

## ASHIANA HOUSING LIMITED

CIN No. L70109WB1986PLC040864, Date of Incorporation: 25 June 1986

Registered Office: 5F, Everest, 46/C Chowringhee Road, Kolkata - 700 071

Head Office: 304, Southern Park, Saket District Centre, Saket, New Delhi - 110017

Tel: +91 11 4265 4265 Fax: +91 11 4265 4200.

E-mail: investorrelations@ashianahousing.com, Website: www.ashianahousing.com

Contact Person: Mr. Nitin Sharma, Company Secretary

### Addendum for Security/ Series "11% AHL2017" of Secured Redeemable, Non-Convertible, Debentures (NCDs) in the form of Separately Transferable Redeemable Principal Parts (STRPPs) of Rs. 1,00,000/- each for cash at par aggregating Rs. 10.00 crores

#### Addendum to Draft Shelf Disclosure Document dated March 29, 2016

|                               |  |
|-------------------------------|--|
| Security Name                 | 11.00%AHL 2017   |
| Issuer                        | Ashiana Housing Limited ('the Issuer/' 'the Company/' 'AHL')   |
| Type of Instrument            | Secured Redeemable Non-Convertible Debentures in the form of Separately Transferable Redeemable Principal Parts (STRPPs) (NCDs/Debentures)   |
| Rating of the Instrument      | "BWR A+(SO)" (Outlook: Stable) by Brickwork Ratings India Pvt. Ltd.<br>(The Issuer reserves the right to obtain an additional credit rating from any SEBI registered Credit Rating Agency for full or part of the issue size, as it may deem fit, which shall be at least equivalent to the prevailing credit rating to the issue) |
| Issue Amount                  | Rs 10.00 crores  |
| Interest on Application Money | At the Coupon rate (subject to deduction of tax at source, as applicable) from the date of realization of cheque (s)/ demand draft(s)/ RTGS upto one day prior to the Deemed Date of Allotment. Where pay-in Date and Deemed date of Allotment are the same, no interest on Application money is to be paid.                       |
| Tenor                         | 1 Year   |
| Coupon Rate                   | 11.00% p.a.  |
| Coupon Payment Frequency      | Monthly  |
| Redemption                    | At par at the end of 1 Year from the Deemed Date of Allotment  |
| Redemption Date               | March 31, 2017   |
| Coupon Payment dates          | First Interest shall be paid on 2 <sup>nd</sup> April 2016 i.e. from the date of allotment to 1 <sup>st</sup> April 2016 and subsequently 1 <sup>st</sup> of every Month and on final maturity   |
| Coupon Type                   | Fixed  |
| ISIN Number                   | INE365D07010   |
| Day Count Basis               | Actual/ Actual   |
| Issue Price                   | Rs 1,00,000/- per STRPP/ Security/ Debenture   |
| Issue Timing                  |  |
| 1. Issue Opening Date         | March 30, 2016   |
| 2. Issue Closing Date         | March 30, 2016   |
| 3. Pay-in Date                | March 30, 2016   |
| 4. Deemed Date of Allotment   | March 31, 2016   |



**Illustration of Debenture Cash Flow, as per SEBI Circular No. CIR/IMD/DF/18/ dated 29-10-2013**

|                                     |  |
|-------------------------------------|--|
| Company                             | Ashiana Housing Limited  |
| Tenor                               | 1 Year (i.e. 12 months)  |
| Face Value (per security)           | Rs. 1,00,000/- per Security  |
| Issue Date/Deemed Date of Allotment | March 31, 2016   |
| Redemption                          | At par at the end of 1 <sup>st</sup> Year from the Deemed Date of Allotment i.e. on March 31, 2017   |
| Coupon Rate                         | 11.00% p.a. payable Monthly  |
| Payment with specified dates        | First Interest shall be paid on 2 <sup>nd</sup> April 2016 i.e. from the date of allotment to 1 <sup>st</sup> April 2016 and subsequently 1 <sup>st</sup> of every Month and on final maturity |
| Day Count Convention                | Actual / Actual  |

**Illustration**

| Cash Flows                                      | Due Date of Payment of Interest | No. of days in Coupon Period | Amount (in Rupees) |
|---|---------------------------------|------------------------------|--------------------|
| 1 <sup>st</sup> Coupon [1,00,000*11%*(2/365)]   | Saturday, April 02, 2016        | 2*                           | 60.27              |
| 2 <sup>nd</sup> Coupon [1,00,000*11%*(30/365)]  | Monday, May 02, 2016            | 30*                          | 904.11             |
| 3 <sup>rd</sup> Coupon [1,00,000*11%*(30/365)]  | Wednesday, June 01, 2016        | 30                           | 904.11             |
| 4 <sup>th</sup> Coupon [1,00,000*11%*(30/365)]  | Friday, July 01, 2016           | 30                           | 904.11             |
| 5 <sup>th</sup> Coupon [1,00,000*11%*(31/365)]  | Monday, August 01, 2016         | 31                           | 934.25             |
| 6 <sup>th</sup> Coupon [1,00,000*11%*(31/365)]  | Thursday, September 01, 2016    | 31                           | 934.25             |
| 7 <sup>th</sup> Coupon [1,00,000*11%*(30/365)]  | Saturday, October 01, 2016      | 30                           | 904.11             |
| 8 <sup>th</sup> Coupon [1,00,000*11%*(31/365)]  | Tuesday, November 01, 2016      | 31                           | 934.25             |
| 9 <sup>th</sup> Coupon [1,00,000*11%*(30/365)]  | Thursday, December 01, 2016     | 30                           | 904.11             |
| 10 <sup>th</sup> Coupon [1,00,000*11%*(32/365)] | Monday, January 02, 2017        | 32*                          | 964.38             |
| 11 <sup>th</sup> Coupon [1,00,000*11%*(30/365)] | Wednesday, February 01, 2017    | 30                           | 904.11             |
| 12 <sup>th</sup> Coupon [1,00,000*11%*(28/365)] | Wednesday, March 01, 2017       | 28                           | 843.83             |
| 13 <sup>th</sup> Coupon [1,00,000*11%*(30/365)] | Friday, March 31, 2017          | 30                           | 904.11             |
| Principal                                       | Friday, March 31, 2017          | -                            | 100000.00          |

Note: \*Interest Payment Date being a holiday.

As per SEBI Circular No.: CIR/IMD/DF/18 dated 29.10.2013, if the due date for Principal payment falls on a day that is not a Business day, then the due date in respect of payment of principal shall be preceding Business day and if the due date for interest payment falls on a day that is not a Business day, then the due date in respect of payment of Interest shall be succeeding Business day

All other terms of Draft Shelf Disclosure Document dated March 29, 2016 will remain same.

Signed by Mr. Nitin Sharma, Company Secretary pursuant to the authority granted by the Executive Committee of Directors of the Company on March 29, 2016.

For Ashiana Housing Limited

(Nitin Sharma)  
Company Secretary



Date: April 06, 2016

Place: New Delhi

**FORM NO. PAS-4 for Series/ Security "11% AHL 2017"**

**PRIVATE PLACEMENT OFFER LETTER**

[Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

**1. GENERAL INFORMATION**

- a. Name, address, website and other contact details of the company indicating both registered office and corporate office;

**Ashiana Housing Limited**

**Registered Office:**

5F, Everest, 46/C, Chowringhee Road, Kolkata - 700 071.

**Corporate Office:**

304, Southern Park, Saket District Centre, Saket, New Delhi - 110017

Tel: +91 11 4265 4265, Fax: +91 11 4265 4200

Email: investorrelations@ashianahousing.com

Website: www.ashianahousing.com

CIN No. L70109WB1986PLC040864

- b. Date of incorporation of the company;

25<sup>th</sup> June 1986

- c. Business carried on by the company and its subsidiaries with the details of branches or units, if any;

As per Draft Shelf Disclosure Document dated March 29, 2016

- d. Brief particulars of the management of the company;

As per Draft Shelf Disclosure Document dated March 29, 2016.

- e. Names, addresses, DIN and occupations of the directors;

As per Draft Shelf Disclosure Document dated March 29, 2016

- f. Management's perception of risk factors;

**Risk Factors Relating to Our Business**

Our business is dependent on the performance of the real estate market in the regions in which we operate, and fluctuations in market conditions may adversely affect our ability to sell or lease our real estate developments at expected prices.

Our business is dependent on the performance of the real estate market in the regions in which we operate, and could be adversely affected if market conditions deteriorate. Real estate projects take a substantial amount of time to develop, and we could incur losses if we purchase land at high prices and we have to sell or lease our developed projects during weaker economic periods. Further, the market for property can be relatively illiquid, and there may be high transaction costs as well as insufficient demand for property at the expected lease payment or sale price, as the case may be, which may limit our ability to respond promptly to market events. The demand for real estate is significantly affected by factors such as the existing supply of developed properties in the market as well as the absorption rate for lease assets, which factors are in turn influenced by changes in government policies, regulatory framework, environmental approvals, litigation, economic conditions, demographic trends, employment and income levels and interest rates, among other factors. These factors can adversely affect the demand for and the valuation of our Completed Projects, Ongoing Projects and our Future Projects, the value of our Land available for



Future Development, and, as a result, may materially and adversely affect our financial condition, results of operations, cash flows, our ability to service our debt and the trading price of our Equity Shares.

**Limited supply of land, increasing competition and applicable regulations are likely to result in land price escalation and a further shortage of developable land.**

We are in the business of real estate development. Due to increased demand for land for development of residential and commercial properties, we are experiencing increasing competition in acquiring land in various geographies where we operate or propose to operate. In addition, the unavailability or shortage of suitable parcels of land for development leads to an escalation in land prices. Any such escalation in the price of developable land could materially and adversely affect our business, prospects, financial condition and results of operations. Additionally, the availability of land, its use and development, is subject to regulations by various local authorities. For example, if a specific parcel of land has been delineated as agricultural land, no commercial or residential development is permitted without the prior approval of the local authorities.

**Our revenues would largely depend upon demand for residential properties along with the taste and preferences of the customers of the particular region in which the Company operates.** Our inability to provide customers with certain amenities or our failure to continually anticipate and respond to customer needs will affect our business and prospects and could lead to some of our customers switching to competitors. The majority of our projects are in Bhiwadi, Jaipur and Janshedpur. We depend on our ability to understand the preferences of our customers and to accordingly develop projects that suit their tastes and preferences thereby focusing on the development of quality residential accommodation with various amenities.

**We require certain regulatory approvals in the ordinary course of our business and the failure to obtain them in a timely manner or at all may adversely affect our operations.**

We require statutory and regulatory approvals and permits for us to execute our projects, and applications need to be made at appropriate stages for such approvals. Further in respect of the projects undertaken, we require to obtain sanction from local municipalities, local bodies, pollution control boards as well as clearance from airport authorities. We cannot assure you that the relevant authorities will issue any of such permits or approvals in the time frames anticipated by us or at all. Any delay or failure to obtain such permits or approvals in accordance with our plans may impede the execution of our business plans and projects and may hold up our investment in purchase of land or development of property which may ultimately affect our results of operations.

**Our business is subject to extensive government regulation, which may become more stringent in the future. We may not be able to comply with all government regulations, and may require more time or incur higher costs to comply with such regulations.**

The real estate industry in India is heavily regulated by the central, state and local governmental authorities. Real estate development companies in India must comply with a number of requirements mandated by Indian laws and regulations, including policies and procedures established by local authorities and designed to implement such laws and regulations. For example, we are subject to various land ceiling statutes which regulate the amount of land that can be held under single ownership and where we are subject to such ownership limits, we generally enter into arrangements with land owners for construction on, and development of, land rather than the land itself. If structures through which this land is owned are said to violate such laws, our business could be materially and adversely affected. Real estate laws in India are complex and their interpretation or application by regulatory authorities may vary in different states. Although we believe that our projects are in material compliance with applicable laws and regulations, regulatory authorities in certain states may allege non-compliance and may subject us to regulatory action in the future, including penalties, seizure of land and other civil or criminal proceedings. The planning permission granted by local municipal authorities is usually subject to compliance with the terms and conditions of all licenses and permits granted in connection with the project. Any non-compliance could lead to a cancellation of planning permission granted, and consequentially a cancellation of such project. Further, we may have to



devise new strategies or modify our business plans in order to adapt to new laws, regulations or policies that may come into effect from time to time with respect to the real estate sector. We cannot assure you that we will be successful in implementing such strategies or be able to adapt ourselves to such new laws, regulations or policies. The amount and timing of future expenditure to comply with unanticipated regulatory requirements may vary substantially from those currently in effect. In the past, certain laws have been enacted in India with retrospective effect. We cannot assure you that all our past actions and business operations will be in compliance with such retrospective changes in law.

**Our contingent liabilities could adversely affect our financial condition & results of operations.** As of March 31, 2015, the contingent liabilities as disclosed in our Annual Report is as follows:

(Rs. in Lacs)

| Particulars (As at)                  | Standalone     | Consolidated   |
|--------------------------------------|----------------|----------------|
|                                      | March 31, 2015 | March 31, 2015 |
| Cess- Sonari Land                    | 62.66          | 62.66          |
| Bank Guarantee                       | 1345.00        | 1345.00        |
| Service Tax                          | 85.55          | 131.16         |
| Income Tax                           | 36.00          | 526.05         |
| Provident Fund                       | 185.27         | 185.27         |
| Entry Tax                            | 19.23          | 36.13          |
| Employee State Insurance Corporation | 4.28           | 4.28           |

**We are subject to restrictive covenants under our credit facilities from financial / lending institutions that could limit our flexibility in managing the business.**

Some debt agreements entered into by us contain restrictive covenants, which include, among other things, consent from the lenders prior to altering capital structure, amending constitutional documents, effecting any scheme of amalgamation or reconstitution, permitting any change in the ownership or control (whereby there will be a change in beneficial ownership), varying the shareholding of Promoters, declaring dividends, investing any funds by way of deposits or loans or in the share capital of any other concern, undertaking any new project or implementing any scheme of expansion/diversification, entering into borrowing arrangements with other banks or financial institutions, undertaking guarantee obligations, changing the accounting year and/or accounting methods, creating any charge or lien on the security, changing the composition of the board of directors. Any default of such restrictions will entitle the respective lenders to call a default against us, enforce remedies under the terms of the financing documents, that could include, among other things, acceleration of repayment of the amounts outstanding under the financing documents, enforcement of the security interest created under the financing documents, taking possession of the secured assets or, at their option, terminate the relevant loan agreements.

A default by us under the terms of any financing document may also trigger a cross-default under our other financing documents, or our other agreements or instruments containing cross-default provisions, which may individually or in the aggregate, have an adverse effect on our business, results of operations, financial condition and credit rating.

**Work stoppages and other labour problems including their timely availability at reasonable cost could adversely affect the progress of the projects.**

We operate in a labour-intensive industry and hires casual labour directly or indirectly in relation to specific projects. Any differences / disputes amongst labourers or in case if we are unable to procure required casual labour for our existing or future projects, it could adversely affect our business, financial position, results of operations and cash flows. We however enjoy cordial relationship with the labourers / labour contractors and get labourers as and when required at site. We also keep minimum level of own labourers at sites for contingency.



**Failure to procure contiguous parcels of land may adversely affect our business, results of operations, financial condition and prospects.**

In the ordinary course of our business, we seek to enter into arrangements with land owners to procure land parcels to form a contiguous land mass, upon which we undertake construction and development of properties. Our ability to acquire suitable sites is dependent on a number of factors that may be beyond our control, including the availability of suitable land, the willingness of landowners to sell land to us on commercially acceptable terms, the ability to obtain an agreement to purchase from all the owners where land has multiple owners, the availability and cost of financing, encumbrances on targeted land, government directives on land use, changes in government policies and the receipt of permits and approvals for land acquisition and development. We cannot assure you that we will be able to procure such parcels of land or enter into suitable arrangements to form a contiguous mass on terms that are acceptable to us, or at all. This may cause us to modify, delay or abandon future development projects resulting in our failure to realize our investments, which in turn could materially and adversely affect our business, results of operations, financial condition and prospects.

**We face intense competition in our business and may not be able to compete effectively, particularly in regional markets where we may not have significant experience.**

We operate in highly competitive markets. Competition in these markets is based primarily on the availability and the cost of land as well as the ability to execute projects within the required time. We face competition from real estate companies in India bidding for new and similar property development projects, from corporations with large land reserves, as well as government bodies such as urban development authorities that are in the business of real estate development. Given the fragmented nature of the real estate development industry, we often do not have adequate information about the projects our competitors are developing and accordingly, we run the risk of incorrectly estimating demand, supply and pricing in the market. Certain of our competitors may be better known in certain regional markets, have more experience in undertaking real estate development in these markets and be better placed to acquire land for new property development projects in these markets. We may not possess the same level of knowledge and understanding in the development, ownership and management of properties in these markets as we do in our core markets. We may need to take certain steps to address these risks, including adjusting our designs and development methods, establishing business relations with local land owners and joint venture partners, obtaining raw materials and labour on acceptable terms, understanding the requirements of the local laws and understanding market practice and requirements of potential customers. We cannot assure you that we will be able to successfully implement all the steps required to address these risks, which could adversely affect our results of operations and financial condition.

In addition, certain of our competitors may have greater land reserves in select geographies or financial resources than we do. They may also benefit from greater economies of scale and operating efficiencies. Competitors may, whether through consolidation or growth, present more attractive or lower cost solutions than we do, causing us to lose market share. We cannot assure you that we will be able to compete effectively with our competitors in the future, and our failure to compete effectively may materially and adversely affect our business, financial condition and results of operations.

**We may face stiff competition for procuring raw materials. Fluctuations and volatility in the prices of key raw materials may adversely affect the performance of the Company.**

Some of the key raw materials for real estate development industry are cement, steel, bricks, sand, wood, aluminium doors and windows, sanitary wares, etc. and are subject to volatility of price on account of various economic factors which are beyond our control. If, for any reason, our primary suppliers of raw materials should curtail or discontinue their delivery of such materials to us in the quantities we need and at prices that are competitive, our ability to meet our material requirements for our projects could be impaired, our construction schedules could be disrupted, and we may not be able to complete our projects as per schedule.



We have been in the real estate housing space for approximately three decades and have established relationship with the suppliers of various raw materials. The purchase department of our Company on a day-to-day basis monitors and ensures timely supply of materials in desired quantity, proper usage of the materials and progress of the work as per the project schedule and accordingly procure various raw materials. However, increase in raw material prices and short supplies of raw materials on account of various factors in the economy are beyond the control of our purchase department and management which may lead to either increase in the cost of raw materials or delay in the project schedule.

**Any downgrading in the credit rating of our borrowings may affect to raise further debt.**

Brickwork vide letter dated 23-03-2016 assigned "BWR A+(SO)" [pronounced as BWR A Plus (Structured Obligation)] (Outlook: Stable) by Brickwork Ratings India Pvt. Limited for upto Rs. 100 crores for proposed NCD issue. Issuer with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk. Also CARE vide letter dated 12-01-2016 revised the rating granted to the Company in connection with general creditworthiness of the Company from CARE A-(Is) {A minus (Issuer Rating)} to CARE A (Is) [A (Issuer Rating)]. The issuers with this rating are considered to offer adequate degree of safety regarding timely servicing of financial obligations. Such issuers carry low credit risk. Also, ICRA, in January, 2015, upgraded the long term rating to [ICRA] A- (pronounced as ICRA A minus) from [ICRA] BBB (pronounced as ICRA triple B) for ` 500 million term loan of the Company. The outlook on the long term rating is stable. We cannot guarantee that these ratings will not be downgraded. These ratings may be suspended, withdrawn or revised at any time. Any revision or downgrading in the credit rating may affect our ability to raise any further debt.

**There are outstanding litigation proceedings against the Company, Subsidiaries, Promoter and Directors, an adverse outcome in which could have a material adverse impact on our reputation, business, financial condition, results of operations and cash flows.**

As per Annexure II

These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally from us and other parties. Such proceedings could divert management time and attention, and consume financial resources in their defence or prosecution. Should any new developments arise, such as any change in applicable Indian law or any rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase expenses and current liabilities. An adverse outcome in any such proceedings may affect our business, results of operations and financial condition.

**There have been time and cost overruns in the past in relation to some of our projects, and there could be further time and cost overruns in the future.**

Property developments typically require substantial capital outlay during the construction phase which may take an extended period of time to complete, and before a potential return can be generated. The time and costs required to complete a property development may be subject to substantial increases due to many factors, including shortages of, or price increases with respect to, construction materials or equipment, technical skills and labour, acquisition of land, construction delays, unanticipated cost increases, changes in the regulatory environment, adverse weather conditions, third party performance risks, environmental risks, changes in market conditions, delays in obtaining the approvals and permits from the relevant authorities and other unforeseeable problems and circumstances. Any of these factors may lead to delays in, or prevent the completion of a project and result in costs substantially exceeding those originally budgeted for. The cost overruns may not be adequately compensated by contractual indemnities, which may affect our financial condition and results of operations. We are not insured against cost overrun risks. In addition, any delays in completing our projects as scheduled could result in dissatisfaction among our customers, resulting in negative publicity and lack of confidence among future buyers for our projects. Additionally, we may not achieve the economic benefits expected of such projects. In the event there are any delays in the completion of such projects, our



relevant approvals and leases may be terminated. We have in the past experienced time and cost overruns in relation to certain of our projects.

We cannot assure you that we will be able to complete all our Ongoing Projects or Future Projects within the stipulated budget and time schedule. Further, there may be a lag between the time we acquire land and the time we construct and develop a project and sell or lease our inventories. The actual timing of the completion of a project may be different from its forecasted schedule. Given that the market for properties is relatively illiquid, there may be high transaction costs as well as little or insufficient demand for properties at the expected lease income or sale price, which may limit our ability to respond promptly to market events, such as changes in the prices of the raw materials we utilize in our projects. The risk of owning undeveloped land and unsold inventories can be substantial and the market value of the same can fluctuate significantly as a result of changing economic and market conditions.

**We are subject to a penalty clause under our sale agreements entered into with our customers for any delay in the completion and handover of the project.**

The sale agreements into which we enter with our customers contain a penalty clause pursuant to which we are liable to pay a penalty for any delay in the completion and handover of the project to the customers. In terms of the sale agreement, any delay or default in handing over possession of the unit of land to the buyer of such land, will require the Company to repay the entire consideration received by the Company for development of such land to the buyer along with interest calculated at 8% per annum from the date on which such consideration was paid to the Company until date of repayment. Accordingly, in large residential projects, the aggregate of all penalties in the event of delays may adversely impact the overall profitability of the project and, therefore, adversely affect our results of operations.

**We do not own our Registered Office and the sale agreement entered in connection with our corporate office is not registered.**

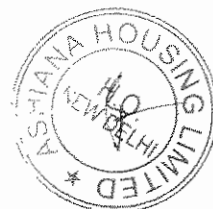
At present we do not own the premises that we use as our Registered Office which has been leased to us by P.C. Enterprises Private Limited since January 1, 1993. We have entered into a sale agreement dated February 11, 2005 with M/s. Ridgeview Construction Private Limited for transfer of unit no. 4 & 5 on the 3rd floor at District Centre, Saket, New Delhi. However, the sale agreement in respect of our corporate office has not been registered with the Land Registry. The uncertainty of title to our corporate office may impede the transfer of title, expose us to legal disputes and adversely affect our operations. Also, if the terms of the lease are violated by any of the parties or thereto or if we are unable to renew the lease prior to the expiry of the term thereof, our operations may be adversely affected.

**We may not be able to acquire or register all or any of the lands for which we have entered into agreements to sell or MOUs.**

We enter into agreements to sell or MoUs prior to acquiring any property. We intend to use a portion of the Net Proceeds to acquire lands and land development rights. We cannot assure you that such lands will be conveyed to us, that we will be successful in acquiring them or that we will be successful in registering them in our name or the name of one of our subsidiaries or partnership firms. Additionally, we cannot assure you that we will be able to utilise the Net Proceeds for the purchase of such lands/ land development rights.

**We may experience difficulties in expanding our business into additional geographic markets within India.**

We have limited experience in conducting business outside Jaipur, Jamshedpur and Bhiwadi and may not be able to leverage our experience in these regions to expand into other cities. Factors such as brand recognition, competition, culture, regulatory regimes, business practices and customs, customer tastes, behaviour and preferences in other cities where we plan to expand our operations may differ from those in these regions, and our experience may not be applicable to other cities. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national developers, but also local developers who have an established local presence, are more familiar with local regulations, business practices and customs, and who stronger relationships with local contractors, suppliers, relevant government authorities, and who





have access to existing land reserves or are in a stronger financial position than us, all of which may give them a competitive advantage over us. We may not be able to assemble and manage resources in case we take up new projects, at such locations and also in case if we need to accelerate construction at any of the existing project sites. In expanding our geographic footprint, our business will be exposed to various additional challenges, including adjusting our construction methods to different terrains; obtaining necessary governmental approvals and building permits under unfamiliar regulatory regimes; identifying and collaborating with local business partners, construction contractors and suppliers with whom we may have no previous working relationship; successfully gauging market conditions in local real estate markets with which we have no previous familiarity; attracting potential customers in a market in which we do not have significant experience or visibility; being susceptible to local taxation in additional geographic areas of India; and adapting our marketing strategy and operations to different regions of India in which other languages are spoken.

We can provide no assurance that we will be successful in expanding our business to include other geographic markets in India. Any failure by us to successfully carry out our plan to geographically diversify our business could have a material adverse effect on our revenues, earnings and financial condition.

**We face significant risks with respect to the length of time needed to complete each project.**

It may take several years following the acquisition of land before income or positive cash flows can be generated through the sale of a completed real estate development project. Generally, the time required to complete a real estate construction and development project is significant. Changes to the business environment during such time may affect the costs and revenues associated with the project and can ultimately affect the profitability of the project. For example, during this time there can be changes to the national, state and local business climate and regulatory environment, local real estate market conditions, perceptions of prospective customers with respect to the convenience and attractiveness of the project, and changes with respect to competition from other property developments. If such changes occur during the time it takes to complete a certain project, our returns on such project may be lower than expected and our financial performance may be adversely affected.

**We will continue to be controlled by our Promoters and potential conflicts of interest may exist or arise as a result.**

Our Promoters will continue to exercise significant influence over all matters requiring shareholder approval. We have entered into, and may continue to enter into, certain transactions with our Promoters or entities controlled by our Promoters, which may create potential conflicts of interest. We cannot assure you that our Promoters, as majority shareholders, will act to resolve any potential conflicts of interest with our minority shareholders.

**We have entered into, and may in the future enter into, certain related party transactions; we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties or that we will be able to recover the amounts due from related parties.**

We have entered into transactions with related parties, including our Promoters and Directors. Certain transactions we typically enter into with related parties include lease arrangements with group entities, remuneration, commission and sitting fees payable to Directors, staff welfare expenses payable to relatives of Directors, salaries and allowances, advances from customers and loans and advances received from key managerial personnel of the Company. For more information regarding our related party transactions, see the disclosure on related party transactions contained in the Audited Consolidated Financial Statements. The Audit Committee of our Board of Directors reviews our decisions relating to significant related party transactions. However, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. Furthermore, it is likely that we may in the future enter into certain transactions with such related parties. The transactions we have entered into have involved, and any future transactions with our related parties could potentially involve, conflicts of interest.



**We are dependent upon the experience and skills of our senior management team and skilled employees.**

We believe that our senior management team has contributed significantly to the development of our business. However, we cannot assure you that we will be able to retain any or all of the key members of our management team. If one or more of our senior executives or other personnel are unable or unwilling to continue in their present positions, we may be unable to replace them, our business may be disrupted, and our financial condition and results of operations may be materially and adversely affected. The loss of such key personnel, or our failure to attract additional skilled management personnel, may adversely affect our business and results of operations. We also believe that the success of our real estate development activities is dependent on our ability to attract, train, motivate, and retain highly skilled professional employees in a competitive market. Our professional staff includes engineers, design consultants, marketing specialists, treasury experts, costing consultants, procurement officers, human resource managers and accountants. In the event we are unable to maintain or recruit a sufficient number of skilled employees, our business and results of operations may be adversely affected.

**Our operations and our work force are exposed to various hazards and we are exposed to risks arising from construction related activities that could result in material liabilities, increased expenses and diminished revenues.**

There are certain unanticipated or unforeseen risks that may arise in the course of real estate development due to adverse weather and geological conditions such as storm, hurricane, lightning, flood, landslide and earthquake. Additionally, our operations are subject to hazards inherent in providing architectural and construction services, such as risk of equipment failure, impact from falling objects, collision, work accidents, fire or explosion, including hazards that may cause injury and loss of life, severe damage to and destruction of property and equipment, and environmental damage. Any such risk could result in exposing us to material liabilities, increase our expenses, adversely affect our reputation and may result in a decline in our revenues. We cannot assure that we may be able to prevent any such incidents in the future.

**We are exposed to risks related to stringent labour legislation relating to engagement of contract labour and dispute resolution.**

India has stringent labour laws and regulations governing our relationship with our employees and other contractors, including in relation to hiring and termination of employees, work permits, minimum wages, and for the regulation of contract labour.

We use a substantial amount of contracted and sub-contracted labour for our on-site operations. We do not directly control such labour. Failure by us or our sub-contractors to comply with the relevant laws and requirements for labour related matters could adversely affect our business and operations. Although we do not engage such contract labour directly, we may be held responsible under applicable Indian laws for wage payments to such labour in the event of default by our contractors. Further, pursuant to the provisions of the Contract Labour (Regulation and Abolition) Act, 1970, we may be required to retain such contract labour as our employees. Recently there have been amendments to the labour laws governing Industrial Disputes Act, 1947 and Factories Act, 1948 in the State of Rajasthan.

Additionally, certain other Indian labour laws also set forth detailed procedures for the establishment of unions, dispute resolution and certain other laws that impose certain financial obligations on employers upon retrenchment. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and our business may be adversely affected. We operate in a labour-intensive industry and our contractors typically hire casual labour in relation to specific projects. A large number of labour we employ come from different parts of India as well, who may return to their home states after a short period of time. If we are unable to negotiate with the workmen or the contractors, or retain or substitute our inter-state labour, it could result in work stoppages or increased operating costs as a result of higher than anticipated wages or benefits. In addition, we may not be able to procure required casual labour for our existing or future projects, which could adversely affect our business, reputation, financial condition, results of operations and cash flows.



**Fluctuations in market conditions may affect our ability to sell our projects at the prices we anticipated, which could adversely affect our revenues and earnings.**

We are subject to potentially significant fluctuations in the market value of our land and constructed inventories. The risk of owning undeveloped land, developed land and constructed inventories can be substantial and the market value of the same can fluctuate significantly as a result of changing economic and market conditions. There is often a significant lag between the time we acquire land or development rights and the time that we can construct and develop such project and sell our inventories. Further, the actual timing of the completion of a project may be different from its forecasted schedule for a number of reasons, including the need to obtain governmental approvals and building permits. In addition, real estate investments, both in land and constructed inventories, are relatively illiquid, which may limit our ability to vary our exposure in the real estate business promptly in response to changes in economic or other conditions. We could be adversely affected if market conditions deteriorate or if we purchase land or construct inventories at higher prices during stronger economic periods and the value of the land or the constructed inventories subsequently declines during weaker economic periods.

**We conduct due diligence and assessment exercises prior to acquisition of land for undertaking development, but we may not be able to assess or identify certain risks and liabilities.**

We constantly acquire lands for our various development activities and these may be acquired either directly or through subsidiaries or entities identified by us for this purpose. We have an internal assessment process on land selection and acquisition which includes a due diligence exercise to assess the title of the land and preparation of feasibility reports to assess its development and marketability.

Our internal assessment process is based on information that is available or accessible by us. There can be no assurance that such information is accurate, complete or current. Any decision based on inaccurate, incomplete or dated information may result in risks and liabilities associated with acquiring and owning such parcels of land, being passed onto us. This may adversely affect our business, financial condition and results of operations.

**Some of our agreements may be inadequately stamped and some of our immovable properties may have certain irregularities in title, as a result of which our operations may be impaired.**

Some of our agreements may not be adequately stamped and some of our immovable properties for our projects or offices, which are either owned by us or taken on lease or have development rights on, may have one or more irregularities of title such as non-execution of conveyance deeds for transfer of property, inadequate stamping and/or non-registration of deeds and agreements, non-execution of lease deeds and non-renewal of lease agreements, and may be subject to encumbrances that we are not aware of. If we do not have, or are unable to obtain clear title to these lands and are unable to develop such lands for this reason, our financial position and results of operations may be adversely affected.

**Our insurance coverage may not adequately protect us against losses, and successful claims that exceed our insurance coverage may adversely affect our business, results of operations and financial condition.**

We maintain insurance coverage of the type and in the amounts that we believe are commensurate with our operations. Our insurance policies, however, may not provide adequate coverage in certain circumstances and may be subject to certain deductibles, exclusions and limits on coverage. In addition, there may be types of risks and losses for which we do not maintain insurance, because they are either uninsurable or because insurance is not available to us on acceptable terms. A successful assertion of one or more claims against us that exceeds our available insurance coverage or results in changes in our insurance policies, including premium increases or the imposition of a larger deductible or coinsurance requirement, could adversely affect our business, results of operations and financial condition.



**Our brand 'Ashiana' is well established in the regions and in the markets where we currently operate, and relatively lesser known in newer geographies that we may venture into in the future.**

Our Company's projects are primarily situated in certain regions such as Bhiwadi, Jaipur and Jamshedpur, where the 'Ashiana' brand is well established. Our marketing strategy largely revolves around our brand presence in the geographies where we operate and cross selling to and referrals from our existing customers. Further, the framework of local land laws in such geographies are also known to our in-house teams. If we are unable to establish our brand in the newer geographies where we expect to operate in the future and establish a client base in such geographies, our business, prospects, financial condition and results of operations may be adversely affected. For details, in relation to legal proceedings involving intellectual property infringements, please see section "Legal Proceedings".

**We may not be successful in expanding our real estate business into new geographical areas and markets in which we do not have significant experience.**

We have expanded our business, outside of our traditional geographic focus, to new areas such as Sohna (Gurgaon), Halol (Gujarat) and Chennai (Tamilnadu). We face risks with projects in geographic areas in which we do not possess the same level of familiarity with the development, ownership and management of properties, including adjusting our construction methods to different geographies; establishing good relations with the local landowners and joint venture partners; obtaining the necessary construction and raw materials and labor in sufficient amounts and on acceptable terms; obtaining necessary governmental approvals and the building permits under unfamiliar regulatory regimes; understanding the requirements of the local laws and market practice; attracting potential customers in a market in which we do not have significant experience; hiring new employees and acquiring infrastructure at reasonable cost; and competing with established local players familiar with these geographies. In particular areas, demand for property may reduce which may impact our strategy and ability to execute projects in such areas. We may not be able to successfully manage the risks of such an expansion, which could have a material adverse effect on our revenues, earnings and financial condition.

**Land is subject to compulsory acquisition by the government and compensation in lieu of such acquisition may be inadequate.**

The right to own property in India is subject to restrictions that may be imposed by the Government. In particular, the Government under the provisions of the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 and (the "Land Acquisition Act") has the right to compulsorily acquire any land if such acquisition is for a "public purpose", after providing compensation to the owner. However, the compensation paid pursuant to such acquisition may not be adequate to compensate the owner for the loss of such property. The likelihood of such acquisitions may increase as central and state governments seek to acquire land for the development of infrastructure projects such as roads, railways, airports and townships. Additionally, we may face difficulties in interpreting and complying with the provisions of the Land Acquisition Act, due to limited jurisprudence on them in the event our interpretation differs from or contradicts any judicial pronouncements or clarifications issued by the government. In the future, we may face regulatory actions or we may be required to undertake remedial steps. Any such action in respect of any of the projects in which we are investing or may invest in the future may adversely affect our business, financial condition or results of operations.

**Our business is subject to a variety of safety, health and environmental laws and regulations. Any failure on our part to comply with applicable environmental laws and regulations could have an adverse effect on our business, financial condition, cash flows and results of operation.**

As a real estate development company, we are required to comply with various laws and regulations relating to the environment. Some of our project operations are subject to environmental laws and regulations including the Environmental Protection Act 1986, the Air (Prevention and Control of Pollution) Act 1981, the Water (Prevention and Control of Pollution) Act 1974 and other regulations promulgated by the Ministry of Environment and the Pollution Control Boards (PCBs) of the relevant states. We may incur substantial costs in complying with



environmental laws and regulations. There can be no assurance that compliance with such laws and regulations will not result in completion delays or material increases in our costs or otherwise have an adverse effect on our financial condition and results of operations.

We believe environmental regulation of industrial activities in India will become more stringent in the future. The scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with certainty. The costs and management time required to comply with these requirements could be significant. The measures we implement in order to comply with these new laws and regulations may not be deemed sufficient by governmental authorities and our compliance costs may significantly exceed our estimates. If we fail to meet environmental requirements, we may also be subject to administrative, civil and criminal proceedings by governmental authorities, as well as civil proceedings by environmental groups and other individuals, which could result in substantial fines and penalties against us as well as orders that could limit or halt our operations.

There can be no assurance that we will not become involved in future litigation or other proceedings or be held responsible in any such future litigation or proceedings relating to safety, health and environmental matters in the future, the costs of which could be material. Clean-up and remedial costs, as well as damages, other liabilities and related litigation, could adversely affect our business, financial condition and results of operations.

**We have not obtained trademark registrations for our corporate name "Ashiana" and our logo. If we are not successful in enforcing our intellectual property rights for any reason, it may have an adverse effect on our reputation, goodwill, business, prospects, financial condition and results of operations.**

We believe that there is significant goodwill associated with our brand "Ashiana" which has contributed significantly towards our success. However, we have not registered any copyright, trademark, tradename or other intellectual property right in relation to our brand or our logo, and have received objections in connection with certain of our trademark applications. As a result, we may not be able to prevent the use of this name or variations thereof by any other party, nor ensure that we will continue to have a continued right of usage. We further cannot assure you that our goodwill in such brand name or logo will not be diluted by third parties due to our failure to register the same, which in turn would have a material adverse effect on our reputation, goodwill, business, prospects, financial condition and results of operations.

**Our business may suffer if we are unable to sustain the quality of our property management services.**

As part of our business, we provide property management services to our completed residential, commercial and retail developments. These services include, among others, security management, building maintenance and the operation of leisure facilities such as swimming pools and fitness centres. We believe that our property management services are an integral part of our business and are important to the successful marketing and promotion of our property developments. If owners of the projects that we have developed elect to discontinue the services provided by our property management subsidiary, our property management business would be adversely impacted, which in turn could adversely affect the attractiveness of our developments.

**Any failure in our IT systems could adversely impact our business.**

Any delay in implementation or disruption of the functioning of our IT systems could disrupt our ability to track, record and analyze work in progress or causing loss of data and disruption to our operations, including an inability to assess the progress of our projects, process financial information or manage creditors/debtors or engage in normal business activities. This could have a material adverse effect on our business.

**We primarily operate in industrial hubs located along the Delhi - Mumbai industrial corridor, which is expected to grow at a significant rate in the near future.**

We primarily operate in areas such as the Delhi Mumbai industrial corridor which are expected to experience growth at a significant rate in the near future based on endeavors promoted by the Government of India. Growth at a rate lower than expectations in such geographies may result in



a lowering of demand for our real estate developments, which may in-turn result in a material adverse effect on our business and margins.

The Government proposes to enact the Real Estate (Regulation and Development) Bill, 2013 (the "Real Estate Bill") with respect to real estate projects. Pending the Real Estate Bill becoming a statute, our Company is currently not in a position to analyze the requirements that our Company may have to comply with in accordance with the Real Estate Bill and accordingly predict the impact it may have on our business, prospects, financial condition and results of operations.

The Government of India proposes to enact the Real Estate Bill which is expected to include, inter alia, requirements to register real estate projects and obtain a certificate of registration and other approvals from the relevant authority constituted thereunder. Failure to comply with such provisions may attract penalties from the relevant authorities and/ or cause delays in the completion of a project. The Real Estate Bill is yet to be approved by the Parliament of India and will require publication in the Official Gazette before becoming a law. There is no certainty that the Real Estate Bill will be passed in its current form, or at all, and our Company is accordingly not in a position to analyze the requirements that our Company may have to comply with and the implications of the same on our business and results of operations. At this stage, we cannot predict with certainty the impact of the Real Estate Bill on our business and operations, if enacted.

#### Risks Relating to Doing Business in India

The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs.

