



Date: 12<sup>th</sup> May, 2017

To,  
Catalyst Trusteeship Limited (Formerly Known as GDA Trusteeship Limited)  
Office No. 83 – 87, 8th floor,  
'Mittal Tower', 'B' Wing,  
Nariman Point, Mumbai – 400021

**Sub: HALF YEARLY COMPLIANCE REPORT**  
**Ref No. CTL/MUM/Compliance/Half Yearly/2017-18/001**

Dear Sir,

We invite your kind attention to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In compliance with the same we hereby submit the information in three parts as given below.

**Part- I Information to Stock Exchange**

As per Regulation 52 (4) & (5) you are required to file the statement to the stock exchange along with financial results and noting certificate of Debenture Trustees within 45 days for unaudited financial results and noting from the end of last half year.

a) Credit rating

Sr. No.	Products	Rating
1	Commercial Paper	ICRA A2+
2	Non- Convertible Debentures	ICRA BBB+
3	Bank Loan Facility	India Ratings and Research Long Term Debt Rating: IND A- ICRA Short Term Debt Rating : ICRA A2+ Long Term Debt Rating: ICRA BBB+

b) Debt-equity ratio: 3.54 times

c) Previous due date for the payment of interest: **Attached as Annexure A**

d) Next due date for the payment of interest: **Attached as Annexure B**

e) Debenture Redemption reserve: Not applicable

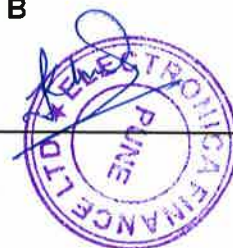
**Electronica Finance Limited**

Registered Address : 128/A, Kailaschandra, Paud Road, Kothrud  
Pune - 411038, Maharashtra (India)

Telephone No. : +91 20 67290700

Toll Free No. : 1800 233 9718 | web : [www.eff.co.in](http://www.eff.co.in)

Corporate Identification Number of EFL : U65910PN1990PLC057017





- f) Net worth: Rs.10,380.98/- Lakhs
- g) Net profit after tax: Rs.1,420.70 Lakhs
- h) Earnings per share: Rs.6.43 per share

## Part II- Information to be submitted to the Debenture Trustee

### In terms of Regulation 56:

- a) A copy of the annual report at the same time as it is issued along with a copy of certificate from the listed entity's auditors in respect of utilization of funds during the implementation period of the project for which the funds have been raised:

Provided that in the case of debentures issued for financing working capital or general corporate purposes or for capital raising purposes the copy of the auditor's certificate may be submitted at the end of each financial year till the funds have been fully utilized or the purpose for which these funds were intended has been achieved. – **Enclosed As Annexure C**

- b) Copy of all notices, resolutions and circulars relating to-
  - i. new issue of non-convertible debt Securities at the same time as they are sent to the holders of non-convertible debt securities: Notices and intimations sent to the Trustee
  - ii. The meetings of holders of non-convertible debt securities at the same time as they are sent to the holders of non-convertible debt securities or advertised in the media including those relating to the proceedings of the meeting: Not applicable
- c) Intimations regarding:
  - i. Any revision in credit rating: No such change (Applicable credit rating is attached herewith as **Annexure D**)
  - ii. Any default in timely payment of interest or redemption or both in respect of non-convertible debt securities: Not Applicable
  - iii. Failure to create charge on the assets: Not Applicable
- d) Copy of the Statement, if any filed with the stock exchange as per Regulation 52(7) indicating material deviations, if any, in the use of proceeds of issue of NCD's from the object stated in the offer document : Not Applicable

## Part- III Information to be submitted to the Debenture holders

In terms of provisions of Regulation 58, the following documents and information to be sent to the Debenture holders:

- a) Hard Copies of full Annual reports to those holders of non-convertible debt securities, who request for the same

### Electronica Finance Limited

Registered Address : 128/A, Kailaschandra, Paud Road, Kothrud  
Pune - 411038, Maharashtra (India)

Telephone No. : +91 20 67290700

Toll Free No. : 1800 233 9718 | web : [www.efl.co.in](http://www.efl.co.in)

Corporate Identification Number of EFL : U65910PN1990PLC057017





- b) Half yearly communication, as specified in sub regulation (4) & (5) of regulation 52, to holders of non-convertible debt securities
- c) Notice (s) of all meetings, of holders of non-convertible debt securities specifically stating that the provisions for appointment of proxy as mentioned in section 105, of the Companies Act, 2013, shall be applicable for such meetings
- d) Proxy forms to holders of non-convertible debt securities which shall be worded in such a manner that holders of these securities may vote either for or against each resolution

