in 2012. The company acquired TMLL, a company dealing in machinery and its leasing. It was acquired by the existing promoters in 2013. Based in Mumbai, the company is engaged in providing different types of loans to micro, small and medium enterprises in the form of business loans, loans against property, gold loans and personal loans.

Key Financial Indicators

As on / for the period ended	Unit	9M FY 2025*	Mar 24	Mar 23
Total assets	Rs crore	331	274	203
Total income	Rs crore	36.2	33.3	21.4
Profit after tax	Rs crore	10.5	10.5	7.9
90+dpd	%	2.0	2.6	2.2
Adjusted gearing	Times	1.3	1.1	0.8
Return on average assets	%	4.6	4.4	4.6

*Unaudited

Any other information: Not Applicable**Note on complexity levels of the rated instrument:**

Crisil Ratings' complexity levels are assigned to various types of financial instruments and are included (where applicable) in the 'Annexure - Details of Instrument' in this Rating Rationale.

Crisil Ratings will disclose complexity level for all securities - including those that are yet to be placed - based on available information. The complexity level for instruments may be updated, where required, in the rating rationale published subsequent to the issuance of the instrument when details on such features are available.

For more details on the Crisil Ratings' complexity levels please visit www.crisilratings.com. Users may also call the Customer Service Helpdesk with queries on specific instruments.

Annexure - Details of Instrument(s)

ISIN	Name Of Instrument	Date Of Allotment	Coupon Rate (%)	Maturity Date	Issue Size (Rs. Crore)	Complexity Levels	Rating Outstanding with Outlook
------	--------------------	-------------------	-----------------	---------------	------------------------	-------------------	---------------------------------

NA	Non Convertible Debentures [#]	NA	NA	NA	32.00	Simple	Crisil BBB/Stable
NA	Non Convertible Debentures [#]	NA	NA	NA	18.00	Simple	Crisil BBB/Stable
NA	Proposed Long Term Bank Loan Facility	NA	NA	NA	140.66	NA	Crisil BBB/Stable
NA	Term Loan	NA	NA	10-Sep-25	8.24	NA	Crisil BBB/Stable
NA	Term Loan	NA	NA	25-Mar-26	5.80	NA	Crisil BBB/Stable
NA	Term Loan	NA	NA	31-Mar-27	22.91	NA	Crisil BBB/Stable
NA	Term Loan	NA	NA	30-Nov-25	7.39	NA	Crisil BBB/Stable
NA	Term Loan	NA	NA	05-Jul-26	5.00	NA	Crisil BBB/Stable
NA	Term Loan	NA	NA	29-Jun-28	10.00	NA	Crisil BBB/Stable

Yet to be issued

Annexure - Rating History for last 3 Years

Instrument	Type	Current		2025 (History)		2024		2023		2022		Start of 2022
		Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
Fund Based Facilities	LT	200.0	Crisil BBB/Stable	--	05-09-24	Crisil BBB/Stable	07-07-23	Crisil BBB/Stable	--	--	--	--
			--	--	03-07-24	Crisil BBB/Stable	--	--	--	--		
			--	--	21-05-24	Crisil BBB/Stable	--	--	--	--		
Non Convertible Debentures	LT	50.0	Crisil BBB/Stable	--	05-09-24	Crisil BBB/Stable	07-07-23	Crisil BBB/Stable	23-08-22	Crisil BBB/Stable	--	--
			--	--	03-07-24	Crisil BBB/Stable	--	--	--	--		
			--	--	21-05-24	Crisil BBB/Stable	--	--	--	--		

All amounts are in Rs. Cr.

Annexure - Details of Bank Lenders & Facilities

Facility	Amount (Rs.Crore)	Name of Lender	Rating
Proposed Long Term Bank Loan Facility	140.66	Not Applicable	Crisil BBB/Stable
Term Loan	8.24	State Bank of India	Crisil BBB/Stable
Term Loan	5.8	State Bank of India	Crisil BBB/Stable
Term Loan	22.91	Indian Overseas Bank	Crisil BBB/Stable
Term Loan	7.39	ICICI Bank Limited	Crisil BBB/Stable
Term Loan	5	Cholamandalam Investment and Finance Company Limited	Crisil BBB/Stable
Term Loan	10	The Federal Bank Limited	Crisil BBB/Stable

Criteria Details

Links to related criteria

[Basics of Ratings \(including default recognition, assessing information adequacy\)](#)[Criteria for Finance and Securities companies \(including approach for financial ratios\)](#)

Media Relations	Analytical Contacts	Customer Service Helpdesk
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Sanjay Lawrence Media Relations	Malvika Bhotika Director	For Analytical queries: ratingsinvestor@crsil.com

3/20/25, 11:02 AM

Rating Rationale:

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Note for Media:

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For more information, visit www.crisilratings.com

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It has delivered independent opinions, actionable insights, and efficient solutions to over 100,000 customers through businesses that operate from India, the US, the UK, Argentina, Poland, China, Hong Kong and Singapore.

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Crisil Ratings uses the prefix 'PP-MLD' for the ratings of principal-protected market-linked debentures (PPMLD) with effect from November 1, 2011, to comply with the SEBI circular, "Guidelines for Issue and Listing of Structured Products/Market Linked Debentures". The revision in rating symbols for PPMLDs should not be construed as a change in the rating of the subject instrument. For details on Crisil Ratings' use of 'PP-MLD' please refer to the notes to Rating scale for Debt Instruments and Structured Finance Instruments at the following link: <https://www.crisilratings.com/en/home/our-business/ratings/credit-ratings-scale.html>

**ANNEXURE III: CONSENT LETTER AND ENGAGEMENT LETTER FROM THE DEBENTURE
TRUSTEE**

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Annexure A

Fee Structure for transaction CL/DEB/24-25/2525

PERTICULARS	AMOUNT
Acceptance fees (one-time, non-refundable, payable on our appointment)	₹ 75,000.00
Annually Trusteeship Fees(Amount/Percentage)	₹ 75,000.00

Annually Fees are payable in advance each year from date of execution till termination of the transaction. Pro-rata charges would apply for the first year till FY end, as applicable. The taxes on above fee structure are payable at applicable rates from time to time.

All out of pocket expenses incurred towards legal fees, travelling, inspection charges, etc shall be levied and re-imbursed on actual basis.

Please return the second copy this letter duly signed by Authorized Officer from your company.

Yours Faithfully,

We accept the above terms.

For Catalyst Trusteeship Limited



Name : Priti Shetty

Designation : Assistant Vice President

For Mangal Credit and Fincorp Limited



Name: HARSHIK JAIN

Designation: EXECUTIVE DIRECTOR



ANNEXURE IV: APPLICATION FORM

(As set out in the relevant Key Information Document)

ANNEXURE V: LAST AUDITED FINANCIAL STATEMENTS

Audited Financials for FY 2021-2022, FY 2022-2023, FY 2023-2024 and unaudited limited review financial statements for the period ended December 31, 2024 as below:

- (A) Audited Financials for the financial year ended 2023-2024:
<https://mangalfincorp.com/uploads/investor/Financial-Statements.pdf>
- (B) Audited Financials for the financial year ended 2022-2023:
mangalfincorp.com/uploads/investor/Financial-Statements.pdf
- (C) Audited Financials for the financial year ended 2021-2022:
mangalfincorp.com/uploads/investor/Financial-Statements.pdf
- (D) Unaudited Limited Review Financial Statements for the period ended December 31, 2024:
mangalfincorp.com/uploads/investor/Financial-Statements.pdf

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ANNEXURE VI: IN-PRINCIPLE APPROVAL

(As specified in the relevant Key Information Document)

ANNEXURE VII: ALM STATEMENTS AS ON 31ST MARCH 2024

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Filing Information

Filing Information	
	Information
Return Name	DNB5048-Structural Liquidity & Interest Rate Sensitivity - Monthly
Return Code	R228
Name of reporting institution	Mangal Credit And Fincorp Limited
Bank / FI code	MUM03095
Institution Type	NBFC
Reporting frequency	Monthly
Reporting start date	01-03-2024
Reporting end date	31-03-2024
Reporting currency	INR
Reporting scale	Lakhs
Taxonomy version	1.1.0
Tool name	RBI IFile
Tool version	1.0.0
Report status	Un-Audited
Date of Audit	
General remarks	