The Indian Parliament enacted the Companies Act, 2013, most of the provisions of which have been notified by the Government of India, which also has started promulgating various rules and regulations there under. To the extent the Companies Act, 2013 has not been notified the Companies Act, 1956 continues to be applicable. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital (including provisions in relation to issue of securities on a private placement basis), disclosures in offer document, corporate governance norms, accounting policies and audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors, insider trading, and restrictions on directors and key managerial personnel from engaging in forward dealing. We are also expected to spend, in each financial year, at least 2.0% of our average net profits during three immediately preceding financial years towards corporate social responsibility activities. Further, the Companies Act, 2013 imposes greater monetary and other liability on our Company and Directors for any non-compliance. To ensure compliance with the requirements of the Companies Act, 2013, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Additionally, some of the provisions of the Companies Act, 2013 overlap with other existing laws and regulations (such as the corporate governance norms and insider trading regulations issued by SEBI). Recently, SEBI issued revised corporate governance guidelines which are effective from October 1, 2014. Pursuant to the revised guidelines, we will be required to, amongst other things, ensure that there is at least one woman director on our Board at all times, establish a vigilance mechanism for directors and employees, and reconstitute certain committees in accordance with the revised guidelines. We may face difficulties in complying with any such overlapping requirements. Further, our Company is in the process of



evaluating the full impact of provisions of the Companies Act, 2013 and the revised SEBI corporate governance guidelines, which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

**We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business.**

The Competition Act, 2002, as amended (the "Competition Act") regulates practices having "appreciable adverse effects on competition" ("AAEC") in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and results in imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, shares the market by way of geographical area or number of subscribers in the relevant market, or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC in the relevant market in India and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

On March 4, 2011, the Government issued and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the CCI. Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011 (as amended) which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We are not currently party to any outstanding proceedings, but we have received notice in the past, in relation to noncompliance with the Competition Act or the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations and prospects.

**The Indian economy has had sustained periods of high interest rates and/or inflation.**

The majority of our direct costs are incurred in India. India has experienced high levels of inflation since 1980, with the wholesale price index based inflation rate peaking at an annual rate of 13.7% in 1991. Notwithstanding recent reductions in the inflation rate, based on the wholesale price index, which was 9.6% in the financial year 2011, 8.9% in the financial year 2012, 7.4% in the financial year 2013 and 6.0% in the financial year 2014 (Source: Reserve Bank of India), we tend to experience inflation-driven increases in certain of our costs, such as salaries and related allowances, that are linked to general price levels in India. However, we may not be able to increase the tariffs that we charge for our services sufficiently to preserve operating margins. Accordingly, high rates of inflation in India could increase our costs and decrease our operating margins, which could have an adverse effect on our business and results of operations.

**A slowdown in economic growth in India and other countries in which we operate could cause our business to suffer.**

Our results of operations and financial condition are dependent on, and have been adversely affected by, conditions in financial markets in the global economy, and, particularly in India and the other countries in which we operate. In the recent past, the Indian economy has been affected by global economic uncertainties and liquidity crisis, domestic policy and political environment,



volatility in interest rates, currency exchange rates, commodity and electricity prices, adverse conditions affecting agriculture, rising inflation rates and various other factors. GDP growth for the financial year 2014 increased marginally to 4.7% from 4.5% for the financial year 2013. The RBI, in its recent monetary policy reviews, has indicated that inflation continues to be a concern and further tightening measures may be required. Risk management initiatives by banks and lenders in such circumstances could affect the availability of funds in the future or the withdrawal of our existing credit facilities. The Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on our business. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, especially the United States, have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could adversely affect our business, results of operations, financial condition and the trading price of our Equity Shares.

The uneven global recovery reflects several underlying issues and consequent risks. First, despite indications of a gathering recovery momentum, and tax reliefs, raising questions on the sustainability of such policy approach and the impact of the eventual unwinding and reversal of these stimuli. Should a further downgrade of the sovereign credit ratings of the U.S. government occur, it is foreseeable that the ratings and perceived creditworthiness of instruments issued, insured or guaranteed by institutions, agencies or instrumentalities directly linked to the U.S. government could also be correspondingly affected by any such downgrade. Instruments of this nature are widely used as collateral by financial institutions to meet their day-to-day cash flows in the short-term debt market. Any increase in borrowing rates in the U.S. may result in lesser foreign investments into emerging economies such as India, possibly impacting their economic growth.

In Europe, especially the Eurozone, large budget deficits and rising public debts have triggered sovereign debt finance crisis that resulted in the bailouts of Greece, Ireland, Portugal and Spain and elevated the risk of government debt defaults, forcing governments to undertake aggressive budget cuts and austerity measures, in turn underscoring the risk of global economic and financial market volatility.

Japan has also experienced deflationary pressure since the early 1990s, made worse by the devastating earthquake and tsunami of March 2011 and the consequent damage to its nuclear industry. Prime Minister Abe Shinzo's policy of monetary easing which includes measures such as inflation targeting at a 2% annual rate, correction of the excessive yen appreciation, setting negative interest rates, radical quantitative easing and expansion of public investment has resulted in a weaker Yen, thus increasing the cost of imports, including food, oil and other natural resources upon which Japan is highly reliant. In emerging and developing economies, particularly China, India, Brazil and Russia, risks to macroeconomic and financial stability have arisen from the influx of short-term capital, excessive currency movements and pressures on general and asset price inflation. These have necessitated further policy tightening, introduction of liquidity management measures and imposition of some forms of capital controls.

The resulting economic pressure on the economies in which we operate, a general lack of confidence in the financial markets and fears of a further worsening of the economy have affected and may continue to affect the economic conditions in such countries. We cannot assure you that the markets in which we operate will undergo a full, timely and sustainable recovery. The economic turmoil may continue or take place in the future, adversely affecting our business, results of operations and financial condition.





**Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.**

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of its Equity Shares may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other, political, economic or other developments in or affecting India. The governments in the past have sought to implement economic reforms policies and have undertaken initiatives that continue the economic liberalization policies pursued by the previous governments. There can be no assurance that liberalization policies will continue in the future. The rate of economic liberalization could change, and specific laws and policies affecting power or real estate sector, foreign investment and other matters affecting investment in our securities could change as well. A new government was elected in May 2014. The newly elected government may announce new policies or withdraw existing benefits, which may be applicable to our sector. Any significant change in such policies could adversely affect business and economic conditions in India, generally, and our results of operations and financial condition, in particular.

**Risks relating to the Issue**

We intend to deploy our issue proceeds in our existing business and general corporate purposes and we may not apply the proceeds in ways that yield a favorable result to us. Our management will have broad discretion to use the proceeds from this offering, and you will be relying on the judgment of our management regarding the application of these proceeds. We may not be able to apply the proceeds of this offering in ways that may lead to a favorable return to us in all cases or at all.

- g. **Details of default, if any, (as on 31<sup>st</sup> December 2015) including therein the amount involved, duration of default and present status, in repayment of -**  
 i) **Statutory dues;**

According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues, as applicable, and no such statutory dues were outstanding as at the last day of the financial year under review for a period of more than six months from the date they became payable.

There are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess, as applicable, which have not been deposited on account of any dispute, except the following:

| Name of the Statute | Amount (Rs. in Lacs) | Relating to the Year | Forum where dispute pending                                   |
|---------------------|----------------------|----------------------|---|
| Income Tax Act, 196 | 55.49                | 2011-12              | Commissioner of Income Tax                                    |
| Finance Act, 1994   | 89.20                | 2007-08 to 2010-11   | Customs, Excise and Service Tax Appellate Tribunal, New Delhi |

- ii) **Debentures and interest thereon;**

Nil

- iii) **Deposits and interest thereon;**

Nil

- iv) **Loan from any bank or financial institution and interest thereon.**

Nil



- h. **Names, designation, address and phone number, email ID of the nodal/ compliance officer of the company, if any, for the private placement offer process;**

**Mr. Nitin Sharma, Company Secretary**  
304, Southern Park, Saket District Centre, Saket, New Delhi - 110017  
Tel: +91 11 42654265, Fax: +91 11 4265 4200  
Email: nitin.sharma@ashianahousing.com

The investors may contact the Compliance Officer in case of any pre-issue/ post-issue related matters such as non-credit of letter(s) of allotment/ Bonds/ Debenture(s) in the demat account, non-receipt of refund order(s), interest warrant(s)/ cheque(s) etc.

**2. PARTICULARS OF THE OFFER**

- a. **Date of passing of board resolution;**

February 09, 2016 by the Board of Director and March 29, 2016 by Executive Committee of Directors for Issuance of Debt Securities'

- b. **Date of passing of resolution in the general meeting, authorizing the offer of securities;**

March 29, 2016 through Postal Ballot

- c. **Kinds of securities offered (i.e. whether share or debenture) and class of security;**

Secured Redeemable Non-Convertible Debentures (NCD) in the form of Separately Transferable Redeemable Principal Part (STRRP)

- d. **Price at which the security is being offered including the premium, if any, alongwith justification of the price;**

At par, Rs. 1,00,000/- per STRRP/ Security  
The debentures are issued at par, hence justification not applicable

- e. **Name and address of the valuer who performed valuation of the security offered;**

Not Applicable, as Secured Redeemable Non-Convertible Debentures (NCDs) in the form of Separately Transferable Redeemable Principal Part (STRRP) are issued at par

- f. **Amount which the company intends to raise by way of securities;**

Rs. 10.00 Crores

- g. **Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment;**

As per Addendum dated April 06, 2016 to the Draft shelf Disclosure Document dated March 29, 2016

- h. **Proposed time schedule for which the offer letter is valid;**

As per Addendum dated April 06, 2016 to the Draft shelf Disclosure Document dated March 29, 2016

- i. **Purposes and objects of the offer;**

As per Issue Details of Draft shelf Disclosure Document dated March 29, 2016



- j. contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects;

Not Applicable

- k. Principle terms of assets charged as security, if applicable;

As per Issue Details of Draft shelf Disclosure Document dated March 29, 2016

**3. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.**

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

Nil

- ii. 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 offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed

As per Annexure II

- iii) Remuneration of directors (during the current year and last three financial years);

As per Draft shelf Disclosure Document dated March 29, 2016

- iv. Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided.

As per Annexure-I attached herewith

- v. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer 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

There were no reservations or qualifications or adverse remarks of auditors in the last five financial years.

- vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries

NIL

- vii. Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company

NIL

**4. FINANCIAL POSITION OF THE COMPANY**

- a. the capital structure of the company in the following manner in a tabular form-



- (i) a) the authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value); as on 31-12-2015

| Share Capital  | No. of Shares | Amount<br>(Rs. in Crores) |
|--|---------------|---------------------------|
| Authorized Share Capital:<br>Equity Shares of Rs 2/- each                                  | 175,000,000   | 35.00                     |
| Issued, Subscribed & Paid-up Share Capital :<br>Equity Shares of Rs 2/- each fully paid up | 102,352,099   | 20.47                     |

- b) Size of the present offer;

Not applicable, as this is not an equity issue

- c) paid up capital

(A) After the Offer;

Not applicable as the present offer is for issue of Secured Redeemable Non-Convertible Debentures (NCDs) in the form of STRPP

(B) after conversion of convertible instruments (if applicable)

Not applicable

(C) share premium account (before and after the offer)

Not applicable

- (ii) the details of the existing share capital of the issuer company 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

Provided that the issuer company shall also disclose the number and price at which each of the allotments were made in the last one year preceding the date of the offer letter separately indicating the allotments made for considerations other than cash and the details of the consideration in each case;

As per Draft shelf Disclosure Document dated March 29, 2016

- b. Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter; (Standalone)

(Rs. in Crores)

| Financial Year | Profit Before Tax | Tax    | Profit After Tax |
|----------------|-------------------|--------|------------------|
| 2012-13        | 37.49             | 5.40   | 32.10            |
| 2013-14        | 22.33             | (0.21) | 21.45            |
| 2014-15        | 47.39             | 1.71   | 45.67            |

- c. Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid) (Standalone)

| Financial Year | Equity Dividend (%) | Interest Coverage Ratio<br>(Times) |
|----------------|---------------------|------------------------------------|
| 2012-13        | 22.50%              | 14.22                              |
| 2013-14        | 25.00%              | 14.85                              |
| 2014-15        | 25.00%              | 33.11                              |

- d. A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of circulation of offer letter;

As per Draft shelf Disclosure Document dated March 29, 2016



- e. **Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter;**  
As per Draft shelf Disclosure Document dated March 29, 2016
- f. **Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company**  
There is change in revenue recognition policy from the Financial year 2011-12. The company had shifted to contract completion method from percentage completion method.

Revenue in respect of the projects undertaken on or after 1st April, 2011 and the projects undertaken between 1st April, 2006 and 31st March, 2011, which did not reach the level of completion as considered appropriate by the management within 31st March, 2011, as discussed in (b) below, is accounted for (i) on delivery of absolute physical possession of the respective units on completion, or (ii) on deemed possession of the respective units on completion or (iii) on physical possession for fit-out, as considered appropriate by the management based on circumstantial status of the project.

Revenue in respect of projects undertaken between 1st April, 2006 and 31st March, 2011, which did not reach the level of construction as considered appropriate by the management within 31st March, 2011 is recognized on the "Percentage of Completion Method" (POC) of accounting and represents value of units contracted to be sold to the extent of actual work done against total estimated cost of execution. The corresponding cumulative amount at the close of the year appears under 'Current Liabilities' as deduction from "Advance from customers

**5. A DECLARATION BY THE DIRECTORS THAT-**

- a. the company has complied with the provisions of the Act and the rules made thereunder;
- b. the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
- c. the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter;

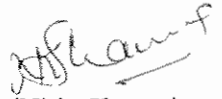
I am authorized by the 'Executive Committee of Directors' authorized by the Board of Directors of the Company vide resolution dated February 09, 2016 & March 29, 2016 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made there under in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the Company.

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

Place: New Delhi  
Dated: April 06, 2016

For Ashiana Housing Limited



  
(Nitin Sharma)  
Company Secretary



## ASHIANA HOUSING LIMITED

CIN No. L70109WB1986PLC040864, Date of Incorporation: 25 June 1986

Registered Office: 5F, Everest, 46/C Chowringhee Road, Kolkata - 700 071

Head Office: 304, Southern Park, Saket District Centre, Saket, New Delhi - 110017

Tel: +91 11 4265 4265 Fax: +91 11 4265 4200.

E-mail: investorrelations@ashianahousing.com, Website: www.ashianahousing.com

Contact Person: Mr. Nitin Sharma, Company Secretary

### Addendum for Security/ Series "11% AHL2018" of Secured Redeemable, Non-Convertible, Debentures (NCDs) in the form of Separately Transferable Redeemable Principal Part (STRPP) of Rs. 1,00,000/- each for cash at par aggregating Rs. 10.00 crores

#### Addendum to Draft Shelf Disclosure Document dated March 29, 2016

|                               |   |
|-------------------------------|---|
| Security Name                 | 11.00%AHL 2018  |
| Issuer                        | Ashiana Housing Limited ('the Issuer'/'the Company'/'AHL')  |
| Type of Instrument            | Secured Redeemable Non-Convertible Debentures in the form of Separately Transferable Redeemable Principal Part (STRPP) (NCDs/Debentures)  |
| Rating of the Instrument      | "BWR A+(SO)" (Outlook: Stable) by Brickwork Ratings India Pvt. Ltd.<br><small>(The Issuer reserves the right to obtain an additional credit rating from any SEBI registered Credit Rating Agency for full or part of the issue size, as it may deem fit, which shall be at least equivalent to the prevailing credit rating to the issue)</small> |
| Issue Amount                  | Rs 10.00 crores   |
| Interest on Application Money | At the Coupon rate (subject to deduction of tax at source, as applicable) from the date of realization of cheque (s)/ demand draft(s)/ RTGS upto one day prior to the Deemed Date of Allotment. Where pay-in Date and Deemed date of Allotment are the same, no interest on Application money is to be paid.                                      |
| Tenor                         | 2 Years   |
| Coupon Rate                   | 11.00% p.a.   |
| Coupon Payment Frequency      | Monthly   |
| Redemption                    | At par at the end of 2 <sup>nd</sup> Year from the Deemed Date of Allotment   |
| Redemption Date               | March 31, 2018  |
| Coupon Payment dates          | First Interest shall be paid on 2 <sup>nd</sup> April 2016 i.e. from the date of allotment to 1 <sup>st</sup> April 2016 and subsequently 1 <sup>st</sup> of every Month and on final maturity  |
| Coupon Type                   | Fixed   |
| ISIN Number                   | INE365D07028  |
| Day Count Basis               | Actual/ Actual  |
| Issue Price                   | Rs 1,00,000/- per STRPP/ Security/ Debenture  |
| Issue Timing                  |   |
| 1. Issue Opening Date         | March 30, 2016  |
| 2. Issue Closing Date         | March 30, 2016  |
| 3. Pay-in Date                | March 30, 2016  |
| 4. Deemed Date of Allotment   | March 31, 2016  |



**Illustration of Debenture Cash Flow, as per SEBI Circular No. CIR/ IMD/ DF/ 18/ dated 29-10-2013**

|                                     |  |
|-------------------------------------|--|
| Company                             | Ashiana Housing Limited  |
| Tenor                               | 2 Years (i.e. 24 months)   |
| Face Value (per security)           | Rs. 1,00,000/- per Security  |
| Issue Date/Deemed Date of Allotment | March 31, 2016   |
| Redemption                          | At par at the end of 2 <sup>nd</sup> Year from the Deemed Date of Allotment i.e. on March 31, 2018   |
| Coupon Rate                         | 11.00% p.a. payable Monthly  |
| Payment with specified dates        | First Interest shall be paid on 2 <sup>nd</sup> April 2016 i.e. from the date of allotment to 1 <sup>st</sup> April 2016 and subsequently 1 <sup>st</sup> of every Month and on final maturity |
| Day Count Convention                | Actual / Actual  |

**Illustration**

| Cash Flows                                      | Due Date of Payment of Interest | No. of days in Coupon Period | Amount (in Rs.) |
|---|---------------------------------|------------------------------|-----------------|
| 1 <sup>st</sup> Coupon [1,00,000*11%*(2/365)]   | Saturday, April 02, 2016        | 2*                           | 60.27           |
| 2 <sup>nd</sup> Coupon [1,00,000*11%*(30/365)]  | Monday, May 02, 2016            | 30*                          | 904.11          |
| 3 <sup>rd</sup> Coupon [1,00,000*11%*(30/365)]  | Wednesday, June 01, 2016        | 30                           | 904.11          |
| 4 <sup>th</sup> Coupon [1,00,000*11%*(30/365)]  | Friday, July 01, 2016           | 30                           | 904.11          |
| 5 <sup>th</sup> Coupon [1,00,000*11%*(31/365)]  | Monday, August 01, 2016         | 31                           | 934.25          |
| 6 <sup>th</sup> Coupon [1,00,000*11%*(31/365)]  | Thursday, September 01, 2016    | 31                           | 934.25          |
| 7 <sup>th</sup> Coupon [1,00,000*11%*(30/365)]  | Saturday, October 01, 2016      | 30                           | 904.11          |
| 8 <sup>th</sup> Coupon [1,00,000*11%*(31/365)]  | Tuesday, November 01, 2016      | 31                           | 934.25          |
| 9 <sup>th</sup> Coupon [1,00,000*11%*(30/365)]  | Thursday, December 01, 2016     | 30                           | 904.11          |
| 10 <sup>th</sup> Coupon [1,00,000*11%*(32/365)] | Monday, January 02, 2017        | 32*                          | 964.38          |
| 11 <sup>th</sup> Coupon [1,00,000*11%*(30/365)] | Wednesday, February 01, 2017    | 30                           | 904.11          |
| 12 <sup>th</sup> Coupon [1,00,000*11%*(28/365)] | Wednesday, March 01, 2017       | 28                           | 843.83          |
| 13 <sup>th</sup> Coupon [1,00,000*11%*(31/365)] | Saturday, April 01, 2017        | 31                           | 934.25          |
| 14 <sup>th</sup> Coupon [1,00,000*11%*(30/365)] | Monday, May 01, 2017            | 30                           | 904.11          |
| 15 <sup>th</sup> Coupon [1,00,000*11%*(31/365)] | Thursday, June 01, 2017         | 31                           | 934.25          |
| 16 <sup>th</sup> Coupon [1,00,000*11%*(30/365)] | Saturday, July 01, 2017         | 30                           | 904.11          |
| 17 <sup>th</sup> Coupon [1,00,000*11%*(31/365)] | Tuesday, August 01, 2017        | 31                           | 934.25          |
| 18 <sup>th</sup> Coupon [1,00,000*11%*(31/365)] | Friday, September 01, 2017      | 31                           | 934.25          |
| 19 <sup>th</sup> Coupon [1,00,000*11%*(32/365)] | Tuesday, October 03, 2017       | 32*                          | 964.38          |
| 20 <sup>th</sup> Coupon [1,00,000*11%*(29/365)] | Wednesday, November 01, 2017    | 29                           | 873.97          |
| 21 <sup>st</sup> Coupon [1,00,000*11%*(30/365)] | Friday, December 01, 2017       | 30                           | 904.11          |
| 22 <sup>nd</sup> Coupon [1,00,000*11%*(31/365)] | Monday, January 01, 2018        | 31                           | 934.25          |



|   |                             |    |           |
|---|-----------------------------|----|-----------|
| 23 <sup>rd</sup> Coupon [1,00,000*11%*(31/365)] | Thursday, February 01, 2018 | 31 | 934.25    |
| 24 <sup>th</sup> Coupon [1,00,000*11%*(28/365)] | Thursday, March 01, 2018    | 28 | 843.83    |
| 25 <sup>th</sup> Coupon [1,00,000*11%*(30/365)] | Saturday, March 31, 2018    | 30 | 904.10    |
| Principal                                       | Saturday, March 31, 2018    | -  | 100000.00 |

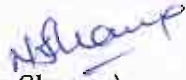
Note: \*Interest Payment Date being a holiday.

As per SEBI Circular No.: CIR/IMD/DF/18 dated 29.10.2013, if the due date for Principal payment falls on a day that is not a Business day, then the due date in respect of payment of principal shall be preceding Business day and if the due date for interest payment falls on a day that is not a Business day, then the due date in respect of payment of Interest shall be succeeding Business day

**All other terms of Draft Shelf Disclosure Document dated March 29, 2016 will remain same.**

Signed by Mr. Nitin Sharma, Company Secretary pursuant to the authority granted by the Executive Committee of Directors of the Company on March 29, 2016.

For Ashiana Housing Limited

  
(Nitin Sharma)  
Company Secretary



Date: April 06, 2016

Place: New Delhi



**FORM NO. PAS-4 for Series/ Security "11% AHL 2018"**

**PRIVATE PLACEMENT OFFER LETTER**

[Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

**1. GENERAL INFORMATION**

- a. Name, address, website and other contact details of the company indicating both registered office and corporate office;

**Ashiana Housing Limited**

**Registered Office:**

5F, Everest, 46/C, Chowringhee Road, Kolkata - 700 071.

**Corporate Office:**

304, Southern Park, Saket District Centre, Saket, New Delhi - 110017

Tel: +91 11 4265 4265, Fax: +91 11 4265 4200

Email: investorrelations@ashianahousing.com

Website: www.ashianahousing.com

CIN No. L70109WB1986PLC040864

- b. Date of incorporation of the company;

25<sup>th</sup> June 1986

- c. Business carried on by the company and its subsidiaries with the details of branches or units, if any;

As per Draft Shelf Disclosure Document dated March 29, 2016

- d. Brief particulars of the management of the company;

As per Draft Shelf Disclosure Document dated March 29, 2016.

- e. Names, addresses, DIN and occupations of the directors;

As per Draft Shelf Disclosure Document dated March 29, 2016

- f. Management's perception of risk factors;

**Risk Factors Relating to Our Business**

Our business is dependent on the performance of the real estate market in the regions in which we operate, and fluctuations in market conditions may adversely affect our ability to sell or lease our real estate developments at expected prices.

Our business is dependent on the performance of the real estate market in the regions in which we operate, and could be adversely affected if market conditions deteriorate. Real estate projects take a substantial amount of time to develop, and we could incur losses if we purchase land at high prices and we have to sell or lease our developed projects during weaker economic periods. Further, the market for property can be relatively illiquid, and there may be high transaction costs as well as insufficient demand for property at the expected lease payment or sale price, as the case may be, which may limit our ability to respond promptly to market events. The demand for real estate is significantly affected by factors such as the existing supply of developed properties in the market as well as the absorption rate for lease assets, which factors are in turn influenced by changes in government policies, regulatory framework, environmental approvals, litigation, economic conditions, demographic trends, employment and income levels and interest rates, among other factors. These factors can adversely affect the demand for and the valuation of our Completed Projects, Ongoing Projects and our Future Projects, the value of our Land available for



Future Development, and, as a result, may materially and adversely affect our financial condition, results of operations, cash flows, our ability to service our debt and the trading price of our Equity Shares.

**Limited supply of land, increasing competition and applicable regulations are likely to result in land price escalation and a further shortage of developable land.**

We are in the business of real estate development. Due to increased demand for land for development of residential and commercial properties, we are experiencing increasing competition in acquiring land in various geographies where we operate or propose to operate. In addition, the unavailability or shortage of suitable parcels of land for development leads to an escalation in land prices. Any such escalation in the price of developable land could materially and adversely affect our business, prospects, financial condition and results of operations. Additionally, the availability of land, its use and development, is subject to regulations by various local authorities. For example, if a specific parcel of land has been delineated as agricultural land, no commercial or residential development is permitted without the prior approval of the local authorities.

**Our revenues would largely depend upon demand for residential properties along with the taste and preferences of the customers of the particular region in which the Company operates.** Our inability to provide customers with certain amenities or our failure to continually anticipate and respond to customer needs will affect our business and prospects and could lead to some of our customers switching to competitors. The majority of our projects are in Bhiwadi, Jaipur and Jamshedpur. We depend on our ability to understand the preferences of our customers and to accordingly develop projects that suit their tastes and preferences thereby focusing on the development of quality residential accommodation with various amenities.

**We require certain regulatory approvals in the ordinary course of our business and the failure to obtain them in a timely manner or at all may adversely affect our operations.**

We require statutory and regulatory approvals and permits for us to execute our projects, and applications need to be made at appropriate stages for such approvals. Further in respect of the projects undertaken, we require to obtain sanction from local municipalities, local bodies, pollution control boards as well as clearance from airport authorities. We cannot assure you that the relevant authorities will issue any of such permits or approvals in the time frames anticipated by us or at all. Any delay or failure to obtain such permits or approvals in accordance with our plans may impede the execution of our business plans and projects and may hold up our investment in purchase of land or development of property which may ultimately affect our results of operations.

**Our business is subject to extensive government regulation, which may become more stringent in the future. We may not be able to comply with all government regulations, and may require more time or incur higher costs to comply with such regulations.**

The real estate industry in India is heavily regulated by the central, state and local governmental authorities. Real estate development companies in India must comply with a number of requirements mandated by Indian laws and regulations, including policies and procedures established by local authorities and designed to implement such laws and regulations. For example, we are subject to various land ceiling statutes which regulate the amount of land that can be held under single ownership and where we are subject to such ownership limits, we generally enter into arrangements with land owners for construction on, and development of, land rather than the land itself. If structures through which this land is owned are said to violate such laws, our business could be materially and adversely affected. Real estate laws in India are complex and their interpretation or application by regulatory authorities may vary in different states. Although we believe that our projects are in material compliance with applicable laws and regulations, regulatory authorities in certain states may allege non-compliance and may subject us to regulatory action in the future, including penalties, seizure of land and other civil or criminal proceedings. The planning permission granted by local municipal authorities is usually subject to compliance with the terms and conditions of all licenses and permits granted in connection with the project. Any non-compliance could lead to a cancellation of planning permission granted, and consequentially a cancellation of such project. Further, we may have to



devise new strategies or modify our business plans in order to adapt to new laws, regulations or policies that may come into effect from time to time with respect to the real estate sector. We cannot assure you that we will be successful in implementing such strategies or be able to adapt ourselves to such new laws, regulations or policies. The amount and timing of future expenditure to comply with unanticipated regulatory requirements may vary substantially from those currently in effect. In the past, certain laws have been enacted in India with retrospective effect. We cannot assure you that all our past actions and business operations will be in compliance with such retrospective changes in law.

**Our contingent liabilities could adversely affect our financial condition & results of operations.** As of March 31, 2015, the contingent liabilities as disclosed in our Annual Report is as follows:

(Rs. in Lacs)

| Particulars (As at)                  | Standalone     | Consolidated   |
|--------------------------------------|----------------|----------------|
|                                      | March 31, 2015 | March 31, 2015 |
| Cess- Sonari Land                    | 62.66          | 62.66          |
| Bank Guarantee                       | 1345.00        | 1345.00        |
| Service Tax                          | 85.55          | 131.16         |
| Income Tax                           | 36.00          | 526.05         |
| Provident Fund                       | 185.27         | 185.27         |
| Entry Tax                            | 19.23          | 36.13          |
| Employee State Insurance Corporation | 4.28           | 4.28           |

**We are subject to restrictive covenants under our credit facilities from financial / lending institutions that could limit our flexibility in managing the business.**

Some debt agreements entered into by us contain restrictive covenants, which include, among other things, consent from the lenders prior to altering capital structure, amending constitutional documents, effecting any scheme of amalgamation or reconstitution, permitting any change in the ownership or control (whereby there will be a change in beneficial ownership), varying the shareholding of Promoters, declaring dividends, investing any funds by way of deposits or loans or in the share capital of any other concern, undertaking any new project or implementing any scheme of expansion/diversification, entering into borrowing arrangements with other banks or financial institutions, undertaking guarantee obligations, changing the accounting year and/or accounting methods, creating any charge or lien on the security, changing the composition of the board of directors. Any default of such restrictions will entitle the respective lenders to call a default against us, enforce remedies under the terms of the financing documents, that could include, among other things, acceleration of repayment of the amounts outstanding under the financing documents, enforcement of the security interest created under the financing documents, taking possession of the secured assets or, at their option, terminate the relevant loan agreements.

A default by us under the terms of any financing document may also trigger a cross-default under our other financing documents, or our other agreements or instruments containing cross-default provisions, which may individually or in the aggregate, have an adverse effect on our business, results of operations, financial condition and credit rating.

**Work stoppages and other labour problems including their timely availability at reasonable cost could adversely affect the progress of the projects.**

We operate in a labour-intensive industry and hires casual labour directly or indirectly in relation to specific projects. Any differences / disputes amongst labourers or in case if we are unable to procure required casual labour for our existing or future projects, it could adversely affect our business, financial position, results of operations and cash flows. We however enjoy cordial relationship with the labourers / labour contractors and get labourers as and when required at site. We also keep minimum level of own labourers at sites for contingency.



**Failure to procure contiguous parcels of land may adversely affect our business, results of operations, financial condition and prospects.**

In the ordinary course of our business, we seek to enter into arrangements with land owners to procure land parcels to form a contiguous land mass, upon which we undertake construction and development of properties. Our ability to acquire suitable sites is dependent on a number of factors that may be beyond our control, including the availability of suitable land, the willingness of landowners to sell land to us on commercially acceptable terms, the ability to obtain an agreement to purchase from all the owners where land has multiple owners, the availability and cost of financing, encumbrances on targeted land, government directives on land use, changes in government policies and the receipt of permits and approvals for land acquisition and development. We cannot assure you that we will be able to procure such parcels of land or enter into suitable arrangements to form a contiguous mass on terms that are acceptable to us, or at all. This may cause us to modify, delay or abandon future development projects resulting in our failure to realize our investments, which in turn could materially and adversely affect our business, results of operations, financial condition and prospects.

**We face intense competition in our business and may not be able to compete effectively, particularly in regional markets where we may not have significant experience.**

We operate in highly competitive markets. Competition in these markets is based primarily on the availability and the cost of land as well as the ability to execute projects within the required time. We face competition from real estate companies in India bidding for new and similar property development projects, from corporations with large land reserves, as well as government bodies such as urban development authorities that are in the business of real estate development. Given the fragmented nature of the real estate development industry, we often do not have adequate information about the projects our competitors are developing and accordingly, we run the risk of incorrectly estimating demand, supply and pricing in the market. Certain of our competitors may be better known in certain regional markets, have more experience in undertaking real estate development in these markets and be better placed to acquire land for new property development projects in these markets. We may not possess the same level of knowledge and understanding in the development, ownership and management of properties in these markets as we do in our core markets. We may need to take certain steps to address these risks, including adjusting our designs and development methods, establishing business relations with local land owners and joint venture partners, obtaining raw materials and labour on acceptable terms, understanding the requirements of the local laws and understanding market practice and requirements of potential customers. We cannot assure you that we will be able to successfully implement all the steps required to address these risks, which could adversely affect our results of operations and financial condition.

In addition, certain of our competitors may have greater land reserves in select geographies or financial resources than we do. They may also benefit from greater economies of scale and operating efficiencies. Competitors may, whether through consolidation or growth, present more attractive or lower cost solutions than we do, causing us to lose market share. We cannot assure you that we will be able to compete effectively with our competitors in the future, and our failure to compete effectively may materially and adversely affect our business, financial condition and results of operations.

**We may face stiff competition for procuring raw materials. Fluctuations and volatility in the prices of key raw materials may adversely affect the performance of the Company.**

Some of the key raw materials for real estate development industry are cement, steel, bricks, sand, wood, aluminium doors and windows, sanitary wares, etc. and are subject to volatility of price on account of various economic factors which are beyond our control. If, for any reason, our primary suppliers of raw materials should curtail or discontinue their delivery of such materials to us in the quantities we need and at prices that are competitive, our ability to meet our material requirements for our projects could be impaired, our construction schedules could be disrupted, and we may not be able to complete our projects as per schedule.



We have been in the real estate housing space for approximately three decades and have established relationship with the suppliers of various raw materials. The purchase department of our Company on a day-to-day basis monitors and ensures timely supply of materials in desired quantity, proper usage of the materials and progress of the work as per the project schedule and accordingly procure various raw materials. However, increase in raw material prices and short supplies of raw materials on account of various factors in the economy are beyond the control of our purchase department and management which may lead to either increase in the cost of raw materials or delay in the project schedule.

**Any downgrading in the credit rating of our borrowings may affect to raise further debt.**

Brickwork vide letter dated 23-03-2016 assigned "BWR A+(SO)" [pronounced as BWR A Plus (Structured Obligation)] (Outlook: Stable) by Brickwork Ratings India Pvt. Limited for upto Rs. 100 crores for proposed NCD issue. Issuer with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk. Also CARE vide letter dated 12-01-2016 revised the rating granted to the Company in connection with general creditworthiness of the Company from CARE A-(Is) [A minus (Issuer Rating)] to CARE A (Is) [A (Issuer Rating)]. The issuers with this rating are considered to offer adequate degree of safety regarding timely servicing of financial obligations. Such issuers carry low credit risk. Also, ICRA, in January, 2015, upgraded the long term rating to [ICRA] A- (pronounced as ICRA A minus) from [ICRA] BBB (pronounced as ICRA triple B) for ` 500 million term loan of the Company. The outlook on the long term rating is stable. We cannot guarantee that these ratings will not be downgraded. These ratings may be suspended, withdrawn or revised at any time. Any revision or downgrading in the credit rating may affect our ability to raise any further debt.

**There are outstanding litigation proceedings against the Company, Subsidiaries, Promoter and Directors, an adverse outcome in which could have a material adverse impact on our reputation, business, financial condition, results of operations and cash flows.**

As per Annexure II

These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally from us and other parties. Such proceedings could divert management time and attention, and consume financial resources in their defence or prosecution. Should any new developments arise, such as any change in applicable Indian law or any rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase expenses and current liabilities. An adverse outcome in any such proceedings may affect our business, results of operations and financial condition.

**There have been time and cost overruns in the past in relation to some of our projects, and there could be further time and cost overruns in the future.**

Property developments typically require substantial capital outlay during the construction phase which may take an extended period of time to complete, and before a potential return can be generated. The time and costs required to complete a property development may be subject to substantial increases due to many factors, including shortages of, or price increases with respect to, construction materials or equipment, technical skills and labour, acquisition of land, construction delays, unanticipated cost increases, changes in the regulatory environment, adverse weather conditions, third party performance risks, environmental risks, changes in market conditions, delays in obtaining the approvals and permits from the relevant authorities and other unforeseeable problems and circumstances. Any of these factors may lead to delays in, or prevent the completion of a project and result in costs substantially exceeding those originally budgeted for. The cost overruns may not be adequately compensated by contractual indemnities, which may affect our financial condition and results of operations. We are not insured against cost overrun risks. In addition, any delays in completing our projects as scheduled could result in dissatisfaction among our customers, resulting in negative publicity and lack of confidence among future buyers for our projects. Additionally, we may not achieve the economic benefits expected of such projects. In the event there are any delays in the completion of such projects, our



relevant approvals and leases may be terminated. We have in the past experienced time and cost overruns in relation to certain of our projects.

We cannot assure you that we will be able to complete all our Ongoing Projects or Future Projects within the stipulated budget and time schedule. Further, there may be a lag between the time we acquire land and the time we construct and develop a project and sell or lease our inventories. The actual timing of the completion of a project may be different from its forecasted schedule. Given that the market for properties is relatively illiquid, there may be high transaction costs as well as little or insufficient demand for properties at the expected lease income or sale price, which may limit our ability to respond promptly to market events, such as changes in the prices of the raw materials we utilize in our projects. The risk of owning undeveloped land and unsold inventories can be substantial and the market value of the same can fluctuate significantly as a result of changing economic and market conditions.

**We are subject to a penalty clause under our sale agreements entered into with our customers for any delay in the completion and handover of the project.**

The sale agreements into which we enter with our customers contain a penalty clause pursuant to which we are liable to pay a penalty for any delay in the completion and handover of the project to the customers. In terms of the sale agreement, any delay or default in handing over possession of the unit of land to the buyer of such land, will require the Company to repay the entire consideration received by the Company for development of such land to the buyer along with interest calculated at 8% per annum from the date on which such consideration was paid to the Company until date of repayment. Accordingly, in large residential projects, the aggregate of all penalties in the event of delays may adversely impact the overall profitability of the project and, therefore, adversely affect our results of operations.

**We do not own our Registered Office and the sale agreement entered in connection with our corporate office is not registered.**

At present we do not own the premises that we use as our Registered Office which has been leased to us by P.C. Enterprises Private Limited since January 1, 1993. We have entered into a sale agreement dated February 11, 2005 with M/s. Ridgeview Construction Private Limited for transfer of unit no. 4 & 5 on the 3rd floor at District Centre, Saket, New Delhi. However, the sale agreement in respect of our corporate office has not been registered with the Land Registry. The uncertainty of title to our corporate office may impede the transfer of title, expose us to legal disputes and adversely affect our operations. Also, if the terms of the lease are violated by any of the parties or thereto or if we are unable to renew the lease prior to the expiry of the term thereof, our operations may be adversely affected.

**We may not be able to acquire or register all or any of the lands for which we have entered into agreements to sell or MOUs.**

We enter into agreements to sell or MoUs prior to acquiring any property. We intend to use a portion of the Net Proceeds to acquire lands and land development rights. We cannot assure you that such lands will be conveyed to us, that we will be successful in acquiring them or that we will be successful in registering them in our name or the name of one of our subsidiaries or partnership firms. Additionally, we cannot assure you that we will be able to utilise the Net Proceeds for the purchase of such lands/ land development rights.

**We may experience difficulties in expanding our business into additional geographic markets within India.**

We have limited experience in conducting business outside Jaipur, Jamshedpur and Bhiwadi and may not be able to leverage our experience in these regions to expand into other cities. Factors such as brand recognition, competition, culture, regulatory regimes, business practices and customs, customer tastes, behaviour and preferences in other cities where we plan to expand our operations may differ from those in these regions, and our experience may not be applicable to other cities. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national developers, but also local developers who have an established local presence, are more familiar with local regulations, business practices and customs, have stronger relationships with local contractors, suppliers, relevant government authorities, and who



have access to existing land reserves or are in a stronger financial position than us, all of which may give them a competitive advantage over us. We may not be able to assemble and manage resources in case we take up new projects, at such locations and also in case if we need to accelerate construction at any of the existing project sites. In expanding our geographic footprint, our business will be exposed to various additional challenges, including adjusting our construction methods to different terrains; obtaining necessary governmental approvals and building permits under unfamiliar regulatory regimes; identifying and collaborating with local business partners, construction contractors and suppliers with whom we may have no previous working relationship; successfully gauging market conditions in local real estate markets with which we have no previous familiarity; attracting potential customers in a market in which we do not have significant experience or visibility; being susceptible to local taxation in additional geographic areas of India; and adapting our marketing strategy and operations to different regions of India in which other languages are spoken.

We can provide no assurance that we will be successful in expanding our business to include other geographic markets in India. Any failure by us to successfully carry out our plan to geographically diversify our business could have a material adverse effect on our revenues, earnings and financial condition.