**For ELECTRONICA FINANCE LIMITED**

**KHWAHISH RAWAL  
COMPANY SECRETARY AND COMPLIANCE OFFICER  
MEMBERSHIP NO. A32119**



**Electronica Finance Limited**

**Registered Address :** 128/A, Kailaschandra, Paud Road, Kothrud  
Pune - 411038, Maharashtra (India)

**Telephone No. :** +91 20 67290700

**Toll Free No. :** 1800 233 9718 | **web :** [www.efl.co.in](http://www.efl.co.in)

Corporate Identification Number of EFL : U65910PN1990PLC057017





## **ANNEXURE A**

Details of redemption & payment of interest during last half year ending i.e. 01/10/2016 to 31.03.2017:

Series/ Tranches	ISIN	Type Due date of (Principal/ Interest)	Due date for payment of interest	Amount	Actual Date of Payment
1-250	INE612U08017	Interest	31/10/2016	30,78,767	28/10/2016
1-250		Interest	30/11/2016	29,79,452	30/11/2016
1-250		Interest	31/12/2016	30,78,767	31/12/2016
1-250		Interest	31/01/2017	30,78,767	31/01/2017
1-250		Interest	28/02/2017	27,80,822	28/02/2017
1-250		Interest	31/03/2017	30,78,767	31/03/2017
1-250		Part Principal	31/03/2017	4,00,00,000	31/03/2017



### **Electronica Finance Limited**

Registered Address : 128/A, Kailaschandra, Paud Road, Kothrud  
Pune - 411038, Maharashtra (India)

Telephone No. : +91 20 67290700

Toll Free No. : 1800 233 9718 | web : [www.efl.co.in](http://www.efl.co.in)

Corporate Identification Number of EFL : U65910PN1990PLC057017





## **ANNEXURE B**

Details of redemption and interest due in the next half-year i.e. 01/04/2017 to 30/09/2017

Series/ Tranches	Type Due date of (Principal/ Interest)	Due date for payment of interest	Amount
1-250	Interest	30/04/2017	2502740
1-250	Interest	31/05/2017	2586164
1-250	Interest	30/06/2017	2502740
1-250	Interest	31/07/2017	2586164
1-250	Interest	31/08/2017	2586164
1-250	Interest	30/09/2017	2502740

Company does not expect default in payment of principal / interest due in next half year



### **Electronica Finance Limited**

Registered Address : 128/A, Kailaschandra, Paud Road, Kothrud  
Pune - 411038, Maharashtra (India)

Telephone No. : +91 20 67290700

Toll Free No. : 1800 233 9718 | web : [www.eff.co.in](http://www.eff.co.in)

Corporate Identification Number of EFL : U65910PN1990PLC057017





**INDEPENDENT AUDITORS' REPORT**

**To The Members of Electronica Finance Limited**

**Report on the Financial Statements**

1. We have audited the accompanying financial statements of **Electronica Finance Limited** ('the Company'), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of



the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements together with the notes there on give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

7. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure-I a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.
8. As required by Section 143(3) of the Act, we report that :
- (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) on the basis of written representations received from the directors as on March 31, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of sub-section (2) of Section 164 of the Act;
  - (f) with respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure-II; and



(g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Amendment Rules, 2017, in our opinion and to the best of our information and according to the explanations given to us :

- (a) There were no pending litigations which would impact the financial position of the Company;
- (b) The Company does not have long term contracts including derivative contracts for which there were any material foreseeable losses; and
- (c) There has been no delay in transferring amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
- (d) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company.

**For M.P. Chitale & Co.**

Chartered Accountants

Firm's Registration Number : 101851W

  
**D.N. Bapat**

Partner

Membership Number : 115394



Place: Pune

Date : May 12, 2017



**ANNEXURE-I TO THE INDEPENDENT AUDITORS' REPORT**

**The Annexure referred to in paragraph 7 of the Independent Auditor's Report of even date to the members of Electronica Finance Limited on the financial statements as of and for the year ended March 31, 2017, we report that:**

**i. Fixed Assets:**

- (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) The fixed assets have been physically verified by the management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of the immovable properties are held in the name of the Company.

**ii. Inventories:**

The Company did not have any inventory during the year ended as on March 31, 2017. Consequently, the provisions of clause 3(ii) of the Order are not applicable to the Company.

**iii. Loans Granted:**

The Company has not granted any loans, secured or unsecured loans to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act.

**iv. Loans to Directors and Investments by the Company:**

In our opinion and according to the information and explanations given to us, the Company has complied with the provision of Section 185 and 186 of the Act.