Scoping Question	
	X910
Whether NBFC Profile has been updated on website	Yes
Category Of NBFC	Non-Deposit taking Non-Systemically Important NBFC
Classification of NBFC	(3) NBFC - Investment and Credit Company (NBFC-ICC) (Loan Company (LC) / Asset Finance Company (AFC) / Investment Company (IC))



Filing Information

Filing Information	
	Information
Return Name	DNBS04B-Structural Liquidity & Interest Rate Sensitivity - Monthly
Return Code	R228
Name of reporting institution	Mangal Credit And Fincorp Limited
Bank / FI code	MUM03095
Institution Type	NBFC
Reporting frequency	Monthly
Reporting start date	01-03-2024
Reporting end date	31-03-2024
Reporting currency	INR
Reporting scale	Lakhs
Taxonomy version	1.1.0
Tool name	RBI iFile
Tool version	1.0.0
Report status	Un-Audited
Date of Audit	
General remarks	

Scoping Question	
	X010
Whether NBFC Profile has been updated on website	Yes
Category OF NBFC	Non-Deposit taking Non-Systemically important NBFC
Classification of NBFC	(i) NBFC - Investment and Credit Company (NBFC-ICC) (Loan Company (LC) /Asset Finance Company (AFC) / Investment Company (IC)



Authorised Signatory - Authorised Signatory

Particulars	Value

Name of the Person Filing the Return	Y010	Meghraj Jain
Designation	Y020	Chairman and Managing Director
Office No. (with STD Code)	Y030	02242461300
Mobile No.	Y040	9821056000
Email Id	Y050	meghrajain@mangalfincorp.com
Date	Y060	15-04-2024
Place	Y070	Mumbai

1. All values must be reported in Rs lakh.
2. Enter all dates in dd-mm-yyyy format.
3. Please ensure that the financial information furnished in the various sheets of this return are correct and reflecting the true picture of the business operations of the NBFC, if found otherwise, the concerned NBFC would be liable for penal action under the provisions of RBI Act.

ANNEXURE VIII: BOARD RESOLUTION

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MANGAL

CREDIT AND FINCORP LIMITED

CIN No.: L65990MH1961PLC012227

HR-04/05/2024-25

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 05/2024-25 MEETING OF BOARD OF DIRECTORS OF MANGAL CREDIT AND FINCORP LIMITED ("the Company") HELD ON SATURDAY, 15TH MARCH, 2025 AT 12:00 P.M. HELD THROUGH VIDEO CONFERENCING

CONSIDERATION AND APPROVAL OF THE PROPOSAL OF FUND RAISING BY WAY OF DEBT ISSUE IN THE FORM OF NON- CONVERTIBLE DEBENTURES AND GREEN SHOE OPTIONS:

RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "Act"), the Foreign Exchange Management Act, 1999 (as amended from time to time), rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") (to the extent applicable) or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company, with such consents and approval as may be required from its shareholders / investors under the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be required from any statutory or regulatory authority, the approval of the Board be and is hereby accorded for issue of up to 1,000 (one thousand) fully paid, senior, secured, rated, listed, redeemable, taxable non-convertible debentures, each having a face value INR 1,00,000/- (Indian Rupees One Lakh Only) aggregating up to INR 10,00,00,000/- (Indian Rupees Ten Crores only) and a green shoe option to retain oversubscription of up to 1,500 (one thousand five hundred) fully paid, rated, senior, secured, listed, taxable, redeemable, non-convertible debentures, each having a face value of INR 1,00,000/- (Indian Rupees One Lakh Only) aggregating up to INR 15,00,00,000/- (Indian Rupees Fifteen Crores Only) in total aggregating up to INR 25,00,00,000/- (Indian Rupees Twenty Five Crores Only) or such other number of debentures, face value and amount as may be determined ("Debentures") at the interest rate of 12.90% (twelve point nine zero percent) per annum payable monthly, and for a period of 30 (thirty) months from the deemed date of allotment or such other maturity period (subject to applicable law) as may be agreed, on a private placement basis to such identified persons as may be required for the purposes of Section 42 of the Act ("Investors").

RESOLVED FURTHER THAT Mr. Meghraj Jain, Managing Director and Chairman, Mr. Hardik Jain, Executive Director and Mr. Nilesh Jain, Executive Director and CFO of the Company ("Authorised Persons") be and are hereby severally authorised to do such acts, deeds and things as they deem necessary or desirable in connection with the issue, offer and allotment of the Debentures, including, without limitation the following:

- seeking, if required, any approval, consent or waiver from any/all concerned governmental and regulatory authorities, and/or any other approvals, consent or waivers that may be required in connection with the issue, offer and allotment of the Debentures;
- executing the term sheet in relation to the Debentures;
- negotiating, approving and deciding the terms of the issue of the Debentures and all other related matters;
- entering into the listing agreement with the stock exchange(s);



1701/ 1702, 17TH Floor, 'A' Wing, Lotus Corporate Park, Western Express Highway
Goregaon (E), Mumbai - 400 063

Tel: 22-42461300, Website: www.mangalfincorp.com, Info@mangalfincorp.com



MANGAL

CREDIT AND FINCORP LIMITED

CIN No.: L65990MH1961PLC012227

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- e) obtaining the International Securities Identification Number for the Debentures;
 - f) to request Mr. Meghraj Jain and Mr. Hardik Jain to issue the personal guarantee, and execute all agreements, documents, power of attorneys, deeds and writings in relation to the same including the deed of personal guarantee in favour of the debenture trustee or any other entity as required by the Investors, if any;
 - g) approving the general information document and key information document including the Form PAS-4 ("Disclosure Documents") (including amending, varying or modifying the Disclosure Documents, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
 - h) finalising the terms and conditions of the appointment of an arranger, a debenture trustee, a registrar and transfer agent, a credit rating agency, a legal counsel, the depository(ies) and such other intermediaries including their successors and their agents, as may be required in relation to the issue, offer and allotment of the Debentures;
 - i) finalising the terms of the issue, offer and allotment of the Debentures;
 - j) entering into arrangements with the depository(ies) in connection with the issue, offer and allotment of Debentures in dematerialised form;
 - k) creating and perfecting the security as required in accordance with the terms of the Transaction Documents (as defined below) in relation to the issue, offer and allotment of the Debentures;
 - l) finalising the date of allotment and the deemed date of allotment of the Debentures;
 - m) negotiating, executing, filing and delivering any documents, instruments, deeds, amendments, papers, applications, notices or letters as may be required in connection with the issue, offer and allotment of the Debentures and dealing with regulatory authorities in connection with the issue, offer and allotment of the Debentures including but not limited to the RBI, SEBI (if so required), the relevant registrar of companies, the Central Registry of Securitisation Asset Reconstruction and Security Interest, the Ministry of Corporate Affairs, or any depository(ies), and such other authorities as may be required;
 - n) to execute all documents with, file forms with and submit applications to the relevant registrar of companies, the Ministry of Corporate Affairs, the Central Registry of Securitisation Asset Reconstruction and Security Interest or any depository(ies);
 - o) sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Transaction Documents;
 - p) to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the Transaction Documents, the transactions contemplated therein and the resolutions mentioned herein, including without limitation, to approve, negotiate, finalise, sign, execute, ratify, amend, supplement and/or issue the following, including any amendments, modifications, supplements, restatements or novations thereto (now or in the future):
 - i. the Disclosure Documents for the issue, offer and allotment of the Debentures;
 - ii. the debenture trust deed, the debenture trustee agreement, the deed of hypothecation, the power of attorney, the deed of personal guarantee, and any other documents required for the creation of security interest over the Company's identified loan receivables, or the issue, offer and allotment of the Debentures (including any powers of attorney in connection thereto), and any other document in relation thereto (collectively, the "Transaction Documents");

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Goregaon (E), Mumbai - 400 063

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MANGAL

CREDIT AND FINCORP LIMITED

CIN No.: L65990MH1961PLC012227

-
- ii. the debenture certificates for the Debentures;
-
- iv. any other documents required for the purposes of the issue, offer and allotment of the Debentures and the transactions contemplated thereby, including but not limited to letters of undertaking, declarations, agreements, reports; and
- v. any other document designated as a Transaction Document by the debenture trustee/holders of the Debentures;
- q) do all acts necessary for the issue, offer and allotment of the Debentures in accordance with the terms set out in the Disclosure Documents and the Transaction Documents; and
- r) to generally do any other act or deed, to negotiate and execute any documents, applications, agreements, undertakings, deeds, affidavits, declarations and certificates in relation to the issue, offer and allotment of the Debentures and the transactions contemplated thereby, and to give such directions as it deems fit or as may be necessary or desirable in relation to the issue, offer and allotment of the Debentures.*

RESOLVED FURTHER THAT, consent of the Board be and is hereby accorded to create a charge/pledge / hypothecate / lien or otherwise create an encumbrance on the receivables of the Company as more particularly as set out in the deed of hypothecation.