**We face significant risks with respect to the length of time needed to complete each project.**

It may take several years following the acquisition of land before income or positive cash flows can be generated through the sale of a completed real estate development project. Generally, the time required to complete a real estate construction and development project is significant. Changes to the business environment during such time may affect the costs and revenues associated with the project and can ultimately affect the profitability of the project. For example, during this time there can be changes to the national, state and local business climate and regulatory environment, local real estate market conditions, perceptions of prospective customers with respect to the convenience and attractiveness of the project, and changes with respect to competition from other property developments. If such changes occur during the time it takes to complete a certain project, our returns on such project may be lower than expected and our financial performance may be adversely affected.

**We will continue to be controlled by our Promoters and potential conflicts of interest may exist or arise as a result.**

Our Promoters will continue to exercise significant influence over all matters requiring shareholder approval. We have entered into, and may continue to enter into, certain transactions with our Promoters or entities controlled by our Promoters, which may create potential conflicts of interest. We cannot assure you that our Promoters, as majority shareholders, will act to resolve any potential conflicts of interest with our minority shareholders.

**We have entered into, and may in the future enter into, certain related party transactions; we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties or that we will be able to recover the amounts due from related parties.**

We have entered into transactions with related parties, including our Promoters and Directors. Certain transactions we typically enter into with related parties include lease arrangements with group entities, remuneration, commission and sitting fees payable to Directors, staff welfare expenses payable to relatives of Directors, salaries and allowances, advances from customers and loans and advances received from key managerial personnel of the Company. For more information regarding our related party transactions, see the disclosure on related party transactions contained in the Audited Consolidated Financial Statements. The Audit Committee of our Board of Directors reviews our decisions relating to significant related party transactions. However, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. Furthermore, it is likely that we may in the future enter into certain transactions with such related parties. The transactions we have entered into have involved, and any future transactions with our related parties could potentially involve, conflicts of interest.



**We are dependent upon the experience and skills of our senior management team and skilled employees.**

We believe that our senior management team has contributed significantly to the development of our business. However, we cannot assure you that we will be able to retain any or all of the key members of our management team. If one or more of our senior executives or other personnel are unable or unwilling to continue in their present positions, we may be unable to replace them, our business may be disrupted, and our financial condition and results of operations may be materially and adversely affected. The loss of such key personnel, or our failure to attract additional skilled management personnel, may adversely affect our business and results of operations. We also believe that the success of our real estate development activities is dependent on our ability to attract, train, motivate, and retain highly skilled professional employees in a competitive market. Our professional staff includes engineers, design consultants, marketing specialists, treasury experts, costing consultants, procurement officers, human resource managers and accountants. In the event we are unable to maintain or recruit a sufficient number of skilled employees, our business and results of operations may be adversely affected.

**Our operations and our work force are exposed to various hazards and we are exposed to risks arising from construction related activities that could result in material liabilities, increased expenses and diminished revenues.**

There are certain unanticipated or unforeseen risks that may arise in the course of real estate development due to adverse weather and geological conditions such as storm, hurricane, lightning, flood, landslide and earthquake. Additionally, our operations are subject to hazards inherent in providing architectural and construction services, such as risk of equipment failure, impact from falling objects, collision, work accidents, fire or explosion, including hazards that may cause injury and loss of life, severe damage to and destruction of property and equipment, and environmental damage. Any such risk could result in exposing us to material liabilities, increase our expenses, adversely affect our reputation and may result in a decline in our revenues. We cannot assure that we may be able to prevent any such incidents in the future.

**We are exposed to risks related to stringent labour legislation relating to engagement of contract labour and dispute resolution.**

India has stringent labour laws and regulations governing our relationship with our employees and other contractors, including in relation to hiring and termination of employees, work permits, minimum wages, and for the regulation of contract labour.

We use a substantial amount of contracted and sub-contracted labour for our on-site operations. We do not directly control such labour. Failure by us or our sub-contractors to comply with the relevant laws and requirements for labour related matters could adversely affect our business and operations. Although we do not engage such contract labour directly, we may be held responsible under applicable Indian laws for wage payments to such labour in the event of default by our contractors. Further, pursuant to the provisions of the Contract Labour (Regulation and Abolition) Act, 1970, we may be required to retain such contract labour as our employees. Recently there have been amendments to the labour laws governing Industrial Disputes Act, 1947 and Factories Act, 1948 in the State of Rajasthan.

Additionally, certain other Indian labour laws also set forth detailed procedures for the establishment of unions, dispute resolution and certain other laws that impose certain financial obligations on employers upon retrenchment. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and our business may be adversely affected. We operate in a labour-intensive industry and our contractors typically hire casual labour in relation to specific projects. A large number of labour we employ come from different parts of India as well, who may return to their home states after a short period of time. If we are unable to negotiate with the workmen or the contractors, or retain or substitute our inter-state labour, it could result in work stoppages or increased operating costs as a result of higher than anticipated wages or benefits. In addition, we may not be able to procure required casual labour for our existing or future projects, which could adversely affect our business, reputation, financial condition, results of operations and cash flows.





**Fluctuations in market conditions may affect our ability to sell our projects at the prices we anticipated, which could adversely affect our revenues and earnings.**

We are subject to potentially significant fluctuations in the market value of our land and constructed inventories. The risk of owning undeveloped land, developed land and constructed inventories can be substantial and the market value of the same can fluctuate significantly as a result of changing economic and market conditions. There is often a significant lag between the time we acquire land or development rights and the time that we can construct and develop such project and sell our inventories. Further, the actual timing of the completion of a project may be different from its forecasted schedule for a number of reasons, including the need to obtain governmental approvals and building permits. In addition, real estate investments, both in land and constructed inventories, are relatively illiquid, which may limit our ability to vary our exposure in the real estate business promptly in response to changes in economic or other conditions. We could be adversely affected if market conditions deteriorate or if we purchase land or construct inventories at higher prices during stronger economic periods and the value of the land or the constructed inventories subsequently declines during weaker economic periods.

**We conduct due diligence and assessment exercises prior to acquisition of land for undertaking development, but we may not be able to assess or identify certain risks and liabilities.**

We constantly acquire lands for our various development activities and these may be acquired either directly or through subsidiaries or entities identified by us for this purpose. We have an internal assessment process on land selection and acquisition which includes a due diligence exercise to assess the title of the land and preparation of feasibility reports to assess its development and marketability.

Our internal assessment process is based on information that is available or accessible by us. There can be no assurance that such information is accurate, complete or current. Any decision based on inaccurate, incomplete or dated information may result in risks and liabilities associated with acquiring and owning such parcels of land, being passed onto us. This may adversely affect our business, financial condition and results of operations.

**Some of our agreements may be inadequately stamped and some of our immovable properties may have certain irregularities in title, as a result of which our operations may be impaired.**

Some of our agreements may not be adequately stamped and some of our immovable properties for our projects or offices, which are either owned by us or taken on lease or have development rights on, may have one or more irregularities of title such as non-execution of conveyance deeds for transfer of property, inadequate stamping and/or non-registration of deeds and agreements, non-execution of lease deeds and non-renewal of lease agreements, and may be subject to encumbrances that we are not aware of. If we do not have, or are unable to obtain clear title to these lands and are unable to develop such lands for this reason, our financial position and results of operations may be adversely affected.

**Our insurance coverage may not adequately protect us against losses, and successful claims that exceed our insurance coverage may adversely affect our business, results of operations and financial condition.**

We maintain insurance coverage of the type and in the amounts that we believe are commensurate with our operations. Our insurance policies, however, may not provide adequate coverage in certain circumstances and may be subject to certain deductibles, exclusions and limits on coverage. In addition, there may be types of risks and losses for which we do not maintain insurance, because they are either uninsurable or because insurance is not available to us on acceptable terms. A successful assertion of one or more claims against us that exceeds our available insurance coverage or results in changes in our insurance policies, including premium increases or the imposition of a larger deductible or coinsurance requirement, could adversely affect our business, results of operations and financial condition.



**Our brand 'Ashiana' is well established in the regions and in the markets where we currently operate, and relatively lesser known in newer geographies that we may venture into in the future.**

Our Company's projects are primarily situated in certain regions such as Bhiwadi, Jaipur and Jamshedpur, where the 'Ashiana' brand is well established. Our marketing strategy largely revolves around our brand presence in the geographies where we operate and cross selling to and referrals from our existing customers. Further, the framework of local land laws in such geographies are also known to our in-house teams. If we are unable to establish our brand in the newer geographies where we expect to operate in the future and establish a client base in such geographies, our business, prospects, financial condition and results of operations may be adversely affected. For details, in relation to legal proceedings involving intellectual property infringements, please see section "Legal Proceedings".

**We may not be successful in expanding our real estate business into new geographical areas and markets in which we do not have significant experience.**

We have expanded our business, outside of our traditional geographic focus, to new areas such as Sohna (Gurgaon), Halol (Gujarat) and Chennai (Tamilnadu). We face risks with projects in geographic areas in which we do not possess the same level of familiarity with the development, ownership and management of properties, including adjusting our construction methods to different geographies; establishing good relations with the local landowners and joint venture partners; obtaining the necessary construction and raw materials and labor in sufficient amounts and on acceptable terms; obtaining necessary governmental approvals and the building permits under unfamiliar regulatory regimes; understanding the requirements of the local laws and market practice; attracting potential customers in a market in which we do not have significant experience; hiring new employees and acquiring infrastructure at reasonable cost; and competing with established local players familiar with these geographies. In particular areas, demand for property may reduce which may impact our strategy and ability to execute projects in such areas. We may not be able to successfully manage the risks of such an expansion, which could have a material adverse effect on our revenues, earnings and financial condition.

**Land is subject to compulsory acquisition by the government and compensation in lieu of such acquisition may be inadequate.**

The right to own property in India is subject to restrictions that may be imposed by the Government. In particular, the Government under the provisions of the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 and (the "Land Acquisition Act") has the right to compulsorily acquire any land if such acquisition is for a "public purpose", after providing compensation to the owner. However, the compensation paid pursuant to such acquisition may not be adequate to compensate the owner for the loss of such property. The likelihood of such acquisitions may increase as central and state governments seek to acquire land for the development of infrastructure projects such as roads, railways, airports and townships. Additionally, we may face difficulties in interpreting and complying with the provisions of the Land Acquisition Act, due to limited jurisprudence on them in the event our interpretation differs from or contradicts any judicial pronouncements or clarifications issued by the government. In the future, we may face regulatory actions or we may be required to undertake remedial steps. Any such action in respect of any of the projects in which we are investing or may invest in the future may adversely affect our business, financial condition or results of operations.

**Our business is subject to a variety of safety, health and environmental laws and regulations. Any failure on our part to comply with applicable environmental laws and regulations could have an adverse effect on our business, financial condition, cash flows and results of operation.**

As a real estate development company, we are required to comply with various laws and regulations relating to the environment. Some of our project operations are subject to environmental laws and regulations including the Environmental Protection Act 1986, the Air (Prevention and Control of Pollution) Act 1981, the Water (Prevention and Control of Pollution) Act 1974 and other regulations promulgated by the Ministry of Environment and the Pollution Control Boards (PCBs) of the relevant states. We may incur substantial costs in complying with



environmental laws and regulations. There can be no assurance that compliance with such laws and regulations will not result in completion delays or material increases in our costs or otherwise have an adverse effect on our financial condition and results of operations.

We believe environmental regulation of industrial activities in India will become more stringent in the future. The scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with certainty. The costs and management time required to comply with these requirements could be significant. The measures we implement in order to comply with these new laws and regulations may not be deemed sufficient by governmental authorities and our compliance costs may significantly exceed our estimates. If we fail to meet environmental requirements, we may also be subject to administrative, civil and criminal proceedings by governmental authorities, as well as civil proceedings by environmental groups and other individuals, which could result in substantial fines and penalties against us as well as orders that could limit or halt our operations.

There can be no assurance that we will not become involved in future litigation or other proceedings or be held responsible in any such future litigation or proceedings relating to safety, health and environmental matters in the future, the costs of which could be material. Clean-up and remedial costs, as well as damages, other liabilities and related litigation, could adversely affect our business, financial condition and results of operations.

**We have not obtained trademark registrations for our corporate name "Ashiana" and our logo. If we are not successful in enforcing our intellectual property rights for any reason, it may have an adverse effect on our reputation, goodwill, business, prospects, financial condition and results of operations.**

We believe that there is significant goodwill associated with our brand "Ashiana" which has contributed significantly towards our success. However, we have not registered any copyright, trademark, tradename or other intellectual property right in relation to our brand or our logo, and have received objections in connection with certain of our trademark applications. As a result, we may not be able to prevent the use of this name or variations thereof by any other party, nor ensure that we will continue to have a continued right of usage. We further cannot assure you that our goodwill in such brand name or logo will not be diluted by third parties due to our failure to register the same, which in turn would have a material adverse effect on our reputation, goodwill, business, prospects, financial condition and results of operations.

**Our business may suffer if we are unable to sustain the quality of our property management services.**

As part of our business, we provide property management services to our completed residential, commercial and retail developments. These services include, among others, security management, building maintenance and the operation of leisure facilities such as swimming pools and fitness centres. We believe that our property management services are an integral part of our business and are important to the successful marketing and promotion of our property developments. If owners of the projects that we have developed elect to discontinue the services provided by our property management subsidiary, our property management business would be adversely impacted, which in turn could adversely affect the attractiveness of our developments.

**Any failure in our IT systems could adversely impact our business.**

Any delay in implementation or disruption of the functioning of our IT systems could disrupt our ability to track, record and analyze work in progress or causing loss of data and disruption to our operations, including an inability to assess the progress of our projects, process financial information or manage creditors/debtors or engage in normal business activities. This could have a material adverse effect on our business.

**We primarily operate in industrial hubs located along the Delhi - Mumbai industrial corridor, which is expected to grow at a significant rate in the near future.**

We primarily operate in areas such as the Delhi Mumbai industrial corridor which are expected to experience growth at a significant rate in the near future based on endeavors promoted by the Government of India. Growth at a rate lower than expectations in such geographies may result in



a lowering of demand for our real estate developments, which may in-turn result in a material adverse effect on our business and margins.

The Government proposes to enact the Real Estate (Regulation and Development) Bill, 2013 (the "Real Estate Bill") with respect to real estate projects. Pending the Real Estate Bill becoming a statute, our Company is currently not in a position to analyze the requirements that our Company may have to comply with in accordance with the Real Estate Bill and accordingly predict the impact it may have on our business, prospects, financial condition and results of operations.

The Government of India proposes to enact the Real Estate Bill which is expected to include, inter alia, requirements to register real estate projects and obtain a certificate of registration and other approvals from the relevant authority constituted thereunder. Failure to comply with such provisions may attract penalties from the relevant authorities and/ or cause delays in the completion of a project. The Real Estate Bill is yet to be approved by the Parliament of India and will require publication in the Official Gazette before becoming a law. There is no certainty that the Real Estate Bill will be passed in its current form, or at all, and our Company is accordingly not in a position to analyze the requirements that our Company may have to comply with and the implications of the same on our business and results of operations. At this stage, we cannot predict with certainty the impact of the Real Estate Bill on our business and operations, if enacted.

#### Risks Relating to Doing Business in India

The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs.

The Indian Parliament enacted the Companies Act, 2013, most of the provisions of which have been notified by the Government of India, which also has started promulgating various rules and regulations there under. To the extent the Companies Act, 2013 has not been notified the Companies Act, 1956 continues to be applicable. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital (including provisions in relation to issue of securities on a private placement basis), disclosures in offer document, corporate governance norms, accounting policies and audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors, insider trading, and restrictions on directors and key managerial personnel from engaging in forward dealing. We are also expected to spend, in each financial year, at least 2.0% of our average net profits during three immediately preceding financial years towards corporate social responsibility activities. Further, the Companies Act, 2013 imposes greater monetary and other liability on our Company and Directors for any non-compliance. To ensure compliance with the requirements of the Companies Act, 2013, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Additionally, some of the provisions of the Companies Act, 2013 overlap with other existing laws and regulations (such as the corporate governance norms and insider trading regulations issued by SEBI). Recently, SEBI issued revised corporate governance guidelines which are effective from October 1, 2014. Pursuant to the revised guidelines, we will be required to, amongst other things, ensure that there is at least one woman director on our Board at all times, establish a vigilance mechanism for directors and employees, and reconstitute certain committees in accordance with the revised guidelines. We may face difficulties in complying with any such overlapping requirements. Further, our Company is in the process of



evaluating the full impact of provisions of the Companies Act, 2013 and the revised SEBI corporate governance guidelines, which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

**We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business.**

The Competition Act, 2002, as amended (the "Competition Act") regulates practices having "appreciable adverse effects on competition" ("AAEC") in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and results in imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, shares the market by way of geographical area or number of subscribers in the relevant market, or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC in the relevant market in India and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

On March 4, 2011, the Government issued and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the CCI. Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011 (as amended) which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We are not currently party to any outstanding proceedings, but we have received notice in the past, in relation to noncompliance with the Competition Act or the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations and prospects.

**The Indian economy has had sustained periods of high interest rates and/or inflation.**

The majority of our direct costs are incurred in India. India has experienced high levels of inflation since 1980, with the wholesale price index based inflation rate peaking at an annual rate of 13.7% in 1991. Notwithstanding recent reductions in the inflation rate, based on the wholesale price index, which was 9.6% in the financial year 2011, 8.9% in the financial year 2012, 7.4% in the financial year 2013 and 6.0% in the financial year 2014 (Source: Reserve Bank of India), we tend to experience inflation-driven increases in certain of our costs, such as salaries and related allowances, that are linked to general price levels in India. However, we may not be able to increase the tariffs that we charge for our services sufficiently to preserve operating margins. Accordingly, high rates of inflation in India could increase our costs and decrease our operating margins, which could have an adverse effect on our business and results of operations.

**A slowdown in economic growth in India and other countries in which we operate could cause our business to suffer.**

Our results of operations and financial condition are dependent on, and have been adversely affected by, conditions in financial markets in the global economy, and, particularly in India and the other countries in which we operate. In the recent past, the Indian economy has been affected by global economic uncertainties and liquidity crisis, domestic policy and political environment,



volatility in interest rates, currency exchange rates, commodity and electricity prices, adverse conditions affecting agriculture, rising inflation rates and various other factors. GDP growth for the financial year 2014 increased marginally to 4.7% from 4.5% for the financial year 2013. The RBI, in its recent monetary policy reviews, has indicated that inflation continues to be a concern and further tightening measures may be required. Risk management initiatives by banks and lenders in such circumstances could affect the availability of funds in the future or the withdrawal of our existing credit facilities. The Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on our business. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, especially the United States, have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could adversely affect our business, results of operations, financial condition and the trading price of our Equity Shares.

The uneven global recovery reflects several underlying issues and consequent risks. First, despite indications of a gathering recovery momentum, and tax reliefs, raising questions on the sustainability of such policy approach and the impact of the eventual unwinding and reversal of these stimuli. Should a further downgrade of the sovereign credit ratings of the U.S. government occur, it is foreseeable that the ratings and perceived creditworthiness of instruments issued, insured or guaranteed by institutions, agencies or instrumentalities directly linked to the U.S. government could also be correspondingly affected by any such downgrade. Instruments of this nature are widely used as collateral by financial institutions to meet their day-to-day cash flows in the short-term debt market. Any increase in borrowing rates in the U.S. may result in lesser foreign investments into emerging economies such as India, possibly impacting their economic growth.

In Europe, especially the Eurozone, large budget deficits and rising public debts have triggered sovereign debt finance crisis that resulted in the bailouts of Greece, Ireland, Portugal and Spain and elevated the risk of government debt defaults, forcing governments to undertake aggressive budget cuts and austerity measures, in turn underscoring the risk of global economic and financial market volatility.

Japan has also experienced deflationary pressure since the early 1990s, made worse by the devastating earthquake and tsunami of March 2011 and the consequent damage to its nuclear industry. Prime Minister Abe Shinzo's policy of monetary easing which includes measures such as inflation targeting at a 2% annual rate, correction of the excessive yen appreciation, setting negative interest rates, radical quantitative easing and expansion of public investment has resulted in a weaker Yen, thus increasing the cost of imports, including food, oil and other natural resources upon which Japan is highly reliant. In emerging and developing economies, particularly China, India, Brazil and Russia, risks to macroeconomic and financial stability have arisen from the influx of short-term capital, excessive currency movements and pressures on general and asset price inflation. These have necessitated further policy tightening, introduction of liquidity management measures and imposition of some forms of capital controls.

The resulting economic pressure on the economies in which we operate, a general lack of confidence in the financial markets and fears of a further worsening of the economy have affected and may continue to affect the economic conditions in such countries. We cannot assure you that the markets in which we operate will undergo a full, timely and sustainable recovery. The economic turmoil may continue or take place in the future, adversely affecting our business, results of operations and financial condition.



Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of its Equity Shares may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The governments in the past have sought to implement economic reforms policies and have undertaken initiatives that continue the economic liberalization policies pursued by the previous governments. There can be no assurance that liberalization policies will continue in the future. The rate of economic liberalization could change, and specific laws and policies affecting power or real estate sector, foreign investment and other matters affecting investment in our securities could change as well. A new government was elected in May 2014. The newly elected government may announce new policies or withdraw existing benefits, which may be applicable to our sector. Any significant change in such policies could adversely affect business and economic conditions in India, generally, and our results of operations and financial condition, in particular.

**Risks relating to the Issue**

We intend to deploy our issue proceeds in our existing business and general corporate purposes and we may not apply the proceeds in ways that yield a favorable result to us. Our management will have broad discretion to use the proceeds from this offering, and you will be relying on the judgment of our management regarding the application of these proceeds. We may not be able to apply the proceeds of this offering in ways that may lead to a favorable return to us in all cases or at all.

- g. Details of default, if any, (as on 31<sup>st</sup> December 2015) including therein the amount involved, duration of default and present status, in repayment of -
- i) Statutory dues;

According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues, as applicable, and no such statutory dues were outstanding as at the last day of the financial year under review for a period of more than six months from the date they became payable.

There are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess, as applicable, which have not been deposited on account of any dispute, except the following:

| Name of the Statute | Amount (Rs. in Lacs) | Relating to the Year | Forum where dispute pending                                   |
|---------------------|----------------------|----------------------|---|
| Income Tax Act, 196 | 55.49                | 2011-12              | Commissioner of Income Tax                                    |
| Finance Act, 1994   | 89.20                | 2007-08 to 2010-11   | Customs, Excise and Service Tax Appellate Tribunal, New Delhi |

- ii) Debentures and interest thereon;

Nil

- iii) Deposits and interest thereon;

Nil

- iv) Loan from any bank or financial institution and interest thereon.

Nil



- h. Names, designation, address and phone number, email ID of the nodal/ compliance officer of the company, if any, for the private placement offer process;

**Mr. Nitin Sharma, Company Secretary**  
304, Southern Park, Saket District Centre, Saket, New Delhi - 110017  
Tel: +91 11 42654265, Fax: +91 11 4265 4200  
Email: nitin.sharma@ashianahousing.com

The investors may contact the Compliance Officer in case of any pre-issue/ post-issue related matters such as non-credit of letter(s) of allotment/ Bonds/ Debenture(s) in the demat account, non-receipt of refund order(s), interest warrant(s)/ cheque(s) etc.

**2. PARTICULARS OF THE OFFER**

- a. **Date of passing of board resolution;**

February 09, 2016 by the Board of Director and March 29, 2016 by Executive Committee of Directors for Issuance of 'Debt Securities'

- b. **Date of passing of resolution in the general meeting, authorizing the offer of securities;**

March 29, 2016 through Postal Ballot

- c. **Kinds of securities offered (i.e. whether share or debenture) and class of security;**

Secured Redeemable Non-Convertible Debentures (NCD) in the form of Separately Transferable Redeemable Principal Part (STRRP)

- d. **Price at which the security is being offered including the premium, if any, alongwith justification of the price;**

At par, Rs. 1,00,000/- per STRRP/ Security  
The debentures are issued at par, hence justification not applicable

- e. **Name and address of the valuer who performed valuation of the security offered;**

Not Applicable, as Secured Redeemable Non-Convertible Debentures (NCDs) in the form of Separately Transferable Redeemable Principal Part (STRRP) are issued at par

- f. **Amount which the company intends to raise by way of securities;**

Rs. 10.00 Crores

- g. **Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment;**

As per Addendum dated April 06, 2016 to the Draft shelf Disclosure Document dated March 29, 2016

- h. **Proposed time schedule for which the offer letter is valid;**

As per Addendum dated April 06, 2016 to the Draft shelf Disclosure Document dated March 29, 2016

- i. **Purposes and objects of the offer;**

As per Issue Details of Draft shelf Disclosure Document dated March 29, 2016





- j. contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects;

Not Applicable

- k. Principle terms of assets charged as security, if applicable;

As per Issue Details of Draft shelf Disclosure Document dated March 29, 2016

**3. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.**

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

Nil

- ii. 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 offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed

As per Annexure II

- iii) Remuneration of directors (during the current year and last three financial years);

As per Draft shelf Disclosure Document dated March 29, 2016

- iv. Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided.

As per Annexure-I attached herewith

- v. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer 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

There were no reservations or qualifications or adverse remarks of auditors in the last five financial years.

- vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries

NIL

- vii. Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company

NIL

**4. FINANCIAL POSITION OF THE COMPANY**

- a. the capital structure of the company in the following manner in a tabular form-



- (i) a) the authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value); as on 31-12-2015

| Share Capital  | No. of Shares | Amount<br>(Rs. in Crores) |
|--|---------------|---------------------------|
| Authorized Share Capital:<br>Equity Shares of Rs 2/- each                                  | 175,000,000   | 35.00                     |
| Issued, Subscribed & Paid-up Share Capital :<br>Equity Shares of Rs 2/- each fully paid up | 102,352,099   | 20.47                     |

- b) Size of the present offer;

Not applicable, as this is not an equity issue

- c) paid up capital

(A) After the Offer;

Not applicable as the present offer is for issue of Secured Redeemable Non-Convertible Debentures (NCDs) in the form of STRPP

(B) after conversion of convertible instruments (if applicable)

Not applicable

(C) share premium account (before and after the offer)

Not applicable

- (ii) the details of the existing share capital of the issuer company 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

Provided that the issuer company shall also disclose the number and price at which each of the allotments were made in the last one year preceding the date of the offer letter separately indicating the allotments made for considerations other than cash and the details of the consideration in each case;

As per Draft shelf Disclosure Document dated March 29, 2016

- b. Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter; (Standalone)

| (Rs. in Crores) |                   |        |                  |
|-----------------|-------------------|--------|------------------|
| Financial Year  | Profit Before Tax | Tax    | Profit After Tax |
| 2012-13         | 37.49             | 5.40   | 32.10            |
| 2013-14         | 22.33             | (0.21) | 21.45            |
| 2014-15         | 47.39             | 1.71   | 45.67            |

- c. Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid) (Standalone)

| Financial Year | Equity Dividend (%) | Interest Coverage Ratio<br>(Times) |
|----------------|---------------------|------------------------------------|
| 2012-13        | 22.50%              | 14.22                              |
| 2013-14        | 25.00%              | 14.85                              |
| 2014-15        | 25.00%              | 33.11                              |

- d. A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of circulation of offer letter;

As per Draft shelf Disclosure Document dated March 29, 2016



- e. **Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter;**

As per Draft shelf Disclosure Document dated March 29, 2016

- f. **Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company**

There is change in revenue recognition policy from the Financial year 2011-12. The company had shifted to contract completion method from percentage completion method.

Revenue in respect of the projects undertaken on or after 1st April, 2011 and the projects undertaken between 1st April, 2006 and 31st March, 2011, which did not reach the level of completion as considered appropriate by the management within 31st March, 2011, as discussed in (b) below, is accounted for (i) on delivery of absolute physical possession of the respective units on completion, or (ii) on deemed possession of the respective units on completion or (iii) on physical possession for fit-out, as considered appropriate by the management based on circumstantial status of the project.

Revenue in respect of projects undertaken between 1st April, 2006 and 31st March, 2011, which did not reach the level of construction as considered appropriate by the management within 31st March, 2011 is recognized on the "Percentage of Completion Method" (POC) of accounting and represents value of units contracted to be sold to the extent of actual work done against total estimated cost of execution. The corresponding cumulative amount at the close of the year appears under 'Current Liabilities' as deduction from "Advance from customers

**5. A DECLARATION BY THE DIRECTORS THAT-**

- a. the company has complied with the provisions of the Act and the rules made thereunder;
- b. the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
- c. the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter;

I am authorized by the 'Executive Committee of Directors' authorized by the Board of Directors of the Company vide resolution dated February 09, 2016 & March 29, 2016 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made there under in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the Company.

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

Place: New Delhi  
Dated: April 06, 2016



*(Signature)*  
(Nitin Sharma)  
Company Secretary

This schedule prepared in conformity with SEBI (Issue & Listing of Debt Securities) regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/12/878 dated June 8, 2008, SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2012 issued vide circular no. LAD-NRO/GN/2012-13/19/3392 dated October 12, 2012 and SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2014 issued vide circular No. LAD-NRO/GN/2013-14/43/207 dated January 31, 2014, SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2015 issued vide circular No. LAD-NRO/GN/2014-15/25/539 dated March 24, 2015, Issues pertaining to primary issuance of debt securities issued vide circular no. CIR/IMD/DF/18/2013 dated October 29, 2013 (referred in this document "SEBI Regulations/ Circulars") for private placement and is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the debentures to be issued by the issuer.

**DRAFT SHELF DISCLOSURE DOCUMENT**



**ASHIANA HOUSING LIMITED**

CIN No. L70109WB1986PLC040864, Date of Incorporation: 25 June 1986

A Public Ltd. Company Incorporated under the Companies Act, 1956

Registered Office: 5F, Everest, 46/C Chowringhee Road, Kolkata - 700 071

Head Office: 304, Southern Park, Saket District Centre, Saket, New Delhi – 110017

Tel: +91 11 4265 4265 Fax: +91 11 4265 4200

E-mail: investorrelations@ashianahousing.com, Website: www.ashianahousing.com

Company Secretary: Mr. Nitin Sharma

**DRAFT SHELF DISCLOSURE DOCUMENT UNDER COMPANIES ACT, 2013, SCHEDULE I OF SEBI (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) (AMENDMENT) REGULATIONS, 2012 & 2015\***

**ISSUE:**

Draft Shelf Disclosure Document for Private Placement of Secured Redeemable, Non-Convertible, Debentures (NCDs) in the form of Separately Transferable Redeemable Principal Part (STRPP) of Rs. 1 lac each for cash at par upto Rs. 100.00 crores including green shoe option of Rs. 50.00 crores.

**GENERAL RISKS:**

For taking an investment decision, investors must rely on their own examination of the Issue and the Draft Shelf Disclosure Document including the risks involved. The Issue has not been recommended or approved by Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this Draft Shelf Disclosure Document.

**CREDIT RATING:**

The Debentures have been rated "BWR A+(SO)" [pronounced as BWR A Plus (Structured Obligation)] (Outlook: Stable) by Brickwork Ratings India Pvt. Limited, for upto Rs. 100 crores vide letter dated March 23, 2016. Instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.



The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating obtained is subject to revision at any point of time in the future. The rating agencies have a right to suspend, withdraw the rating at any time on the basis of new information etc.

**ISSUER'S ABSOLUTE RESPONSIBILITY:**

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Draft Shelf Disclosure 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 this Draft Shelf Disclosure Document is true and correct in all material respects 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 makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**LISTING:**

The Debentures are proposed to be listed on the Wholesale Debt Market Segment (WDM) of BSE Ltd.

| REGISTRAR TO THE ISSUE   | TRUSTEE TO THE DEBENTURE HOLDERS  |
|--|---|
|  <p><b>Beetal Financial &amp; Computers Services (P) Ltd.</b><br/>Beetal House, 3rd Floor, 99 Madangir,<br/>Behind Local Shopping Centre, Near Dada Harsukhdas Mandir<br/>New Delhi – 110 062<br/>Tel No. 011 – 29961281-83, Fax No. 011 – 29961284<br/>Email: beetal@beetalfinancial.com</p> |  <p><b>IL&amp;FS Trust Company Limited</b><br/>The IL&amp;FS Financial Center, Plot No. C-22, G-Block, 3rd Floor<br/>Bandra Kurla Complex, Bandra (East),<br/>Mumbai 400 051<br/>Tel No. (022) 2653 3333, Fax No. (022) 2653 3297<br/>Email: shailesh.kokate@ilfsindia.com</p> |



## COLLECTING BANKER TO THE ISSUE

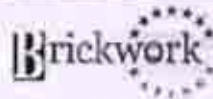
**HDFC Bank Limited**

E-6, Local Shopping Centre, Masjid Moth, Greater Kailash -II, New Delhi-110 048

Tel : +91 -07428159369

Email: neetu.mathur@hdfcbank.com

## RATING AGENCIES

**Brickwork Ratings India Pvt. Limited**

3rd Floor, Raj Alkaa Park, 29/3 &amp; 32/2 Kalena Agrahara,

Bannerghatta Road, Bangalore - 560 076

Tel No. 91-80-40409999, Fax No. 91-80-4040 9990

E-mail: info@brickworkindia.com

## ISSUE SCHEDULE

|                          |   |
|--------------------------|---|
| Issue Opening Date       | As per Term Sheet                       |
| Issue Closing Date       | As per Term Sheet                       |
| Deemed Date of Allotment | Within 7 days of the Issue Closing Date |

(Note: The Company reserves the right to close the issue earlier or extend the closing date from the aforesaid date or change the issue time table including the Deemed Date of Allotment at its sole discretion without giving any reasons or prior notice and also accept or reject any application in part or in full without assigning any reason.)



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## DEFINITIONS AND ABBREVIATIONS

|  |   |
|--|---|
| Company / Issuer / We/ Us/Ashiana/AHL        | Ashiana Housing Limited (Ashiana) having its Registered Office at: 5F, Everest, 46/C Chowringhee Road, Kolkata - 700 071 & Head Office: 304, Southern Park, Saket District Centre, Saket, New Delhi - 110017.   |
| Arranger                                     | Such Person(s)/entities as have been authorized by the Issuer for the marketing of the Issue.   |
| Applicant(s) / Investor(s)                   | Any prospective Applicant who is eligible to participate in this Issue and makes an Application pursuant to the Draft Shelf Disclosure Document and the Application Form subject to a maximum number of persons as specified in the Companies Act.  |
| Application Amount                           | An amount equal to the aggregate value of NCDs applied for to be paid by an Applicant at the time of making an Application.   |
| Application Form                             | The form in which an investor can apply for subscription to the Debentures  |
| Allot/Allotment/Allotted                     | Unless the context otherwise requires or implies, the allotment of the Debentures pursuant to the Issue   |
| Articles                                     | Articles of Association of the Company  |
| Board  | Board of Directors of the Company or a Committee thereof  |
| Companies Act                                | Companies Act, 2013 (to the extent notified) and the rules made thereunder and/or provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.  |
| Credit Rating Agency/ Credit Rating Agencies | Any SEBI Registered Rating Agency appointed from time to time   |
| Coupon Payment Date                          | Date of payment of interest on the Debentures   |
| Date of Allotment                            | The date on which Allotment for the Issue is made, which shall be Deemed Date of Allotment  |
| Debentures/NCDs/Debt Securities/ STRPP       | Secured Redeemable Non-Convertible Debenture(s) in the form of Separately Transferable Redeemable Principal Part (STRPP) of face value of Rs. 1 Lakh each upto Rs. 100.00 crores including green shoe option of Rs. 50.00 crores to be issued in Tranches by Ashiana Housing Ltd.                       |
| Debenture Holder                             | The investors who are allotted Debentures/ STRPP  |
| Debenture Trustee                            | Trustee for the Debenture holders, in this case being <b>IL&amp;FS Trust Company Limited</b> , The IL&FS Financial Center, Plot No. C-22, G-Block, 3rd Floor, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Tel No. (022) 2653 3333, Fax No. (022) 2653 3297, Email: shafish.kokate@ifcindia.com |
| Depository/ies                               | National Securities Depository Ltd. (NSDL) / Central Depository Services (India) Ltd. (CDSL)  |
| DP   | Depository Participant  |
| e-payment                                    | Real Time Gross Settlement (RTGS)/National Electronic Fund Transfer (NEFT)/Online banking or Internet banking or E-banking (e-bank)   |
| FEMA Regulations                             | The Regulations framed by the RBI under the provisions of the Foreign Exchange Management Act, 1999, as amended from time to time   |
| FII  | Foreign Institutional Investor (as defined under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995) registered with SEBI   |
| IFSC   | Indian Financial System Code (IFSC) is an alphanumeric code that uniquely identifies a bank-branch participating in the two main electronic funds settlement systems in India - RTGS and NEFT systems.  |
| I.T. Act                                     | The Income-tax Act, 1961 as amended from time to time   |
| Issue/ Offer                                 | Issue of Secured, Redeemable, Taxable and Non-Convertible Debentures in the form of STRPP on a Private Placement basis in one or more tranches at the Issuer's sole discretion.   |
| ISIN   | International Securities Identification Number  |



|                                  |  |
|----------------------------------|--|
| Material Adverse Effect          | "Material Adverse Effect" shall mean the effect or consequence of any event or circumstance which is or is likely to be:<br>(i) adverse to the ability of the Company or any person to perform or comply with any of their respective obligations under this Draft Shelf Disclosure Document or any Transaction Document in accordance with their respective terms; or<br>(ii) prejudicial to any of the businesses, operations or financial condition of the Company or its projects or of any person who is party to any Transaction Document. |
| Memorandum / MoA                 | Memorandum of Association of the Company   |
| NRI                              | A person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the FEMA Regulations.  |
| Registrar/Registrar to the Issue | Registrar to the Issue, in this case being <b>Beetal Financial &amp; Computers Services (P) Limited</b> , Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre , Near Dada Harsukhdas Mandir, New Delhi - 110 062, Tel No. 011 - 29961281-83, Fax No. 011 - 29961284, Email: beetal@beetalfinancial.com  |
| ROC                              | The Registrar of Companies, Mumbai.  |
| RBI                              | The Reserve Bank of India  |
| 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 Regulations/ Guidelines     | The Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008 dated June 6, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 dated October 12, 2012 and SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2014 dated January 31, 2014 & SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2015 vide circular No. LAD-NRO/GN/2014-15/25/539.dated March 24, 2015.  |
| Security Documents               | Any security document entered into from time to time for creation of any security for the benefit of the Debenture Holders   |
| Draft Shelf Disclosure Document  | Draft Shelf Disclosure Document dated March 29, 2016 for Private Placement of Secured Redeemable Non-Convertible Debenture(s) in the form of STRPP of face value of Rs. 1 Lakh each upto Rs. 100.00 crores including green shoe option of Rs. 50.00 crores to be issued in Tranches by Ashiana Housing Limited   |
| Stock Exchange                   | BSE Ltd. ("BSE")   |





## DISCLAIMER

### GENERAL DISCLAIMER

This Draft Shelf Disclosure Document is neither a Prospectus nor a Statement in Lieu of Prospectus and is prepared in accordance with Companies Act, Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 6, 2008, SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2012 issued vide circular no. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012 and SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2015 vide circular No. LAD-NRO/GN/2014-15/25/539, dated March 24, 2015 (referred in this document as "SEBI guidelines"). This document does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures to be issued by Ashiana Housing Limited, (the "Issuer"/ the "Company"). The document is for the exclusive use of the Institutions to whom it is delivered and it should not be circulated or distributed to third party(ies). The Company certifies that the disclosures made in this document are generally adequate and are in conformity with the captioned SEBI guidelines. This requirement is to facilitate investors to take an informed decision for making investment in the proposed Issue.

The Issue of Debentures, proposed to be listed on the Wholesale Debt Market Segment of the BSE Ltd. ("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. All offers shall be made only to such persons whose names are recorded by the Company prior to the invitation to subscribe, and that such persons shall receive the offer by name, and that a complete record of such offers shall be kept by the Company in such manner as prescribed by the Companies Act and complete information about such offer shall be filed with the Registrar and SEBI within the stipulated timeframe. No offer or an invitation to an offer is being made to any persons, other than to those to whom an Application Form along with this Draft Shelf Disclosure Document has been sent. The person to whom a copy of the Draft Shelf Disclosure Document is addressed is alone entitled to apply for the Debentures. Any application by a person to whom the Draft Shelf Disclosure Document, and the Application Form have not been sent by the Company or the Arranger, if any, shall be rejected without assigning any reason. The person who is in receipt of this Draft Shelf Disclosure Document shall maintain utmost confidentiality regarding the contents of this Draft Shelf Disclosure Document and shall not reproduce or distribute in whole or in part or make any announcement in public or to a third party regarding the contents without the consent of the Issuer. Notwithstanding the foregoing, a Debenture Holder may provide this Draft Shelf Disclosure Document to a potential investor for the sole purpose of transferring the Debentures.