**v. Acceptance of Deposits:**

The Company has not accepted any public deposits during the year.

**vi. Maintenance of Cost Records:**

The Central Government has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the services rendered by the Company.

**vii. Deposit of Statutory Dues:**

- (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues with the appropriate authorities. There are no undisputed statutory dues outstanding as at March 31, 2017 for a period of more than six months from the date they became payable.



- (b) According to the information and explanations given to us the following amounts have not been deposited as on March 31, 2017 on account of any dispute.

Sr. No.	Particulars	Amount in Lakh
1	Show cause notice received from Deputy / Assistant Commissioner – Service Tax.	1.86
	<b>Total</b>	<b>1.86</b>

**viii. Default in Repayment of Loans / Borrowings:**

Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders.

**ix. Application of Initial Public Offer / further Public Offer and Term Loans:**

In our opinion and according to the information and explanations given to us, no amount has been raised by way of initial public offering or further public offering. The Company has issued Secured, non-convertible, redeemable debentures of Rs.5290 Lakh during the year. The proceeds of the NCD and term loans obtained have been applied for the purpose for which they were raised.

**x. Fraud Reporting:**

Based upon the audit procedures and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

**xi. Requisite Approval for Managerial Remuneration:**

On the basis of examination of the records of the Company, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

**xii. Nidhi Rules-ratio:**

The Company is not a Nidhi Company. Consequently, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

**xiii. Transactions with Related Parties:**

On the basis of our examination of the books of account of the Company and on the basis of information and explanations given to us, the transactions entered into by the Company with the related parties are in compliance with Section 177 and 188 of the Act and the same are disclosed in the financial statements as required by the applicable Accounting Standards.



**xiv. Preferential Allotment / Private Placement of Shares / Fully or Partly Convertible Debentures:**

The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Consequently, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.

**xv. Non-Cash transactions with Directors:**

On the basis of our examination of records of the Company and according to the information and explanations given to us, we are of the opinion that the Company has not entered into any non-cash transactions with directors or persons connected with him.

**xvi. Registration with RBI:**

The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934, and the Company has obtained the certificate of registration from RBI under Registration Number B-13.01093 dated 13<sup>th</sup> November, 1998.

**For M.P. Chitale & Co.**

Chartered Accountants

Firm's Registration Number : 101851W

  
**D.N. Bapat**

Partner

Membership Number : 115394



Place: Pune

Date : May 12, 2017

**ANNEXURE-II TO THE INDEPENDENT AUDITORS' REPORT**

**The Annexure referred to in paragraph 8(f) of the Independent Auditor's Report of even date to the members of Electronica Finance Limited.**

**Report on the Internal Financial Controls under Clause (i) of sub-section (3) of Section 143 of the Companies Act, 2013 ('the Act')**

**To the Members of Electronica Finance Limited,**

1. We have audited the internal financial controls over financial reporting of Electronica Finance Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

2. The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

4. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

5. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

6. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M.P. Chitale & Co.**

Chartered Accountants

Firm's Registration Number : 101851W

  
**D.N. Bapat**

Partner

Membership Number : 115394



Place: Pune

Date : May 12, 2017



# **M.P.Chitale & Co.**

## **Chartered Accountants**

417/1, Narayan Peth, Munjaba Lane, Pune - 411 030. Tel/Fax - 020 2445 0667/ 020 2445 0156. E-mail - puneoffice@mpchitale.org

---

Date: 12<sup>th</sup> May, 2017

To,  
Catalyst Trusteeship Limited (Formerly Known as GDA Trusteeship Limited)  
Office No. 83 – 87, 8th floor,  
'Mittal Tower', 'B' Wing,  
Nariman Point, Mumbai – 400021

Dear Sir,

This is to certify that Electronica Finance Limited bearing CIN: U65910PN1990PLC057017 having Registered Office at 128/A, Plot No.3, Kailashchandra Apartments, Paud Road, Kothrud, Pune - 411038 continues to utilize the proceeds raised through issue of 250, 14.5%, Subordinated, Rated, Taxable, Transferable, Redeemable, Non-Convertible Debentures (NCDs) of Face Value of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each aggregating Rs.25,00,00,000/- to augment the long term resources of the Company as mentioned in the Information Memorandum (IM) dated March 30, 2016. Utilization details are given herein below:

- To finance the growth of the Portfolio of Electronica Finance Limited
- General Corporate purpose for the ordinary course of business including repayment / refinancing of Existing Debt