RESOLVED FURTHER THAT, pursuant to the discussion between the Company and Catalyst Trusteeship Limited, the Catalyst Trusteeship Limited be and is hereby appointed as the Debenture Trustee for the issue of up to 1,000 (one thousand) fully paid, senior, secured, rated, listed, redeemable, taxable non-convertible debentures, each having a face value INR 1,00,000/- (Indian Rupees One Lakh Only) aggregating up to INR 10,00,00,000/- (Indian Rupees Ten Crores only) and a green shoe option to retain oversubscription of up to 1,500 (one thousand five hundred) fully paid, rated, senior, secured, listed, taxable, redeemable, non-convertible debentures, each having a face value of INR 1,00,000/- (Indian Rupees One Lakh Only) aggregating up to INR 15,00,00,000/- (Indian Rupees Fifteen Crores Only) in total aggregating up to INR 25,00,00,000/- (Indian Rupees Twenty Five Crores Only) or such other number of debentures, face value and amount as may be determined.

RESOLVED FURTHER THAT, the Authorised Persons be and are hereby severally authorised to take all necessary steps relating to the creation, perfection and registration of charges and also to sign and submit the necessary forms with the relevant registrar of companies, the Ministry of Corporate Affairs, or the depository(ies), and/or any other relevant governmental authorities.

RESOLVED FURTHER THAT, the Board hereby approves and ratifies all such acts, deeds and actions taken by the Company till date for the purpose of the issue, offer and allotment of the Debentures.

RESOLVED FURTHER THAT, the Authorised Persons be and are hereby severally authorised to record the name of the holders of the Debentures in the register of debenture holders and to undertake such other acts, deeds and things as may be required to give effect to the issuance and allotment of the Debentures.

RESOLVED FURTHER THAT, the Authorised Persons be and are hereby severally authorised to pay all stamp duty required to be paid for the issue, offer and allotment of the Debentures in accordance with the laws of India and procure the stamped documents from the relevant governmental authorities.

**1701/ 1702, 17TH Floor, 'A' Wing, Lotus Corporate Park, Western Express Highway
Goregaon (E), Mumbai - 400 063**

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MANGAL

CREDIT AND FINCORP LIMITED

CIN No.: L65990MH1961PLC012227

RESOLVED FURTHER THAT, the Authorised Persons be and are hereby severally authorised to approve and finalise, sign, execute and deliver the Transaction Documents and such other agreements, deeds, undertakings, indemnities and documents as may be required, or any of them in connection with the Debentures to be issued by the Company.

RESOLVED FURTHER THAT, the Authorised Persons be and are hereby severally authorised to register or lodge for registration upon execution documents, letter(s) of undertakings, declarations, and agreements and other papers or documents as may be required in relation to any of the above with any registering authority or any governmental authority competent in that behalf.

RESOLVED FURTHER THAT, the Authorised Persons be and are hereby severally authorised to delegate the powers to any other employee/representative/agent as may be deemed necessary to do such acts and execute such documents as may be required in connection with any of the matters relating to the issue of the Debentures.

RESOLVED FURTHER THAT, the Common Seal of the Company be affixed to such documents, deeds, evidences, writings and undertakings and or other related papers, wherever necessary in presence of any of the executive directors of the Company who shall sign the same in token thereof in terms of Articles of Association of the Company.

RESOLVED FURTHER THAT, "Loan and Advance Committee" as constituted by the Company, be and is hereby, authorised to allot the Non-Convertible Debentures and Green Shoe Options to the eligible investor(s) in accordance with the applicable regulatory requirements.

RESOLVED FURTHER THAT, the Transaction Documents in relation to the issue of Debentures have been perused by the Board of Directors.

RESOLVED FURTHER THAT, the final responsibility for the information provided in the Transaction Documents in relation to the Debentures lies with the Board of Directors.

RESOLVED FURTHER THAT, copies of the foregoing resolutions certified to be true copies by any Director or the Company Secretary of the Company be furnished to such persons as may be deemed necessary.

Certified True Copy

For Mangal Credit and Fincorp Limited

Hardik Jain
Executive Director
(DIN: 07871480)



Date: 17.03.2025
Place: Mumbai

1701/ 1702, 17TH Floor, 'A' Wing, Lotus Corporate Park, Western Express Highway
Goregaon (E), Mumbai - 400 063

Tel: 22-42461300, Website: www.mangalfincorp.com Info: info@mangalfincorp.com

ANNEXURE IX: SHAREHOLDERS RESOLUTION

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MANGAL

CREDIT AND FINCORP LIMITED

CIN No.: L65990MH1961PLC012227


CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF MANGAL CREDIT AND FINCORP LIMITED PASSED IN THE 61ST ANNUAL GENERAL MEETING HELD ON FRIDAY, 22ND SEPTEMBER, 2023 AT 11:00 A.M. THROUGH VIDEO CONFRENCING MODE.

INCREASE IN BORROWING LIMITS OF THE COMPANY

"RESOLVED THAT in suppression to all the previous resolutions regarding Borrowing limit and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment(s), modification(s), variation(s) or re- enactment(s) thereof for the time being in force) ("the Act"), the provisions of the Memorandum of Association and Articles of Association of the Company, Circulars/ Notifications/ Directions issued by Reserve Bank of India, from time to time, the consent of Shareholders of the Company be and is hereby accorded to borrow any sum or sums of money (exclusive of interest), from time to time, on such term and conditions as may be determined, in any form, from one or more companies, body corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension, provident funds, multilateral financial institutions, any entity/entities or authority and authorities, whether in India or abroad, and whether by way of cash credit, loans, advances or deposits, bill discounting, issue of debentures, Non-Convertible Debentures through private placement or public offer or preferential allotment basis, commercial papers, long/short term loans, securitized instruments such as floating rate notes, fixed rate notes, syndicate loans, commercial borrowings, external Commercial Borrowing, either in rupees and/or in such other foreign currencies as may be permitted by law, from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of Companies assets, licenses and properties, whether immovable or movable and/or any of the undertaking of the Company notwithstanding that monies to be borrowed including monies already borrowed by the Company (including the temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose so that the total amount up to which the monies may be borrowed by the Company and outstanding at any time shall not exceed the sum of INR 750 Crores (Seven Hundred and Fifty Crores in Indian Rupees only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the Members of the Company."

Certified True Copy
For Mangal Credit and Fincorp Limited


Harshik Jain
Executive Directors
DIN: 07872480



Place: Mumbai
Date: 20th March, 2025

1701/ 1702, 17TH Floor, 'A' Wing, Lotus Corporate Park, Western Express Highway
Goregaon (E), Mumbai - 400 063

Tel: 22-42461300, Website: www.mangalfincorp.com Info: info@mangalfincorp.com



MANGAL

CREDIT AND FINCORP LIMITED


CIN No.: L65990MH1961PLC012227

Explanatory Statement pursuant to Section 101 of the Companies Act, 2013;

Keeping in view the Company's existing and future financial requirements and the business plan, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limits upto ₹ 750 Crores (Rupees Seven Hundred and Fifty Crores Only) over and above paid up capital and Free Reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a Annual General Meeting.

Further, in order to facilitate securing the borrowing(s) made by the Company, it would be necessary to create charge or mortgage on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the prior approval of members in the General Meeting by way of special resolution.