Apart from the Draft Shelf Disclosure Document, no offer document or prospectus has been prepared in connection with this Issue and no prospectus in relation to the Issuer or the Debentures relating to this offer has been delivered for registration nor is such a document required to be registered under the applicable laws.

This Draft Shelf Disclosure Document is issued by the Company and has been prepared by the Company to provide general information on the Company to potential investors to whom it is addressed and who are eligible and willing to subscribe to the Debentures and does not purport to contain all the information a potential investor may require. Where this Draft Shelf Disclosure Document summarizes the provisions of any other document, that summary should not be solely relied upon and the relevant document should be referred to for the full effect of the provisions. Neither this Draft Shelf Disclosure Document, nor any other information supplied in connection with the Debentures is intended to provide the basis of any credit or other evaluation. Any recipient of this Draft Shelf Disclosure Document should not consider such receipt a recommendation to purchase the Debentures. Each potential investor contemplating the purchase of any Debentures should make its own independent investigation of the financial condition and affairs of the Issuer, and its own appraisal of the creditworthiness of the Issuer. Potential investors should consult their own legal, regulatory, tax, financial, accounting, and/or other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and should possess the appropriate resources to analyse such investment and the suitability of such investment to such potential investor's particular circumstances.

This Draft Shelf Disclosure Document shall not be considered as a recommendation to purchase the Debentures and recipients are urged to determine, investigate and evaluate for themselves, the authenticity, origin, validity, accuracy, completeness, adequacy or otherwise the relevance of information contained in this Draft Shelf Disclosure Document. The recipients are required to make their own independent valuation and judgment of the Company and the Debentures. It is the responsibility of potential investors to ensure that when they sell/ transfer these Debentures, they shall do so in strict accordance with this Draft Shelf Disclosure Document and other applicable laws, so that the sale does not constitute an offer to the public.



meaning of the Companies Act. The potential investors should also consult their own tax advisors on the tax implications relating to acquisition, ownership, sale or redemption of the Debentures and in respect of income arising thereon. Investors are also required to make their own assessment regarding their eligibility for making investment(s) in the Debentures. The Company or any of its directors, employees, advisors, affiliates, subsidiaries or representatives do not accept any responsibility and/ or liability for any loss or damage however arising and of whatever nature and extent in connection with the said information.

#### **DISCLAIMER OF THE SECURITIES AND EXCHANGE BOARD OF INDIA**

The Securities have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this document. It is to be distinctly understood that this document should not, in any way, be deemed or construed that the same has been cleared or vetted 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 this document. SEBI reserves the right to take up at any point of time, with the Issuer Company, any irregularities or lapses in this Draft Shelf Disclosure Document.

#### **DISCLAIMER OF THE ARRANGER**

It is advised that the Issuer Company has exercised self due-diligence to ensure complete compliance of prescribed disclosure norms in this Draft Shelf Disclosure Document. The role of the Arranger in the assignment is confined to marketing and placement of the Debentures on the basis of this Draft Shelf Disclosure Document as prepared by the Issuer Company. The Arranger has neither scrutinized/ vetted nor has it done any due-diligence for verification of the contents of this Draft Shelf Disclosure Document. The Arranger shall use this document for the purpose of soliciting subscription to eligible investors in the Debentures to be issued by the Issuer Company on private placement basis. It is to be distinctly understood that the aforesaid use of this document by the Arranger should not in any way be deemed or construed that the document has been prepared, cleared, approved or vetted by the Arranger; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this document; nor does it take responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer Company. The Arranger or any of its directors, employees, affiliates or representatives does not accept any responsibility and/or liability for any loss or damage arising of whatever nature and extent in connection with the use of any of the information contained in this document.

#### **DISCLAIMER OF THE ISSUER**

The Issuer confirms that to the best of its knowledge and belief (and it has taken all reasonable care to ensure that such is the case) the information contained in this Draft Shelf Disclosure Document is true and correct in all material respects and is not misleading in any material respect. All information considered adequate and relevant about the Issue and the Issuer Company has made available in this Draft Shelf Disclosure Document for the use and perusal of the potential investors and no selective or additional information would be available for a section of investors in any manner whatsoever. The Issuer Company accepts no responsibility for statements made otherwise than in this Draft Shelf Disclosure Document or any other material issued by or at the instance of the Issuer Company and anyone placing reliance on any other source of information would be doing so at his/her/their own risk.

#### **DISCLAIMER OF THE STOCK EXCHANGE**

As required, a copy of this Draft Shelf Disclosure Document has been submitted to the BSE Ltd. (hereinafter referred to as "Stock Exchanges") for hosting the same on their website. It is to be distinctly understood that such submission of the document with BSE or hosting the same on their website should not in any way be deemed or construed that the document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this document; nor does it warrant that this Issuer's securities will be listed or continue to be listed on the Stock Exchanges; nor do they take responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer Company. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchanges whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.



#### **CAUTIONARY STATEMENT**

Any statements in this Draft Shelf Disclosure Document on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable laws or regulations. These statements are based on certain assumptions and reasonable expectation of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand - supply conditions, finished goods prices, raw materials cost & availability, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts and other factors such as litigation and industrial relations. The Company assumes no responsibility in respect of the forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

#### **FILING OF DRAFT SHELF DISCLOSURE DOCUMENT**

As per extant SEBI guidelines/ regulations, filing of this Draft Shelf Disclosure Document is not required either with SEBI, ROC or any other regulatory authority/(ies) before the opening of the Debenture Issue for subscription. Hence the same has not been delivered to ROC for registration nor has the same been filed with SEBI for vetting/ comments/ registration. The present issue of Debentures being made on private placement basis, copy of this Draft Shelf Disclosure Document along with PAS-4 and other documents as specified under the head "Material Contracts and Documents for Inspection" is required to be filed with SEBI & Registrar of Companies (ROC) within a period of thirty days of circulation of the private placement offer letter under Section 42 of the Companies Act 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014.

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

The private placement of Debentures is made in India to Companies, Corporate Bodies, Individuals, Trusts registered under the Indian Trusts Act, 1882, Societies registered under the Societies Registration Act, 1860 or any other applicable laws, provided that such Trust/ Society is authorized under constitution/ rules/ byelaws to hold Debentures in a Company, Indian Mutual Funds registered with SEBI, Indian Financial Institutions, Insurance Companies, Commercial Banks including Regional Rural Banks and Cooperative Banks, Provident, Pension, Gratuity, Superannuation Funds as defined under Indian laws. The Draft Shelf Disclosure Document does not, however, constitute an offer to sell or an invitation to subscribe to securities offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Shelf Disclosure Document comes is required to inform him about and to observe any such restrictions. Any disputes arising out of this issue will be subject to the exclusive jurisdiction of the courts at New Delhi. All information considered adequate and relevant about the Issuer has been made available to, the best of its knowledge and belief, in this Draft Shelf Disclosure Document for the use and perusal of the potential investors and no selective or additional information would be available for a section of investors in any manner whatsoever.

#### **DISCLAIMER OF DEBENTURE TRUSTEE:**

The debenture trustee is not a guarantor and will not be responsible for any non-payment of interest and redemption and/or any loss or claim.

#### **FORCE MAJEURE:**

Company reserves the right to withdraw the entire issue any time or restrict and retain the subscription amount to the extent of mobilization by pre-closure of issue in the event of any unforeseen development adversely affecting the economic and regulatory environment or if in the interest of the Company it is advisable to do so.



## A. ISSUER INFORMATION

Name and address of the following:

| Sr. No. | Particulars  | Details  |
|---------|--|--|
| 1.      | Registered Office of the Issuer                        | <b>Ashiana Housing Limited</b><br>5F, Everest, 46/C, Chowringhee Road,<br>Kolkata - 700 071.<br><br>Web site: <a href="http://www.ashianahousing.com">www.ashianahousing.com</a><br>CIN No. L70109WB1986PLC040864<br><br>Date of Incorporation 25 June 1986  |
| 2.      | Corporate Office of the Issuer                         | <b>Ashiana Housing Limited</b><br>304, Southern Park,<br>Saket District Centre,<br>Saket, New Delhi - 110017<br>Tel: +91 11 4265 4265<br>Fax: +91 11 4265 4200<br>Email: <a href="mailto:investorrelations@ashianahousing.com">investorrelations@ashianahousing.com</a><br>Website: <a href="http://www.ashianahousing.com">www.ashianahousing.com</a>   |
| 3.      | Company Secretary and Compliance Officer of the Issuer | <b>Mr. Nitin Sharma</b><br>Company Secretary<br>304, Southern Park,<br>Saket District Centre,<br>Saket, New Delhi - 110017<br>Tel: +91 11 4265 4265<br>Fax: +91 11 4265 4200<br>Email: <a href="mailto:nitin.sharma@ashianahousing.com">nitin.sharma@ashianahousing.com</a><br><br>The investors may contact the Compliance Officer in case of any pre-issue/ post-issue related matters such as non-credit of letter(s) of allotment/ Bonds/ Debenture(s) in the demat account, non-receipt of refund order(s), interest warrant(s)/ cheque(s) etc. |
| 4.      | Chief Financial Officer (CFO) of the Issuer            | <b>Mr. Vikash Dugar</b><br>Chief Financial Officer<br>304, Southern Park,<br>Saket District Centre,<br>Saket, New Delhi - 110017<br>Tel: +91 11 4265 4265<br>Fax: +91 11 4265 4200<br>Email: <a href="mailto:vikash.dugar@ashianahousing.com">vikash.dugar@ashianahousing.com</a>  |



|    |   |  |
|----|---|--|
| 6. | Trustee to the Issue                    | <b>IL&amp;FS Trust Company Limited</b><br>The IL&FS Financial Center,<br>Plot No. C-22, G-Block, 3rd Floor,<br>Bandra Kurla Complex, Bandra (East),<br>Mumbai 400 051.<br>Tel No. (022) 2653 3333, Fax No. (022) 2653 3297.<br>Email: <a href="mailto:shailesh.kokate@ilfsindia.com">shailesh.kokate@ilfsindia.com</a>   |
| 9. | Registrar to the Issue                  | <b>Beetal Financial &amp; Computers Services (P) Limited</b><br>Beetal House, 3rd Floor, 99 Madangir,<br>Behind Local Shopping Centre,<br>Near Dada Harsukhdas Mandir<br>New Delhi - 110 062<br>Tel No. 011 - 29961281-83, Fax No. 011 - 29961284<br>Email: <a href="mailto:beetal@beetalfinancial.com">beetal@beetalfinancial.com</a>                             |
| 8. | Credit Rating Agency (ies) of the Issue | <b>Brickwork Ratings India Pvt. Limited</b><br>3rd Floor, Raj Alkaa Park, 29/3 & 32/2 Kalena Agrahara,<br>Bannerghatta Road, Bangalore - 560 076<br>Tel No. 91-80-40409999, Fax No. 91-80-4040 9990<br>E-mail: <a href="mailto:info@brickworkindia.com">info@brickworkindia.com</a><br>Website: <a href="http://www.brickworkindia.com">www.brickworkindia.com</a> |
| 9. | Auditor(s) of the Issuer                | <b>M/s. B. Chhawchharia &amp; Co.</b><br>Chartered Accountants<br>DTJ 422, DLF Tower B,<br>Jasola District Centre, Jasola,<br>New Delhi - 110 025.<br>Tel: +91 11 4108 1004<br>Fax: +91 11 4108 1004<br>E-Mail: <a href="mailto:delhi@bcco.co.in">delhi@bcco.co.in</a>   |



**B. BRIEF SUMMARY OF THE BUSINESS / ACTIVITIES OF THE ISSUER AND ITS LINE OF BUSINESS****i. Overview**

Ashiana was incorporated under the Companies Act, 1956 on June 25, 1986 as Ashiana Housing & Finance (India) Limited. Subsequently, the name of the Company was changed to its present name in the year 2007 but has been doing business since 1979. We are pioneer in developing senior living projects. Ashiana was one of the first company to have started to make a senior living project.

We are primarily involved in middle to upper-middle income residential housing projects in satellite cities and towns in India, around industrial hubs, predominantly along the Delhi-Mumbai industrial corridor being promoted by the Government of India. Our residential real estate development projects range from apartments to group housing projects. In addition, as part of our commercial real estate development, we develop limited retail and commercial properties.

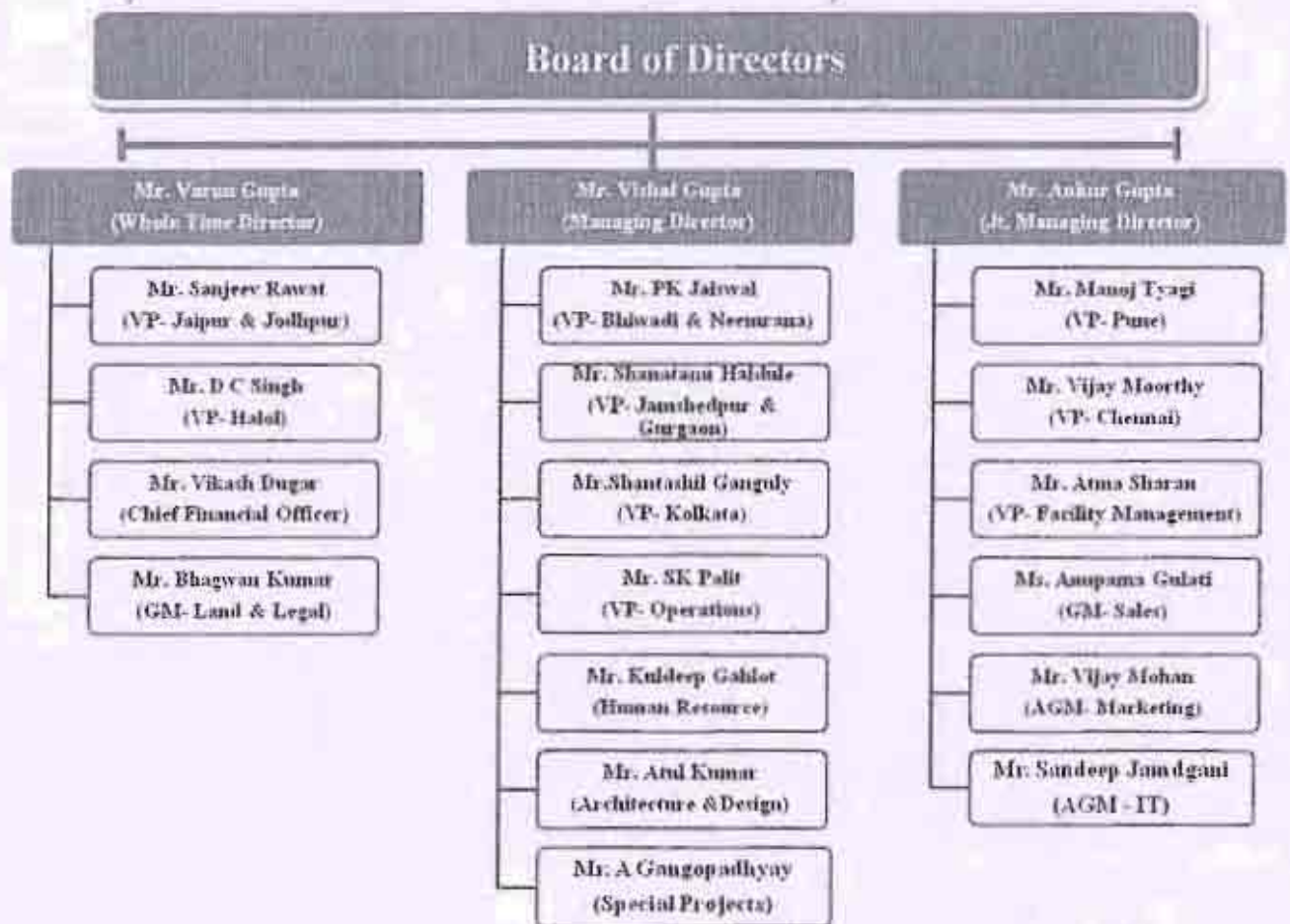
We are an integrated real estate development company involved in all activities associated with real estate development, including, identification and acquisition of land, planning, designing, construction and marketing of our projects and providing facilities management services including services such as identification of third parties lessees/buyers for our existing customers. We undertake our projects through our in-house team of professionals and by engaging architects and consultants. While designing and developing a project, we rely on a research based approach for layout planning, utilisation of area earmarked for development as per our plans approvals, unit size, amenities, interiors and sales and marketing strategy. Depending upon the market scenario, regulatory practice and consumer preferences, we plan our development mix and product design. We also regularly interact with our customers to receive direct feedback on the quality of our projects.

We believe that we have established a strong brand image, have a successful track record of execution and a diversified portfolio of real estate projects. As of December 31, 2015, we have completed 26 residential developments and 6 commercial developments, aggregating to 12.36 million square feet of Saleable Area. As of December 31, 2015, we had:

- 16 Ongoing Projects comprising 13 residential developments and 3 commercial developments, aggregating approximately 5.59 million square feet of Saleable Area; and
- 16 Future Projects comprising 14 residential developments and 2 commercial developments, aggregating approximately 10.38 million square feet of Saleable Area.

As of December, 2015, we had Land available for Future Development aggregating to 4.40 million square feet of saleable area. Our Land available for Future Development comprises lands located at Milakhpur (Bhiwadi) and Adityapur Land Jamshedpur in which we have obtained any right or interest, or have entered into agreements to sell/memorandum of understanding with respect to such rights or interest, as the case may be. Such lands do not form part of our Completed, Ongoing and Future Projects.



**ii. Corporate Structure (Tree Diagram)**


## iii. Key Operational and Financial Parameters

- a) Financial highlights for the last three audited/ unaudited financial years are as under (On a Standalone Basis):

## STANDALONE

(Rs in Crores)

| Parameters                                     | 31-12-2015<br>(Unaudited<br>Limited<br>Review) | 31-03-2015<br>(Audited) | 31-03-2014<br>(Audited) | 31-03-2013<br>(Audited) |
|--|--|-------------------------|-------------------------|-------------------------|
| Networth                                       | 542.12   | 520.73                  | 282.77                  | 266.55                  |
| Total Debt                                     | 21.44  | 36.00                   | 12.31                   | 13.91                   |
| of which - Non Current Maturities of           |  |                         |                         |                         |
| Long Term Borrowing                            | 21.44  | 32.96                   | 9.12                    | 11.05                   |
| - Short Term Borrowing                         | Nil  | Nil                     | Nil                     | 0.02                    |
| - Current Maturities of Long<br>Term Borrowing | -  | 3.04                    | 3.19                    | 2.84                    |
| Net Fixed Assets                               | 67.57  | 65.58                   | 55.64                   | 44.82                   |
| Non Current Assets                             | 96.27  | 106.53                  | 58.13                   | 81.40                   |
| Cash and bank balance                          | 55.17  | 46.38                   | 47.61                   | 49.41                   |
| Current Investments                            | 135.35   | 250.62                  | 46.67                   | 30.45                   |
| Current Assets                                 | 1164.43  | 999.18                  | 526.73                  | 294.70                  |
| Current Liabilities                            | 681.33   | 537.91                  | 282.77                  | 87.65                   |
| Net sales                                      | 129.35   | 140.46                  | 88.63                   | 131.13                  |
| EBITDA   | 29.09  | 56.95                   | 27.19                   | 43.09                   |
| EBIT   | 23.29  | 49.10                   | 24.16                   | 40.53                   |
| Interest                                       | 1.06   | 1.72                    | 1.83                    | 3.03                    |
| PAT (before minority interest)                 | 21.40  | 45.67                   | 21.45                   | 32.10                   |
| Dividend amounts                               | N.A.   | 5.12                    | 4.65                    | 4.19                    |
| Current ratio                                  | 1.71   | 1.86                    | 1.86                    | 3.36                    |
| Interest coverage ratio                        | 27.44  | 33.11                   | 14.85                   | 14.22                   |
| Gross debt/equity ratio                        | 0.04   | 0.07                    | 0.04                    | 0.05                    |
| Debt Service Coverage Ratios                   | N.A.   | 11.60                   | 5.46                    | 6.41                    |





## CONSOLIDATED

(Rs. in Crores)

| Parameters  | 31-12-2015<br>(Unaudited<br>Limited<br>Review) | 31-03-2015<br>(Audited) | 31-03-2014<br>(Audited) | 31-03-2013<br>(Audited) |
|---|--|-------------------------|-------------------------|-------------------------|
| Networth  | 542.93   | 522.83                  | 284.45                  | 268.07                  |
| Total Debt  | 23.19  | 37.02                   | 12.31                   | 13.91                   |
| of which - Non Current Maturities of<br>Long Term Borrowing | 21.44  | 32.96                   | 9.12                    | 11.05                   |
| - Short Term Borrowing                                      | 1.75   | 1.02                    | 0.00                    | 0.02                    |
| - Current Maturities of<br>Long Term Borrowing              | -  | 3.04                    | 3.19                    | 2.84                    |
| Net Fixed Assets  | 71.51  | 71.32                   | 57.03                   | 45.86                   |
| Non Current Assets  | 81.05  | 91.37                   | 33.77                   | 62.40                   |
| Cash and Bank Balances                                      | 72.13  | 63.54                   | 57.23                   | 57.64                   |
| Current Investments   | 135.35   | 252.17                  | 56.57                   | 38.30                   |
| Current Assets  | 1291.83  | 1091.29                 | 578.96                  | 349.56                  |
| Current Liabilities   | 784.64   | 606.69                  | 295.57                  | 110.26                  |
| Net sales   | 146.65   | 164.43                  | 122.79                  | 161.42                  |
| EBITDA  | 29.23  | 59.02                   | 31.88                   | 47.67                   |
| EBIT  | 23.33  | 50.99                   | 28.83                   | 45.07                   |
| Interest  | 1.10   | 1.90                    | 1.83                    | 3.03                    |
| PAT   | 20.27  | 46.53                   | 21.86                   | 33.15                   |
| Dividend amounts  | N.A.   | 5.12                    | 4.65                    | 4.19                    |
| Current ratio   | 1.65   | 1.80                    | 1.96                    | 3.17                    |
| Interest coverage ratio                                     | 26.57  | 31.06                   | 17.42                   | 15.73                   |
| Gross debt/equity ratio                                     | 0.04   | 0.07                    | 0.04                    | 0.05                    |
| Debt Service Coverage Ratios                                | N.A.   | 9.77                    | 5.55                    | 6.59                    |

## Gross Debt: Equity Ratio of the Company (Standalone) as on December 31, 2015:-

|                                     |      |
|-------------------------------------|------|
| Before the issue of debt Securities | 0.04 |
| After the issue of debt Securities  | 0.22 |

b) *Related Party Transactions*

Related party transactions entered during the last three financial years immediately preceding the year of circulation of Draft Shelf Disclosure Document including with regard to loans made or, guarantees given or securities provided is attached herewith as Annexure-I

c) *Change in accounting policies:*

There is change in revenue recognition policy from the Financial year 2011-12. The company had shifted to contract completion method from percentage completion method

Revenue in respect of the projects undertaken before March 31, 2006 and the projects which have not reached the level of completion as considered appropriate by the management within March 31, 2011, as discussed in (b) below, is accounted for (i) on delivery of absolute physical possession of the respective units on completion, or (ii) on deemed possession of the respective units on completion or (iii) on physical possession for fitout, as considered appropriate by the management based on circumstantial status of the project.

Revenue in respect of projects undertaken on or after April 01, 2006 which have reached the level of construction as considered appropriate by the management within March 31, 2011 is recognised on the "Percentage of Completion Method" (POC) of accounting and represents value of units contracted to be sold to the extent of actual work done against total estimated cost of execution. The corresponding cumulative amount at the close of the year appears under "Current Liabilities" as deduction from "Advance from customers".

iv. Project cost and means of financing, in case of funding of new projects: N.A.

**C. A BRIEF HISTORY OF THE COMPANY SINCE INCORPORATION**

i. Detail of share capital as on December 31, 2015:-

| Share Capital  | No. of Shares | Rs. in Crores |
|--|---------------|---------------|
| <b>Authorized Share Capital:</b>                       |               |               |
| Equity Shares of Rs 2/- each                           | 175,000,000   | 35.00         |
| <b>Issued, Subscribed &amp; Paid-up Share Capital:</b> |               |               |
| Equity Shares of Rs 2/- each fully paid up             | 102,352,099   | 20.47         |

Note: There will be no change in the capital structure, i.e. the Issued, subscribed and paid up capital and share premium account, of the Company after the Private Placement of Secured Redeemable Rated Non-Convertible Debentures.

ii. Size of the present Offer

This is a private placement of Secured Redeemable Non-Convertible Debentures (NCDs) in the form of STRPP having face value of Rs. 1.00 Lakh each, for cash at par upto Rs.100.00 crores including green shoe option of Rs. 50.00 crores.

iii. Changes in its capital structure as on last quarter end, for the last five years (i.e. Upto 31-12-2015):-  
As mentioned below

iv. Equity Share Capital History of the Company as on latest quarter end:-

Changes in Issued and Subscribed capital as on December 31, 2015, from Inception is as under:

| Date of Allotment | No of Equity Shares | Face Value (Rs) | Issue Price (Rs) | Consideration (Cash, other than cash, etc) | Nature of Allotment | Cumulative          |                           |                              |
|-------------------|---------------------|-----------------|------------------|--|---------------------|---------------------|---------------------------|------------------------------|
|                   |                     |                 |                  |  |                     | No of equity shares | Equity Share Capital (Rs) | Equity Share Premium (in Rs) |
| 27.06.1986        | 70                  | 10              | 10               | Cash                                       | As per MOA          | 70                  | 700                       | N.A                          |
| 14.08.1986        | 2000                | 10              | 10               | Cash                                       | -                   | 2070                | 20700                     | N.A                          |
| 17.02.1987        | 47930               | 10              | 10               | Cash                                       | -                   | 50000               | 500000                    | N.A                          |
| 05.02.1988        | 100000              | 10              | 10               | Cash                                       | -                   | 150000              | 1500000                   | N.A                          |
| 05.09.1989        | 290000              | 10              | 10               | Cash                                       | -                   | 440000              | 4400000                   | N.A                          |
| 20.02.1990        | 10000               | 10              | 10               | Cash                                       | -                   | 450000              | 4500000                   | N.A                          |
| 08.06.1990        | 150000              | 10              | 10               | Cash                                       | -                   | 600000              | 6000000                   | N.A                          |
| 10.02.1992        | 600000              | 10              | 10               | Cash                                       | IPO                 | 1200000             | 12000000                  | N.A                          |
| 04.09.1992        | 2070000             | 10              | 10               | Cash                                       | -                   | 3270000             | 32700000                  | N.A                          |
| 04.09.1992        | 90000               | 10              | 10               | Cash                                       | -                   | 3360000             | 33600000                  | N.A                          |
| 29.02.1996        | 1726600             | 10              | 10               | Cash                                       | -                   | 5086600             | 50866000                  | N.A                          |
| 25.11.2000        | 762000              | 10              | 10               | Cash                                       | -                   | 5848600             | 58486000                  | N.A                          |
| 25.11.2000        | *(495500)           | 10              | 10               | N.A  | N.A                 | 5353100             | 53531000                  | N.A                          |
| 01.03.2008        | 13382750            | 10              | 10               | Cash                                       | Bonus Issued        | 18735850            | 187358500                 | N.A                          |
| 21.03.2011        | ** (125895)         | 10              | 10               | N.A  | N.A                 | 18609955            | 186099550                 | N.A                          |
| 25.10.2013        | *** (93049775)      | 2               | 2                | N.A  | Sub-division        | 93049775            | 186099550                 | N.A                          |
| 09.02.2015        | 9302324             | 2               | 215              | Cash                                       | Pvt. Placement      | 102352099           | 204704198                 | 213                          |

Note:

\*Cancellation of shares as per scheme of amalgamation between Woodburn Commercial Limited and the Company approved by the High Court of Kolkata by its order dated July 3, 2000.

\*\*Cancellation of shares pursuant to scheme of amalgamation between Ashiana Retirement Villages Limited Company approved by High Court of Kolkata by its order dated March 21, 2011.

\*\*\* On October 25, 2013, 18,609,955 equity shares of face value of Rs. 10 each were sub-divided into 93,049,775 Equity Shares.



## v. Details of any acquisition or amalgamation in the last 1 year:

Nil

## vi. Details of reorganization or reconstruction in last 1 Year:

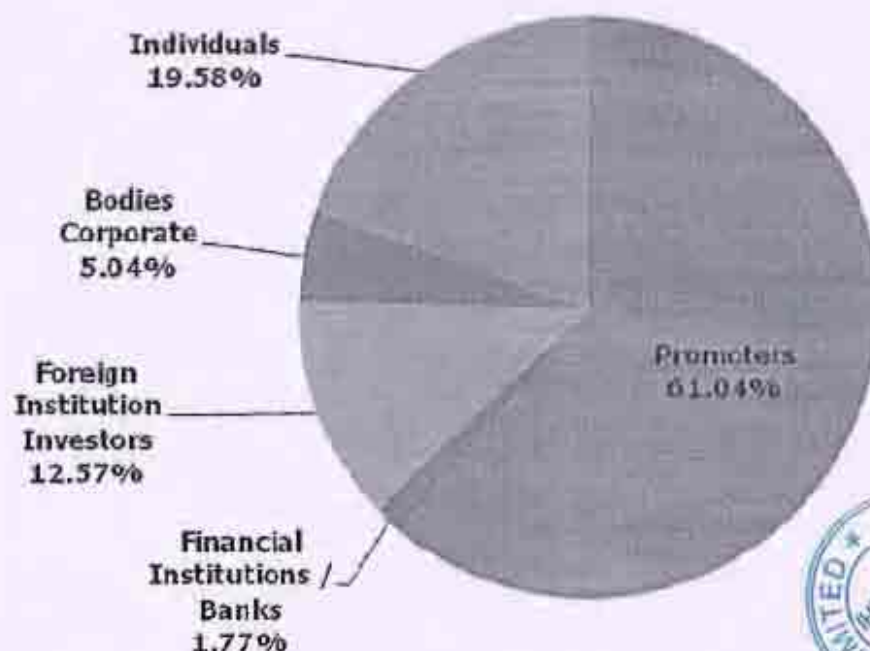
| Type of Event | Date of Announcement | Date of Completion | Details |
|---------------|----------------------|--------------------|---------|
| Nil           | Nil                  | Nil                | Nil     |

## vii. Details of Shareholding of the Company

## a) Shareholding pattern of the Company as on the last quarter is December 31, 2015:

Ashiana Housing Limited successfully completed its IPO in July 06, 1992 and is currently listed on NSE (Symbol: ASHIANA) and BSE (Scrip code: 523716) with a market capitalization of approx. Rs. 1,338 crores as on March 28, 2016. As on date Ashiana Housing has issued and subscribed equity share capital of Rs. 20.47 crores divided into 10.235 crore shares of Rs. 2/- each. As on date the shareholding of promoters stands at 61.04%.

| Particulars/Category  | No. of equity shares | No of shares in demat form | Total Shareholding as % of total no. of equity shares |
|---|----------------------|----------------------------|---|
| Promoters   | 62472760             | 62472760                   | 61.04%  |
| Financial Institutions / Banks / Mutual Funds/ Insurance Companies/ Central Government/State Government | 1808185              | 1804685                    | 1.77%   |
| Foreign Institution Investors   | 12866184             | 12696434                   | 12.57%  |
| Bodies Corporate  | 5161369              | 5143869                    | 5.04%   |
| Individuals (including clearing members)  | 20043601             | 13015110                   | 19.58%  |
| <b>Total</b>  | <b>102,352,099</b>   | <b>95132858</b>            | <b>100.00%</b>  |



(Equity Shareholding pattern as on December 31, 2015)



**b) List of top 10 holders of equity shares of the Company as December 31, 2015:**

| Sr. No. | Name of the Shareholders         | Total No of Equity Shares | No of shares in demat form | Total Shareholding as % of total no of equity share |
|---------|----------------------------------|---------------------------|----------------------------|---|
| 1.      | Ankur Gupta                      | 20245020                  | 20245020                   | 19.78   |
| 2.      | Varun Gupta                      | 20248140                  | 20248140                   | 19.78   |
| 3.      | Vishal Gupta                     | 14030830                  | 14030830                   | 13.71   |
| 4.      | Rachna Gupta                     | 6210485                   | 6210485                    | 6.07  |
| 5.      | IDRIA Limited                    | 4651162                   | 4651162                    | 4.54  |
| 6.      | Goldman Sachs India Fund Limited | 3304953                   | 3304953                    | 3.23  |
| 7.      | M3 Investment Private Limited    | 1977000                   | 1977000                    | 1.93  |
| 8.      | Jawalamujkhi Investment Holdings | 2642587                   | 2642587                    | 2.58  |
| 9.      | OPG Realtors Limited             | 1738285                   | 1738285                    | 1.70  |
| 10.     | Ashish Kacholia                  | 1285344                   | 1285344                    | 1.26  |

**viii. Details of Promoters & Promoters Group of the Company**
**Details of Promoter Holding in the Company as on the latest quarter ending December 31, 2015: -**

| Sr. No.      | Name of the Shareholders | Total No. of Equity Shares | No of Shares in Demat Form | Total Shareholding as % of total no of equity shares | No of Shares Pledged | % of Shares pledged with respect to shares owned |
|--------------|--------------------------|----------------------------|----------------------------|--|----------------------|--|
| 1.           | Ankur Gupta              | 20245020                   | 20245020                   | 19.78  | 0.00                 | 0.00   |
| 2.           | Varun Gupta              | 20248140                   | 20248140                   | 19.78  | 0.00                 | 0.00   |
| 3.           | Vishal Gupta             | 14030830                   | 14030830                   | 13.71  | 0.00                 | 0.00   |
| 4.           | Rachna Gupta             | 6210485                    | 6210485                    | 6.07   | 0.00                 | 0.00   |
| 5.           | OPG Realtors Limited     | 1738285                    | 1738285                    | 1.70   | 0.00                 | 0.00   |
| <b>TOTAL</b> |                          | <b>62472760</b>            | <b>62472760</b>            | <b>61.04</b>   | <b>0.00</b>          | <b>0.00</b>                                      |



**D. DETAIL REGARDING THE DIRECTORS OF THE COMPANY AS ON DECEMBER 31, 2015**
**i. Detail of the current directors of the Company is as under:**

| Name Designation Occupation and DIN   | Age (Yrs) | Address  | Director of the Company Since | Date of Appointment | Details of other directorship   |
|---|-----------|--|-------------------------------|---------------------|---|
| Mr. Vishal Gupta<br>Managing Director<br>DIN - 00097939<br>PAN-AHEPG5377M       | 41        | W-177, G.K.- II,<br>N. Delhi-110048                                    | 19 Years                      | 01.09.1996          | 1.Ashiana Maintenance services Ltd<br>2. OPG Realtors Ltd.<br>3. Latest Developers Advisory Ltd.<br>4. Topwell Projects Consultants Ltd.<br>5. R G Woods Ltd.<br>6. GD Enterprises (P) Ltd.<br>7. AHL Group Investments (P) Ltd.<br>8. OPMG Investments (P) Ltd.  |
| Mr. Ankur Gupta<br>Joint Managing Director<br>DIN- 00059884<br>PAN-AHEPG5378E   | 39        | 3rd Floor, C-8<br>Maharani Bagh,<br>New Delhi-<br>110024               | 13 Years                      | 24.12.2002          | 1.Ashiana Maintenance services Ltd<br>2. OPG Realtors Ltd.<br>3. Latest Developers Advisory Ltd.<br>4. Topwell Projects Consultants Ltd.<br>5. Association of Senior Living<br>6. GD Enterprises (P) Ltd.<br>7. AHL Group Investments (P) Ltd.<br>8. OPMG Investments (P) Ltd.<br>9. Karma Hospitality Ltd.   |
| Mr. Varun Gupta<br>Whole Time Director<br>DIN - 01666653<br>PAN-AASIG6994P      | 32        | W-177, G.K.- II,<br>N. Delhi-110048                                    | 7 Years                       | 30.06.2008          | 1.Ashiana Maintenance services Ltd<br>2. OPG Realtors Ltd.<br>3. Latest Developers Advisory Ltd.<br>4. Topwell Projects Consultants Ltd.<br>5. R G Woods Ltd.<br>6. GD Enterprises (P) Ltd.<br>7. AHL Group Investments (P) Ltd.<br>8. OPMG Investments (P) Ltd.<br>9. Paragon Properties (P) Ltd.  |
| Mr. Abhishek Dalmia<br>Independent Director<br>DIN -00011958<br>PAN- AADPD6742K | 46        | Radha Vihar, 35-<br>B, Prithviraj<br>Road, N.Delhi-<br>110011          | 9 Years                       | 30.01.2006          | 1. Avaloktshvar Valinv Ltd.<br>2. Revathi Equipment Ltd.<br>3. Rajatan Global Wire Ltd.<br>4.Renaissance Stocks Ltd.<br>5.Shogun Organics Ltd.<br>6.Renaissance Asset Mngt. Co. (P) Ltd.<br>7. Asra Plantations (P) Ltd.<br>8.Priyadarshany Agri Farms (P) Ltd.<br>9.Sohna Agri Farms (P) Ltd.<br>10.Sunglow Agriculture Farms (P) Ltd.<br>11.Monarch Catalyst (P) Ltd.<br>12.Rajatan Thai Wire Company Ltd.<br>13.YPO (Delhi)<br>14.YPO (Rajasthan)<br>15.Indha craft LLP<br>16.Renaissance Living Spaces LLP<br>17.Renaissance Advance Consultancy Ltd.<br>18.Aditya infotech Ltd.<br>19.YPO South Asia Chapter<br>20.Satellier india Pvt. Ltd. |
| Ms. Sonal Mattoo<br>Independent Director<br>DIN -00106795<br>PAN- ABIPM6504C    | 41        | 1487 Block- K,<br>Palam Vihar,<br>Gurgaon-122001,<br>Haryana           | 12 Years                      | 14.03.2003          | 1.OPG Realtors Ltd.<br>2. V Mart Retail Ltd.<br>3. Ashiana Maintenance services Ltd.  |
| Mr. Hemant Kaul<br>Independent Director<br>DIN -00551588<br>PAN- AAZPK5608E     | 59        | A/105, Atrey<br>Path, Shyam<br>Nagar, Jaipur-<br>302019                | 2 Years                       | 30.05.2014          | 1. Cigna TTK health Insurance Company Ltd.<br>2. Jaipur Advisory (P) Ltd.<br>3. TCI Finance Ltd.<br>4. Aspire Home Finance Corporation Limited  |
| Mr. Narayan Anand<br>Non-Executive Director<br>DIN -02110727<br>PAN- AADPA9195M | 53        | D-03, Palacio No.<br>216/405, TTK<br>Road, Alwarpet,<br>Chennai-600018 | 10 Months                     | 13.02.2015          | 1. Somany Ceramics Ltd<br>2. Vechu Industries Ltd<br>3. Red Rock (I) Offshore Consultants<br>4. Creator Advisors India (P) Ltd.   |

As per declaration submitted by the Company, none of its Directors are appearing on the RBI/ECGC defaulters list.



**ii. Details of change in directors since last three years (i.e. w.e.f. 01-04-2011 upto December 31, 2015):**

| Financial Year | Name, Designation & DIN                              | Date of Appointment/Resignation | Director of the Company since (in case of resignation) | Remarks   |
|----------------|--|---------------------------------|--|-----------|
| 2014-15        | Ashok Kumar Mattoo (Director)<br>DIN: 00097757       | 30.5.2014                       | 19 Years   | Resigned  |
|                | Lalit Kumar Chawwchharia (Director),<br>DIN:00339155 | 11.11.2014                      | 28 Years   | Resigned  |
|                | Narayan Anand (Director)<br>DIN :02110727            | 13.2.2015                       | -  | Appointed |
| 2013-14        | Hemant Kaul (Director)<br>DIN -00551588              | 30.5.2013                       | -  | Appointed |
| 2012-13        | Nil  | Nil                             | Nil  | Nil       |
| 2011-12        | Nil  | Nil                             | Nil  | Nil       |

**iii. Details of Management of the Company**
**a. Brief profile of Promoter Directors of the Company**
**Mr. Vishal Gupta**  
**Managing Director**

Mr. Vishal Gupta is a graduate from Sydenham College (Mumbai) and an MBA from FORE School of Management (Delhi). Mr. Vishal Gupta is acknowledged for his in depth understanding of the real estate business, customer psychology and market behavior. He has a great eye for detail and takes a keen interest in the conceptualization and planning of new housing projects for the Company. He is associated with Ashiana for the last nineteen years and actively involved in finance, marketing, project execution and general administration. He has been instrumental in present growth of the company.