Given and issued at Pune this 12<sup>th</sup> May, 2017

**For M.P. Chitale & Co.**  
**Chartered Accountants**  
**Firm's Registration No. : 101851W**

  
**D. N. Bapat**  
**Partner**

**Membership No. 115394**







ICRA

ICRA Limited

CONFIDENTIAL

Ref: 2016-17/MUM/1756

Date: March 09, 2017

Mr. S. Lakshminarayanan  
Vice President - Strategy, Finance and Accounts  
Electronica Finance Limited  
128/1A, 3<sup>rd</sup> Floor Kailashchandra  
Paud Road, Kothrud  
Pune - 411 038

NCD

Dear Sir,

Re: ICRA Credit Rating for the Rs. 70 crore Non Convertible Debenture of Electronica Finance Limited

Please refer to your Rating Agreement dated March 2, 2017 for carrying out the rating of the aforesaid NCD Programme. The Rating Committee of ICRA, after due consideration, has assigned a "[ICRA]BBB+" (pronounced as ICRA triple B plus) rating with **Positive Outlook** to the captioned NCD Programme. Instruments with this rating are considered to have moderate risk of default regarding timely servicing of financial obligations. Such instruments carry moderate credit risk. Within this category modifiers {"+" (plus) / "-"(minus)} can be used with the rating symbols. The modifiers reflect the comparative standing within the category.

We would appreciate if you can sign on the duplicate copy of this letter and send it to us latest by **March 23, 2017** as acceptance on the assigned rating. The rationale for assigning the above rating will be sent to you on receipt of your acceptance on rating, as above. In case you do not communicate your acceptance/non acceptance of the assigned credit rating, or do not appeal against the assigned credit rating by the aforesaid date, the credit rating will be treated by us as non accepted and shall be disclosed on ICRA's website as non accepted credit rating. This is in line with requirements as prescribed in the circular dated November 1, 2016 on 'Enhanced Standards for Credit Rating Agencies' issued by the Securities and Exchange Board of India, which states the following:

"Each CRA shall disclose on its website details of all ratings assigned by them, irrespective of whether the rating is accepted by the issuer or not, even in the case of non-public issues".

Any intimation by you about the above rating to any Banker/Lending Agency/Government Authorities/Stock Exchange would constitute use of this rating by you and shall be deemed acceptance of the rating.

This rating is specific to the terms and conditions of the proposed issue as was indicated to us by you and any change in the terms or size of the issue would require the rating to be reviewed by us. If there is any change in the terms and conditions or size of the instrument rated, as above, the same must be brought to our notice before the issue of the instrument. If there is any such change after the rating is assigned by us and accepted by you, it would be subject to our review and may result in change in the rating assigned. If the instrument rated, as above, is not issued by you within a period of 3 months from the date of this letter communicating the rating, the same would stand withdrawn unless revalidated before the expiry of 3 months.

ICRA reserves the right to review and/or, revise the above at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you. The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the bonds to be issued by you.

You are requested to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing. You are also requested to keep us forthwith informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s)/investor(s). Further, you are required to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority (ies) is exceeded.

We thank you for your kind cooperation extended during the course of the rating exercise. Should you require any clarification, please do not hesitate to get in touch with us.

We look forward to your communication and assure you of our best services.

With kind regards,  
For ICRA Limited

ANJAN DEB GHOSH  
Executive Vice President  
[agghosh@icraindia.com](mailto:agghosh@icraindia.com)

VIBHOR MITTAL  
Vice President  
[vibhorm@icraindia.com](mailto:vibhorm@icraindia.com)

3rd Floor, Electric Mansion,  
Appasaheb Marathe Marg,  
Prabhadevi, Mumbai 400 025.

Tel. : + 91 22 6169 3300 / 301  
Fax : + 91 22 2433 1390  
CIN : L74999DL1991PLC042749

Website : [www.icra.in](http://www.icra.in)  
email : [mumbai@icraindia.com](mailto:mumbai@icraindia.com)

Registered Office : 1105, Kailash Building, 11th Floor, 26, Kasturba Gandhi Marg, New Delhi - 110 001, Tel.: +(91-11) 23357940-50 Fax : + (91-11) 23357014

**RATING • RESEARCH • INFORMATION**



ICRA

ICRA Limited

CONFIDENTIAL

Ref: 2016-17/MUM/1757  
March 09, 2017

Mr. S. Lakshminarayanan  
Vice President - Strategy, Finance and Accounts  
Electronica Finance Limited  
128/1A, 3<sup>rd</sup> Floor Kallashchandra  
Paud Road, Kothrud  
Pune - 411 038

Dear Sir,

*NCP -*  
Re: Surveillance of ICRA rating for Rs. 30 crore Subordinated Debt Programme of Electronica Finance Limited

As you would be aware, in terms of the Rating Agreement received from the clients, ICRA is required to review its ratings, on an annual basis, or as and when the circumstances so warrant.