Certified True Copy
For Mangal Credit and Fincorp Limited


Harish Jain
Executive Directors
DIN: 07871480



Place: Mumbai
Date: 20th March, 2025

1701/ 1702, 17TH Floor, 'A' Wing, Lotus Corporate Park, Western Express Highway
Goregaon (E), Mumbai - 400 063

Tel: 22-42461300, Website: www.mangalfincorp.com Info: info@mangalfincorp.com



MANGAL

CREDIT & FINCORP LIMITED

Date: 30.08.2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

Scrip Code: 505850
Scrip Id: MANCREDIT

Dear Sir/ Madam,

Sub: Notice convening 61st Annual General Meeting along with the Annual Report for the financial year 2022-23

Ref.: Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 and Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following documents, which are being sent to the shareholders of the Company through electronic mode:

1. Notice of the 61st Annual General Meeting of the Company scheduled to be held on Friday, 22nd September, 2023 at 11:00 a.m. through Video Conferencing/ Other Audio Visual Means; and
2. The Annual Report of the Company for the financial year 2022-23;

The AGM Notice and Annual Report for the financial year 2022-23 are also available on the website of the Company at www.mangalfincorp.com.

Please take the above on record and acknowledge receipt of the same.

Thanking you,
Yours faithfully,

For Mangal Credit and Fincorp Limited

MEGHRAJ Digitally signed by
MEGHRAJ
SOHANLA SOHANLAL JAIN
LJAIN Date: 2023.08.30
09:49:30 +05'30'

Meghraj Sohanlal Jain
Chairman and Managing Director
DIN: 01311041
Place: Mumbai

NOTICE

NOTICE is hereby given that the 61st Annual General Meeting of the Members of **Mangal Credit and Fincorp Limited** is scheduled to be held on Friday, September 22, 2023 at 11:00 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the below mentioned businesses:

Ordinary Business:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2023 along with the reports of the Board of Directors and Statutory Auditors thereon;
2. To declare the final dividend of ₹. 0.5/- per equity share of face value of Rs. 10/- each for the financial year ended March 31, 2023;
3. To appoint a Director in place of Mr. Meghraj Sohanlal Jain (DIN:01311041), who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint a Director in place of Mr. Nilesh Jain (DIN: 08788781), who is eligible for re- appointment retires by rotation and being eligible, offers himself for re-appointment;
5. To approve, confirm and ratify the appointment of Statutory Auditors of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 and guidelines and circulars issued by the Reserve Bank of India ("RBI") in this regard and from time to time, including any amendments, modifications, variations or re-enactments thereof, for the time being in force, consent of the Members

of the Company be and is hereby accorded for the appointment of M/s. Bhagwagar Dalal & Doshi, Chartered Accountants (Firm Registration Number: I28093W) Statutory Auditor of the Company to hold office from the conclusion of the 61st Annual General Meeting until the conclusion of the 66th Annual General Meeting of the Company at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors for the purpose of the audit of the Company's standalone and consolidated financial statements for the financial years 2023-24 to 2027-28.

RESOLVED FURTHER THAT the Board, including the Audit Committee of the Board or any other person(s) authorized by the Board or Audit Committee in this regard, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise in the regard to the implementation of the resolution, including but not limited to determination of roles and responsibilities / scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT Mr. Meghraj Sohanlal Jain, Chairman and Managing Director, Mr. Nilesh Jain, Executive Director and Chief Financial Officer of the Company be and are hereby authorised to do all such acts, deeds, and things as may be required to give effect to the resolution including filing of requisite e forms with the Registrar of Companies."

Special businesses:**6. To re-appointment Ms. Nirupama Charuhas Khandke, as an Independent Director of the Company**

To re-appoint Ms. Nirupama Charuhas Khandke (DIN: 01605060) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Nirupama Charuhas Khandke (DIN: 01605060), be and is hereby reappointed as an Independent Director of the Company to hold office for a second consecutive term of five years from this Annual General Meeting till September 21, 2028.

7. To re-appointment Mr. Subramanyam Ganesh, as an Independent Director of the Company

To re-appoint Mr. Subramanyam Ganesh (DIN: 01718431) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Subramanyam Ganesh (DIN: 01718431), be and is hereby reappointed as an Independent Director of the Company to hold office for a second consecutive term of five years from this Annual General Meeting till September 21, 2028.

8. To re-appointment Mr. Ramanathan Annamalai, as an Independent Director of the Company

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person." Mr. Ramanathan Annamalai (DIN: 02645247), Independent Director of the Company has attained the age of seventy five years, hence required members approval through special resolution for his re appointment. Further explanatory statement is annexed to this notice for such motion which indicates the justification for appointing him on Board of the Company.

To re-appoint Mr. Ramanathan Annamalai (DIN: 02645247) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Ramanathan Annamalai (DIN: 02645247), be and is hereby reappointed as an Independent Director of the Company to hold office for a second consecutive term of five years from this Annual General Meeting till September 21, 2028.

9. To approve to increase overall borrowing limit under section 180(1)(c) of Companies Act, 2013 from ₹ 500 Crores to 750 Crores or the aggregate of paid up capital and free reserves of the Company, whichever is higher

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in suppression to all the previous resolutions regarding Borrowing limit and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment(s) modification(s), variation(s) or re-enactment(s) thereof for the time being in force) ("the Act"), the provisions of the Memorandum of Association and Articles of Association of the Company, Circulars/ Notifications /Directions issued by Reserve Bank of India, from time to time, the consent of Shareholders of the Company be and is hereby accorded to borrow any sum or sums of money (exclusive of interest), from time to time, on such term and conditions as may be determined, in any form, from one or more companies, body corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension, provident funds, multilateral financial institutions, any entity/entities or authority and authorities, whether in India or abroad, and whether by way of cash credit, loans, advances or deposits, bill discounting, issue of debentures Non-Convertible Debentures through private placement or public offer or preferential allotment basis, commercial papers, long/short term loans, securitized instruments such as floating rate notes, fixed rate notes, syndicate loans, commercial borrowings, external Commercial

Borrowings, either in rupees and/or in such other foreign currencies as may be permitted by law, from time to time, and/or any other instruments/ securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of Companies assets, licenses and properties, whether immovable or movable and/or any of the undertaking of the Company notwithstanding that monies to be borrowed including monies already borrowed by the Company (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose so that the total amount up to which the monies may be borrowed by the Company and outstanding at any time shall not exceed the sum of ₹ 750 Crores (Rupees Seven Hundred and Fifty Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the Members of the Company."

10. Authorization to sell, lease, charge and/or mortgage property of the Company under Section 180 (1)(a) of the Companies Act, 2013

To consider and, if thought fit, with or without modification(s), to pass the following Resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions of the Companies Act, 2013, if any or any other law for the time being in force, (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the Shareholders of the Company be and is hereby accorded to sell, dispose, mortgage and/ or charge, in addition to the mortgages/charges created/ to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and/or immovable properties of the Company and/or the interest held by the Company in all or any of the movable or immovable properties, both present and future and/or the whole or any part of the undertaking(s) of the Company, together with the power to take over management of the business and concern of the Company in certain events of default, in favour of lender(s), agent(s), and trustee(s) for securing the borrowings of the Company availed/ to be availed by way of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/partly convertible debentures, Non-Convertible Debentures with or without detachable or non-detachable warrant, and/or secured premium notes and/ or floating rate notes/ bonds, (including without limitation, market linked debentures and covered bonds) and/or other debt instruments,

the Company, from time to time, subject to the limits approved under Section 180 (1) (c) of the Companies Act, 2013, from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium and prepayment, remuneration of the agent(s) and/or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), heads of agreement(s), debenture trust deed(s) or any other agreement/ document, entered into/ to be entered into between the Company and lender(s)/ investor(s)/agent(s) and/or trustee(s) in respect of the said loans, borrowing/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of securities as may be stipulated in that behalf and agreed to between the Company and the lender(s), agent(s) and/or trustee(s) from time to time for a sum of money which may exceed the paid-up capital and free reserves in the ordinary course of business but not exceeding ₹ 750 Crores (Rupees Seven Hundred and Fifty Crores Only) at any point of time.