**Mr. Ankur Gupta**  
**Joint Managing Director**

Mr. Ankur Gupta is a Bachelor in Business Administration from Fairleigh Dickinson University (USA) and an MS in Real Estate from New York University (USA). Mr. Ankur Gupta focused on residential projects for senior citizens during his research work at University. His experience was put to good use at Utsav and currently he leads Marketing, HR and IT of the Company. He also looks after Hotel and Facility Management segments. He has around thirteen years experience and is actively associated with Ashiana for the last twelve years.

**Mr. Varun Gupta**  
**Whole Time Director**

Mr. Varun Gupta is a Bachelor in Science from Stern School of Business, New York University (USA). Mr. Varun Gupta majored in Finance and Management and graduated with the high academic distinction, 'Magna Cum Laude'. He then joined Citigroup in Commercial Mortgage Backed Securities where he was underwriting commercial real estate. After a year and a half of this rich experience, he has joined Ashiana where he is looking after Land and Finance for the last seven years.

**b. Brief profile of Key Managerial Personnel**
**Mr. Vikash Dugar**  
**Chief Financial Officer**

Mr. Vikash Dugar, 40 Years was appointed as Chief Financial Officer (CFO) of the company in September, 2014. He looks after Corporate Finance, Taxation, Accounting, Corporate laws and IT. He is a member of the Institute of Chartered Accountants of India, Institute of Company Secretaries of India and Insurance Institute of India. He is also a professional member of All India Management Association and Indian Council of Arbitration. He has graduated from Shriram College of Commerce, Delhi. He has around 17 years of rich experience in various verticals of Finance, Business Partnering and Analytics, Strategy, Risk Management, Systems Implementation, Audits and Management Assurance Services, Corporate Governance and General Management across a wide spectrum of industry verticals. Prior to Ashiana he was working with Vodafone as Head - Finance. His earlier stints include NIFT Ltd. and Tata Power Delhi Distribution Ltd. (formerly called North Delhi Power Ltd.)

## c. Remuneration of directors (during the current year and last three financial years)

| Name of Director                | Position Hold         | (Rs. In Lacs)           |                         |                         |
|---------------------------------|-----------------------|-------------------------|-------------------------|-------------------------|
|                                 |                       | 31-03-2015<br>(Audited) | 31-03-2014<br>(Audited) | 31-03-2013<br>(Audited) |
| Mr. Vishal Gupta                | Managing Director     | 51.96                   | 54.06                   | 41.16                   |
| Mr. Ankur Gupta                 | Jt. Managing Director | 84.79                   | 82.66                   | 41.16                   |
| Mr. Varun Gupta                 | Whole Time Director   | 50.87                   | 50.17                   | 41.16                   |
| Mr. Abhishek Dalmia             | Independent Director  | 0.00                    | 0.00                    | 0.00                    |
| Mr. Hemant Kaul                 | Independent Director  | 8.00                    | 8.00                    | 0.00                    |
| Mr. Ashok Mattoo *              | Independent Director  | 0.00                    | 10.46                   | 0.00                    |
| Ms. Sonal Mattoo                | Independent Director  | 0.00                    | 0.00                    | 0.00                    |
| Mr. Lalit Kumar Chhawchharia ** | Independent Director  | 0.00                    | 0.00                    | 0.00                    |
| Mr. Narayan Anand***            | Director              | 0.00                    | 0.00                    | 0.00                    |

## Sitting fees paid to Independent Directors

| Name of Director                | Position Hold         | (In Rs.)                |                         |                         |
|---------------------------------|-----------------------|-------------------------|-------------------------|-------------------------|
|                                 |                       | 31-03-2015<br>(Audited) | 31-03-2014<br>(Audited) | 31-03-2013<br>(Audited) |
| Mr. Vishal Gupta                | Managing Director     | 0.00                    | 0.00                    | 0.00                    |
| Mr. Ankur Gupta                 | Jt. Managing Director | 0.00                    | 0.00                    | 0.00                    |
| Mr. Varun Gupta                 | Whole Time Director   | 0.00                    | 0.00                    | 0.00                    |
| Mr. Abhishek Dalmia             | Independent Director  | 1000.00                 | 2000.00                 | 4000.00                 |
| Mr. Hemant Kaul                 | Independent Director  | 4000.00                 | 4000.00                 | 0.00                    |
| Mr. Ashok Mattoo *              | Independent Director  | 1000.00                 | 3000.00                 | 4000.00                 |
| Ms. Sonal Mattoo                | Independent Director  | 2000.00                 | 3000.00                 | 3000.00                 |
| Mr. Lalit Kumar Chhawchharia ** | Independent Director  | 2000.00                 | 3000.00                 | 3000.00                 |
| Mr. Narayan Anand***            | Director              | 0.00                    | 0.00                    | 0.00                    |

Note : 1. Remuneration of Directors are inclusive of Commissions etc.

- \*During the year 2014-15 Mr. Ashok Kumar Mattoo resigned from the Board of Directors of the Company w.e.f. 30 May, 2014.
- \*\*During the year 2014-15 Mr. Lalit Kumar Chhawchharia resigned from the Board of Directors of the Company w.e.f. 11 November, 2014.
- \*\*\*During the year Mr. Narayan Anand was appointed as additional director w.e.f. 13 February, 2015. He is our non executive Director.

## d. Disclosures With Regard To Interest Of Directors

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

Nil

## E. DETAIL REGARDING THE AUDITORS OF THE COMPANY

## i. DETAILS OF THE AUDITOR OF THE COMPANY.

| Name   | Address  | Auditor Since |
|--|--|---------------|
| M/s B. Chhawchharia & Co.<br>Chartered Accountants | DTJ 422, DLF Tower B,<br>Jasola District Centre, Jasola,<br>New Delhi - 110 025. | 29 Years      |

## ii. Details of change in Auditor since last three years i.e. w. e. f. April 01, 2013 to December 31, 2015:

| Name | Address | Date of Appointment/<br>Resignation | Auditor of the Company since (in case of resignation) | Remarks |
|------|---------|-------------------------------------|---|---------|
| Nil  | Nil     | Nil                                 | Nil   | Nil     |



**Auditors Qualifications:**

Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of Draft Shelf Disclosure Document and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark.

There was no reservations or qualifications or adverse remarks of auditors in the last five financial years.

**For the year 2010-11**

Auditors' reservations or qualifications or adverse remarks: - None

**For the year 2011-12**

Auditors' reservations or qualifications or adverse remarks: - None

**For the year 2012-13**

Auditors' reservations or qualifications or adverse remarks: - None

**For the year 2013-14**

Auditors' reservations or qualifications or adverse remarks: - None

**For the year 2014-15**

Auditors' reservations or qualifications or adverse remarks: - None

**F. DETAIL OF BORROWING OF THE COMPANY**

Borrowing pattern of the Company on a consolidated basis as on December 31, 2015 is as under:

**i. Details of Secured Loan Facilities (other than NCD's): -**

(Rs. In Crore)

| Lender's Name              | Type of Facility | Amount Sanctioned                | Principal amount Outstanding | Repayment Date/ Schedule   | Security  |
|----------------------------|------------------|----------------------------------|------------------------------|--|---|
| Axis Bank Limited          | Term Loan        | 15.00                            | 6.46                         | O/s loan to be repaid in 72 equal monthly installments starting from the end of August 31, 2012  | Secured by exclusive mortgage on "Treehouse" Hotel with 101 rooms and retail mall of 38,687 sq. ft. at Village Centre, Vasundhara Colony, Bhiwadi Dist. Alwar   |
| HDFC Limited               | Term Loan        | 50.00 (withdrawn only Rs. 35 cr) | 17.24                        | Repayable within 84 months from the date of disbursement (i.e. 04.07.2014) by way of agreed percentage of the sale receipts from the company's projects "Ashiana Town Beta". | Secured by way of Mortgage of Parcel Land situated at Gram Thada and Gram Udaipur, Tehsil Tijara, District Alwar along with construction thereon, present and future, and exclusive charge on all receivables arising out of or in connection with the Company's project "Ashiana Town Beta". |
| HDFC Bank Ltd.             | Vehicle Loan     | -                                | 0.49                         | O/s loan to be repaid in 36 equal monthly installments   | Secured against hypothecation of vehicles   |
| Volkswagen Finance Pvt Ltd | Vehicle Loan     | 0.29                             | 0.23                         | O/s loan to be repaid in 36 equal monthly installments   | Secured against hypothecation of vehicles   |

**Unsecured Loan Facilities**

(Rs in Crores)

| Lender's Name | Type of Facility | Amount Sanctioned | Principal Amount Outstanding | Repayment Date/ Schedule |
|---------------|------------------|-------------------|------------------------------|--------------------------|
| Nil           | Nil              | Nil               | Nil                          | Nil                      |





ii. Details Of NCDs as on December 31, 2015

(Rs. In Crores)

| Debenture Series | Tenor / Period of Maturity | Coupon | Amount (Rs. in Crores) | Date of Allotment | Redemption Date/ Schedule | Credit Rating | Secured/ Un-secured | Security |
|------------------|----------------------------|--------|------------------------|-------------------|---------------------------|---------------|---------------------|----------|
| Nil              | Nil                        | Nil    | Nil                    | Nil               | Nil                       | Nil           | Nil                 | Nil      |

iii. List of top 10 Debenture holders as on December 31, 2015

| Sr. No. | Name of Debenture holders | Amount (Rs. In Crores) |
|---------|---------------------------|------------------------|
| Nil     | Nil                       | Nil                    |

iv. The amount of corporate guarantee issued by the Issuer along with name of the counterparty (like name of the subsidiary, JV entity, group company, etc) on behalf of whom it has been issued as on December 31, 2015

| Party Name | Amount (inRs.) |
|------------|----------------|
| Nil        | Nil            |

v. Details Of Commercial Paper

The total face value of commercial papers outstanding as on December 31, 2015

| Maturity Date | Amount Outstanding (Rs. in Crores) |
|---------------|------------------------------------|
| Nil           | Nil                                |

vi. Details Of Rest Of The Borrowing

(if any, including hybrid debt like FCCB, optionally convertible debentures / preference shares):

| Party Name (in case of Facility/ Instrument Name) | Type of Facility/ Instrument | Amount Sanctioned / Issued | Principal Amount Outstanding | Repayment Date/ Schedule | Credit Rating | Secured/ Unsecured | Security |
|---|------------------------------|----------------------------|------------------------------|--------------------------|---------------|--------------------|----------|
| Nil   | Nil                          | Nil                        | Nil                          | Nil                      | Nil           | Nil                | Nil      |

vii. Details Of All Default/S And/OR Delay In Payments Of Interest And Principal Of Any Kind Of Term Loans, Debt Securities And Other Financial Indebtedness Including Corporate Guarantee Issued By The Company, In The Past 5 Years.

NONE

viii. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of -

- (a) There are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess, as applicable, which have not been deposited on account of any dispute, except the following:

| Name of the Statute  | Amount (Rs. in Lacs) | Relating to the Year | Forum where dispute pending                                   |
|----------------------|----------------------|----------------------|---|
| Income Tax Act, 1960 | 55.49                | 2011-12              | Commissioner of Income Tax                                    |
| Finance Act, 1994    | 89.20                | 2007-08 to 2010-11   | Customs, Excise and Service Tax Appellate Tribunal, New Delhi |

- (b) debentures and interest thereon; Nil  
(c) deposits and interest thereon; Nil  
(d) loan from any bank or financial institution and interest thereon- Nil

ix. Details Of Any Outstanding Borrowings Taken/Debt Securities Issued Where Taken / Issued For Consideration Other Than Cash, Whether In Whole Or Part, (I) At A Premium Or Discount (Ii) In Pursuance Of An Option

NIL



G. ABRIDGED VERSION OF AUDITED/UNAUDITED CONSOLIDATED (WHEREVER AVAILABLE) AND STANDALONE FINANCIAL INFORMATION (LIKE PROFIT & LOSS STATEMENT, BALANCE SHEET AND CASH FLOW STATEMENT) FOR AT LEAST LAST THREE YEARS AND AUDITOR QUALIFICATIONS, IF ANY

## Standalone

(Rs. in Crores)

| Particulars  | Nine months ended 31-12-2015 (Unaudited & Limited Review) | Accounting year ended 31-03-2015 (Audited) | Accounting year ended 31-03-2014 (Audited) | Accounting year ended 31-03-2013 (Audited) |
|--|---|--|--|--|
| 1. (a) Net Sales/Income from Operations  | 117.47  | 120.20                                     | 76.50                                      | 119.18                                     |
| (b) Other Operating Income   | -   | -  | -  | -  |
| 2. Expenditure   |   |  |  |  |
| (a) Increase/decrease in Finished goods and Project in progress Construction, other related project cost | (216.54)  | (216.52)                                   | (175.22)                                   | (54.60)                                    |
| (c) Cost of material consumed, construction & other related project cost                                 | 282.00  | 265.75                                     | 206.02                                     | 119.22                                     |
| (d) Employees cost   | 16.01   | 17.42                                      | 14.26                                      | 11.18                                      |
| (e) Depreciation   | 5.80  | 7.85                                       | 3.03                                       | 2.56                                       |
| (f) Other expenditure  | 18.79   | 16.85                                      | 16.38                                      | 12.24                                      |
| (g) Total  | 106.06  | 91.35                                      | 64.47                                      | 90.60                                      |
| 3. Profit from Operations before Other Income, Interest and Exceptional Items (1-2)                      | 11.41   | 28.83                                      | 12.04                                      | 28.58                                      |
| 4. Other Income  | 11.88   | 20.26                                      | 12.12                                      | 11.95                                      |
| 5. Profit before Interest & Exceptional Items (3+4)  | 23.29   | 49.11                                      | 24.16                                      | 40.53                                      |
| 6. Interest  | 1.06  | 1.72                                       | 1.83                                       | 3.03                                       |
| 7. Exceptional items   | -   | -  | -  | -  |
| 8. Profit (+)/ Loss (-) from Ordinary Activities before tax (5) - (6+7)                                  | 22.23   | 47.39                                      | 22.33                                      | 37.49                                      |
| 9. Tax expense   | 0.83  | 1.71                                       | (0.21)                                     | 5.40                                       |
| 10. Net Profit (+)/ Loss (-) from Ordinary Activities after tax (8-9)                                    | 21.40   | 45.68                                      | 22.54                                      | 32.09                                      |
| 11. Extraordinary Items (net of tax expense Rs. Nil)   | -   | -  | 1.09                                       | -  |
| 12. Net Profit(+)/ Loss(-) for the period (10-11)  | 21.40   | 45.68                                      | 21.45                                      | 32.09                                      |
| 13. Minority adjustment  | -   | -  | -  | -  |
| 14. Net Profit after minority adjustment   | 21.40   | 45.68                                      | 21.45                                      | 32.09                                      |
| 15. Paid-up equity share capital (Face Value Rs. 2/- Per Share)  | 20.47   | 20.47                                      | 18.61                                      | 18.61                                      |
| 16. Paid up Debt Capital   | -   | -  | -  | -  |
| 17. Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year             | 542.12  | 500.26                                     | 264.16                                     | 247.94                                     |
| 18. Debenture Redemption Reserve   | -   | -  | -  | -  |
| 19. Earnings Per Share (EPS) (Rs.) (Diluted)   | 2.09  | 4.84                                       | 2.31                                       | 3.45                                       |
| 20. Debt Equity Ratio  | 0.04  | 0.07                                       | 0.04                                       | 0.05                                       |
| 21. Debt Service Coverage Ratio  | N.A.  | 11.60                                      | 5.46                                       |  |



## Consolidated

(Rs. In Crores)

| Particulars  | Nine Months ended 31-12-2015 (Unaudited & Limited Review) | Accounting year ended 31-03-2015 (Audited) | Accounting year ended 31-03-2014 (Audited) | Accounting year ended 31-03-2013 (Audited) |
|--|---|--|--|--|
| 1 (a) Net Sales/Income from Operations   | 132.96  | 142.70                                     | 110.65                                     | 148.66                                     |
| (b) Other Operating Income   | -   | -  | -  | -  |
| 2. Expenditure   |   |  |  |  |
| (a) Increase/decrease in Finished goods and Project in progress Construction ,other related project cost | (243.51)  | (247.44)                                   | (171.50)                                   | (78.08)                                    |
| (c) Cost of material consumed, construction & other related project cost                                 | 320.58  | 311.59                                     | 224.99                                     | 163.27                                     |
| (d) Employees cost   | 20.51   | 22.65                                      | 18.56                                      | 14.42                                      |
| (e) Depreciation   | 5.90  | 8.03                                       | 3.05                                       | 2.60                                       |
| (f) Other expenditure  | 19.84   | 18.61                                      | 18.86                                      | 14.14                                      |
| (g) Total  | 123.32  | 113.44                                     | 93.95                                      | 116.35                                     |
| (Any item exceeding 10% of the total expenditure to be shown separately)                                 |   |  |  |  |
| 3. Profit from Operations before Other Income, Interest and Exceptional Items (1-2)                      | 9.64  | 29.26                                      | 16.70                                      | 32.31                                      |
| 4. Other Income  | 13.69   | 21.73                                      | 12.14                                      | 12.76                                      |
| 5. Profit before Interest & Exceptional Items (3+4)  | 23.33   | 50.99                                      | 28.83                                      | 45.07                                      |
| 6. Interest  | 1.10  | 1.90                                       | 1.83                                       | 3.03                                       |
| 7. Exceptional items   | -   | -  | -  | -  |
| 8. Profit (+)/ Loss (-) from Ordinary Activities before tax (5) - (6+7)                                  | 22.23   | 49.09                                      | 27.00                                      | 42.04                                      |
| 9. Tax expense   | 1.96  | 2.56                                       | 4.05                                       | 8.89                                       |
| 10. Net Profit (+)/ Loss (-) from Ordinary Activities after tax (8-9)                                    | 20.27   | 46.53                                      | 22.95                                      | 33.15                                      |
| 11. Extraordinary Items (net of tax expense Rs. Nil)   | -   | -  | 1.09                                       | -  |
| 12. Net Profit(+)/ Loss(-) for the period (10-11)  | 20.27   | 46.53                                      | 21.86                                      | 33.15                                      |
| 13. Minority adjustment  | 0.17  | 0.04                                       | 0.00                                       | 0.00                                       |
| 14. Net Profit after minority adjustment   | 20.10   | 46.49                                      | 21.86                                      | 33.15                                      |
| 15. Paid-up equity share capital (Face Value Rs. 2/- Per Share)  | 20.47   | 20.47                                      | 18.61                                      | 18.61                                      |
| 16. Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year             | 522.46  | 502.36                                     | 265.84                                     | 249.46                                     |
| 17. Debenture Redemption Reserve   | -   | -  | -  | -  |
| 18. Earnings Per Share (EPS) (Rs.) (Diluted)   | 1.98  | 4.93                                       | 2.35                                       |  |
| 19. Debt Equity Ratio  | 0.04  | 0.07                                       | 0.04                                       |  |
| 20. Debt Service Coverage Ratio  | N.A.  | 9.77                                       | 5.55                                       |  |



## STANDALONE

(Rs in Crores)

| Parameters                                     | 31-12-2015<br>(Unaudited<br>Limited<br>Review) | 31-03-2015<br>(Audited) | 31-03-2014<br>(Audited) | 31-03-2013<br>(Audited) |
|--|--|-------------------------|-------------------------|-------------------------|
| Networth                                       | 542.12   | 520.73                  | 282.77                  | 266.55                  |
| Total Debt                                     | 21.44  | 36.00                   | 12.31                   | 13.91                   |
| of which - Non Current Maturities of           |  |                         |                         |                         |
| Long Term Borrowing                            | 21.44  | 32.96                   | 9.12                    | 11.05                   |
| - Short Term Borrowing                         | Nil  | Nil                     | Nil                     | 0.02                    |
| - Current Maturities of Long<br>Term Borrowing | -  | 3.04                    | 3.19                    | 2.84                    |
| Net Fixed Assets                               | 67.57  | 65.58                   | 55.64                   | 44.82                   |
| Non Current Assets                             | 96.27  | 106.53                  | 58.13                   | 81.40                   |
| Cash and bank balance                          | 55.17  | 46.38                   | 47.61                   | 49.41                   |
| Current Investments                            | 135.35   | 250.62                  | 46.67                   | 30.45                   |
| Current Assets                                 | 1164.43  | 999.18                  | 526.73                  | 294.70                  |
| Current Liabilities                            | 681.33   | 537.91                  | 282.77                  | 87.65                   |
| Net sales                                      | 129.35   | 140.46                  | 88.63                   | 131.13                  |
| EBITDA   | 29.09  | 56.95                   | 27.19                   | 43.09                   |
| EBIT   | 23.29  | 49.10                   | 24.16                   | 40.53                   |
| Interest                                       | 1.06   | 1.72                    | 1.83                    | 3.03                    |
| PAT (before minority interest)                 | 21.40  | 45.67                   | 21.45                   | 32.10                   |
| Dividend amounts                               | N.A.   | 5.12                    | 4.65                    | 4.19                    |
| Current ratio                                  | 1.71   | 1.86                    | 1.86                    | 3.36                    |
| Interest coverage ratio                        | 27.44  | 33.11                   | 14.85                   | 14.22                   |
| Gross debt/equity ratio                        | 0.04   | 0.07                    | 0.04                    | 0.05                    |
| Debt Service Coverage Ratios                   | N.A.   | 11.60                   | 5.46                    | 6.41                    |



## CONSOLIDATED

(Rs. in Crores)

| Parameters  | 31-12-2015<br>(Unaudited<br>Limited<br>Review) | 31-03-2015<br>(Audited) | 31-03-2014<br>(Audited) | 31-03-2013<br>(Audited) |
|---|--|-------------------------|-------------------------|-------------------------|
| Networth  | 542.93   | 522.83                  | 284.45                  | 268.07                  |
| Total Debt  | 23.19  | 37.02                   | 12.31                   | 13.91                   |
| of which - Non Current Maturities of<br>Long Term Borrowing | 21.44  | 32.96                   | 9.12                    | 11.05                   |
| - Short Term Borrowing                                      | 1.75   | 1.02                    | 0.00                    | 0.02                    |
| - Current Maturities of<br>Long Term Borrowing              | -  | 3.04                    | 3.19                    | 2.84                    |
| Net Fixed Assets  | 71.51  | 71.32                   | 57.03                   | 45.86                   |
| Non Current Assets  | 81.05  | 91.37                   | 33.77                   | 62.40                   |
| Cash and Bank Balances                                      | 72.13  | 63.54                   | 57.23                   | 57.64                   |
| Current Investments   | 135.35   | 252.17                  | 56.57                   | 38.30                   |
| Current Assets  | 1291.83  | 1091.29                 | 578.96                  | 349.56                  |
| Current Liabilities   | 784.64   | 606.69                  | 295.57                  | 110.26                  |
| Net sales   | 146.65   | 164.43                  | 122.79                  | 161.42                  |
| EBITDA  | 29.23  | 59.02                   | 31.88                   | 47.67                   |
| EBIT  | 23.33  | 50.99                   | 28.83                   | 45.07                   |
| Interest  | 1.10   | 1.90                    | 1.83                    | 3.03                    |
| PAT   | 20.27  | 46.53                   | 21.86                   | 33.15                   |
| Dividend amounts  | N.A.   | 5.12                    | 4.65                    | 4.19                    |
| Current ratio   | 1.65   | 1.80                    | 1.96                    | 3.17                    |
| Interest coverage ratio                                     | 26.57  | 31.06                   | 17.42                   | 15.73                   |
| Gross debt/equity ratio                                     | 0.04   | 0.07                    | 0.04                    | 0.05                    |
| Debt Service Coverage Ratios                                | N.A.   | 9.77                    | 5.55                    | 6.59                    |



## Standalone Cash Flow (Audited)

(Rs. in Crores)

| Particulars   | For the year ended |            |            |
|---|--------------------|------------|------------|
|   | 31-03-2015         | 31-03-2014 | 31-03-2013 |
| <b>A. Cash flow from operating activities</b>                               |                    |            |            |
| Profit for the year before tax  | 47.37              | 22.33      | 37.50      |
| Adjustments for:  |                    |            |            |
| Depreciation and amortization expense                                       | 7.85               | 3.03       | 2.56       |
| Interest income   | (6.79)             | (2.90)     | (4.08)     |
| Dividend Received   | (1.46)             | (1.50)     | (0.86)     |
| Interest and finance charges  | 1.72               | 1.83       | 3.02       |
| Employee compensation expense / Provision for Employee benefits             | 1.02               | 0.74       | -          |
| Bad debts / Irrecoverable Balances Written off                              | 0.01               | 0.32       | 0.02       |
| Provision for doubtful debts, deposits and advances                         |                    |            |            |
| Provision for Diminution in value of investments                            | (0.35)             | 0.46       | -          |
| Liabilities no longer required written back                                 | (0.08)             | (0.08)     | -          |
| Loss/(profit) on sale/ discarded of fixed assets                            | 0.01               | 0.19       | 0.07       |
| Profit on sale of investment  | (53.38)            | (27.47)    | (18.71)    |
| Decrease in value of current investment                                     | -                  | -          | -          |
| Operating profit before working capital changes                             | (4.09)             | (3.05)     | 19.52      |
| Adjustments for working capital   |                    |            |            |
| Inventories   | (214.55)           | (187.79)   | (109.73)   |
| Trade Receivable  | (50.89)            | (27.55)    | (27.09)    |
| Loans and advances  | -                  | -          | -          |
| Other Assets  | -                  | -          | -          |
| Trade payable and advance from customers                                    | 254.63             | 194.13     | 52.97      |
| Increase/Decrease in Miscellaneous expenditure                              | (4.22)             | -          | -          |
| Net cash flow from operating activities                                     | (19.12)            | (24.26)    | (64.33)    |
| Direct tax paid   | (1.93)             | (2.42)     | (9.34)     |
| Extra Ordinary items  | -                  | (1.09)     | -          |
| Net cash generated from Operating activities (A)                            | (21.05)            | (27.77)    | (73.67)    |
| <b>B. Cash flow from investing activities</b>                               |                    |            |            |
| Purchase of fixed assets (including Capital work in progress)               | (20.84)            | (14.58)    | (4.13)     |
| Sale of fixed assets  | 0.00               | 0.34       | 0.03       |
| Net change in investments   | (189.40)           | 43.89      | 100.82     |
| Other income from investments   | 2.50               | 2.49       | 1.55       |
| Movement in bank deposits (net)   | -                  | -          | -          |
| Dividend Received   | -                  | -          | -          |
| Interest received   | 6.79               | 2.89       | 4.09       |
| Net cash generated from / (used in) investing activities (B)                | (200.94)           | 35.04      | 102.36     |
| <b>C. Cash flow from financing activities</b>                               |                    |            |            |
| Proceeds from issue of preference share / Issue of Shares                   | 1.86               | -          | -          |
| Interest and finance charges paid   | (1.72)             | (1.83)     | (3.02)     |
| Securities Premium on issue of Shares                                       | 198.14             | -          | -          |
| Refund of Capital Subsidy   | (0.15)             | -          | -          |
| Repayment of borrowings   | -                  | -          | -          |
| Proceeds from borrowings / Net proceeds from long term and other borrowings | 27.66              | (2.74)     | (7.91)     |
| Dividend and dividend tax paid  | (5.04)             | (4.49)     | (4.55)     |
| Net cash (used in) / generated from Financing activities (C)                | 220.75             | (9.06)     | (15.48)    |
| Net increase / (decrease) in cash and cash equivalents (A+B+C)              | (1.24)             | (1.79)     | 13.21      |
| Opening balance of cash and cash equivalents #                              | 47.62              | 49.41      | 36.20      |
| Closing balance of cash and cash equivalents                                | 46.38              | 47.62      |            |



## Consolidated Cash Flow (Audited)

(Rs. in Crores)

| Particulars   | For the year ended |            |            |
|---|--------------------|------------|------------|
|   | 31-03-2015         | 31-03-2014 | 31-03-2013 |
| <b>A. Cash flow from operating activities</b>   |                    |            |            |
| Profit for the year before tax  | 49.09              | 27.01      | 42.04      |
| Adjustments for:  |                    |            |            |
| Depreciation and amortization expense   | 8.03               | 3.05       | 2.60       |
| Depreciation charged to Project Expenses  | 0.44               | 0.02       | 0.06       |
| Interest income (other than from customers)   | (8.79)             | (3.27)     | (4.58)     |
| Interest and finance charges  | 1.90               | 1.83       | 3.03       |
| Unrealised profit   | -                  | -          | -          |
| Transfer from capital reserve   | -                  | -          | -          |
| Employee compensation expense/ Provision for Employee benefits                                | 1.28               | 0.79       | 0.51       |
| Adjustments   | -                  | -          | -          |
| Bad debts   | -                  | -          | -          |
| Preliminary Expenses written off  | 0.00               | 0.00       | 0.00       |
| Provision for doubtful debts, deposits and advances   | -                  | -          | -          |
| Provision for Diminution in value of investments/(Written Back)                               | (0.38)             | 0.46       | (0.09)     |
| Liabilities no longer required written back   | -                  | -          | -          |
| Loss/(profit) on sale/ discarded of fixed assets  | 0.01               | 0.39       | 0.07       |
| Profit on sale of investment/ Income from Investments   | (52.71)            | (21.79)    | (12.69)    |
| Minority Interest   | (0.04)             | 0.00       | 0.00       |
| Decrease in value of current investment   | -                  | -          | -          |
| Operating profit before working capital changes   | (1.17)             | 9.48       | 30.95      |
| Adjustments for working capital   | -                  | -          | -          |
| Inventories   | (246.30)           | (178.76)   | (75.27)    |
| Trade Receivable/Other  | (59.48)            | (29.11)    | (27.76)    |
| Loans and advances  | -                  | -          | -          |
| Other Assets  | -                  | -          | -          |
| Trade payable and other Liabilities   | 310.38             | 184.26     | 61.88      |
| Increase/Decrease in Miscellaneous expenditure  | (4.22)             | -          | -          |
| Net cash flow from operating activities   | (0.79)             | (14.12)    | (10.20)    |
| Direct tax paid   | (3.18)             | (7.94)     | (11.77)    |
| Extra Ordinary Items  | -                  | (1.09)     | -          |
| Net cash generated from Operating activities (A)  | (3.97)             | (23.15)    | (21.97)    |
| <b>B. Cash flow from investing activities</b>   |                    |            |            |
| Purchase of fixed assets (including Capital work in progress)                                 | (25.54)            | (15.25)    | (4.63)     |
| Sale of fixed assets  | 0.00               | 0.63       | 0.03       |
| Purchase of investments   | -                  | -          | -          |
| Sale of investments   | -                  | -          | -          |
| Net change in investments   | (169.37)           | 40.90      | 48.63      |
| Other Income from Investments   | 1.06               | 0.94       | 0.63       |
| Long Term Deposit   | (17.50)            | -          | -          |
| Movement in bank deposits (net)   | -                  | -          | -          |
| Goodwill on consolidation   | -                  | -          | -          |
| Minority interest   | -                  | -          | -          |
| Interest received   | 8.79               | 3.27       | 4.58       |
| Net cash generated from/(used in) investing activities (B)                                    | (202.56)           | 30.49      | 49.24      |
| <b>C. Cash flow from financing activities</b>   |                    |            |            |
| Proceeds from issue of preference share capital /Securities Premium on issue of Share Capital | 198.14             | -          | -          |
| Issue of Share Capital  | 1.86               | -          | -          |
| Change in Capital Reserve   | (0.15)             | -          | -          |
| Interest and finance charges paid   | (1.90)             | (1.83)     | (3.03)     |
| Change in Minority Interest   | (5.30)             | (1.72)     | (1.43)     |
| Repayment of borrowings   | -                  | -          | -          |
| Proceeds from borrowings/ long term and other borrowings                                      | 25.47              | 0.55       | (4.02)     |
| Dividend and dividend tax paid  | (5.28)             | (4.75)     | (4.99)     |
| Net cash (used in)/generated from Financing activities (C)                                    | 212.84             | (7.74)     | (13.17)    |
| Net increase/(decrease) in cash and cash equivalents (A+B+C)                                  | 6.31               | (0.41)     | 14.10      |
| Opening balance of cash and cash equivalents #  | 57.23              | 57.64      | 43.54      |
| Closing balance of cash and cash equivalents  | 63.54              | 57.23      | 57.64      |



- H. **ABRIDGED VERSION OF LATEST AUDITED / LTD. REVIEW HALF YEARLY CONSOLIDATED (WHEREVER AVAILABLE) AND STANDALONE FINANCIAL INFORMATION (LIKE PROFIT & LOSS STATEMENT, AND BALANCE SHEET) AND AUDITORS QUALIFICATIONS, IF ANY**

As mentioned above on Page No. 23 to 28.

- I. **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 DEBT SECURITIES**

Nil

- J. **NAME OF THE DEBENTURE TRUSTEE**

The Company has appointed IL&FS Trust Company Limited, The IL&FS Financial Center, Plot No. C-22, G-Block, 3rd Floor, Bandra Kuria Complex, Bandra (East), Mumbai 400 051 a SEBI approved Trust Management Company as the agent and trustees for and on behalf of the Debenture holders. The address and contact details of the Trustees are as under:

**Consent letter from the Trustee**

IL&FS Trust Company Limited has given its consent to the Company under regulation 4 (4) of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 to be appointed as the Debenture Trustee to this Issue.

The consent letter dated March 17, 2016 is enclosed as Annexure 1 of this Draft Shelf Disclosure Document.

**Role and Responsibilities of Debenture Trustee**

The Company will enter into a Trustee Agreement/Trust Deed, inter-alia, specifying the powers, authorities and obligations of the Company and the Trustees in respect of the Debentures.

The Debenture holders shall, without any further act or deed, be deemed to have irrevocably given their consent to and authorized the Trustees or any of their agents or authorized officials to do, inter alia, all such acts, deeds and things necessary in respect of or relating to the security to be created for securing the Debentures being offered in terms of this Draft Shelf Disclosure Document. All rights and remedies under the Debenture Trust Deed and/or other security documents shall rest in and be exercised by the Trustees without having it referred to the Debenture holders. Any payment made by the Company to the Trustees on behalf of the Debenture holder(s) shall discharge the Company pro tanto to the Debenture holder(s).

The Issuer shall, indemnify and keep indemnified and hold harmless Debenture Trustee and pay and reimburse to Debenture Trustee, any and all losses, costs, charges, claims, damages, non-payment and/or insufficient payment of the stamp duty (whether at the time of execution or at the time of enforcement of Securities), liabilities or expense or outgoings which Debenture Trustee shall certify as sustained or suffered or incurred by Debenture Trustee as a consequence of occurrence of an Event of Default, or breaches or acts of omission and commission on the part of the Issuer, or otherwise on account of the Facility. The Trustees are not borrower or Principal Debtor or Guarantors.

- K. **CREDIT RATING AND RATING RATIONALE ADOPTED BY RATING AGENCIES**

The Debentures have been rated "BWR A+(SO)" [pronounced as BWR A Plus (Structured Obligation)] (Outlook: Stable) by Brickwork Ratings India Pvt. Limited. for upto Rs. 100 crores vide letter dated March 23, 2016. Instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.

Ratings are not a recommendation to buy, sell or hold securities and investors should take their own decision. The ratings may be subject to revision or withdrawal at any time by the assigning rating agencies and each rating should be evaluated independently of any other rating. The ratings obtained are subject to revision at any point of time in future. The rating agencies have the right to suspend, withdraw the rating at any time on the basis of new information etc.





The Issuer reserves the right to obtain an additional credit rating from any SEBI registered Credit Rating Agency for full or part of the issue size, as it may deem fit, which shall be at least equivalent to the prevailing credit rating to the issue.

Also the Issuer reserves the right to substitute the prevailing Credit Rating to the Issue, with a credit Rating which shall be at least equivalent to the prevailing credit rating to the issue, by an alternative SEBI registered Credit Rating Agency, for full or part of the issue size. However before exercising any such right, the Issuer shall seek consent from the Debenture Trustee. The Debenture Trustee to issue a consent in this regard, shall seek written or electronic instructions from the Debenture Holder(s) and only upon receipt of relevant instructions from the three fourth of the prevailing debenture holders of the outstanding NCDs.

- L. IF THE SECURITY IS BACKED BY A GUARANTEE OR LETTER OF COMFORT OR ANY OTHER DOCUMENT / LETTER WITH SIMILAR INTENT, A COPY OF SAME SHALL BE DISCLOSED. IN CASE SUCH DOCUMENT DOES NOT CONTAIN DETAILED PAYMENT STRUCTURE, THE SAME SHALL BE DISCLOSED IN THE OFFER DOCUMENT**

NIL

- M. CONSENT LETTER FROM THE TRUSTEE**

The consent letter dated March 17, 2016 is enclosed as Annexure 1 of this Draft Shelf Disclosure Document.

- N. NAMES OF ALL THE RECOGNISED STOCK EXCHANGES WHERE THE DEBT SECURITIES ARE PROPOSED TO BE LISTED**

The NCDs will be listed on the Wholesale Debt Segment of the BSE Ltd. ("BSE"). The Company shall forward the listing application to the Stock Exchanges within 15 days from the Deemed Date of Allotment.

In case of delay in listing of the Debt Securities beyond 20 days from the deemed date of allotment, the Company will pay penal interest of 1 % p.a. over the coupon rate / IRR from the expiry of 30 days from the deemed date of allotment till the listing of such Debt Securities to the investor.

- O. OTHER DETAILS**

***Debenture Redemption Reserve (DRR)***

As per the provisions of the Companies Act, the Company shall create a Debenture Redemption Reserve for the purpose of redemption of debentures, in accordance with the conditions given below-

- a) the Debenture Redemption Reserve shall be created out of the profits of the Company available for payment of dividend;
- b) As per extant circular no. 11/02/2013-CL-V (A) dated 11.02.2013 issued by Government of India with respect to creation of Debenture Redemption Reserves the Company shall create Debenture Redemption Reserve equivalent to at least 25% of the amount raised through the Debenture Issue before Debenture redemption commences.
- c) every Company required to create Debenture Redemption Reserve shall on or before the 30<sup>th</sup> day of April in each year, invest or deposit, as the case may be, a sum which shall not be less than fifteen percent, of the amount of its debentures maturing during the year ending on the 31<sup>st</sup> day of March of the next year, in any one or more of the following methods, namely:-
  - i. in deposits with any scheduled bank, free from any charge or lien;
  - ii. in unencumbered securities of the Central Government or of any State Government;
  - iii. in unencumbered securities mentioned in sub-clauses (a) to (d) and (ee) of section 20 of the Indian Trusts Act, 1882;
  - iv. in unencumbered bonds issued by any other company which is notified under sub-clause (f) of section 20 of the Indian Trusts Act, 1882;
  - v. the amount invested or deposited as above shall not be used for any purpose other than for redemption of debentures maturing during the year referred above: Provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below fifteen percent of the amount of the debentures maturing during the year ending on the 31<sup>st</sup> day of March of that year.



**Issue/ instrument specific regulations - relevant details (Companies Act, RBI guidelines, etc):**

**Kind of Security Offered**

This is a private placement of Secured Redeemable Non-Convertible Debentures (NCDs) in the form of STRPP having face value of Rs.1.00 Lakh each, for cash at par upto Rs.100.00 crores.

**Price at which the security is being offered**

The NCDs have face value of Rs.1.00 Lakh each and are being issued at par.

**Name and address of the valuer who performed valuation of the security offered**

The security being in the nature of debentures and being issued at par, are not required to be valued by a valuer.

**Amount which the company intends to raise by way of securities**

This is a private placement of Secured Redeemable Rated Non-Convertible Debentures (NCDs) in the form of STRPP for cash at par upto Rs.100.00 crores.

**Authority for the Placement**

This private placement of Debentures is being made pursuant to the resolution of the Board of Director passed at its meeting held on February 09, 2016 which has approved the placement of Debentures aggregating upto Rs. 100.00 crores. The present issue is also within the general borrowing limits in terms of the resolution passed under Section 180 (1) (c) of the Companies Act 2013 by postal ballot on March 29, 2016. The Shareholders had given their consent to the borrowing(s) by the Directors of the Company from time to time not exceeding Rs. 100.00 crores (Rupees One Hundred Crores Only), subject to any restrictions imposed by the terms of the agreement entered into from time to time for grant of loans to the Company of all monies deemed by them to be requisite or proper for the purpose of carrying on the business of the Company. The borrowings under these Debentures will be within the prescribed limits as aforesaid.

Consent of shareholders is also obtained as required under Section 42 read with applicable rules of the Companies Act, 2013, through the Special resolution passed at Shareholders by postal ballot on March 29, 2016 for Private placement issue of Non-Convertible debenture.

The Company can carry on its existing activities and future activities planned by it in view of the existing approvals, and no further approvals from any Government authority are required by the Company to carry on its said activities except the approvals required for future projects from respective regulator and approval authorities.

**Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment**

For detailed Terms of raising of securities, please refer to section titled "Issue Detail/ Term Sheet".

**Underwriting**

The present Issue of Debentures is on private placement basis and has not been underwritten.

**Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects**

This being an Issue of NCDs, promoters or directors contribution is not required.

**Purposes and objects of the Issue**

The Company is issuing NCDs to augment funds for medium to long term resources of the Issuer.

The expenses of the present Issue would also be met from the proceeds of the Issue. The Main Object Clause of the Memorandum of Association of the Company enables it to undertake the activities for which the funds are being raised through the present Issue and also the activities, which the Company has been carrying on till date.

**Details of Utilization of Issue Proceeds**

The proceeds of the Issue will be utilized towards the purposes and objects of the Issue. For detail please refer to the section titled "Purposes and objects of the issue" in this Draft Shelf Disclosure Document.



No part of the proceeds of the NCDs would be utilized by the Issuer directly/indirectly towards capital markets. Hence, the subscription to the current NCD issue would not be considered /treated as capital market exposure. Further, the Company undertakes that Issue proceeds from NCDs allotted to banks would not be utilized for purchasing land and shall not be used for any other purposes which may be in contravention of any RBI /SEBI.

The proceeds of this Issue after meeting all expenses of the Issue will be used by the Company for meeting Issue objects as specified in section titled "Purposes and objects of the Issue" in this Draft Shelf Disclosure Document.

**Principle terms of assets charged as security**

The Debentures/ STRPPs, interest thereon, Trustee' remuneration and all other monies relating thereto would be secured by:

- First pari passu charge by way of mortgage on the identified project(s) assets in Jaipur/ Gujarat/ Neemrana, including land & unsold inventory, with a minimum asset cover of 2.00 times to be maintained on outstanding amount of NCDs/ STRPPs during its entire tenor.
- Charge over Receivables of the aforementioned project(s).
- Escrow over entire aforementioned project(s) cash flows, present & future.

The Debentures shall be secured by first pari-passu charge in favour of the Debenture Trustee on identified tangible immovable property(ies) (Mortgaged Property) of the Issuer via a Registered Mortgage Deed and by way of submission of the original title deeds to the debenture trustee, with a minimum security cover of 2.00 times on the outstanding amount of Debentures and interest thereon to be maintained during the entire tenure of the Debentures.

The actual form, mode and method of security creation shall be decided in mutual consultation with the Trustees. The Company shall at all times in consultation of the trustees maintain a minimum security cover of 2.00 times of the value of the outstanding Debentures proposed to be issued by the Company under the current Draft Shelf Disclosure Document.

In the event, security cover falls below the minimum security cover of 2.00 times, the Issuer shall create charge over additional assets within 30 calendar days (top up of Security) to the extent required to ensure that the security cover of 2.00 times is maintained on the remaining outstanding amount. If the company is unable to top up security within 30 calendar days, the company shall refund such security shortfall amount within 5 calendar days after the expiry of 30 days.

The security cover ratio shall be tested on the market value of the assets as determined by any approved valuer from whom the Issuer deems fit. Such valuation to be necessarily done every 12 months. Both the Issuer & the Debenture holder (minimum two third debenture holders to request) shall have the option to carry fresh valuation exercise maximum once in a quarter (cost to be incurred by requesting party) other than the mandatory valuation requirement of every 12 months. Latest valuation report shall be considered for top up of security /release of security.

The Security will be created by the Company as aforesaid in favor of the Trustees on such of the identified assets for which the Company obtains, the requisite consents and permissions applicable under law or in accordance with conditions of holding of such assets for creating the above mentioned charge. The creation of such security shall be sufficient compliance of the Company's obligation.

The Trustee shall provide consent to create pari-passu charge in future in favour of such other Lender(s) as may be requested by the Company, subject to the maintaining of the minimum security cover stipulated above. However, prior consent of the debenture holders will not be required for the same. The Issuer can raise additional Debentures/loans/capital at any point of time subject to maintenance of minimum security cover stipulated above.

Further, the Debenture Trustee shall have the right to provide consent to replace the asset provided as security for the NCDs, in part or full, with any other specific immovable property (ies), subject to maintenance of minimum asset cover as stipulated above, on the basis of Valuation Report by the Approved Valuer and to the satisfaction of the Debenture Trustee. Prior consent of the debenture holders will not be required for the same.



The Company shall execute the Debenture Trust Deed and create the charge within three months or with prior permission of the debenture holders any other extended period given by the Debenture trustee /Regulatory Authorities from the Issue Closure Date.

In case of delay in execution of Trust Deed and creation of Charge, the Company will refund the subscription with agreed rate of interest or will pay penal interest of 2% p.a. over the coupon rate/ IRR till these conditions are complied with at the option of the investor. Pending creation of security, during the period of 3 months (or extended period), the principal Directors of the company agree to indemnify the debentureholders/s for any loss that may be suffered by the debentureholders/s on account of the subscription to the NCD issue.

Non Maintenance of minimum security cover as mentioned above will attract 1 % p.a. penalty for the period of non-maintenance of cover.

#### **Minimum Subscription**

As the current Issue of Debentures is being made on private placement basis, the requirement of minimum subscription as described in the SEBI Guidelines shall not be applicable and therefore the Company shall not be liable to refund the Issue subscription(s)/proceed(s) in the event of the total Issue collection falling short of Issue size or certain percentage of Issue size.

#### **Deemed Date of Allotment**

Subscribers will be allotted Debentures within 7 days of the Issue Closing Date. Interest on Debentures shall accrue to the Debentureholder(s) from and including the Deemed Date of Allotment that will be notified in the term sheet. All benefits relating to the 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. The Company reserves the right to keep multiple allotment date(s)/deemed date(s) of allotment at its sole and absolute discretion without any prior notice and shall have a right to allot the Debentures in tranches / series which shall form the part of this Issue. In case, the Issue closing date is changed (pre-poned/ postponed), the Deemed Date of Allotment may also be changed (pre-poned/ postponed) by the Company at its sole and absolute discretion.

#### **Status of NCDs**

The NCDs shall rank pari passu inter se and without any preference or priority among themselves. Subject to any obligations preferred by mandatory provisions of the law prevailing from time to time, the NCDs shall also, as regards the principal amount of the NCDs, interest and all other monies secured in respect of the NCDs, rank pari passu with all other present and future holders of debentures issued by the Company in the same category.

#### **Letter/s of allotment/refund order(s) and interest in case of delay in dispatch**

The beneficiary account of the investor(s) with National Securities Depository Ltd. (NSDL)/ Central Depository Services Ltd (CDSL)/ Depository Participant will be given initial credit within two working days from the Deemed Date of Allotment. The initial credit in the account will be akin to the Letter of Allotment. On completion of the all statutory formalities, such credit in the account will be akin to a Debenture Certificate.

The issuer further agrees to pay interest as per the applicable provisions of the Companies Act, 2013, if the allotment letters/refund orders have not been dispatched to the applicants within 30 days from the date of the closure of the issue.

#### **Underwriting**

The present Issue of Debentures is on private placement basis and has not been underwritten.

#### **Early Redemption Event**

In the event that the rating of the Debentures, at any point in time until the Final Settlement Date/s of each series of debentures, falls to or below "BWR A-(SO)", each of the Debenture Holders shall be entitled to ("Early Redemption Option") and would require the Company, by provision of a notice in writing ("Early Redemption Notice"), to repay, the principal amounts outstanding in respect of the Debentures held by them, together with Coupon /Premium / Penalty accrued thereon and all such monies which shall be due and payable to such Debenture Holders.



In the event that the Debenture Holders (or any of them) have exercised the Early Redemption Option, as provided for hereinabove, the Company shall be required to make prepayment of all amounts as set out in the Early Redemption Notice, within 60 (Sixty) calendar days of the date of the Early Redemption Notice. All such payments which are required to be made by the Company upon the exercise of an Early Redemption Notice by any of the Debenture Holders, shall be a part of the Secured Obligations secured by these presents.

***Debentureholder's consent***

During the currency of the Debentures/ STRPPs, prior consent of the debenture holders is required on the following:

- a. the Promoter Group ceasing to be the Promoter of the Company (as defined under SEBI regulations) on account of change in shareholding or otherwise; or
- b. change in the Management Control (defined below).  
 "Management Control of the Company" shall mean: (i) At least 40% ownership and management control of the borrower shall remain with its existing Promoters group during the tenor of the NCDs and (ii) the ability of the Promoter Group to appoint majority of the directors of the Board of directors of the Company; and (iii) ability of the Promoter Group to control and direct the business, operations and functioning of the Company. Such other conditions/ documents required by the Debenture Holder(s) in the Transaction Documents.
- c. Alteration of name of the issuer, where the new name does not contain the words "ASHIANA"

If investor consent/s are not obtained for any of the above, the debenture holders can exercise the right to call for accelerated redemption.

***Record Date/ Book Closure Date***

The Record Date/ Book Closure Date for the Debentures shall be 7 days prior to each Interest Payment Date and or Principal repayment Date and/or Early Redemption Date/ Prepayment option Date, if any for the purposes of actual payment or as may be prescribed by the Securities and Exchange Board of India ("SEBI") during the tenure of the Debentures. Registered Debenture holders on the Record Date will be the recipients of actual payment of interest or occurrence of Early Redemption Event, if any.

***Interest on Application Money***

Interest at the Coupon Rate/ IRR as notified in the term sheet (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactments thereof, as applicable) will be paid to all the Applicants on the application money for the Debentures. Such interest shall be paid from the date of realisation of cheque(s)/ demand draft(s)/ e-payment upto one day prior to the Deemed Date of Allotment. The interest on application money will be computed on an actual/actual basis. Such interest would be paid on all the valid applications.

Where the entire or part subscription amount has been refunded, the interest at the respective coupon rate/IRR on application money will be paid along with the Refund Orders. Where an Applicant is allotted lesser number of debentures than applied for, the excess amount paid on application will be refunded to the Applicant along with the interest at the respective coupon rate/IRR on refunded money.

The interest on application money (along with Refund Orders, in case of refund of application money, if any) shall be paid by e-payment (RTGS / funds transfer/NEFT or any other electronic mode as specified by RBI) by the Company within 7 days from the Deemed Date of Allotment to the sole/ first Applicant, at the sole risk of the Applicant.

In case electronic payment fails/bounce back the Company can make payment via Cheque(s)/ demand draft(s) and same shall be dispatched by the Company within 15 days from the Deemed Date of Allotment by registered post to the sole/ first applicant, at the sole risk of the applicant.



**Interest on NCDs**

The Debentures shall carry interest at the rate as specified in the term sheet (subject to deduction of tax at source at the rates prevailing from time to time under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof for which a certificate will be issued by the Company) accrued to the holders of Debentures (the "Holders" and each, a "Holder") as of the relevant Record Date. The interest payable on any Interest Payment Date will be paid to the Debenture holder(s) whose names appear in the list of beneficial owners given by the Depository to the Company as on the

**Day Count Convention/ Business Day**

Interest shall be computed on the amount outstanding on an Actual/ Actual day count basis, i.e. actual number of days elapsed divided by the actual number of days in the year.

If any interest payment date falls on a day which is not a Business Day ('Business Day' being a day excluding 2<sup>nd</sup> & 4<sup>th</sup> Saturdays, Sundays or a public holiday in Delhi) then the succeeding Business Day will be considered as the effective date for such payment of interest with interest for such additional period. Such additional interest will be deducted from the interest payable on the next date of payment of interest.

In case the Deemed Date of Allotment is revised (pre-poned/ postponed) then the above interest payment date may also be revised (pre-poned/ postponed) accordingly by the Company at its sole and absolute discretion.

**Tax Deduction at Source**

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source. Tax exemption certificate/ document, under Section 193 of the Income Tax Act, 1961, if any, must be lodged at the Registered Office of the Company or at such other place as may be notified by the Company in writing, at least 30 calendar days before the interest payment dates.

Tax exemption certificate / document in respect of non-deduction of tax at source on interest on application money, must be submitted along with the Application Form.

**Payment on Redemption**

Each Debenture/ STRPP of face value of Rs.1.00 lakhs is redeemable as per term sheet.

The Debentures will not carry any obligation, for interest or otherwise, after the date of redemption. The Debentures held in the dematerialized form shall be taken as discharged on payment of the redemption amount by the Company on maturity to the registered Debenture holders whose name appear in the register of Debenture holders on the Record Date. Such payment will be a legal discharge of the liability of the Company towards the Debenture holders. On such payment being made, the Company will inform NSDL/CDSL and accordingly the account of the Debenture holders with NSDL/CDSL will be adjusted.

In case the principal redemption date falls on a day which is not a Business Day ('Business Day' being a day excluding 2<sup>nd</sup> & 4<sup>th</sup> Saturdays, Sundays or a public holiday in Delhi), the payment will be made on the preceding Business Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment.

**Interest Period/ Computation and payment of interest on Debentures**

The Debentures shall carry interest at the rate of as per term sheet (subject to deduction of tax at source at the rates prevailing from time to time under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof for which a certificate will be issued by the Company) and accrue to the holders of Debentures (the "Holders" and each, a "Holder") as of the relevant record date. The interest accruing on any Coupon Payment Date will be paid to the Debenture Holder(s) whose names appear in the list of beneficial owners given by the Depository to the Company as on the record date.



- Interest for each of the interest periods shall be computed on Actual/Actual day convention (i.e. 365 days & in case of leap year by 366 days) on the outstanding Debenture amount at the coupon rate.
- The first interest period is defined as the actual number of days falling between the Date of Allotment and \_\_\_\_\_ including both first date and the last date. The first Interest payment would be made on \_\_\_\_\_.
- The second interest period is defined as the actual number of days between \_\_\_\_\_ to \_\_\_\_\_ including both dates & will be paid on \_\_\_\_\_ & so on.
- The last interest payment would be made on the final redemption date along with the redemption of principal amount.
- Kindly note that all the interest payment will be made through RTGS/ NEFT as per the data downloaded from NSDL/ CDSL on record date. In case the Bank Particulars down loaded are not complete or rejected, payment will be made through Demand Drafts and Company shall not be responsible for any delay.
- In case any coupon date (interest payment date) falls on any non-Bank working days in New Delhi, effective payment will be succeeding Bank working day as per SEBI Circular No. CIR/ IMD/ DF/ 18/ dated October 29, 2013.
- In case of final redemption, the interest will be computed on the redemption amount, up to one day prior to the date of redemption and will be paid along with the redemption amount.
- In case the Deemed Date of Allotment is revised (pre-poned/ postponed) then the above Interest Payment Date may also be revised pre-poned/ postponed) accordingly by the Company at its sole & absolute discretion

**Cash flow from Debentures**

As per SEBI circular no.CIR/IMD/DF/18/2013 dated October 29, 2013, illustrative cash flow for debentures is as under:

|  |                             |
|--|-----------------------------|
| Company  | XYZ Ltd.                    |
| Face Value (per security)                              | Rs. 1,00,000/- per Security |
| Issue Date/Date of Allotment                           | -                           |
| Redemption   | -                           |
| Coupon Rate  | -                           |
| Frequency of the Interest Payment with specified dates | -                           |
| Day Count Convention                                   | Actual / Actual             |

**CashFlows (Illustration)**

|            | Date | No. of days in Coupon Period | Amount (in Rupees) |
|------------|------|------------------------------|--------------------|
| 1st Coupon |      |                              |                    |
| 2nd Coupon |      |                              |                    |
| 3rd Coupon |      |                              |                    |
| 4th Coupon |      |                              |                    |
| 5th Coupon |      |                              |                    |
| Principal  |      |                              |                    |

Applicants are requested to note that the above cash flow is only illustrative in nature. The Date of Allotment, Coupon Rate, Redemption date and Frequency of the Interest Payment shall vary in actual. For details regarding Date of Allotment, Coupon Rate, Redemption date, Frequency of the Interest Payment and the actual Cash flows, please refer to the Tranche Term sheet/Addendum of this Draft Shelf Disclosure Document.



### *Registrars*

Beetal Financial & Computers Services (P) Ltd. is acting as Registrar and Transfer agents for the Company for debt instruments. Requests for registration of transfer, along with Debenture Certificates/Letters of Allotment and appropriate transfer documents should be sent to the Registrars. The transferee shall also furnish name, address and specimen signatures and wherever necessary, authority for purchase of Debentures. The Registrars after examining the adequacy and correctness of the documentation shall register the transfer in its books. However, as the NCDs are compulsory issued in demat mode, this may not be applicable.

### *Debentures in Dematerialized Form*

The Company has finalized Depository Arrangements with National Securities Depository Ltd. (NSDL) / Central Depository Services (India) Ltd. (CDSL) for dematerialization of the Debentures. The investor has to necessarily hold the Debentures in dematerialized form and deal with the same as per the provisions of Depositories Act, 1996 (as amended from time to time). The normal procedures followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

Applicants should mention their Depository Participant's name, DP-ID and Beneficiary Account Number/Client ID in the appropriate place in the Application Form. In case the depository arrangement is finalised before the completion of all legal formalities for issue of Debenture Certificates, Debentures to successful allottee(s) having Depository Account shall be credited to their Depository Account against surrender of Letter of Allotment.

Interest or other benefits with respect to the Debentures would be paid to those Debenture holders whose names appear on the list of beneficial owners given by the Depositories to the Issuer as on a record date/book closure date. The Issuer would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and informed to the Issuer where upon the interest/benefits will be paid to the beneficiaries within a period of 30 days.

### *Transfer of Debentures*

Debentures shall be transferred subject to and in accordance with the rules/ procedures as prescribed by the NSDL / CDSL Depository Participant of the transferor/ transferee and any other applicable laws and rules notified in respect thereof. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

Transfer of Debentures to and from NRIs/ OCBs, in case they seek to hold the Debentures and are eligible to do so, will be governed by the then prevailing guidelines of RBI. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be made to the person, whose name appears in the records of the Depository. In such cases, claims, if any, by the transferee(s) would need to be settled with the transferor(s) and not with the Company.

### *Trading of Debentures*

The trading of privately placed Debt Securities would be permitted in the anonymous, order driven system of the Stock Exchange in a separate trading segment. All classes of investors would be permitted to trade subject to guidelines issued by SEBI/ Stock Exchange, the standard denomination/marketable lot. The trades executed on spot basis shall be required to be reported to the Stock Exchange.

### *List of Beneficial Owners*

The Company shall request the Depositories to provide a list of Beneficial Owners as at the end of the Record Date. This shall be the list, which shall be considered for payment of interest or repayment of principal amount, as the case may be.





**Succession**

In the event of demise of the sole/first holder of the Debenture(s) or the last survivor, in case of joint holders for the time being, the Company will recognize the executor or administrator of the deceased Debenture holder, or the holder of succession certificate or other legal representative as having title to the Debenture(s). The Company shall not be bound to recognize such executor or administrator, unless such executor or administrator obtains probate, letter of administration wherever it is necessary, or such holder is the holder of succession certificate or other legal representation, as the case may be, from a Court in India having jurisdiction over the matter. The Company may, in its absolute discretion, where it thinks fit, dispense with production of probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Debenture(s) standing in the name of the deceased Debenture holder on production of sufficient documentary proof or indemnity.

Where a Non-Resident Indian becomes entitled to the Debenture by way of succession, the following steps have to be complied:

1. Documentary evidence to be submitted to the legacy cell of the RBI to the effect that the Debenture was acquired by the NRI as part of the legacy left by the deceased holder.
2. Proof that the NRI is an Indian National or is of Indian origin. Such holding by the NRI will be governed by the then prevailing guidelines of RBI.

**Prior Consent**

The Company would require a prior consent from Debenture Holder or Debenture Trustee for any scheme of arrangement involving merger/demerger/amalgamation/restructuring/reorganization.

If the consent is not obtained, the debenture holders can exercise the right to call for accelerated redemption of the outstanding amount due on the NCDs.

Similarly if the Investor(s) declines the consent, the Issuer shall have a right to prepay the outstanding amount due on the NCDs.

**Future Borrowings**

The Company shall be entitled to make further issue(s) of debentures, raise further loans or advances and/or avail further deferred payment guarantees or other financial facilities from time to time from such persons/banks/financial institutions or body corporate/or any other agency on such terms and conditions as the Company may think appropriate, subject to the Issuer maintaining the adequate security cover as agreed. However, until the Debentures are fully redeemed, the Company shall not create any further charge on the Securities offered under this Issue without the prior written approval of the Debenture Trustee.

**Notices**

The notices to the Debenture holder(s) required to be given by the Company or the Trustees shall be deemed to have been given if sent by registered post to the sole/first allottee or sole/first registered holder of the Debentures, as the case may be. All notices to be given by the Debenture holder(s) shall be sent by registered post or by hand delivery to Registrars or to such persons at such address as may be notified by the Company from time to time.

All transfer related documents, tax exemption certificates, intimation for loss of Letter of Allotment/ Debenture(s), etc., requests for issue of duplicate debentures, interest warrants etc. and/or any other notices / correspondence by the Debenture holder(s) to the Company with regard to the issue should be sent by Registered Post or by hand delivery to the Registrar, or to such persons at such persons at such address as may be notified by the Company from time to time.



***Disputes and Governing Law***

The Debentures shall be construed to be governed in accordance with applicable Indian Law. The competent courts alone shall have jurisdiction in connection with any matter arising out of or under these precincts.

Over and above the aforesaid terms and conditions, the said Debentures shall be subject to the terms and conditions to be incorporated in the Debentures to be issued to the Allottees and the Debenture Trust Deed/Trustee Agreement.

***Right to Re-purchase and Re-issue the Debenture***

The company will have power, exercisable at its sole and absolute discretion from time to time to repurchase a part or its entire Debenture from the secondary markets or otherwise on mutual consent at any time prior to the date of maturity as per the prevailing guidelines, rules/regulations of Reserve Bank of India and other Authorities.

In the event of a part or all of its Debentures being repurchased as aforesaid or redeemed under any circumstances whatsoever, the Company shall have, and shall be deemed to have had, the power to reissue the Debenture either by reissuing the same Debentures or by issuing other Debenture in their place.

Further the Company, in respect of such repurchased/redeemed Debenture shall have the power exercisable either for a part or all of those Debenture, to cancel, keep alive, appoint nominee(s) to hold or reissue at such price and on such terms and conditions as it may deem fit and as permitted by law.

***Disclosure Clause***

In the event of default in the repayment of the principal and/or interest on the NCDs on the due dates, the Debenture Trustee and /or the Stock Exchanges and/or the Reserve Bank of India and/or SEBI will have an unqualified right to disclose or publish the name of the borrower and its directors as defaulter in such manner and through such medium as the Investors and/or the Reserve Bank of India in their absolute discretion may think fit. Over and above the aforesaid Terms and Conditions, the said Debentures shall be subject to the Terms and Conditions to be incorporated in the Debenture Trust Deed/Trustee Agreement.

***Debenture holder not a Shareholder***

The Debenture holders will not be entitled to any of the rights and privileges available to the shareholders. If, however, any resolution affecting the rights attached to the Debentures is placed before the members of the Issuer, such resolution will first be placed before the Debenture holders for their consideration.

***Modification of Rights***

The rights, privileges, terms and conditions attached to the Debentures may be varied, modified or abrogated with the consent, in writing, of those holders of the Debentures who hold at least three fourth of the outstanding amount of the Debentures or with the sanction accorded pursuant to a resolution passed at a meeting of the Debenture holders, provided that nothing in such consent or resolution shall be operative against the Company where such consent or resolution modifies or varies the terms and conditions of the Debentures, if the same are not acceptable to the Company.

***Conflict***

In case of any repugnancy, inconsistency or where there is a conflict between the conditions/covenants as are stipulated in this document and any transaction document/s to be executed by the Company, the provisions mentioned in the Debenture Trust Deed shall prevail and override the provisions mentioned elsewhere.

***Conjunction***

The terms and conditions mentioned in this Draft Shelf Disclosure Document are to be read and understood in conjunction with the terms contained in the other transaction documents to be executed by the Company of this issue.



***Other Covenants of the Company***

1. The Company shall not declare or pay any dividend to its shareholders in any financial year, until the Company has paid or made satisfactory provisions in respect of Redemption Amount and Amounts Due of the Debentures;
2. Company shall not, without the prior written consent of the Trustee, effect any change in the capital structure of the Company by way of issuance of new equity shares, preference shares or warrants or any other instrument/security with the same effect;
3. All such other covenants/obligations of the Company as mentioned in the Debenture Trust Deed, which shall be deemed to be incorporated herein by reference.

***Application Process******Mode of Subscription/ How to Apply***

This being a Private Placement offer, Investors who are established/ resident in India and who have been addressed through this communication directly only are eligible to apply.

All Application Forms, duly completed, together with cheque/ demand draft for the Application Amount must be delivered before the closing date of the Issue to the Issuer or to the Arranger to the Issue. The Application Amount payment can alternatively be made through e-payment before the closing date of the Issue to the Issue Account. Please refer the Application Form for detail of the Issue Account.

As per provisions of the Companies Act, the payment to be made for subscription to Debentures should be made from the bank account of the person subscribing to such Debentures. In case of joint applications, monies payable on subscription to Debentures to be held by joint holders shall be paid from the bank account of the person whose name appears first in the Application.

Applications for the Debentures must be in the prescribed form (enclosed) and completed in BLOCK CAPITAL LETTERS in English and as per the instructions contained therein.

Applications complete in all respects (along with all necessary documents as detailed in this Draft Shelf Disclosure Document) must be submitted before the last date indicated in the Issue schedule or such extended time as decided by the Issuer, to the Issuer or the Arranger, accompanied by the Application Amount by way of cheque(s)/ demand draft(s) drawn on any bank including a co-operative bank which is situated at and is a member of the bankers' clearing house located at a place where the Application Form is submitted.

Outstation cheque(s)/ Bank draft(s) drawn on bank(s) not participating in the clearing process at the designated clearing centres will not be accepted. Money orders/ postal orders will also not be accepted. The Company assumes no responsibility for any applications/ cheques/ demand drafts lost in mail.

No separate receipt will be issued for the application money. However, the Company's designated collection branches or Arranger(s) receiving the duly completed Application Form will acknowledge receipt of the application by stamping and returning to the Applicant the Acknowledgment Slip at the bottom of the each Application Form.

As a matter of precaution against possible fraudulent encashment of interest warrants/ cheques due to loss/ misplacement, the Applicant should furnish the full particulars of his or her bank account (i.e. account number, IFSC code, name of the bank and branch) at the appropriate place in the Application Form. Interest warrants will then be made out in favour of the bank for credit to his/ her account so specified and dispatched to the investors, who may deposit the same in the said bank. Alternatively, the Company shall make interest payment via e-payment to the bank account of the investor.



**Who Can Apply**

The following categories of investors may apply for the Debentures, subject to fulfilling their respective investment norms/ rules by submitting all the relevant documents along with the Application Form.

1. Scheduled Commercial Banks;
2. Financial Institutions;
3. Insurance Companies;
4. Primary/ State/ District/ Central Co-operative Banks (subject to permission from RBI);
5. Regional Rural Banks;
6. Mutual Funds;
7. Companies, Bodies Corporate authorized to invest in Debentures;
8. Provident Funds, Gratuity, Superannuation & Pension Funds, subject to their Investment guidelines;
9. Trusts;
10. Individuals;
11. Or any other investor category eligible to invest subject to current applicable rules, act, laws etc

**Application not to be made by**

1. Hindu Undivided Family (neither by the name of the Karta);
2. Partnership Firms or their nominees
3. Ltd. liability partnerships formed and registered under the provisions of the Ltd. Liability Partnership Act, 2008 (No. 6 of 2009);
4. Overseas Corporate Bodies (OCBs);
5. Foreign Institutional Investors (FIIs);
6. Non Resident Indians (NRIs)

Although above investors are eligible to apply, only those investors, who are individually addressed through direct communication by the Company / Arranger, are eligible to apply for the Debentures. No other person may apply. Hosting of Draft Shelf Disclosure Document on the website of the Stock Exchange(s) should not be construed as an offer to Issue and the same has been hosted only as it is stipulated by SEBI. Investors should check about their eligibility before making any investment.

**Submission of Documents**

Investors should submit the following documents, wherever applicable:

- a. Memorandum and Articles of Association/Documents governing constitution
- b. Government notification/certificate of incorporation
- c. SEBI registration certificate, if applicable
- d. Resolution authorizing investment along with operating instructions
- e. Power of Attorney (original & certified true copy)
- f. Form 15AA granting exemption from TDS on interest
- g. Form 15H for claiming exemption from TDS on interest on application money, if any
- h. Order u/s 197 of IT Act
- i. Order u/s 10 of IT Act
- j. Specimen signatures of authorised persons
- k. Certified true copy of PAN card
- l. Registered / communication address

The list of documents required to be provided by an investor as mentioned above is only indicative and an investor will be required to provide all additional documents / authorizations / information, which may be required by the Company. The Company 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, without assigning any reasons.

**Instructions for completing the Application Form****A. Submission of Application Form**

- Applications to be made in prescribed form issued specifically to the Applicant only;
- The forms to be completed in block letters in English;
- Applications should be in single or joint names;



- Thumb impressions and signatures other than in English / Hindi or any other languages specified in the 8th Schedule of the Constitution needs to be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his/her seal;
- All Application Forms duly completed together with cheque / bank draft for the amount payable on application must be delivered before the closing date of the subscription;
- No separate receipt will be issued for the application money;
- Every applicant should hold valid Permanent Account Number (PAN) and mention the same in the application form failing which his application is liable to be rejected;
- All applicants are required to tick the relevant column "Category of Investor" in the Application Form.

**B. Applicant's Bank Account Details**

It is mandatory for all the applicants to have their NCDs allotted in dematerialised form. The Registrars to the Issue will obtain the applicant's bank account details from the Depository. The Applicant should note that on the basis of the name of the Applicant, Depository Participant's (DP) name, DP identification (DP-Id) number and beneficiary account (Client Id) number provided by them in the Application Form, the Registrar to the Issue will obtain from the Applicant's DP A/c, the Applicant's bank account details. The investors are advised to ensure that bank account details are updated in their respective DP A/cs as these bank account details would be printed on the refund order(s), if any. Please note that failure to do so could result in delays in credit of refunds to Applicants at the Applicants sole risk and neither the Company, nor the Registrar shall have any responsibility and undertake any liability for the same.

**C. Applicant's Depository Account Details**

It is mandatory for all the applicants to have their NCDs in dematerialised form. All applicants should mention their depository participant's name, depository participant identification number and beneficiary account number in the application form. Investors must ensure that the name given in the application form is exactly the same as the name in which the depository account is held. In case the application form is submitted in joint names, it should be ensured that the depository account is also held in the same joint names and are in the same sequence in which they appear in the application form.

Applicant should note that on the basis of name of the Applicant, Depository Participant's name, Depository Participant-Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository, demographic details of the investor such as address, bank account details for printing on refund orders and occupation ('Demographic Details'). Hence, Applicants should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with the applicants including mailing of the refund orders/ Allotment Advice and printing of bank particulars on the refund order and the Demographic Details given by applicant in the Application Form would not be used for these purposes by the Registrar.

Hence, Applicants are advised to update their Demographic Details as provided to their Depository Participants and ensure that they are true and correct.

By signing the Application Form, Applicant would have deemed to have authorised the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records. Refund Orders/Allotment Advice would be mailed at the address of the applicant as per the Demographic Details received from the Depositories. Applicant may note that delivery of refund orders/allotment advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. In such an event, the address and other details given by the Applicant in the Application Form would be used only to ensure dispatch of refund orders. Please note that, any such delay shall be at the Applicant's sole risk and neither the Company, nor the Registrar shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.



However in case of applications made under power of attorney, the Company in its absolute discretion, reserves the right to permit the holder of Power of Attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of Refund Orders/ECS refunds for credits/Allotment Advice, the demographic details given on the Application Form should be used (and not those obtained from the Depository of the Applicant). In such cases where a specific written request has been received in writing from the Power of Attorney-holder, the Registrar shall use Demographic details as given in the Application Form instead of those obtained from the Depositories.

In case no corresponding record is available with the Depositories that matches three parameters, namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's identity, then such applications are liable to be rejected.

**D. Applications under Power of Attorney by Ltd. companies, corporate bodies, registered societies etc.**

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signatures of all the authorized signatories and the tax exemption certificate/document, 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 Company at its registered office.

In case of applications made under a Power of Attorney or by a Ltd. company or a body corporate or registered society or mutual fund, scientific and/or industrial research organisations or trusts etc, the relevant power of attorney or the relevant resolution or authority to make the application, as the case may be, together with the certified true copy thereof along with the certified copy of the Memorandum and Articles of Association and/or bye-laws as the case may be must be attached to the Application Form or lodged for scrutiny separately with the photocopy of the Application Form, quoting the serial number of the Application Form at the Company's branch where the application has been submitted, or at the office of the Registrars to the Issue after submission of the Application Form to the Issuer/ Arranger to the Issue as mentioned on the reverse of the Application Form, failing which the applications are liable to be rejected. Such authority received by the Registrars to the Issue more than 10 days after closure of the subscription list may not be considered.

**E. Permanent Account Number/ GIR**

The applicant or in the case of applications made in joint names, each of the applicant, should mention his or her Permanent Account Number (PAN) allotted under the I.T. Act. In accordance with the SEBI Guidelines, the PAN would be the sole identification number for the participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form, without the PAN is liable to be rejected, irrespective of the amount of transaction. It is to be specifically noted that the Applicants should not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground. Please note that submission of PAN number in the application form is compulsory condition for your application to be considered valid and NCDs allotted to you.

**F. Terms of Payment**

The entire Face Value for the NCDs/ STRPPs is payable on application only. In case of allotment of lesser number of NCDs/ STRPPs than the number applied, the Company shall refund the excess amount paid on application to the applicant.

**G. Payment Instructions**

As per the Application Form

**H. Submission of Completed Application Forms**

- All applications duly completed and accompanied by account payee cheques/ drafts/ transfers/ e-payment shall be submitted before the closure of the Issue.
- No separate receipts shall be issued for the application money.
- Applications shall be deemed to have been received by us only when submitted to us by the Applicant.



**I. Joint Applications**

Applications may be made in single or joint names (not exceeding three). In the case of joint applications, all payments will be made out in favour of the first applicant. All communications will be addressed to the first named applicant whose name appears in the Application Form and at the address mentioned therein.

**J. Signatures**

Signatures should be made in English or in any of the Indian Languages. Thumb impressions must be attested by an authorized official of a bank or by a magistrate/notary public under his/her official seal.

**K. Nomination Facility**

As per Section 72 of the Companies Act, 2013, only individuals applying as sole applicant/joint applicant can nominate, in the prescribed manner, a person to whom his Debentures shall vest in the event of his death. Non-individuals including holders of Power of Attorney cannot nominate.

**L. Right to Accept or Reject Applications**

The Company reserves its full, unqualified and absolute right to accept or reject any application, in part or in full, without assigning any reason thereof. The applicants will be intimated about such rejection along with the refund warrant, together with interest on application money, if applicable, from the date of realization of the cheque(s)/ demand drafts(s)/ e-payment till one day prior to the date of refund. The Application Forms that are not complete in all respects are liable to be rejected and such applicant would not be paid any interest on the application money. Application would be liable to be rejected on one or more technical grounds, including but not restricted to:

1. Number of debentures applied for is less than the minimum application size;
2. Applications exceeding the issue size;
3. Bank account details not given;
4. Details for issue of debentures in electronic/ dematerialized form not given; PAN not mentioned in appropriate place.
5. In case of applications under Power of Attorney by Ltd. companies, corporate bodies, trusts, etc. relevant documents not submitted;

In the event, if any Debenture(s) applied for is/ are not allotted in full, the excess application money of such Debentures will be refunded, as may be permitted.