RESOLVED FURTHER THAT sale, lease, mortgage/ charge created /to be created and/or all agreements, documents executed, to be executed and all acts done in terms of the above resolution by and within the authority of the Board of Directors be and is hereby confirmed and ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the Members of the Company."

11. To consider and approve raising of funds for the Company

To consider and, if thought fit, with or without modification(s), to pass the following Resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Act"), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and the other related provisions made there under to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, the regulations and provisions of Securities Exchange Board of India, as amended, the Foreign Exchange Management Act, 1999 ("FEMA"), as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and

clarifications issued thereon, from time to time, by Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India, the Registrar of Companies or any other relevant authority from time to time ("Regulatory Authorities"), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Regulatory Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such Regulatory Authorities while granting such approvals, consents, permissions and sanctions, the consent, events of default, in favour of lender(s), agent(s), and trustee(s) for securing the borrowings of the Company availed/ to be availed by way of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/partly convertible debentures Non-Convertible Debentures with or without detachable or non-detachable warrant, and/or secured premium notes and / or floating rate notes/ bonds, (including without limitation, market linked debentures and covered bonds) approval and sanction of the Company be and is hereby granted to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) thereof constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution to the extent permitted by law) to create, offer, issue and allot, with or without a green shoe option, such number of equity shares of the Company with a face value of ₹ 10 (Rupees Ten) each ("Equity Shares") and/or Equity Shares through convertible bonds (whether denominated in Indian rupees or foreign currency) and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities and/or securities linked to Equity Shares or other securities with or without warrants, which may either be detachable or linked, and which

warrant has a right exercisable by the warrant holder to subscribe for the Equity Shares and/ or warrants with an option exercisable by the warrant holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), or any combination of securities convertible into or exchangeable for equity shares including without limitation through Global Depository Receipts ("GDRs") and/or American Depository Receipts ("ADRs") and/ or convertible preference shares and/or convertible debentures (compulsorily and/or optionally, fully and/ or partly) and/or Commercial Papers and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with the Equity Shares of the Company at a later date simultaneously with the issue of non-convertible debentures and/or Foreign Currency Convertible Bonds ("FCCBs") and/ or Foreign Currency Exchangeable Bonds ("FCEBs") and/or any other permitted fully and/or partly paid securities/ instruments/ warrants, convertible into or exchangeable for equity shares at the option of the Company and/or holder(s) of the security(ies) and/ or securities linked to equity shares, in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, by way of one or more public, preferential allotment and/or private offerings, Qualified Institutions Placement ("Qualified Institutional Placement" or "QIP") and/or on preferential allotment basis or any combination thereof, through issue of prospectus and/or placement document or other issued or to be issued

by permissible / requisite offer document or private placement offer document to any eligible person, including qualified institutional buyers ("QIBs") in accordance with Chapter VI of the ICDR Regulations, (whether residents and/or non-residents and/ or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds (foreign or Indian) alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors and/or multi-lateral financial institutions, stabilizing agents and/ or any other eligible investors, and/or to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals and whether they be holders of the Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, in consultation with the lead managers, advisors or other intermediaries for an aggregate amount not exceeding ₹ 100 Crores (Rupees One Hundred Crores Only) or its equivalent thereof, in one or more currencies if any, inclusive of such premium as may be fixed on the Securities by offering the Securities, at such price or prices, at a permissible discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of investors to whom the offer/issue and allotment shall be made to the exclusion of other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors.

and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) or intermediary (ies) appointed and / or to be appointed by the Company (the "Issue").

RESOLVED FURTHER THAT Mr. Meghraj Sohanlal Jain, Chairman and Managing Director and Mr. Nilesh Jain, Executive Director and Chief Financial Officer and designated Officers of the Company be and are hereby severally/ jointly authorised to make all filings including as regards the requisite listing application/ prospectus/ offer document/ registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the Stock Exchanges (in India or abroad), the RBI, the SEBI, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolution above and the Common Seal of the Company be affixed wherever necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the proposed Securities, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities (including in relation to the issue of such Securities in one or more tranches from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or

desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the Issue, all such Equity Shares shall rank pari passu inter-se and with the existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions of the Memorandum and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of Stock Exchanges where the Company is listed.

RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to engage, appoint lead manager(s), underwriter(s), guarantor(s), depositories, custodian(s), registrar(s), stabilizing agent(s), trustee(s), banker(s), lawyer(s), advisor(s) and all such professionals or intermediaries or agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangement(s), memorandum(s), arrangement(s), placement agreement(s) / underwriting agreement(s) / deposit agreement(s) / trust deed(s) / subscription agreement/ payment and conversion agency agreement/ any other agreements or documents, etc., authorising any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer

document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board, where required in consultation with the merchant bankers/ lead managers and/or other advisors as mentioned above, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalize, approve and issue any document(s), including finalization and approval of the preliminary as well as final offer document(s), letter of offer, determining the form and manner of the issue, including the selection of qualified institutional buyers and/or such investors to whom the Securities are to be offered, issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, period of conversion or redemption, listing on one or more stock exchanges in India and/or abroad and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Securities and any agreement or document (including without limitation, any amendment or modification, after the issuance of the Securities), the execution of various transaction documents, creation of mortgage/

RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP, public issuance, private placement, preference allotment Basis in terms of the ICDR Regulations, the allotment of the Securities or any combination of Securities as may be decided by the Board shall be completed within 12 months from the date of this Resolution or such other time as may be allowed under the ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such other percentage as permitted under applicable law on price calculated in accordance with the pricing formula provided under ICDR Regulations.

RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to form a committee and/or delegate all or any of its power to any committee of directors (including any officer(s) of the Company) to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose aforesaid, Mr. Meghraj Sahaniyal Jain, Chairman and Managing Director and Mr. Nilesh Jain, Executive Director and Chief Financial Officer of the Company be and are hereby severally/jointly authorized to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the securities and utilization of the issue proceeds as it may in its absolute discretion deem fit."

12. Alteration of Memorandum of Association of the Company

To consider and, if thought fit, with or without modification(s), to pass the following Resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications thereof and consent of Members of the Company be and is hereby accorded subject to approval of Registrar of Companies, Maharashtra, Mumbai and such other authorities, as may be applicable in this regard, the object clause of the Memorandum of Association of the Company be and is hereby altered and new objects to be added in Clause III Part A after point 9 as under:

"Clause III

Part A

10. Issuance of PPI (Prepaid Payment Instruments), offer simplified financial solutions by leveraging PPI, provide payment gateways, payment services through cards, Unified Payments Interface ("UPI") and other permitted modes, operate as Bharat Bill Payment Operating Unit, Payment Aggregator and Payment Gateway and obtain affiliation of authorized card networks and authorization to enable the Company to obtain necessary statutory approvals in this regard. To provide, promote, develop, design, establish, setup, maintain, organize, undertake, manage, operate, run, market, purchase, sell, distribute, resell, import, export and carry on the business of all types/ kinds of electronic and virtual payment systems services, e-wallets, mobile-wallets, cash card, credit cards, debit cards etc., payment gateways services, prepaid and postpaid payment instruments payment systems including open/ closed/ semi-closed systems payment instruments, in India and

abroad including all kinds of payment services in any manner whatsoever either in partnership or by self, subject to regulatory approvals. To provide services, management and consultancy in the field of prepaid and postpaid payment instruments services, electronic and virtual payment systems, transaction processing, and to act as dealers distributors, agents, representative of Indian and foreign concerns/ persons operating in the line of prepaid, postpaid and other payment system services, and allied activities related thereto.