## ISSUE DETAIL

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| Security Name                              | %AHL  |
| Issuer                                     | Ashiana Housing Limited ('the Issuer'/'the Company'/'AHL')  |
| Promoter Group                             | As per SEBI ICDR Regulations  |
| Type of Instrument                         | Secured Redeemable Non-Convertible Debentures in the form of Separately Transferable Redeemable Principal Part (STRPP) (NCDs/ Debentures)   |
| Nature of Instrument                       | Secured   |
| Seniority                                  | Senior  |
| Mode of Issue                              | Private placement to subscribers not exceeding limit as prescribed under Companies Act, 2013  |
| Eligible Investors                         | <ol style="list-style-type: none"> <li>1. Scheduled Commercial Banks;</li> <li>2. Financial Institutions;</li> <li>3. Insurance Companies;</li> <li>4. Primary/ State/ District/ Central Co-operative Banks (subject to permission from RBI);</li> <li>5. Regional Rural Banks;</li> <li>6. Mutual Funds;</li> <li>7. Provident, Gratuity, Superannuation and Pension Funds;</li> <li>8. Companies, Bodies Corporate authorised to invest in Debentures;</li> <li>9. Trusts</li> <li>10. Individual/s</li> <li>11. Any other eligible investors registered under the applicable laws in India and which are duly authorized to invest in debentures.</li> </ol>   |
| Listing                                    | Proposed on the Wholesale Debt Market (WDM) Segment of the BSE Ltd.   |
| Rating of the Instrument                   | "BWR A+(SO)" (Outlook: Stable) by Brickwork Ratings India Pvt. Limited.<br>(The Issuer reserves the right to obtain an additional credit rating from any SEBI registered Credit Rating Agency for full or part of the issue size, as it may deem fit which shall be at least equivalent to the prevailing credit rating to the issue)   |
| Issue Amount                               | Upto Rs 100.00 crores<br>(To be allotted in one or more tranches at the Issuer's sole discretion.)  |
| Objects of the Issue                       | The Company is issuing NCDs to augment funds for medium to long term resources.   |
| Details of the utilization of the Proceeds | Pls refer caption "Objects of the Issue" for details.   |
| Interest on Application Money              | At the Coupon rate (subject to deduction of tax at source, as applicable) from the date of realization of cheque (s)/ demand draft(s)/ RTGS upto one day prior to the Deemed Date of Allotment. Where pay-in Date and Deemed date of Allotment are the same, no interest on Application money is to be paid.  |
| Default Rate                               | <ul style="list-style-type: none"> <li>• <b>Interest Rate:</b> In the event of delay in the payment of interest amount and/ or principal amount on the due date(s), the Issuer shall pay additional interest of 2% per annum in addition to the Coupon Rate/IRR payable on the NCDs, on such amount due, for the defaulting period i.e. the period commencing from and including the date on which such amount becomes due and upto but excluding the date on which such amount is actually paid.</li> <li>• <b>Security Creation:</b> In the event of delay in execution of Debenture trust deed &amp; creation of charge documents beyond 3 months from Deemed Date of Allotment, the Issuer shall refund the subscription at the coupon rate or shall pay penal interest of 2% per annum over the coupon rate for the delayed period till such conditions are complied with, at the option of the debenture holders.</li> <li>• <b>Delay in listing:</b> In case of delay in listing of the NCDs from the Deemed Date of Allotment, the Company will pay penal interest of 1% p.a. over the Coupon Rate/IRR from the expiry of 30 days from the Deemed Date of Allotment till the listing of the NCDs to the Debenture Holders.</li> </ul> |



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| Tenor   | As per Termsheet   |
| Coupon Rate   | As per Termsheet   |
| Coupon Payment Frequency  | As per Termsheet   |
| Coupon Payment dates  | As per Termsheet   |
| Coupon Type   | As per Termsheet   |
| Day Count Basis   | Actual/ Actual   |
| Redemption  | As per Termsheet   |
| Redemption Date   | As per Termsheet   |
| Issue Price   | Rs 1,00,000/- per STRPP/ Security/ Debenture   |
| Discount at which security is issued and the effective yield as a result of such discount | Debentures will be issued at par without any discount.   |
| Put Option  | Nil  |
| Put Option date/s   | Nil  |
| Put Option Premium  | Nil  |
| Call Option   | Nil  |
| Call option date/s  | Nil  |
| Call Option Premium   | Nil  |
| Put Notification Time   | Nil  |
| Call Notification Time  | Nil  |
| Face Value/ Security  | Rs.1,00,000/- per STRPP/ Security/ Debenture   |
| Minimum Application and in multiples of debt Securities thereafter                        | Minimum of 1 Security and in multiples of 1 Security thereafter  |
| Issuance mode of the Instrument   | Demat only   |
| Trading mode of the Instrument  | Demat only   |
| Settlement mode of the Instrument   | By cheque(s)/ demand draft(s)/ e-payment or any other mode which is permissible As per Stock Exchange settlement mechanism.  |
| Depository  | National Securities Depository Ltd. and Central Depository Services (India) Ltd.   |
| Business Day  | All days excluding 2 <sup>nd</sup> & 4 <sup>th</sup> Saturday, Sundays or a public holiday in Delhi  |
| Business Day Convention   | <p>If the date of payment of interest does not fall on a Working Day, then the succeeding Working Day will be considered as the effective date for such payment of interest with interest for such additional period. Such additional interest will be deducted from the interest payable on the next date of payment of interest.</p> <p>In case the Maturity Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment.</p>                        |
| Record Date   | <p>The Record Date/ Book Closure Date for the Debentures shall be 7 days prior to each Interest Payment Date and or Principal repayment Date and/or Early Redemption Date/ Prepayment option Date, if any for the purposes of actual payment or as may be prescribed by the Securities and Exchange Board of India ("SEBI") during the tenure of the Debentures.</p> <p>7 days (both days exclusive) prior to each Coupon Payment / Redemption date, if any</p> <p>In the event the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day will be considered as the Record date.</p> |
| Security  | <p>The Debentures/ STRPPs, interest thereon, Trustee' remuneration and all other monies relating thereto would be secured by</p> <ul style="list-style-type: none"> <li>• First pari passu charge by way of mortgage on the identified projects/ assets in Jaipur (Ashiana Umang)/ Gujarat/ Neemrana (Ashiana Aangan) including land &amp; unsold inventory, with a minimum asset cover of 2.00 times to be maintained throughout tenure of the NCDs/ STRPPs.</li> </ul>   |

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|                                     | <ul style="list-style-type: none"> <li>• Charge over Receivables of the aforementioned project(s).</li> <li>• Escrow over entire aforementioned project(s) cash flows, present &amp; future.</li> </ul>   |
| Debt Service Reserve Account (DSRA) | The Issuer shall create and maintain a Debt Service Reserve Account, for an amount equal to at least 6 months of interest payable on the outstanding NCD/ STRPPs Holder(s) of this Issue. DSRA shall be maintained throughout the tenor of NCDs/ STRPPs.  |
| Escrow Mechanism                    | <p>Issuer agrees to enter into an Escrow Arrangement, in a form and manner acceptable to the Debenture Trustee, in terms thereof, an Escrow Account shall be opened where the entire Receivables and cash flows of the Project will be collected and the Debenture proceeds shall be disbursed.</p> <p>The cash flows in the Escrow Account during any month shall be used in the following manner:</p> <ul style="list-style-type: none"> <li>• Firstly, towards Scheduled Interest Payment due in that month</li> <li>• Secondly, towards Scheduled Redemption in that month</li> <li>• Thirdly, towards build-up of DSR (as described below) in the Escrow Account</li> <li>• Fourthly, towards Project expenses</li> </ul> <p>The above mechanism shall be subject to change at any time after the due diligence at mutual agreement between the borrower and Debenture Trustee.</p>  |
| Rating Action                       | <p>In case of downgrade in external credit rating of the NCDs the Coupon Rate for the balance period would increase by 0.25% p.a. for each notch downgrade calculated on per year actual/actual day basis rounded off to the nearest rupee. The same will be applicable with immediate effect from the rating downgrade date of any series of debentures and shall be the effective Interest Rate for the Interest Payment Dates.</p> <p>However, the Issuer would have the right to prepay the outstanding amount on the NCDs on every such notch of downgrade.</p>  |
| Early Redemption Event              | <p>In the event that the rating of the Debentures, at any point in time until the Final Settlement Date/s of each series of debentures, falls to or below "BWR A-(SO)", each of the Debenture Holders shall be entitled to "Early Redemption Option" and would require the Company, by provision of a notice in writing ("Early Redemption Notice"), to repay, the principal amounts outstanding in respect of the Debentures held by them, together with Coupon / Premium / Penalty accrued thereon and all such monies which shall be due and payable to such Debenture Holders.</p> <p>In the event that the Debenture Holders (or any of them) have exercised the Early Redemption Option, as provided for hereinabove, the Company shall be required to make prepayment of all amounts as set out in the Early Redemption Notice, within 60 (Sixty) calendar days of the date of the Early Redemption Notice. All such payments which are required to be made by the Company upon the exercise of an Early Redemption Notice by any of the Debenture Holders, shall be a part of the Secured Obligations secured by these presents.</p> <p>Early redemption of all the NCDs, then outstanding, pursuant to which the Issuer shall be required to redeem all the outstanding NCDs in full, within 15 days of the date of exercise of the right to early redemption by the NCD holders in the event set out as under:</p> <ul style="list-style-type: none"> <li>• On the occurrence of any Event of Default;</li> <li>• a downgrade in the credit rating of this Debenture Issue, to or below "BWR A-(SO)" by Brickwork Ratings or a suspension or withdrawal of the rating of this Debenture Issue by Brickwork Ratings at any time during the tenor of the NCDs;</li> </ul> |



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| <p>Mandatory Prior Consent</p>               | <p>During the currency of the debentures, prior consent of the debenture holders on the following:</p> <ol style="list-style-type: none"> <li>i. the Promoter Group ceasing to be the Promoter of the Company ( as defined under SEBI regulations) on account of change in shareholding or otherwise; or</li> <li>ii. change in the Management Control (defined below),</li> <li>iii. “Management Control of the Company” shall mean: (i) At least 40% ownership and management control of the borrower shall remain with its Promoters during the tenor of the NCDs and (ii) the ability of the Promoter Group to appoint majority of the directors on the Board of directors of the Company; and (iii) ability of the Promoter Group to control and direct the business, operations and functioning of the Company. Such other conditions/documents required by the Debenture Holder(s) in the Transaction Documents.</li> <li>iv. Alteration of name of the issuer, where the new name does not contain the words “ASHIANA”</li> </ol> <p>If investor consent is not obtained for any of the above, the debenture holders can exercise the right to call for accelerated redemption.</p> |
| <p>Other Covenants</p>                       | <ol style="list-style-type: none"> <li>a) Company shall not, without the prior written consent of the Trustee, effect any change in the capital structure of the Company by way of issuance of new equity shares, preference shares or warrants or any other instrument/security with the same effect. All such other covenants/obligations of the Company as mentioned in the Debenture Trust Deed, which shall be deemed to be incorporated herein by reference.</li> <li>b) Any other covenants as mutually agreed between the Issuer &amp; the Investor(s) pursuant to specific investor termsheet</li> </ol>   |
| <p>Transaction Documents</p>                 | <p>A. MATERIAL CONTRACTS</p> <ol style="list-style-type: none"> <li>1. Letter appointing Debenture Trustee to the Debenture holders.</li> </ol> <p>B. DOCUMENTS</p> <ol style="list-style-type: none"> <li>1. The Memorandum and Articles of Association of the Company, as amended from time to time.</li> <li>2. Certificate of Incorporation of Company.</li> <li>3. Credit Rating Letters for the current Placements.</li> <li>4. Board Resolution and consent by shareholders approving the proposed private placement.</li> <li>5. Shareholders’ Resolution providing for the Borrowing Powers of the Company.</li> <li>6. Termsheets / Addendum for the Issue</li> <li>7. Application Form</li> <li>8. Debenture Trust Deed / Agreement</li> <li>9. Draft Shelf Disclosure Document</li> <li>10. Consent letters of the Registrars, the Trustee to the Debenture holders.</li> <li>11. Annual Reports of the Company for the last threeyears.</li> <li>12. Auditor’s Report in respect of the Financials of the Company.</li> </ol> <p>And any Other Document that may be designated as the transaction document by the Debenture Trustee.</p>                                       |
| <p>Transaction and Documentation charges</p> | <p>The Issuer shall bear all expenses and charges involved in conducting all due diligences on the Issuer, Promoters and Security.</p> <p>The due diligences will include but not be limited to, title due diligence, valuation and technical due diligence of the Security proposed herein, legal and financial due diligence of the Issuer and related entities, by the consultant(s) appointed by the Debenture Trustee. In addition to the above audit of all the approvals received and applied for by the Issuer from the relevant Government Authorities by the consultant(s) appointed by the Debenture Trustee.</p>  |



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|   | <p>Due diligence of the Security may also include (i) the actual physical survey if required by the Debenture Trustee, an independent surveyor may also be appointed for the said purposes; and (ii) publication of public notice in a national daily and a newspaper with wide local distribution if required by the Debenture Trustee. All the advisors and the consultants used for due diligences will be appointed by the Issuer as approved by the Debenture Trustee.</p> <p>The Issuer shall bear all the expenses and charges involved in conducting due diligences on the Issuer, Promoters, Project Land and the Project and shall pay the same promptly upon receipt of invoice. As the due diligence progresses, the due diligence costs shall be paid promptly by the Issuer to the Debenture Trustee's consultants directly.</p> <p>The Issuer shall also bear all costs and expenses, in relation to the execution and registration of the Transaction Documents including but not limited to the procurement of stamp papers for the Transaction Documents, costs associated with creation and perfection of the security such as applicable regulatory payments and payments of applicable stamp duty as required under the Transaction Documents, to the sole and complete satisfaction of the Debenture Trustee.</p> <p>The Documentation charges, valuation charges, title search charges, stamp duty, legal charges, out of pocket expenses will be borne by the Issuer on actual.</p> |
| <b>Conditions Precedent to Disbursement</b> | <ol style="list-style-type: none"> <li>1. Authority from Board of Directors and Shareholders to issue debentures;</li> <li>2. Credit Rating Letters</li> <li>3. Trustee Consent</li> <li>4. Draft Shelf Disclosure Document</li> <li>5. In-principle Listing Approval</li> </ol>  |
| <b>Condition Subsequent to Disbursement</b> | <ol style="list-style-type: none"> <li>1. Allotment of Debentures as per terms of the disclosure document and other documents to be executed with the Debenture Trustees;</li> <li>2. Listing of Debentures;</li> <li>3. Execution of the Debenture trust deed &amp; other charge related documents within the stipulated time as provided in the Draft Shelf Disclosure Document.</li> <li>4. Creation of Security within 60 days of Deemed Date of allotment</li> <li>5. The Issuer/mortgagor shall file charge with ROC within 30 days from the date of creation of the Security in favour of the Debenture Trustee.</li> <li>6. The Issuer/mortgagor shall register charge in the revenue records of the securities within 30 days from the date of registration of mortgage, if applicable</li> <li>7. Demat Credit in the account of Debenture Holders</li> </ol>   |
| <b>Events of Default</b>                    | <ol style="list-style-type: none"> <li>1. <b>Payment Default</b><br/> The Company does not pay, on any due date, any amount payable pursuant to any of the Transaction Documents including, without limitation, any failure by the Company to make payment of the principal amount and/or Coupon on the Payment Dates, failure to make payment of the Early Redemption Amount on the Early Redemption Payment Date, or failure to make prepayment of the amounts set out in the Prepayment Notice on the exercise by any Debenture Holder of the Prepayment Option.<br/> In case of default in payment of Interest and/or principal redemption on the due dates with an additional interest @ 2% p.a. over the coupon rate/IRR will be payable by the Company for the defaulting period @ the amount due.</li> <li>2. Failure to execute Debenture Trust Deed &amp; create charge within 60 months from the issue closure date or with prior permission by the debenture holders, any other extended period given by the Debenture trustee/Regulatory Authorities from deemed date of allotment.</li> <li>3. Breach of any covenant/undertaking agreed between the investor and</li> </ol>  |



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|  | <p>Issuer without prior approval of the investors through the debenture trustee, provided such consent /approval will not be unreasonably withheld.</p> <ol style="list-style-type: none"> <li>4. If the value of the Specifically Mortgaged Property falls below 2.00 times of the Redemption Amount and Amounts Due and the same is not replenished within 30 calendar Days;</li> <li>5. Non-Maintenance of DSRA and/or in case any amount is utilized by the Issuer from DSRA then Issuer's failure to replenish it within 15 days of its utilization</li> <li>6. the Issuer is (or is deemed by law or a court to be) insolvent or bankrupt or unable to pay (in the opinion of the Debenture Trustee) a material part of its debts, or stops, suspends or threatens to stop or suspend payment of all or (in the opinion of the Debenture Trustee) a material part of (or of a particular type of) its debts, proposes or makes any agreement for the deferral, rescheduling or other readjustment of all or (in the opinion of the Debenture Trustee) a material part of (or all of a particular type of) its debts (or of any part which it will or might otherwise be unable to pay when due), proposes or makes a general assignment or an arrangement or composition with or for the benefit of the relevant creditors in respect of any of such debts or a moratorium is agreed or declared in respect of or affecting all or any part of (or of a particular type of) the debts of the Issuer;</li> <li>7. a distress, attachment, execution or other legal process is levied, enforced or sued out on or against any material part of the property, assets or revenues of the Issuer and is not discharged or stayed within 60days;</li> <li>8. an order is made or an effective resolution passed for the winding-up or dissolution, judicial management or administration of the Issuer, or the Issuer ceases or threatens to cease to carry on all or substantially all of its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, re-organization, merger or consolidation on terms approved by an Extraordinary Resolution of the NCD holders;</li> <li>9. an encumbrancer takes possession or an administrative or other receiver or an administrator is appointed of the whole or (in the opinion of the Trustee) any substantial part of the property, assets or revenues of the Issuer (as the case may be) and is not discharged within 60 days;</li> <li>10. the Issuer commences a voluntary proceeding under any applicable bankruptcy, insolvency, winding up or other similar law now or hereafter in effect, or consent to the entry of an order for relief in an involuntary proceeding under any such law, or consent to the appointment or taking possession by a receiver, liquidator, assignee (or similar official) for any or a substantial part of its property or take any action towards its reorganization, liquidation or dissolution;</li> <li>11. it is or will become unlawful for the Issuer to perform or comply with any one or more of its obligations under any of the NCDs or the Debenture Trust Deed;</li> <li>12. any step is taken by governmental authority or agency or any other competent authority, with a view to the seizure, compulsory acquisition, expropriation or nationalization of all or (in the opinion of the Trustee) a material part of the assets of the Issuer which is material to the Issuer;</li> </ol> <p>Upon the happening of any Event of Default or breach of any agreed covenant all outstanding amounts (Principal along with accrued interest (both Coupon &amp; Penal, Redemption premium, if any)) on the Instrument shall stand accelerated and the Debenture Trustee will, at the request of the investor, give notice (unless instructed otherwise by the Investors in writing) to the Issuer to pay the outstanding amounts within fifteen Business Days of the happening of any Event of Default except where in case if the Defaults made in payment of any interest or principal or any other charges in terms of the Transaction Documents in respect of the NCDs on due date, the payment stands payable immediate.</p> |
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|   | If the Issuer fails to make such payments, the Debentures Trustee shall be entitled to enforce the security (in accordance with the terms of the Transaction Documents).  |
| Cross Default Provision   | Cross default with any other financial indebtedness of the Issuer in relation to loan principal/interest of more than Rs.5 crore would also qualify as an "Event of Default"  |
| Name of the Debenture Trustee   | IL&PS Trust Company Limited   |
| Role and Responsibilities of Debenture Trustee  | Please refer the section titled "Role and responsibilities of Debenture Trustee" in the Draft Shelf Disclosure Document.  |
| Governing Law and Jurisdiction  | The Debentures offered are subject to provisions of the Companies Act, 2013, Securities Contract Regulation Act, 1956, terms of this Disclosure Document, Instructions contained in the Application Form and other terms and conditions as may be incorporated in the Trustee Agreement and the Trust Deed. Over and above such terms and conditions, the Debentures shall also be subject to the applicable provisions of the Depositories Act 1996 and the laws as applicable, guidelines, notifications and regulations relating to the allotment & issue of capital and listing of securities issued from time to time by the Government of India (GoI), Reserve Bank of India (RBI), Securities & Exchange Board of India (SEBI), concerned Stock Exchange or any other authorities and other documents that may be executed in respect of the Debentures. Any disputes arising out of this issue will be subject to the exclusive jurisdiction of the Court at Mumbai, Maharashtra. |
| Issue Timing<br>1. Issue Opening Date<br>2. Issue Closing Date<br>3. Pay-in Date<br>4. Deemed Date of Allotment | As per termsheet.   |



**ADDITIONAL COVENANTS / UNDERTAKING BY THE COMPANY**

The Issuer Company undertakes that:

- a) No allotments with respect to any offer or invitation made earlier is incomplete. No offer or invitation has been withdrawn or abandoned by the Company.
- b) **Undertaking regarding RBI/ECGC Defaulters List**
  - i. The Company hereby confirms that none of its Directors are appearing on the RBI/ECGC defaulters list except as mentioned in this Draft Shelf Disclosure Document.
- c) **Default in Payment**
  - i. In case of default in payment of interest and/or principal redemption on the due dates, additional interest @2% p.a. over the coupon rate will be payable by the Company for the defaulting period.
- d) **Security Creation & Time Limit for Creation of Security**
  - i. Subject to compliance with the Companies Act and SEBI Regulations, The Company shall execute the Debenture Trust Deed within three months or any other extended period given by the debenture trustee /Regulatory Authorities from the Issue Closure Date. In case of delay in execution of Trust Deed, the Company will refund the subscription with agreed rate of interest or will pay penal interest of 2% p.a. over the coupon rate for the defaulting period till these conditions are complied with at the option of the investor.
  - ii. Non Maintenance of minimum security cover as mentioned above, will attract 1% p.a. penalty for the period of non-maintenance of cover.
- e) If required, it will be the Issuer's responsibility to obtain consent of the prior charge-holders for creation of security within the stipulated period.
- f) The Company shall allot securities to the eligible applicants within sixty days from the date of receipt of the application money for such securities. Further, until allotment of debt securities, monies received on application shall be kept in a separate bank account in a scheduled bank and shall not be utilised for any purpose other than –
  - i. for adjustment against allotment of securities; or
  - ii. for the repayment of monies where the company is unable to allot securities
- g) **Listing**

The Company shall forward the listing application to the Stock Exchange(s) within the 15 days from the deemed Date of Allotment(s). In case of delay in listing of the Debt Securities beyond 20 days from the deemed Date of Allotment, the Company will pay penal interest of 1% p.a. over the coupon rate from the expiry of 30 days from the deemed Date of Allotment till the listing of such Debt Securities to the investor.
- h) The complaints received in respect of the Issue shall be attended to by the Company expeditiously and satisfactorily;
- i) It shall take all steps for completion of formalities for listing and commencement of trading at the concerned stock exchange where securities are to be listed within specified time frame;
- j) Necessary co-operation to the credit rating agency(ies) shall be extended in providing true and adequate information till the debt obligations in respect of the instrument are outstanding.
- k) It shall use a common form of transfer for the instrument.



**DECLARATION**

It is hereby declared that this Disclosure Documents contains full disclosures in accordance with Securities and Exchange Board of India (Issuing and Listing of Debt Securities) Regulations, 2008 issued vide Notification No. LAD-NRO/GN/2008/13/127878 dated June 06, 2008 and Securities and Exchange board of India (Issuing and Listing of Debt Securities) (Amendment) Regulations, 2012 issued vide Notification No. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012 and subsequent notification of 2014.

The Issuer also confirms that this Disclosure Document does not omit disclosure of any material fact, which may make the statements made therein, in the light of the circumstances under which they are made, misleading. The disclosure document also does not contain any false or misleading statement.

The Issuer accepts no responsibility for the statement made otherwise than in the Disclosure 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.

Signed by Mr. Vikash Dugar, Chief Financial Officer pursuant to the authority granted by the Executive Committee of Directors of the Company on March 29, 2016.

For Ashiana Housing Limited

  
(VIKASH DUGAR)  
Chief Financial Officer

  
Date: March 29, 2016

Place: New Delhi







DCS/COMP/RK/IP-PPDI/397/16-17  
March 28, 2016

The Company Secretary  
Ashiana Housing Limited  
5F, Everest,  
46/ C Chowringhee Road,  
Kolkata- 700 071

Dear Sir/Madam,

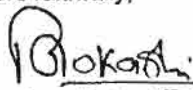
**Re: Private Placement of Secured, Redeemable, Non-convertible Debentures in the form of Separately Transferable Redeemable Principal Part (STRRP) of Rs.1,00,000/- each for cash at par aggregating to Rs.100 Crore including green shoe option of Rs.50 Crores**

We acknowledge receipt of your application online portal on March 23, 2016 seeking in-principle approval for issue of captioned security. In this regard, the Exchange is pleased to grant in-principle approval for listing subject to fulfilling the following conditions:

1. Filing of listing application
2. Payment of fees as may be prescribed from time to time.
3. Compliance with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended 2012, and submission of Disclosures and Documents as per Regulations 21, in the format specified in Schedule I of the said Regulations and also Compliance with provisions of Companies Act 2013.
4. Receipt of Statutory & other approvals & compliance of guidelines issued by the statutory authorities including SEBI, RBI, DCA etc. as may be applicable.
5. Compliance with change in the guidelines, regulations directions of the Exchange or any statutory authorities, documentary requirements from time to time.

This In Principle Approval is valid for a period of 1 year from the date of issue of this letter. The Exchange reserves its right to withdraw its in-principle approval at any later stage if the information submitted to the Exchange is found to be incomplete/ incorrect/misleading/false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Guidelines/Regulations issued by the statutory authorities etc. Further, it is subject to payment of all applicable charges levied by the Exchange for usage of any system, software or similar such facilities provided by BSE which the Company shall avail to process the application of securities for which approval is given vide this letter.

Yours faithfully,

  
Bhushan Mokashi  
Dy. Gen Manager

  
Rupal Khandelwal  
Manager



BSE Limited (Formerly Bombay Stock Exchange Ltd.)  
Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India  
T: +91 22 2272 1234/33 | E: corp.com@bscindia.com | www.bseindia.com  
Corporate Identity Number : U67120MH-12005PL-C19-2131

Ref. No.: 8179

March 17, 2016

**Ashiana Housing Limited**  
304, Southern Park Building,  
Saket Distt Centre,  
Saket, New Delhi - 110017



**ITCL**

IL&FS Trust Company Limited

Kind Attention: Mr. Vikash Dugar - CFO

**Sub : Consent to act as Debenture Trustee for the issue of secured, rated, listed, non-convertible debentures, having a face value of INR 1,00,000/- (Indian Rupees One Lakh only) each, for an aggregate amount of upto INR 100,00,00,000/- (Indian Rupees One Hundred Crore only) including greenshoe option of Rs 50 crs (to be issued in tranches) on private placement basis, by Ashiana Housing Limited (Company)**

Dear Sir,

This is with reference to our discussion regarding appointment of IL&FS Trust Company Limited (ITCL) for secured, rated, listed, non-convertible debentures, having a face value of INR 1,00,000/- (Indian Rupees One Lakh only) each, for an aggregate amount of upto INR 100,00,00,000/- (Indian Rupees One Hundred Crore only) including greenshoe option of Rs 50 crs (to be issued in tranches) on private placement basis to be issued by the Company. In this regards, we do hereby give our consent to act as the Debenture Trustee subject to the Company agreeing to the following conditions.

1. The Company shall create security to secure the aforesaid NCDs on such terms and conditions as disclosed in the Debenture Trustee Appointment Agreement (DTAA) dated March 16, 2016 and execute requisite documents as agreed upon by the Company under the DTAA.
2. The Company shall pay Debenture Trustee so long as they hold the office of the Debenture Trustee, remuneration as stated in appointment letter dated February 9, 2016 for the services as Debenture Trustee in addition to all legal, travelling and other costs, charges and expenses which the Debenture Trustee or their officers, employees or agents may incur in relation to execution of the Debenture Trust Deed and all other documents affecting the Security till the monies in respect of the Debentures have been fully paid-off and the requisite formalities for satisfaction of charge in all respects, have been complied with.
3. The Company shall comply with the provisions of SEBI (Debenture Trustees) Regulations, 1993, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and other applicable provisions as amended from time to time and agrees to furnish to Trustee such information in terms of the same on regular basis.

Sincerely,  
For IL&FS Trust Company limited

*[Handwritten signature]*

Authorized Signatory

Regd. Office : IL&FS Financial Centre, Plot No. C - 22, G Block, 7th Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, INDIA  
Bangalore Office : IL&FS Trust Company Ltd., AL-Latheef, 1st Floor, No. 2 Union Street, Off Infantry Road, Bangalore - 560001, INDIA  
New Delhi Office : IL&FS Trust Company Ltd., A-268, 1st Floor, Bhishm Pitamaham Marg, Defence Colony, New Delhi - 110024, INDIA

Accepted  
For ASHIANA HOUSING LTD.

*[Handwritten signature]*  
V. DUGAR  
CFO



For ASHIANA HOUSING LTD.  
Certified True copy  
NITIN SHARMA  
Company Secretary

BWR/BNG/RL/2015-16/0556  
March 23, 2016



CIN: U67190KA2007PTC043531

**Mr. Vikash Dugar,**  
Chief Financial Officer  
**Ashiana Housing Ltd.**  
304, Southern Park, Saket District Centre, Saket,  
New Delhi – 110 017

Dear Sir,

**Sub: Rating of proposed Secured redeemable NCD Issue of Ashiana Housing Ltd.'s upto Rs. 100 Crores (including Green Shoe option of Rs 50 Crs) (INR One Hundred Crs Only) with a tenor upto Four years.**

Ref: Your mandate dated March 15, 2016


Thank you for giving us an opportunity to undertake the Rating of the proposed Secured NCD Issue of Rs. 100 Crores of Ashiana Housing Ltd.

Based on the information and clarifications provided by your company, as well as information available in public sources, Brickwork Ratings is pleased to inform you that M/s Ashiana Housing Ltd.'s proposed Secured NCD issue of Rs. 100 Crores having tenor upto four years has been assigned **BWR A+(SO) [Pronounced BWR A Plus (Structured Obligation)] (Outlook: Stable)** Rating. Instruments with this rating are considered to have **adequate degree** of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.

The Rating is valid for one year from the date of this letter subject to terms and conditions that were agreed in your mandate dated March 15, 2016 and other correspondence, if any and Brickwork Ratings standard disclaimer appended below. Brickwork would conduct surveillance during the life of the instrument and would need all significant information that may affect company's finances without any delay.

Please let us have your acceptance for the Rating by March 28, 2016. Unless acceptance is received by us by the said date, the rating is not valid and should not be used in any manner.

Best Regards,

  
Manjunatha MSR  
Director – Ratings



**Note: In case of all valid Ratings, respective Rating Rationale is published on Brickwork Ratings website. Interested persons are well advised to refer to our website [www.brickworkratings.com](http://www.brickworkratings.com). If they are unable to view the rationale, they are requested to inform us on [brickworkhelp@brickworkratings.com](mailto:brickworkhelp@brickworkratings.com)**

**Disclaimer:** Brickwork Ratings (BWR) has assigned the rating based on the information obtained from the issuer and other reliable sources, which are deemed to be accurate. BWR has taken considerable steps to avoid any data distortion; however, it does not examine the precision or completeness of the information obtained. And hence, the information in this report is presented "as is" without any express or implied warranty of any kind. BWR does not make any representation in respect to the truth or accuracy of any such information. The rating assigned by BWR should be treated as an opinion rather than a recommendation to buy, sell or hold the rated instrument and BWR shall not be liable for any losses incurred by users from any use of this report or its contents. BWR has the right to change, suspend or withdraw the ratings at any time for any reasons.

## Rating Rationale

**Brickwork Ratings assigns BWR A+(SO) [BWR A Plus (Structured Obligation)] Rating to Delhi based Ashiana Housing Ltd.'s proposed secured Non-Convertible Debentures (NCDs) issue of ₹ 100 Crs (including Green Shoe Option of ₹ 50 Crs) having tenor up to Four years**

**NCD Issue Rating: BWR A+(SO)**

**Outlook : Stable**

Brickwork Ratings (BWR) has assigned '**BWR A+(SO) [Pronounced BWR A Plus (Structured Obligation)]**' Rating with stable outlook for Delhi based Ashiana Housing Ltd.'s (AHL or "the Company") proposed secured NCD issue of ₹ 100 Crs (INR One Hundred Crores) (including Green Shoe option of ₹ 50 Crs) with tenor up to 4 years. Instruments with this rating are considered to have **adequate degree** of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.

The rating has, *inter alia*, factored the reputation of the Ashiana Housing especially in Jaipur Bhiwadi area, their experienced management, successfully completed projects, ongoing large residential housing segment with limited commercial and retail space, and low gearing levels. However, the rating is constrained by initial phase of implementation of Phase II of Ashiana Aangan Neemrana project, declining trend in area booked during 9M FY16, geographical concentration risks, modest scale of revenues and risks generally associated with the real estate industry. **The 'SO' suffix indicates the structure put in place to secure the NCDs, viz.,** escrow of receivables of present and future cash flow from projects Ashiana Umang, Jaipur and Ashiana Aangan, Neemrana, and maintenance of a Debt Service Reserve Account (DSRA) equivalent to at least six months interest on outstanding NCDs.

BWR has essentially relied upon the Audited results of the issuing Company for FY15 and unaudited results of 9M FY16, draft terms of issue, securities and escrow for the underlying issue and information and clarifications provided by AHL.

### Background

Ashiana Housing Limited (AHL) (earlier named Ashiana Housing Finance Ltd.) was incorporated in 1986 at Kolkata by Late Shri Om Prakash Gupta. The company has been involved in real estate development activities since inception. The company is primarily present in residential housing segment (especially for the middle income group). The company got listed on NSE in 2011 and BSE in 1992.

AHL has constructed around 188 lakh square feet (Isf) of area (mainly residential) till 31<sup>st</sup> Dec, 2015. They have completed comfort homes for 8690 families and senior living for 1108 seniors up

to **Mar'15**. The Company has completed 26 residential projects and 6 commercial space **development with 123.60 Isf as of Dec'15**. Currently it is having, 16 Ongoing Projects comprising 13 residential developments and 3 commercial developments, aggregating approximately 55.9 Isf of Saleable Area; and 16 Future Projects comprising 14 residential developments and two commercial developments, aggregating approximately 103.8 Isf of Saleable Area.

The company focuses on the affordable residential segment and is also one of the leading players in the development of senior living housing. Apart from real estate development and related services, the company also operates a 101-room hotel in Bhiwadi (Haryana). AHL provides facility management services to group properties through its subsidiary Ashiana Maintenance Services Ltd. The Company is mainly concentrated in and around Bhiwadi and Jaipur as ~77% of the projects are in these areas.

### **Management and Shareholding**

**As of Dec'15**, 61.04% of equity is held by promoters and rest is with FII, Corporate bodies and retails investors. During Q4 FY15, Goldman Sachs and Creador (Idria Ltd.) had invested ₹ 200 Crs through QIP route and holds 3.02% and 4.54% respectively, shareholding in the Company as of **Mar'15**. Currently **as of Dec'15** their shareholding stood at 3.23% and 4.54% resp. AHL is managed by, Mr Vishal Gupta, (Managing Director), Mr Ankur Gupta (Joint MD) and Mr Varun Gupta (Whole-time Director), who are professionally qualified and have experience in construction, real estate and finance. Other members of the Board are from the real estate Industry and have good experience in their field.

### **Proposed NCD Issue:**

AHL proposes to issue secured Non-convertible Debentures for an amount upto ₹ 100 Crs (including Green Shoe option of ₹ 50 Crs), having a tenor up to 4 years. As per the term sheet provided to us, proposed NCDs will be secured by way of escrow of receivables of present and future cash flow from projects Ashiana Umang, Jaipur and Ashiana Aangan, Neemrana and to maintain at all times a Debt Service Reserve Account (DSRA) equivalent to atleast six months interest on outstanding NCDs.

Proceeds from the proposed issue will be used for augmenting medium to long term resources of the Company. The Company will appoint a SEBI approved Debenture Trustee with appropriate powers to protect the interests of the investors and will execute necessary documents and will create charge on various securities to secure the NCD issue as specified in the terms of issue and as determined by the Debenture trustee.

## Financial Performance:

AHL reported a total operating income (on a consolidated basis) of ₹ 142.70 Crs in FY15 as compared to ₹ 110.65 Crs in FY14. **The company recognizes revenue on the basis of ‘Project Completion method.’** PAT increased from ₹ 21.86 Crs in FY14 to ₹ 46.49 Crs in FY15. As per unaudited results for 9M FY16, Op. income increased from ₹ 73.58 Crs in 9M FY15 to ₹ 132.96 Crs in 9M FY16. EBIDTA increased from ₹ 11.34 Crs in 9M FY15 to ₹ 15.54 Crs in 9M FY16 and PAT from ₹ 16.92 Crs to ₹ 20.10 Crs. Consolidated debt stood at ₹ 37.02 Crs as of FY15 with a Tangible Net-worth of ₹ 521.69 Crs with low gearing of 0.07x. **As of Dec’15, Net-worth improved to ₹ 542 Crs.**

AHL has comfortable liquidity position as characterized by free cash and bank balances of ₹ 48 Crs as of **Dec’15** increased from ₹ 39 Crs in FY15 and current investments (in the form of Mutual Funds and listed Bonds) of ₹ 135 Crs as of 9M FY16 (FY 15: ₹ 252 Crs).

During FY15, Net-worth increased from ₹ 283.16 Crs in FY14 to ₹ 521.69 Crs as the Company has raised ₹ 200 Crs through QIP route from Goldman Sachs and Creador to fund their future expansion.

Presently the Company is following project completion method for recognizing revenues. Full impact of change method of accounting (from percentage completion method to completed contract method) can be seen from FY15 onwards.

## Outlook/Rating sensitivities:

AHL essentially operates in mid income group, where growth prospects appear to be favourable. Further ease in inflation, favorable initiative taken by central government to boost the demand for affordable housing and relaxation of FDI Norms which have created thrust on affordable housing. The outlook for the rating has been assessed stable keeping in view the strength and importance of the projects underway, and the structure put in place for the NCDs. Going forward, improving operating and profitability margins would be key challenges for the Company. The key rating sensitivities are the on time implementation of ongoing projects, and improved sales & cash collection.

| <b>Analyst Contact</b>   | <b>Relationship Contact</b>  |
|--|--|
| <a href="mailto:analyst@brickworkratings.com">analyst@brickworkratings.com</a> | <a href="mailto:bd@brickworkratings.com">bd@brickworkratings.com</a>       |
| <b>Phone</b>   | <b>Media Contact</b>   |
| <b>1-860-425-2742</b>  | <a href="mailto:media@brickworkratings.com">media@brickworkratings.com</a> |

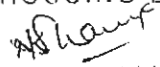
**Disclaimer:** Brickwork Ratings (BWR) has assigned the rating based on the information obtained from the issuer and other reliable sources, which are deemed to be accurate. BWR has taken considerable steps to avoid any data distortion; however, it does not examine the precision or completeness of the information obtained. And hence, the information in this report is presented “as is” without any express or implied warranty of any kind. BWR does not make any representation in respect to the truth or accuracy of any such information. The rating assigned by BWR should be treated as an opinion rather than a recommendation to buy, sell or hold the rated instrument and BWR shall not be liable for any losses incurred by users from any use of this report or its contents. BWR has the right to change, suspend or withdraw the ratings at any time for any reasons.

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS IN THEIR THIRD MEETING FOR THE FINANCIAL YEAR 2015-16 OF ASHIANA HOUSING LTD. IN ITS MEETING HELD ON 9<sup>th</sup> FEBRUARY, 2016 FROM 9.30 A.M. TO 5.30 P.M AT UNIT NO. 304, SOUTHERN PARK, PLOT NO D-2, SAKET DISTRICT CENTRE, SAKET, NEW DELHI

**AGENDA NO. 10: ISSUE OF NON CONVERTIBLE DEBENTURE**

"RESOLVED THAT pursuant to the provisions of section 42, section 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") and Rules made thereunder, to the extent notified and in effect, as amended from time to time, and the Rules, Regulations, Guidelines, Notifications and Circulars, if any, issued by, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notification 2012 and 2014 and other SEBI regulations and guidelines, as amended from time to time, or any other competent authority, from time to time, to the extent applicable including the enabling provisions of the listing agreements entered into with the stock exchanges on which the Company's equity shares are listed (the "Listing Obligations & Disclosure Requirements, Regulation, 2015"), the Memorandum of Association and Articles of Association of Ashiana Housing Ltd. (the "Company") and subject to approvals, consents, permissions and sanctions as might be required, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, to exercise its powers including the powers conferred by this Resolution), the "Board", be and is hereby authorised on behalf of the Company, to create, offer, issue and allot, in the course of domestic markets, by way of private placement such number of non-convertible debentures or bonds or any combination thereof (the "security"), to all eligible investors, including but not limited to subordinate debentures, bonds and/ or other debt securities, etc., on a private placement basis, in one or more tranches, within the overall borrowing limit of the company/ such that the total amount does not exceed Rs. 100 crores, during the period of one year from the date of passing of this resolution, and on such other relevant factors wherever necessary, at the Board's discretion including the discretion to determine the category of investors to whom the offer, issue and allotment of securities shall be made to the exclusion of others, in such manner, if any, exercised by the Company."

For ASHIANA HOUSING LTD.

  
NISHA SHARMA  
Company Secretary  
Ashiana Housing Ltd.  
304 Saket

Company Secretary  
NISHA SHARMA

For ASHIANA HOUSING LTD.

Ashiana Housing Limited  
304, Southern Park, Saket District Centre,  
Saket, New Delhi 110 017 T: 011 4265 4265, F: 011 4265 4200  
E: sales@ashianahousing.com, W: ashianahousing.com  
Regd. Office: 5F Everest, 46/C Chowringhee Road, Kolkata 700 071

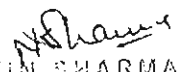
"RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions the securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT consent of the Board be and is hereby accorded to delegate to any committee(s), whether constituted/ to be constituted by the Board, of the Board the powers related to the finalization of issue price, terms and conditions, appointment of intermediaries and debenture trustees, wherever required, finalization and issuance of offer documents, filing and seeking clearances, providing clarification to any statutory authorities as may be required and to make allotment of debt securities and other matters incidental and ancillary thereto."

"RESOLVED FURTHER THAT the Committee of the Board, whether constituted/ to be constituted by the Board, be and is hereby also authorised to decide, finalise, alter, vary, revise and modify from time to time, the terms and conditions of the aforesaid issue(s) including without limitation to, the class of investors to whom debt securities are to be issued, time, nomenclature of debt securities or in any combination thereof to be offered, number of debt securities, tranches, nominal value/issue price, tenor/period, interest and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds, documents, undertakings, arrangements, agreements, papers, writings as may be required in this regard including but not limited to creation of security in connection with the issue of debt security."

"RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s)/ placement document, determining the form and manner of the issue, including the class of investors to whom the above securities are to be issued and allotted, number of such securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement, offer letter, creation of mortgage/ charge in accordance with the provisions of the Act in respect of any securities as may be required, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, or other authorities or agencies involved in or concerned with the issue of securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of

For ASHIANA HOUSING LTD.

  
NITIN SHARMA  
Company Secretary

ACS 21191



the members or otherwise, and that all or any of the powers conferred on the Company and the Board vide this Resolution may be exercised by the Board or Committee thereof, whether constituted/ to be constituted by the Board, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee of the Board, whether constituted/ to be constituted by the Board, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

"**RESOLVED FURTHER THAT** the Board or any Committee thereof, whether constituted/ to be constituted by the Board, be and is hereby authorized to engage / appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, advisors and all such 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 arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more stock exchange(s)."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or Managing Director or any whole-time Director or directors or any other officer(s) of the Company to give effect to the aforesaid resolutions."

---

Certified True Copy  
For **ASHIANA HOUSING LIMITED**

*N. Sharma*

**Nitin Sharma**  
**(Company Secretary)**  
**(ACS-21191)**

**(C-63, LIG Flats, Pocket C, Ashok Vihar Phase -4, New Delhi- 52)**

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE SHAREHOLDERS OF ASHIANA HOUSING LTD. THROUGH POSTAL BALLOT AND E-VOTING DECLARED ON TUESDAY, 29<sup>TH</sup> MARCH, 2016 AT 5F EVEREST, 46/C CHOWRINGHEE ROAD, KOLKATA – 700 071

“RESOLVED THAT pursuant to the provisions of section 42, section 71 and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) and Rules made thereunder, to the extent notified and in effect, as amended from time to time, and the Rules, Regulations, Guidelines, Notifications and Circulars, if any, issued by, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notification 2012 and 2014 and other SEBI regulations and guidelines, as amended from time to time, or any other competent authority, from time to time, to the extent applicable including the enabling provisions of the listing agreements entered into with the stock exchanges on which the Company’s equity shares are listed (the “Listing Obligations and Disclosure Requirements, Regulations 2015”), the Memorandum of Association and Articles of Association of Ashiana Housing Ltd. (the “Company”) and subject to approvals, consents, permissions and sanctions as might be required, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, to exercise its powers including the powers conferred by this Resolution), the “Board”, be and is hereby authorised on behalf of the Company, to create, offer, issue and allot, in the course of domestic markets, by way of private placement such number of non-convertible debentures or bonds or any combination thereof (the “security”), to all eligible investors, including but not limited to subordinate debentures, bonds and/ or other debt securities, etc., on a private placement basis, in one or more tranches, within the overall borrowing limit of the Company/ such that the total amount does not exceed Rs. 100 crores, during the period of one year from the date of passing of this resolution, and on such other relevant factors wherever necessary, at the Board’s discretion including the discretion to determine the category of investors to whom the offer, issue and allotment of securities shall be made to the exclusion of others, in such manner, if any, exercised by the Company.”

“RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions the securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT consent of the Board be and is hereby accorded to delegate to any committee(s), whether constituted/ to be constituted by the Board, of the Board the powers related to the finalization of issue price, terms and conditions, appointment of intermediaries and debenture trustees, wherever required, finalization and issuance of offer documents, filing and seeking clearances, providing clarification to any statutory authorities as may be required and to make allotment of debt securities and other matters incidental and ancillary thereto.”

“RESOLVED FURTHER THAT the Committee of the Board, whether constituted/ to be constituted by the Board, be and is hereby also authorised to decide, finalise, alter, vary, revise and modify from time to time, the terms and conditions of the aforesaid issue(s) including without limitation to, the class of investors to whom debt securities are to be issued, time, nomenclature of debt securities or in any combination thereof to be offered, number of debt securities, tranches, nominal value/ issue price, tenor/period, interest and things and deal with all such markets and take all such steps as may be required.”



*Handwritten signature*

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necessary and to sign and execute any deeds, documents, undertakings, arrangements, agreements, papers, writings as may be required in this regard including but not limited to creation of security in connection with the issue of debt security.”

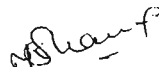
“RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s)/ placement document, determining the form and manner of the issue, including the class of investors to whom the above securities are to be issued and allotted, number of such securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement, offer letter, creation of mortgage/ charge in accordance with the provisions of the Act in respect of any securities as may be required, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, or other authorities or agencies involved in or concerned with the issue of securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board vide this Resolution may be exercised by the Board or Committee thereof, whether constituted/ to be constituted by the Board, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee of the Board, whether constituted/ to be constituted by the Board, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

“RESOLVED FURTHER THAT the Board or any Committee thereof, whether constituted/ to be constituted by the Board, be and is hereby authorized to engage / appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, advisors and all such 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 arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more stock exchange(s).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or Managing Director or any whole-time Director or directors or any other officer(s) of the Company to give effect to the aforesaid resolutions.”

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Certified True Copy  
For Ashiana Housing Ltd.

  
Nitin Sharma  
(Company Secretary)



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY CIRCULATION BY THE EXECUTIVE COMMITTEE OF DIRECTORS OF ASHIANA HOUSING LTD. ON 29<sup>TH</sup> MARCH, 2016

“RESOLVED THAT pursuant to the approval of shareholders of the company, through postal ballot on March 29, 2016, to issue non convertible debentures of the Company upto Rs. 100 crores (Rupees One Hundred Crores Only) on private placement basis, consent of the members of the committee be and is hereby accorded to authorise, severally, Mr. Vikash Dugar – Chief Financial Officer of the Company and Mr. Nitin Sharma -Company Secretary of the Company to decide the dates of opening of issue and closure of issue (called “issue dates”).”

“RESOLVED FURTHER THAT Mr. Vikash Dugar – Chief Financial Officer of the Company, and Mr. Nitin Sharma -Company Secretary of the Company, be and are hereby severally authorised to sign all documents, including but not limited to Shelf Disclosure Document (draft/ final), PAS 4, Debenture Trust Deed, Corporate Action Form/ Master Creation Form with respect NSDL and CDSL, listing application or any other document and to do all such deeds and things as may be required to give effect to this issue.”

Certified true copy  
Ashiana Housing Ltd.

  
Nitin Sharma  
(Company Secretary)



**Ashiana Housing Limited**

304, Southern Park, Saket, District Centre,  
Saket, New Delhi 110 017 T: 011 4265 4265, F: 011 4265 4200  
E: sales@ashianahousing.com, W: ashianahousing.com  
Regd. Office: 5F Everest, 46/C Chowringhee Road, Kolkata 700 071

CIN: L70109WB1986PLC040864

F.Y. 2014-15

## NOTES TO THE ACCOUNTS

8) Related parties and transactions with them as specified in the Accounting Standard 18 on "Related Parties Disclosures" prescribed under Companies (Accounting Standards) Rules, 2006 has been identified and given below on the basis of information available with the Company and the same has been relied upon by the auditors.

|  |   |
|--|---|
| b) Associates and Joint Ventures   | Ashiana Greenwood Developers<br>Megha Colonizers<br>Ashiana Manglam Developers<br>Ashiana Manglam Builders  |
| c) Individual Owning an interest in the voting power of the Company and their relatives                  | Nil   |
| d) Key Management Personnel and their Relatives  | Mr. Vishal Gupta, Managing Director<br>Mr. Ankur Gupta, Jt. Managing Director<br>Mr. Varun Gupta, Whole Time Director<br>Mr. Hemant Kaul, Independent Director<br>Mr. Abhishek Dalmia, Independent Director<br>Ms. Sonal Mattoo, Independent Director<br>Ms. Hem Gupta, Relative of Directors<br>Mr. Vikash Dugar, Chief Financial Officer<br>Mr. Nitin Sharma, Company Secretary<br>Ms. Aparna Sharma, Relative of Company Secretary |
| e) Enterprises over which any person referred to in (c) or (d) is able to exercise significant influence | OPG Realtors Limited<br>Karma Hospitality Limited<br>R G Woods Limited<br>OPMG Investments Private Limited<br>AHL Group Investments Pvt. Ltd.   |

(₹ in Lakhs)

| Nature of Transactions                  | Associates and Joint Ventures |             | Key Management Personnel and their Relatives |             | Enterprises over which any person referred to in (c) or (d) is able to exercise significant influence |             |
|---|-------------------------------|-------------|--|-------------|---|-------------|
|   | 2014 - 2015                   | 2013 - 2014 | 2014 - 2015                                  | 2013 - 2014 | 2014 - 2015   | 2013 - 2014 |
| <b>Income</b>                           |                               |             |  |             |   |             |
| Maintenance Charges Received            | -                             | -           | -  | -           | 4.81  | 26.72       |
| Rent                                    | -                             | -           | -  | -           | 36.00   | 33.00       |
| Establishment Charges                   | -                             | -           | -  | -           | 0.84  | -           |
| Recovery of Branch office Expenses      | 498.07                        | 586.71      | -  | -           | -   | -           |
| Project Management Fee                  | 400.13                        | 907.34      | -  | -           | -   | -           |
| <b>Expenses</b>                         |                               |             |  |             |   |             |
| Purchase of Fixed Assets                | 108.26                        | -           | -  | -           | 244.00  | -           |
| Purchase of Material                    | -                             | -           | -  | -           | 93.97   | 99.69       |
| Remuneration                            | -                             | -           | 191.62                                       | 165.50      | -   | -           |
| Rent                                    | -                             | -           | 3.60   | 3.00        | 83.76   | 80.16       |
| Staff Welfare                           | -                             | -           | 3.38   | 5.36        | -   | -           |
| Management Fee                          | -                             | -           | -  | -           | 36.65   | 74.01       |
| Sitting Fees                            | -                             | -           | 0.21   | 0.14        | -   | -           |
| <b>Year End Receivable</b>              |                               |             |  |             |   |             |
| Advances recoverable in cash or in kind | -                             | -           | -  | 19.90       | 13.00   | -           |
| Trade Receivable                        | -                             | -           | -  | -           | 0.03  | 1.75        |
| Deposits                                | -                             | -           | 0.60   | 0.60        | 5.04  | 5.04        |
| <b>Year End Payable</b>                 |                               |             |  |             |   |             |
| Deposit                                 | -                             | -           | 0.92   | 1.28        | 9.36  | 6.36        |
| Advance from Customers                  | -                             | -           | 29.48  | 22.73       | 311.00  | 128.23      |
| Other Liabilities                       | -                             | -           | 4.07   | 4.74        | 0.50  | 14.23       |

f) Amount Written off in respect of above parties: Nil



9) The earning per share has been calculated as specified in Accounting Standard 20 on "Earnings Per Share" issued by ICAI and related disclosures are as below :

|  | 2014-2015     | 2013-2014     |
|--|---------------|---------------|
| a) Amount used as numerator in calculating basic and diluted EPS:<br>Profit after tax (₹ in lakhs)                         | 4,648.99      | 2,186.36      |
| b) Weighted average number of equity shares used as the denominator in calculating EPS (Nos. in lakhs):<br>Opening Balance | 930.50        | 930.50        |
| Add: issued during the year (09.02.2015)<br>(9302324*51/365)   | 13.00         | -             |
|  | <u>943.50</u> | <u>930.50</u> |

10) On the basis of physical verification of assets, as specified in Accounting Standard - 28 and cash generation capacity of those assets, in the management perception there is no impairment of such assets as appearing in the balance sheet as on 31.03.2015.

11) The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS 21) - "Consolidated Financial Statements" issued by The Institute of Chartered Accountants of India. The subsidiaries (which along with Ashiana Housing Ltd., the parent, constitute the Group) considered in the preparation of these consolidated financial statements are:

| Name   | Country of Incorporation/ Formation | Percentage of voting power/ Profit sharing as at 31 <sup>st</sup> March, 2015 | Percentage of voting power/Profit sharing as at 31 <sup>st</sup> March, 2014 |
|--|-------------------------------------|---|--|
| Ashiana Maintenance Services Limited<br>(Formerly Vatika Marketing Ltd.) | India                               | 100%  | 100%   |
| Latest Developers Advisory Ltd   | India                               | 100%  | 100%   |
| Topwell Projects Consultants Ltd.  | India                               | 100%  | 100%   |
| Neemrana Builders LLP  | India                               | 98.50%  | 98.50%   |
| MG Homecraft LLP   | India                               | 98.50%  | 98.50%   |
| Ashiana Amar Developers  | India                               | 100%*   | 100%*  |
| Vista Housing  | India                               | 50%**   | 50%**  |

\* 5% Held by Ashiana Maintenance Services Limited, a wholly owned Subsidiary Company.

\*\* Ashiana Housing Limited controls the composition of the Governing Body.

12) In terms of the provisions of the Companies Act, 2013, the management, based on technical evaluation, has reassessed the useful life of the tangible fixed assets. Consequently, the depreciation for the year is higher by ₹ 693.18 lakhs.

| 13) Payment to Auditors: | 2014-2015 | 2013-2014 |
|--------------------------|-----------|-----------|
|                          | ₹         | ₹         |
| For Statutory Audit      | 2,367,978 | 2,252,248 |
| For Internal Audit       | 1,848,634 | 979,954   |
| For Tax Audit            | 411,236   | 366,854   |
| For Other Services       | 657,510   | 590,122   |

14) During the year, the Company has incurred ₹107.55 lakhs (P.Y. ₹ 60.95 lakhs) towards Corporate Social Responsibility which has been charged to the respective heads of accounts.

15) a) Previous year figures above are indicated in brackets.  
b) Previous year figure have been regrouped/rearranged, wherever found necessary.

Signature to Notes "1 to 34"

In terms of our report of even date attached herewith.

For B. CHHAWCHHARIA & CO.  
Chartered Accountants  
Firm Registration No. 305123E

Vishal Gupta  
Managing Director

Ankur Gupta  
Jt. Managing Director

Varun Gupta  
Wholtime Director

Abhishek Gupta  
Partner  
Membership No. 529082  
Place: New Delhi  
Date: 26<sup>th</sup> May, 2015

Nitin Sharma  
Company Secretary

Viveash Dugar  
CFO



8) Related parties and transactions with them as specified in the Accounting Standard 18 on "Related Parties Disclosures" prescribed under Companies (Accounting Standards) Rules, 2006 has been identified and given below on the basis of information available with the Company and the same has been relied upon by the auditors.

**F.Y. 2013-14**

| Related Parties/Relationship   | Transactions                               | 2013       | 2012       |
|--|--|------------|------------|
| <b>a) Associates and joint ventures</b>  |  |            |            |
| i) Ashiana Greenwood Developers  | Maintenance charges received               | 0.87       | 1.98       |
|  | Referral Fees                              | Nil        | 1.75       |
|  | Year end Investment                        | 89.23      | 135.45     |
| ii) Megha Colonizers   | Management Fees Received                   | 800.66     | 686.67     |
|  | Rent received                              | Nil        | 13.50      |
|  | Hire charges received                      | 5.80       | 12.58      |
|  | Referral Fees                              | 33.75      | 48.36      |
|  | Year end Investment                        | (4,802.15) | (1,887.09) |
| iii) Ashiana Manglam Developers  | Maintenance charges received               | 23.58      | 33.34      |
|  | Referral Fees                              | 10.00      | 10.25      |
|  | Year end Investment                        | 498.91     | 1,156.27   |
| iv) Ashiana Manglam Builders   | Year end Investment                        | 516.54     | 875.29     |
| <b>b) Individuals owning directly or indirectly, an interest in the voting power of the Company that gives them control or significant influence over the Company, and relatives of any such individual.</b> |  |            |            |
|  |  | Nil        | Nil        |
| <b>c) Key management personnel and their relatives</b>   |  |            |            |
| i) Mr. Vishal Gupta,<br>Managing Director  | Remuneration                               | 48.00      | 24.00      |
|  | Commission                                 | Nil        | 17.17      |
|  | Purchase of Flat                           | Nil        | 44.20      |
|  | Year End Payable/(Receivable)              | (6.30)     | 8.17       |
| ii) Mr. Ankur Gupta,<br>Jt. Managing Director  | Remuneration                               | 48.00      | 24.00      |
|  | Commission                                 | Nil        | 17.17      |
|  | Year End Payable/(Receivable)              | (8.30)     | 8.17       |
| iii) Mr. Varun Gupta,<br>Whole Time Director   | Remuneration                               | 48.00      | 30.00      |
|  | Commission                                 | Nil        | 17.17      |
|  | Rent Paid                                  | 3.00       | Nil        |
|  | Sale of Flat                               | Nil        | 67.66      |
|  | Year End Payable/(Receivable)              | (5.90)     | 8.17       |
| iv) Mr. Ashok Mattoo<br>Independent Director   | Commission                                 | 10.46      | Nil        |
|  | Directors Sitting Fees                     | 0.03       | 0.04       |
|  | Year end Payable                           | 1.34       | Nil        |
| v) Mr. Hemant Kaul<br>Independent Director   | Commission                                 | 8.00       | Nil        |
|  | Directors Sitting Fees                     | 0.04       | Nil        |
|  | Year end Payable                           | 4.20       | Nil        |
| vi) Mr. Abhishek Dalmia<br>Independent Director  | Sitting Fees                               | 0.02       | 0.04       |
|  | Year end Payable                           | 0.02       | 0.04       |
| vii) Mr. Lalit Kumar Chhawchharia<br>Independent Director  | Sitting Fees                               | 0.03       | 0.03       |
|  | Year end Payable                           | 0.03       | 0.03       |
| viii) Ms. Sonal Mattoo<br>Independent Director   | Sitting Fees                               | 0.03       | 0.03       |
|  | Year end Payable                           | 0.03       | 0.03       |
| ix) Ms. Hem Gupta (Proprietor of Coffee Quotient) -<br>Relative of Directors   | Remuneration                               | 6.00       | 6.00       |
|  | Staff Welfare Expenses                     | 5.36       | 6.01       |
|  | Year End Payable/(Receivable)              | 0.49       | 0.39       |
| x) Mr. Bhagwan Kumer<br>Company Secretary  | Salary and Allowances                      | 17.82      | 14.64      |
|  | Advance from Customers                     | 18.39      | 1.46       |
| xi) Ms. Santwana Podder<br>Relative of Company Secretary   | Salary and Allowances                      | 5.46       | 4.55       |
|  | Loans and Advances                         | (5.00)     | (5.00)     |
| <b>d) Enterprises over which any person described in (b) or (c) is able to exercise significant influence :</b>  |  |            |            |
| i) OPG Realtors Limited  | Rent Paid                                  | 90.16      | 32.64      |
|  | Rental Received                            | 28.00      | Nil        |
|  | Advance From Customers                     | 104.94     | Nil        |
|  | Year End Payable/(Receivable) -<br>Deposit | (5.04)     | (5.04)     |
| ii) Karma Hospitality Limited  | Management Fee Paid                        | 74.01      | 64.74      |
|  | Year End Payable/(Receivable)              | 5.40       | 4.79       |
| iii) R G Woods Limited   | Sale of Flat                               | Nil        | 20.66      |
|  | Rental Received                            | 5.00       | Nil        |
|  | Purchase of Construction Material          | 99.69      | 66.28      |
|  | Year end Payable/(Receivable)              | 8.83       | (0.38)     |
|  | Advance from Customers                     | 23.29      | 2.59       |
| iv) B.G. Estates Private Limited   | Advance from Customers                     | 306.83     | 187.26     |
| v) PKS Nirmean Private Limited   | Advance from Customers                     | 43.85      | 3.08       |
| vi) OPMG Investments Private Limited   | Commission paid                            | Nil        | 8.51       |
| <b>e) Amount Written off in respect of above parties</b>   |  | Nil        | Nil        |



STATEMENTS.

- 6) Related parties and transactions with them as specified in the Accounting Standard 18 on "Related Parties Disclosures" prescribed under Companies (Accounting Standards) Rules, 2006 has been identified and given below on the basis of information available with the company and the same has been relied upon by the auditors.

| Related Parties & Relationship  | Transactions                            | 2012-2013<br>₹ Lakhs | 2011-2012<br>₹ Lakhs |
|---|---|----------------------|----------------------|
| a) Associates and joint ventures  |   |                      |                      |
| i) Ashiana Greenwood Developers   | Hire charges received                   | Nil                  | 0.22                 |
|   | Maintenance charges received            | 1.98                 | 15.78                |
|   | Referral Fees                           | 1.75                 | 0.25                 |
|   | Purchase of Flat                        | Nil                  | 130.43               |
|   | Year end Investment                     | 135.45               | 163.01               |
| ii) Megha Colonizers  | Management Fee Received                 | 686.67               | 521.80               |
|   | Rent received                           | 13.50                | Nil                  |
|   | Hire charges received                   | 12.56                | 8.72                 |
|   | Year end Investment                     | (1887.09)            | (394.37)             |
| iii) Ashiana Manglam Developers   | Hire charges received                   | Nil                  | 1.01                 |
|   | Year end Investment                     | 1156.27              | 1470.54              |
| w) Ashiana Manglam Builders   | Year end Investment                     | 875.29               | 400.00               |
| b) Individuals owning directly or indirectly, an interest in the voting power of the company that gives them control or significant influence over the company, and relatives of any such individual. |   |                      |                      |
| c) Key management personnel and their relatives   |   |                      |                      |
| i) Vishal Gupta,<br>Managing Director   | Remuneration                            | 24.00                | 24.00                |
|   | Commission                              | 17.17                | 42.10                |
|   | Purchase of Flat                        | 44.20                | Nil                  |
|   | Year End Payable/(Receivable)           | 8.17                 | 42.10                |
| ii) Ankur Gupta,<br>Jt. Managing Director   | Remuneration                            | 24.00                | 26.25                |
|   | Commission                              | 17.17                | 42.10                |
|   | Year End Payable/(Receivable)           | 8.17                 | 42.10                |
| iii) Varun Gupta,<br>Whole Time Director  | Remuneration                            | 30.00                | 29.50                |
|   | Commission                              | 17.17                | 42.10                |
|   | Sale of Flat                            | 67.66                | Nil                  |
|   | Year End Payable/(Receivable)           | 8.17                 | 42.10                |
|   | Advance from Customers                  | Nil                  | 67.66                |
| iv) Hem Gupta (Proprietor of Coffee Quotient)<br>Relative of Directors  | Staff Welfare Expenses                  | 6.01                 | 4.73                 |
|   | Year End Payable/(Receivable)           | 0.39                 | 0.35                 |
| d) Enterprises over which any person described in (b) or (c) is able to exercise significant influence :  |   |                      |                      |
| i) OPG Realtors Limited   | Rent                                    | 32.64                | 20.16                |
|   | Year End Payable/(Receivable) - Deposit | (5.04)               | (5.04)               |
| ii) Karma Hospitality Limited   | Management Fee Paid                     | 64.74                | 71.01                |
|   | Year End Payable/(Receivable)           | 4.79                 | 7.95                 |
| iii) R G Woods Limited  | Sale of Flat                            | 20.66                | Nil                  |
|   | Purchase of Construction Material       | 66.28                | 0.54                 |
|   | Year end Payable/ (Receivable)          | (0.38)               | (20.00)              |
|   | Advance from Customers                  | 2.59                 | 20.66                |
| iv) B.G. Estates Limited  | Year end Payable/ (Receivable)          | Nil                  | Nil                  |
|   | Advance from Customers                  | 187.26               | 102.02               |
| v) OPMG Investments Private Limited   | Commission paid                         | 8.51                 | Nil                  |
| f) Amount Written off in respect of above parties   |   |                      |                      |





Ashiana Housing Limited

Annexure-II

LEGAL CASES

DELHI

| Sl. No. | Court/ Forum                                     | Petitioner                                      | Respondent                                    | Description of Case  |
|---------|--|---|---|--|
| 1       | Supreme Court of India                           | Ashiana Housing Ltd.                            | State of Rajasthan                            | we have moved against the order of High Court of Rajasthan for Entry Tax applicability on AHL  |
| 2       | High Court of Delhi                              | Ashiana Housing Ltd.                            | SKG GROUP AND ORS                             | Infringment of our trademark " Ashlana" by the respondent in their group housing project   |
| 3       | High Court of Delhi                              | Ashiana Housing Ltd.                            | Ashiyana Jaipur Developers Private Limited    | Infringment of our trademark " Ashlana" by the respondent in their group housing project namely "Ashlana Bigbull".   |
| 4       | ESI Court, Saket                                 | Ashiana Housing Ltd.                            | ESI   | ESI raised a wrong demand of Rs. 4,28,249/- but AHL challenged the coverage under ESI.   |
| 5       | DRT  | ICICI Bank Ltd.                                 | Mr. Rajesh Sharma and Others                  | Rajesh Sharma took a loan from ICICI for a unit M-460 in Utsav, Bhiwadi and further default in paying the loan amount. ICICI filed recovery case for recovery to AHL   |
| 6       | Custom Excise & Service Tax Appellate Tribunal   | The Tree House Hotel Club & Spa                 | Comm. of Central Excise & Service Tax, Jaipur | Challenging notional interest.   |
| 7       | Customs, Excise & Service Tax Appellate Tribunal | AMSL  | Comm. of Central Excise, Bhiwadi              | we have filed appeal against the impugned order of comm. Central excise  |
| 8       | DCF- II, QIA, Delhi                              | New Vinod Kumar Yadav                           | Ashiana Housing Ltd.                          | Raised issue of measurement and defects in the flat M462, Utsav, Jaipur  |
| 9       | DCF- II, QIA, Delhi                              | New Shri Yograj Vj                              | Ashiana Housing Ltd.                          | Mr. Yograj Vj applied and allotted a flat bearing no. T-3112 in Ashiana Utsav. He made allegations against the company of giving delayed possession and not giving a park facing flat which he claimed to have mentioned in the booking documents. |
| 10      | DCF- II, QIA, Delhi                              | New AHL   | ICICI Lombard GIC Ltd.                        | Consumer Case against ICICI Lombard against their refusal of our claim of Rs. 10,81,000/-  |
| 11      | DCF- II, QIA, Delhi                              | New Manav Bathia/ Mangal Sen Gupta/ Anil Sharma | Ashiana Housing Ltd.                          | Consumer Case (three matters clubbed)  |

Bhiwadi

| Sl. No. | Court / Forum        | Complainant/ Petitioner | Respondent                           | Description of Case   |
|---------|----------------------|-------------------------|--------------------------------------|---|
| 1       | B.O.R Ajmer          | Shiv kaur               | A.H.L                                | Appeal filed by AHL u/s (76) of R.L.R Act1956 against the judgement of A.D.M Alwar on 08/09/09 by which remand to Naib Tehsildar Tapukada for inquiry the heirs of Hukam Singh & reopen the Mutation in favour of Shivkaur in khasra no:255 for her share. Judgement in favour of A.H.L (A.D.C reject the A.D.M order) caveat has been filed by A.H.L & Revision has been filed by Shiv Kaur.in B.O.R, Ajmer.   |
| 2       | S.D.M Tijara         | Tekchand                | Subash & others                      | Tekchand file revenue suit for Declaration & correction of revenue records. App. u/o 7 r.11 moved by Subhash. The same was rejected by SDO Tijara. Against this rejection Subhash   |
| 3       | A.D.J Tijara         | Bhola Singh & Others    | Virobat, Latest Developers & Others  | Bhola Singh & others filed a civil suit & T.I. application before A.D.J. court Tijara for cancellation the old sale deed in the name of Bula, Dula & sona of khasra no.180 & 421.udaipur village.Reply of Suit & T.I has been filed by Latest Developers  |
| 4       | R.A.A Alwar          | Bhola Singh & Others    | Ghisa Ram, Topwell & Latest & others | Bhola Singh & others filed a revenue suit & T.I. application before S.D.M. Tijara and challenge the old sale deed in the name of Bula, Sona & Dula. S.D.M passed T.I against Bula,Dula & Sona.on dated 08.11.11. Bula,Dula & Sona filed reply against T.I. S.D. M rejected T.I.dated 03.01.12 in favour of Bula,Dula & Sona against this an appeal filed by Bhola Singh before RAA which is pending. On dated 27.02.12 Topwell & Latest filed an application u/o 1Rule10 & other application u/o 7 Rule 11on dated 28.06.12. S.D.M rejected the revenue suit on dated 04.10.12 in favour of Topwell & LatestAgainst judgement of SDM Bhola singh filed an appeal before RAA which is pending. |
| 5       | B.O.R Ajmer          | A.H.L                   | Kashmiri & others                    | Second Appeal has been filed by AHL against the rejection of first appeal by RAA, Alwar dated 11.08.15 against the judgement & Decree of S.D.M Tijara dated 26.12.08  |
| 6       | B.O.R Ajmer          | A.H.L                   | Kashmiri & others                    | Appeal against the rejection order of A.D.C on 27.04.10 in ref.mutation order dated 06.01.09. by Naib Tehsildar, Tapukada. In ref. Mutation No.1264.Village Mlak Pur.A.D.C rejected the appeal. An appeal has been filed before B.O.R. T.I.in favour of A.H.L   |
| 7       | A.D.J Tijara         | Hosiyar                 | Iqbal                                | AHL purchased Land from Anil Kumar & Mahaveer Singh & Anil Singh & others purchased land from Iqbal Singh.Iqbal Singh was the registered Power of attorney dated 24.01.2009 of original khatedar Prbhati & sifram.Hosiyar singh & others challenged the power of attorney & related sale deed on the ground that one of the executor of power of attorney Shri Prbhati died on 28.08.1990.AHL was not a party in Case.order 1 rule 10 application moved by Hosiyar & others.  |
| 8       | S.D.M Tijara         | A.H.L                   | Mamchand & Others                    | AHL filed a revenue suit for sub-division of kh.no.586 & 587. Milakpur.S.D.M passed P.D for Sub-Division.Site report  |
| 9       | S.D.M Tijara         | Latest                  | Sher Mohmad & others                 | Latest Developers Advisory Ltd.filed a revenue suit for sub-division of kh.no.221Udaipur.Stage of Summon Services through Registered A.D  |
| 10      | S.D.M Tijara         | Topwell                 | Kaladevi                             | Topwell Projects Consultants Ltd.filed a revenue suit for sub-division of kh.no.207Udaipur.Stage of Summon Services through Registered A.D  |
| 11      | R.A.A Alwar          | Gopichand               | AHL                                  | Appeal filed by Gopichand against Final Decree & Judgement of S.D.M Tijara on dated 28.12.11 in favour of AHL.After some time Gopichand filed application for inspection by commissioner. which is rejected by RAA. Caveat has been filed by AHL.Stage final argument.  |
| 12      | J.M Bhiwadi          | Sumitra                 | Topwell                              | Sumitr filed a civil suit & T.I application for way of right inside our project.Topwell file application u/o 7 rule 11 for rejection of suit & reply.After some time sumitra file a application u/o 6 rule 17 for correction of suit after permission of high court.Reply of amended suit has been filed by Topwell.Stage of argument   |
| 13      | Consumer Court Alwar | Narayan Sharma          | AHL                                  | Narayan sharma file a consumer complaint to handover the half portion of Bageecha community centre area to Resident Welfare Society.Reply has been filed by AHL. on ground there is no jurisdiction of consumer court because of property related disputes.Application has been filed u/s 12 C.P.C for rejection of suit.   |
| 14      | High Court, Jaipur   | A.H.L                   | Rjasthan State & Others              | AHL filed a new Civil Write Petition against U.I.T & State Govt for stay of acquisition proceedings of our land affected to U.I.T residential Panchsheet phase I  |
| 15      | A.D.J Tijara         | Jangir Singh & others   | Dulichand & Others                   | Jangir Singh & others filed a civil suit & T.I. application before A.D.J. court Tijara for cancellation the old sale deed related to Kh. No.169,233,329,351,355,359,360,364,365,471&504. Stay & T.I order has been passed by Court.Only Khasra No 233 udaipur village is our lend Latest was not party in the case & 80 (A) order in our favour but not mutated . Order 1 rule 10 application in the name of M/s Latest Developers has been accepted by court argument stage of T.I   |
| 16      | High Court, Jaipur   | AHL                     | DIC, Bhiwadi                         | AHL filed a Civil Write Pethion against DIC,Bhiwadi for Relief of Interest amount of subsidy. Recovery amount with interest paid by AHL & obtained N.O.C. reg. the same.  |
| 17      | S.D.M Tijara         | Jitram                  | Naval & Others                       | AHL is not the party in this case only supervision of matter because we have purchased land from Naval & others.Jitram is grandson of naval & claim for his share as an ancestral property . Transfer application has been filed by Jeetram and matter has been transfer to DM  |



|    |                                       |   |                       |   |
|----|---------------------------------------|---|-----------------------|---|
| 18 | J.M Bhiwadi/A.D.J Bhiwadi             | A.B.R.W.S   | A.H.L                 | ABRWS filed a civil suit & T.I application for claim of community space of A.H.L property in Ashiana Bageecha. T.I grant against A.L.H. Appeal has been filed by A.H.L before A.D.J (Tijara)  |
| 19 | ADJ Tijara & SDM Tijara               | Sher Singh  | Topwell               | Sher Singh filed a declaration suit with T.I. application for cancellation of sale deed related to kh.no.174 & 179 and challenge the settlement proceedings before ADJ & SDM court.We have filed application order 7 rule 11 before SDM & ADJ court order 11 Rule 2 for rejection of suit court fees before ADJ. wait for reply. On dated 12.10.15 SDM Tijara grant ex parte interim injunction in favour of Sher Singh. In between on dated 15.10.15 Sher Singh filed a transfer application before DM Alwar to transfer the matter from SDM Tijara to another SDM court. DM Alwar send a letter to SDM Tijara for factual report of case. SDM Tijara send factual to DM Alwar. Reply has been filed by us matter is pending for argument. On dated 20.10.15 we filed the reply of T I with certified copy of ADJ suit and move one application u/o 7 rule 11 of CPC for rejection of suit and another application u/s 10 of CPC for bar to file the same case same ground in different court. On dated 20.10.15 SDM vacate the interim injunction against Sher Singh & others   |
| 20 | J.M & ADJ ( appeal) Tijara/SDM Tijara | Prem ( J.M & ADJ Tijara) & Sher Singh (SDM Tijara & DM Alwar) | Topwell               | Sher Singh filed a civil suit / revenue suit with T.I. application for claim a easementary right for passage across A.Nirmay kh.no.174. We have filed reply of suit & T.I & open the 30 mts wide sector road in our project for site visit of commissioner. Sher Singh filed an application on dated 10.06.15 u/s 251(a) of Rajasthan Tenancy Act, 2010 before SDM Tijara to declare the dotted line mentioned in khasra no.174 of revenue map as recorded road and prayer for temporary injunction. On same day dated 10.06.15 SDM Tijara grant ex parte interim injunction in favour of Sher Singh. In between on dated 03.08.15 Sher Singh filed a transfer application before DM Alwar to transfer the matter from SDM Tijara to another SDM court. DM Alwar send a letter to SDM Tijara for factual report of case. SDM Tijara send factual to DM Alwar. Reply has been filed by us Matter is pending for argument. On dated 19.08.15 Smt. Prem filed an application u/o 1 rule 10 & u/o 22 rule 10 of CPC to be a party in the above mentioned case. We have filed an objection for the same but the court has accepted the Smt. Prem's application and substitute the Smt. Prem as plaintiff in the place of Sher Singh in the matter on dated 28.09.15. |
| 21 | High Court, Jaipur                    | Topwell   | Prem                  | We filed a writ petition against the order of J.M.Tijara dated 09.10.15 in which court refused our application for appointment commissioner for 30 Mt. wide sector road. On dated 05.12.15 High court stay the proceedings to JM court and directed not to pass T.I in this matter. Weigh for reply   |
| 22 | J.M Bahrar                            | Vikash Yadav  | A.H.L                 | Vikas yadav filed a civil suit before J.M Bahrar.Copy of suit has obtained & order 7(11) to be filed.   |
| 23 | R.A.A Alwar                           | Mawasi & others   | Nishi Mehtra & others | Mawasi & others filed an appeal with T.I application before RAA and Challenge the Decree & sub -division order in kh.no.830/828 of SDM,Tijara dated 22.03.2011.RAA accepted T.I & stay the construction for next date of hearing.   |
| 24 | S.D.M Tijara                          | Kanwar Singh & others   | AHL & Jaquar          | Kanwar Singh & others filed a revenue suit with T.I application before SDM,Tijara to stop the boundary wall work in kh.no.827 .SDM Tijara accepted the T.I & stay the construction for next date of hearing.  |
| 25 | JM Bhiwadi                            | Kanwar Singh  | AHL                   | Kanwar Singh filed a civil suit with T.I application before JM Bhiwadi and claim for passage across our project which was in existence before 100 years and demand for injunction to removal the construction on passage.   |

#### Jamshedpur

| Sl. No. | Court / Forum                            | Complainant/ Petitioner            | Respondent   | Description of Case  |
|---------|--|------------------------------------|--|--|
| 1       | H.C.                                     | Folani Oraon                       | AHL  | Present appeal filed by AHL for stay the order of Restoration of the possession of the plot no. 2317 passed by SDM,Chandil   |
| 2       | Regional P.F. Commissioner, Jamshedpur   | Asst.P.F.Commissioner , Jamshedpur | AHL  | Proceeding initiated under 7A AND 7Q of the P.F.Act  |
| 3       | A.N. Sinha, 1st Class J.M.,at Jamshedpur | A.M.S.LTD                          | Ranjan Jordar  | A.M.S.LTD FILLED THIS CASE U/S, 138 of N.I.Act on Ranjan Jordar , who issued cheque for payment of maintenance dues, which become dishonour.   |
| 4       | District Consumer Forum, Jamshedpur      | B.K.D.Agarwal                      | 1. M.D., AMS,2.Head AMS Branch Office3. President Owners Association | Complainant filed this case on excess maintenance charge   |
| 5       | District Consumer Forum, Jamshedpur      | 1.M.T. Bugli2. B.K.D.Agarwal       | 1. M.D. AMS, 2.Manager-AMS3.Head-AMS ATC                             | Raising of maintenance and repair bill without prior sanction  |
| 6       | S.D.J.M.Jamshedpur                       | Anuradha Choudhary                 | 1.Pijush Banerji,2. Surjeet Singh of A.M.S.                          | Proceeding u/s. 341/323/420/34 of IPC. Dispute regarding external painting work.   |
| 7       | C.O., Chandil                            | C.O., Chandil                      | AHL  | C.O. started proceeding u/s. 3 of the Jharkhand Land Encroachment ACT,1956 for Plot No.2309 area 0.10 acre and Plot No. 2313 area 0.09 acre.   |
| 8       | S.D.M, Chandil                           | Lakhan Majhi & others              | 1.A.H.L. 2.Smt. Bidhya Devi Agrwal3. Rajendra Swami Tank             | On the instruction of D.C. Saraikela this proceeding started u/s. 71 A of C.N.T.Act For Restoration of land, Plot NO.2297, Khata No. 348 Area 0.74 Acre, at AshianaWood Land   |
| 9       | S.D.M, Chandil                           | Tumba Majhi & Others               | 1.A.H.L., 2.Bravo Construction p.Ltd.3. Rajendra Swami ji Tank       | On the instruction of D.C.Saraikela this proceeding started u/s. 71 of CNT Act on Plot No.2301,2314,2316,2312,2316,2312,2312 all in Khata No. 111, Area measuring corresponding to 0.40, 18, 06, 08, 08, 93, 24 acre.                  |
| 10      | S.D.M, Chandil                           | Dubraj Singh BhumiJ & Others       | 1. A.H.L.,2. Bravo Construction P.Ltd3. Rajendra Swami Tank          | On the instruction of D.C. Saraikela this proceeding started u/s. 71 A of C.N.T.Act For Restoration of land, Plot NO.2302 Area 1.47 acre, Plot No.2305 Area 0.23 acre, Plot No. 2303 Area 0.15 acre inKhata No. 136at AshianaWood Land |
| 11      | S.D.M, Chandil                           | DUBraj Singh BhumiJ & Others       | 1.A.H.L.2. Bhagwati Automobils                                       | On the instruction of the D.C. Saraikela proceeding started u/s. 71 A of C.N.T.Act for restoration of the land bearing Plot No. 2302,2303,2304,2305 in Khata No. 136 Total Area 1.63 Acre  |
| 12      | S.D.M, Chandil                           | Anaada Singh & Others              | 1.A.H.L., 2. Rajendra Swami ji Tank                                  | On the instruction of D.C.Saraikela proceeding started u/s. 71A of C.N.T.Act for Restoration of the possession of the Plot No. 2289,2311, underKhata no22 Area measuring 0.09 Acres.   |
| 13      | S.D.M, Chandil                           | BINODA BHUMIJ                      | 1.A.H.L., 2. Rajendra Swami ji Tank                                  | On the instruction of D.C. Saraikela proceeding started u/s. 71A of C.N.T.Act for Restoration of possession of land in Plot NO. 2307,2310,2328 UNDER Khata No. 239 Area measuring 3 Bigha (52 dc.)                                     |
| 14      | S.D.M, Chandil                           | Suku Singh & Others                | 1. a.H.L.,2. Rajendra Swami Tank                                     | On the instruction of D.C.Saraikela proceeding started u/s. 71A of C.N.T.Act for Restoration of the possession of the Plot No. 2309 Under Khata No. 413 Area measuring 0.25 Acre   |
| 15      | Civil Judge ,Sr. Division-1, Saraikela   | Smt.Laxmi Singh                    | 1. A.H.L. 2. B.Jairam  | Plaintiff filed this Title Suit for claiming 236 sq.ft built up area in our unit no. 434 of ATC, AND Permanent Injunction  |
| 16      | Labour Court , Jamshedpur                | Kamlesh Singh                      | A.H.L  | Kamlesh Singh was working at Anantara site,On 19-9-2014 after lunch break he was found senseless due to heavy drink, he was in hospital for more than one month. Now he is demanding compensation form AHL.                            |
| 17      | C.O., Chandil                            | C.O., Chandil                      | AHL  | co.chandil started proceeding for remove encroachment from Plot No. 2288 at Ashiana WOOD Land . Land area is 1.15 acre.  |

#### Patna

| Sl. No. | Court / Forum | Complainant/ Petitioner | Respondent            | Description of Case                                    |
|---------|---------------|-------------------------|-----------------------|--|
| 1       | Civil Court   | AHL                     | Magadh Stock Exchange | AHL filed eviction suit against Magadh Stock Exchange. |

#### LAVASA

| Sl. No. | Court / Forum                     | Complainant/ Petitioner          | Respondent                   | Description of Case  |
|---------|-----------------------------------|----------------------------------|------------------------------|--|
| 1       | Civil Judge, Junior Division,Pune | Samer Sadanand Warghade & others | 1) Lavasa Corporation 2) AHL | Petitioner has filed acivil suit claiming right on a portion of land measuring 2.75 acres. |