11. To render services as brokers, commission agents, to carry on the business of retail and institutional distribution of the schemes of the Mutual Funds or any other financial products issued by Banks, Mutual Funds or any other financial intermediary.
12. To act as Fully Fledged money changers, Authorized Dealers I and/or II, primary dealers, Money Transfer agent, brokers, dealers, buyers and sellers of all foreign exchange in the form of currencies, travellers' cheques, cards (pre-paid, credit or debit), bonds, notes, instruments, papers, documents, subject to the approval of the Reserve Bank of India and other competent authorities, wherever necessary and applicable, to take positions, hold and trade on the movements of foreign currencies on behalf of customers or otherwise, to hold, operate and transact in foreign currencies and/or exchange by maintaining foreign currency bank accounts or otherwise, and to issue or act as agents for travellers' cheques, cards (pre-paid, credit or debit), phone cards and all instruments in any currency, subject to all rules, regulations and approvals as may be necessary and to deal in documents related to import or export trade, payables or receivables or securities either within or outside India; to engage in the foreign exchange money changing business, money

transfer services in foreign exchange, either in the form of foreign currency notes / coins or travellers' cheques, cards (pre-paid, credit or debit) or any other negotiable instruments to or from India or abroad; to deal in currency or exchange options, swaps, futures, in foreign or Indian currencies in direct or derivative forms in India or abroad on the Company's own behalf or on behalf of its clients; to manage, acquire, hold, exchange, dispose of monies, foreign exchange, investments, funds, pools relating to and/or emanating from India or elsewhere on its own behalf or on behalf of its clients, customers, dealers, brokers, agents, trusts, funds, Government or other bodies; to do the business of broking in exchange, currencies.

13. Carrying on the business of asset management, stock broking, infrastructure debt funding, housing finance, leasing, hire purchase, alternative investment funding.
14. To provide all type of Home Loans including affordable home loans, mortgage loans, home equity loans and related ancillary services.
15. To carry on the financing activities including digital lending and through various payment options, inter alia, credit cards, prepaid cards, stores value cards, debit cards etc. either in partnership or by self, subject to regulatory approvals, as may be required from time to time including but not limited to Closed System pre-paid payment instrument, Semi-closed System pre-paid payment instrument, Open System pre-paid payment instrument, e-wallets, Co-Branded Wallets, FASTag and through any other method, mode, instrument or manner, as may be permitted from time to time."

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to settle any question, difficulty or doubt, to sign such documents as may be necessary, proper or desirable (including but not limited to filing of necessary notices with Stock Exchanges, e-forms and returns with the Ministry of Corporate Affairs or elsewhere) and to carry out modifications/alterations as may be suggested by any regulatory authority in connection with the amendment of Memorandum of Association of the Company and to do all such acts, deeds, matters and things, including delegating such vested authority, as may be considered necessary, proper or expedient in order to give effect to this resolution."

13. To Approve Reclassification of Promoters of the Company as Public Shareholders

To consider and, if thought fit, with or without modification(s), to pass the following Resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), approval from the BSE Limited (herein after referred to as stock exchanges), the Securities and Exchange Board of India and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to reclassify the following applicant from "Promoter" category to "Public" category:

Sr. no	Name of Person /Company	No. of Shares held	% Holding
1	Shree Jaisal Electronics and Industries Limited	9,29,400	4.8%

RESOLVED FURTHER THAT in supersession of any provision, the applicant's special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn /terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of SEBI Listing Regulations post reclassification from "Promoter" to "Public".

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of

Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT Mr. Meghraj Sohanlal Jain, Chairman and Managing Director and Mr. Nilesh Jain, Executive Director and Chief Financial Officer of the Company be and are hereby severally/jointly authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, BSE Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions."

By the Order of the Board

Place: Mumbai
Date: July 27, 2023
Registered Office:
 1701/02, 'A' Wing, Lotus Corporate Park,
 Off Western Express Highway,
 Goregaon East, Mumbai- 400063
Tel.: +91 22-42461300
E-mail: compliance@mangalfincorp.com

Sd/-
Meghraj Sohanlal Jain
Chairman & Managing Director
Mangal Credit and Fincorp Limited
DIN: 01311041

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing the facility for remote e-voting, for participation in the AGM through VC / OAVM and for e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained in the Notes.
3. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/reappointment at this AGM is annexed.
4. The Explanatory Statement pursuant to Section 102 of the Act, the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standards") and the SEBI Listing Regulations, for business at item no. 6 to item no. 13 as set out in the Notice convening the AGM ("AGM Notice") is annexed hereto.
5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
6. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
7. A brief profile of the Directors, who are appointed/ re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are provided as annexure to this notice.
8. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.mangalfincorp.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
11. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, September 19, 2023 at 09:00

a.m. and ends on Thursday, September 21, 2023 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 13, 2023, Book Closure is between Thursday, September 14, 2023 to Friday, September 22, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, Wednesday, September 13, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL **Easi / Easiest facility**, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website **www.cdslindia.com** and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <p>a. if you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</p> <p>c. How to retrieve your 'initial password'?</p> <p>(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p>	<p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>a. Click on "Forgot User Details/Password?" (if you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.</p> <p>b. Physical User Reset Password? (if you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p> <p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p> <p>8. Now, you will have to click on "Login" button.</p> <p>9. After you click on the "Login" button, Home page of e-Voting will open.</p>

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc.

with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csvijaytiwari@gmail.com with a copy marked to evoting@nsdl.co.in Institutional shareholders (i.e. other than individuals, HUF, NRI etc) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Prajakta Pawle at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@mangalfincorp.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **compliance@mangalfincorp.com**. If you are an individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to **evoting@nsdl.co.in** for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances

connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remotee-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at **compliance@mangalfincorp.com**. The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item no. 6 and 7

The Board of Directors of the Company in line with the requirements of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 proposes to reappoint Ms. Nirupama Charuhas Khandke and Mr. Subramanayam Ganesh, as an Independent Directors on the Board of Directors subject to the approval of the shareholders of the Company. For the reappointment Ms. Nirupama Charuhas Khandke and Mr. Subramanayam Ganesh, their brief profiles, nature of their expertise in specified functional areas and names of companies in which they holds directorships and memberships / chairmanship of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read together with Secretarial Standards 2 are provided at the end of this Notice. In the opinion of the Board, Ms. Nirupama Charuhas Khandke (DIN-01605060) and Mr. Subramanayam Ganesh (DIN: 01718431) fulfils the eligibility criteria specified under the Companies Act, 2013, The SEBI Listing Regulations, and the Fit and Proper Criteria prescribed by the RBI. The nomination and remuneration committee of the Board has evaluated the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India (RBI) in accordance with the RBI Master Circular - "Non-Banking Financial Companies - Corporate Governance (Reserve Bank) Directions, 2015" and has recommended the appointment. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, nominating Ms. Nirupama Charuhas Khandke (DIN-01605060) and Mr. Subramanayam Ganesh (DIN: 01718431) to the office of

Independent director on the Board of Directors of the Company. Pursuant to the provisions of Section 149, 150 and other applicable provisions, of the Companies Act, 2013 read with Rules made thereunder, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, proposes the Reappointment of abovementioned Directors as an Independent Directors subject to the approval of Members in the annual general meeting.

The Company has received all statutory disclosures/ declarations including, (i) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Act, and (ii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. The Board, therefore, seeks the support and approval of Shareholders for the Reappointment of Ms. Nirupama Charuhas Khandke (DIN-01605060) and Mr. Subramanayam Ganesh (DIN: 01718431) as an independent directors, not liable to retire by rotation, to hold office from this Annual General Meeting till 21st September, 2028 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof). None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Special Resolution as set out in Item No. 6 and Item no. 7 for the approval of the members.

Item no. 8

Pursuant to Regulation 17(IA) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."

Mr. Ramanathan Annamalai (DIN: 02645247), Independent Director of the Company has attained the age of seventy five years, hence require members approval in the Annual General Meeting through special resolution for his re-appointment. He offers himself for re-appointment. He is in good health and of sound and alert mind. The Board is also confident about his being able to function and discharge his duties in an able and competent manner. Based on the recommendation of the Nomination and Remuneration Committee and taking in account Mr. Ramanathan Annamalai's seniority, expertise and vast experience, which has immensely benefited the Company, the Board of Directors considered and recommended the continuation of as a Mr. Ramanathan Annamalai (DIN: 02645247) as an Independent Director of the Company for Shareholders approval.

For the reappointment, his brief profile, nature of his expertise in specified functional areas and names of companies in which he holds directorships and memberships/ chairmanship of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read together with Secretarial Standards are provided at the end of this Notice.

Pursuant to the provisions of Section 149, 160 and other applicable provisions, of the Companies Act, 2013 read with Rules made thereunder and Regulation of 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, proposes the appointment of Mr. Ramanathan Annamalai (DIN: 02645247) as an Independent Directors subject to the approval of Members in the Annual General Meeting.

Item no. 9 and 10

Keeping in view the Company's existing and future financial requirements and the business plan, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limits upto ₹ 750 Crores (Rupees Seven Hundred and Fifty Crores Only) over and above paid up capital and Free Reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a Annual General Meeting.

Further, in order to facilitate securing the borrowing(s) made by the Company, it would be necessary to create charge or mortgage on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose

of the whole or substantially the whole of the undertaking of the Company subject to the prior approval of members in the General Meeting by way of special resolution.

Item no.11

The Special Resolution proposed is an enabling resolution to facilitate and meet the capital requirements for business activities and to utilize the issue proceeds for general corporate purposes. The resolution contained in the attached Notice pertains to a proposal by the Company to create, offer, issue and allot securities, as stated therein in one or more tranches (referred to as "Securities"). The members may please note that the resolution is only an enabling resolution and the detailed terms and conditions for the offer will be determined in consultation with lead managers, advisors, underwriters and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors. As the price of the securities shall be determined at a later stage, exact number of securities to be issued shall also be crystallized later. However, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the offer. As per Section 62 of the Companies Act, 2013, and as per the rules and regulations applicable under the laws, the relevant provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the approval of existing members is being sought to empower the Board to issue, offer and allot Equity Shares at such price, and if approved at a discount of not more than 5% on the price calculated for the Qualified Institutions Placement or at such other discount as may be permitted under Chapter VI of the ICDR Regulations or premium to market price or prices in such a manner and on such terms and conditions including security, rate of interest, etc. to such person(s) including institutions, incorporated.

The Members' approval to the resolution would have the effect of allowing the Board to offer and allot Securities otherwise than on pro-rata basis to the existing shareholders. The enabling Special Resolution seeks to give the Board the powers to issue Equity Shares as the Board may deem fit, in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board, in its absolute discretion, deems fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law, and other relevant factors. The issue / allotment would be subject to the availability of regulatory approvals, if any as and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchange under the provisions of the Listing Regulations.

Item no. 12

As per the provisions of Section 13(1) of the Companies Act, 2013, alteration of Memorandum of Association requires the prior approval of the Shareholders of the Company by means of a Special Resolution and therefore the Board has recommended the amendment of clause III A (iii) of the Memorandum of Association of the Company.

Board of Directors, at its meeting held on July 27, 2023 approved the alteration of Object clause of Memorandum of Association of the Company subject to shareholders approval in Annual General Meeting.

A copy of the amended Memorandum of Association is available for inspection by the members at the registered office of the Company on all working days during the business hours up to the date of the Annual General Meeting of the Company. None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in the proposed resolution. In compliance with the general circular no. 20/2020 issued by the MCA, this item is considered unavoidable and hence forms part of this Notice. The Board therefore recommends the Resolution set out at Item no. 12 for approval of the members as a Special Resolution.

Item no. 13

Members were that the Company has received request from the Promoter i.e. Shree Jaisal Electronics and Industries Limited holding 4.81% shareholding in the Company to reclassify as public shareholders category.

The promoter has neither involved in the management nor holding any controlling stake in the Company. The said promoter does not have special rights as to voting power or control of the Company.

On approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

Mr. Meghraj Sohanlal Jain, Chairman and Managing Director and Mr. Nilesh Jain, Executive Director and Chief Financial Officer of the Company be and /or are hereby severally/jointly authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, BSE Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions.

By the Order of the Board

Sd/-

Meghraj Sohanlal Jain
Chairman and Managing Director
Mangal Credit and Fincorp Limited
DIN: 01311041

Place: Mumbai

Date: July 27, 2023

Registered Office:

1701/02, 'A' Wing, 17th Floor, Lotus
 Corporate Park, Off Western Express
 Highway, Goregaon East,
 Mumbai- 400063

Tel.: +91 22-42461300

E-mail: compliance@mangalfincorp.com

ANNEXURE I

Additional Information of Directors for appointment/re-appointment at the forthcoming annual general meeting pursuant to regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (ss-2) are as follows:

Name of the Director	Mr. Meghraj Sohanlal Jain	Mr. Nilesh Jain
DIN	01311041	08788781
Date of Birth	June 25, 1970	January 16, 1988
Age	53	35
Date of appointment on the Board	August 14, 2013	September 30, 2022
Designation	Chairman and Managing Director	Executive Director and Chief Financial Officer
Qualifications	Graduate	MBA in Finance and Marketing
Brief resume, Experience and Nature of his expertise in functional areas	<p>Mr. Meghraj Sohanlal Jain is an entrepreneur and businessman. He is the founder & the promoter of MCFL. He has a vast experience in leasing & finance related business and has over 26 years of experience in Jewellery business.</p> <p>With an entrepreneurial vision, he paved way for the diversification of the group into various sectors. His propensity for innovation and proficient managerial abilities guarantees that the Group remains on the forefront of development. Under his leadership, the Group has endeavored substantial efforts to reinforce and enhance client relationship and set up its solid presence in finance.</p> <p>He was also the director of Mangal Buildhome, which has worked on several construction projects across Maharashtra. With his ultimate marketing skills and strategic thinking he has established a renowned name in the industry.</p>	<p>Mr. Nilesh Jain has 10 years of experience in the financial sector with in-depth knowledge of Gold Loan, Housing Loan, Mortgages and Construction Finance. His area of expertise includes sales, marketing & Strategic planning.</p>

No. of Board Meetings attended during the year 2022-23	4	4
Directorships held in other Companies	Nil	Nil
Membership/ Chairmanship of Committees of other Board	Nil	Nil
No. of Equity shares held in the Company as on March 31, 2023	47,88,565 equity shares	2000 equity shares
Disclosure of relationships between directors inter-se	Nil	Nil
Terms and Conditions of appointment/ re- appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	<p>As per resolution passed by the Members at the 58th Annual General Meeting held on September 29, 2018 read with explanatory statement thereto, Mr. Meghraj Sohanlal Jain was re-appointed as Managing Director of the Company, liable to retire by rotation, who retires by rotation at this AGM and, being eligible, offers himself for reappointment.</p> <p>The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice.</p> <p>For details of remuneration drawn please refer to the Directors Report and Form No. MGT-9 -Extract of Annual Return which is a part of this Annual Report.</p>	<p>As per resolution passed by the Members at the 60th Annual General Meeting held on 30th September, 2022 read with explanatory statement thereto, Mr. Nilesh Jain was appointed as Executive Director of the Company, liable to retire by rotation, who retires by rotation at this AGM and, being eligible, offers himself for reappointment.</p> <p>For details of remuneration drawn please refer to the Directors Report and Form No. MGT-9 -Extract of Annual Return which is a part of this Annual Report.</p>

Name of the Director	Ms. Nirupama Charuhas Khandke	Mr. Subramanyam Ganesh
DIN	01605060	01718431
Date of Birth	July 30, 1965	March 23, 1959
Age	58	64
Date of appointment on the board	June 12, 2018	November 11, 2018
Designation	Non-Executive Independent Director	Non-Executive Independent Director
Qualifications	Graduated from Sydenham College of Commerce and Economics, Churchgate, Mumbai	Graduate and Chartered Accountant

Brief resume, Experience and Nature of his expertise in functional areas	Mrs. Nirupama Pendukar is the Managing Director of CNX Corporation Limited, a Commodity Based Company. She has pioneered the business of Collateral Management in India in association with ICICI Bank. Mrs. Nirupama has established business with several banks. She acts as a consultant on Agri-funding, Agri-trading and community based project management.	Mr. Subramanyam brings over 25 years of rich experience in Loan Syndication & arranging of funds from FI for Corporate borrowers, private placement of Equities & Debt with FI's & Fund Houses. He is heading auditing and consulting firm S. Ganesh & Associates* having operations in Mumbai.
No. of Board Meetings attended during the year 2022-23	4	3
Directorships held in other Companies	2 CNX Corporation Limited CNX Industries Private Limited	4 Gurgaon Infratech Private Limited Landscape Structures Private Limited Delta Greentech World Bombay Ecosystem Private Limited Delta Greentech World Ecosystem Private Limited
Membership/ Chairmanship of Committees of other Board	4	4
No. of Equity shares held in the Company as on March 31, 2023	Nil	Nil
Disclosure of relationships between directors inter-se	NA	NA
Terms and Conditions of appointment/re- appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	The present appointment is for a period of five years and she is not liable to retire by rotation during the said tenure. Being appointed as the Non-Executive Independent Director, she will be eligible for a Commission (in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof.	The present appointment is for a period of five years and he is not liable to retire by rotation during the said tenure. Being appointed as the Non-Executive Independent Director, he will be eligible for a Commission (in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof.

Name of the Director	Mr. Ramanathan Annamalai
Name of the Director	Mr. Ramanathan Annamalai
DIN	02645247
Date of Birth	December 25, 1948
Age	75
Date of appointment on the Board	July 06, 2018
Designation	Non-Executive Independent Director
Qualifications	MBA from PSG College of Technology (University of Madras) & has done PG from Institute of Development Policy & Management, University of Manchester, UK.
Brief resume, Experience and Nature of his expertise in functional areas	Mr. Ramanathan brings over 4 decades of experience in Management of Rural Financial Institutions/ Micro Finance Institutions/ Training organizations/ Business Schools. N Mr. Ramanathan has been associated with NABARD since 1989. Presently he is on the Boards of seven MFIs, one NBFC and one HFC as Independent Director.
No. of Board Meetings attended during the year 2022-23	4
Directorships held in other Companies	6 Magalir Micro Capital Private Limited IIFL Samasta Finance Limited South India Finvest Private Limited Svasti Microfinance Private Limited Asirvad Micro Finance Limited RGVN(North East) Microfinance Limited
Membership/ Chairmanship of Committees of other Board	2
No. of Equity shares held in the Company as on March 31, 2023	Nil
Disclosure of relationships between directors inter-se	NA
Terms and Conditions of appointment/ re- appointment along with details of remuneration sought to be paid and and remuneration last drawn by such person	The present appointment is for a period of five years and he is not liable to retire by rotation during the said tenure. Being appointed as the Non-Executive Independent Director, he will be eligible for a Commission (in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof

ANNEXURE X: DUE DILIGENCE CERTIFICATES

(As specified in the relevant Key Information Document)

CL/24-25/14563

(Annexure IIA)

DUE DILIGENCE CERTIFICATE TO BE GIVEN BY THE DEBENTURE TRUSTEE AT THE TIME OF FILING THE DRAFT OFFER DOCUMENT/ INFORMATION MEMORANDUM

[In reference to Chapter II, Clause 2.2.4 of SEBI Master Circular for Debenture Trustees dated May 16, 2024]

To,
The Manager,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai- 400001.

Dear Sir / Madam,

SUB: ISSUE OF UP TO 1,000 (ONE THOUSAND) FULLY PAID, SENIOR, SECURED, RATED, LISTED, REDEEMABLE, TAXABLE NON-CONVERTIBLE DEBENTURES, EACH HAVING A FACE VALUE INR 1,00,000/- (INDIAN RUPEES ONE LAKH ONLY) AGGREGATING UP TO INR 10,00,00,000/- (INDIAN RUPEES TEN CRORES ONLY) AND A GREEN SHOE OPTION TO RETAIN OVERSUBSCRIPTION OF UP TO 1,500 (FIFTEEN HUNDRED) FULLY PAID, RATED, SENIOR, SECURED, LISTED, TAXABLE, REDEEMABLE, NON-CONVERTIBLE DEBENTURES, EACH HAVING A FACE VALUE OF INR 1,00,000/- (INDIAN RUPEES ONE LAKH ONLY) AGGREGATING UP TO INR 15,00,00,000/- (INDIAN RUPEES FIFTEEN CRORES ONLY) IN TOTAL AGGREGATING UP TO INR 25,00,00,000/- (INDIAN RUPEES TWENTY FIVE CRORES ONLY) IN A DEMATERIALIZED FORM, ON A PRIVATE PLACEMENT BASIS (THE "ISSUE") BY MANGAL CREDIT AND FINCORP LIMITED.

We, the debenture trustee(s) to the above-mentioned forthcoming issue state as follows:

- 1) We have examined documents pertaining to the said issue and other such relevant documents, reports and certifications.
- 2) On the basis of such examination and of the discussions with the Issuer, its directors and other officers, other agencies and on independent verification of the various relevant documents, reports and certifications:

We confirm that:

- a) The Issuer has made adequate provisions for and/or has taken steps to provide for adequate security for the debt securities to be issued and listed.
- b) The Issuer has obtained the permissions / consents necessary for creating security on the said property(ies).
- c) The Issuer has made all the relevant disclosures about the security and its continued obligations towards the holders of debt securities.

CATALYST TRUSTEESHIP LIMITED

Registered Office - GDA House, Plot No. 85, Bhamburda Colony (Right), Paud Road, Pune - 411 018 Tel : +91 (20) 6680 7200
Delhi Office - 910-911, 9th Floor, Kallash Building, 26 Kasturba Gandhi Marg, New Delhi - 110 001 Tel : +91 (11) 4302 9901/02
Corporate Office - 301, 3rd Floor, Tower - B, Peninsula Business Park, Senapati Bapat Marg, Lower Panel (W), Mumbai - 400013
Tel : +91 (22) 4922 0055 Fax : +91 (22) 4922 0505
CIN No. U74999MH1997PLC102862 Email : dltoct@trustee.com Website : www.catalysttrustee.com

Pune | Mumbai | Bengaluru | Delhi | Chennai | GIFT City | Kolkata | Hyderabad



- d) Issuer has adequately disclosed all consents/ permissions required for creation of further charge on assets in offer document / information memorandum and all disclosures made in the offer document / information memorandum with respect to creation of security are in confirmation with the clauses of debenture trustee agreement.
- e) Issuer has given an undertaking that charge shall be created in favour of debenture trustee as per terms of issue before filing of listing application.
- f) Issuer has disclosed all covenants proposed to be included in debenture trust deed (including any side letter, accelerated payment clause etc.), offer document / placement memorandum.

We have satisfied ourselves about the ability of the issuer to service the debt securities.

Place: Mumbai

Date: March 20, 2025

For Catalyst Trusteeship Limited



Ms. Krina Bhavsar
Assistant Manager

CATALYST TRUSTEESHIP LIMITED

Registered Office : COA House, Plot No. 85, Bhamburda Colony (Right), Paud Road, Pune - 411 008 Tel : +91 (20) 6480 7200
Delhi Office : 910-911, 9th Floor, Kailash Building, 26 Kasturba Gandhi Marg, New Delhi - 110 001 Tel : +91 (11) 4302 9101/02
Corporate Office : 001, 3rd Floor, Tower-B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400013
Tel : +91 (22) 4922 0555 Fax : +91 (22) 4922 0505
CIN No. U74999PN41990PLC10263 Email : ct@ctitrustee.com Website : www.catalysttrustee.com

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ANNEXURE XI: STATUTORY AUDITOR PEER REVIEW CERTIFICATE

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The Institute of Chartered Accountants of India

(Setup by an Act of Parliament)

Peer Review Board

Peer Review Certificate No.: 014783

This is to certify that the Peer Review of

M/s Bhagwagar Dalal & Doshi

Shiv Sagar Estate, D-Block, 4th Floor,

Dr. Annie Besant Road, Worli,

Mumbai-400018

FRN No. 128093W

has been carried out for the period

2018-2021

pursuant to the *Peer Review Guidelines 2022*, issued by the Council of the Institute of Chartered Accountants of India.

This Certificate is effective from: 23-12-2022

The Certificate shall remain valid till: 31-12-2025

Issued at New Delhi on 27-12-2022

CA. Chandrashekhar
Vasant Chitale
Chairman
Peer Review Board

CA. Anuj Goyal
Vice-Chairman
Peer Review Board

CA. Nidhi Singh
Secretary
Peer Review Board

Note : The Certificate is issued on behalf of the Peer Review Board of ICAC and ICAG or any of its subsidiaries and not liable for any non-compliance by the Practice Unit. The Certificate can be revoked for the reasons stated in the "Peer Review Guidelines 2022".