Please note that the Rating Committee of ICRA, after due consideration of the latest development in your company, has reaffirmed the rating of your captioned debt programme at **"[ICRA]BBB+"** (pronounced as ICRA triple B plus) rating. The Outlook on the long-term rating is Positive. Instruments with this rating are considered to have moderate risk of default regarding timely servicing of financial obligations. Such instruments carry moderate credit risk. Within this category modifiers ("+" (plus) / "-" (minus)) can be used with the rating symbols. The modifiers reflect the comparative standing within the category.

ICRA reserves the right to review and/ or, revise the above rating at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you. The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the instruments issued by you.

You are requested to furnish a periodic statement (as per enclosed format) of timely payment of all obligations on your rated debt program. You are requested to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing.

You are also requested to keep us forthwith informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / Investor(s).

Further, you are requested to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority (ies) is exceeded.

We thank you for your kind cooperation extended during the course of the rating exercise. Please let us know if you need any clarification.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,  
Yours sincerely,  
For ICRA Limited

**ANJAN DEB GHOSH**  
Executive Vice President  
[aghosh@icraindia.com](mailto:aghosh@icraindia.com)

**VIBHOR MITTAL**  
Vice President  
[vibhorm@icraindia.com](mailto:vibhorm@icraindia.com)

3rd Floor, Electric Mansion,  
Appasaheb Marathe Marg,  
Prabhadevi, Mumbai 400 025.

Tel. : + 91 22 6169 3300 / 301  
Fax : + 91 22 2433 1390  
CIN : L74999DL1991PLC042749

Website : [www.icra.in](http://www.icra.in)  
email : [mumbai@icraindia.com](mailto:mumbai@icraindia.com)

Registered Office : 1105, Kallash Building, 11th Floor, 26, Kasturba Gandhi Marg, New Delhi - 110 001, Tel.: +(91-11) 23357940-50 Fax : + (91-11) 23357014

**RATING • RESEARCH • INFORMATION**



ICRA

ICRA Limited

CONFIDENTIAL

Ref: 2016-17/MUM/1758  
March 9, 2017

Mr. S. Lakshminarayanan  
Vice President - Strategy, Finance and Accounts  
Electronica Finance Limited  
128/1A, 3<sup>rd</sup> Floor Kailashchandra  
Paud Road, Kothrud  
Pune - 411 038

Dear Sir/Madam,

Re: Surveillance of ICRA rating for **Rs. 50 Commercial Paper (CP)** of Electronica Finance Limited

As you would be aware that in terms of the Rating Agreement received from the clients, ICRA is required to review its ratings, on an annual basis, or as and when circumstances so warrant.

Please note that the Rating Committee of ICRA, after due consideration of the latest developments in your company, has reaffirmed the rating assigned to the aforementioned instrument at "[ICRA] A2+" (pronounced as A two plus). Instruments with this rating are considered to have strong degree of safety regarding timely payment of financial obligations. Such instruments carry low credit risk. Within this category rating modifier {"+" (plus)} can be used with the rating symbols. The modifier reflects the comparative standing within the category.

Additionally, we wish to highlight the following with respect to the rating:

- (a) If the instrument rated, as above, is not issued by you within a period of 3 months from the date of this letter, the rating would need to be revalidated before issuance;
- (b) Subject to Clause (c) below, our rating is valid from the date of this letter till **June 9, 2018** ("Validity Period"). The rating will generally be due for review at the end of the Validity Period. The maturity date of the Commercial Paper shall not be after the end of the Validity Period. The Commercial Paper will have a maximum maturity of twelve months.
- (c) ICRA reserves the right to review and/or, revise the above rating at any time on the basis of new Information or unavailability of information or such circumstances, which ICRA believes, may have an impact on the aforesaid rating assigned to you.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the Commercial Paper issued by you. The rating is restricted to your Commercial Paper size of **Rs. 50 crore** only. In case, you propose to enhance the size of the Commercial Paper, the same would be required to be rated afresh. ICRA does not assume any responsibility on its part, for any liability, that may arise consequent to your not complying with any eligibility criteria, applicable from time to time, for issuance of Commercial Paper.

You are requested to furnish a periodic statement (as per enclosed format) of timely payment of all obligations on your rated debt program. You are requested to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/borrowing. You are also requested to keep us forthwith informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s).

Further, you are requested to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority (ies) is exceeded.

We thank you for your kind cooperation extended during the course of the rating exercise. Should you require any clarification, please do not hesitate to get in touch with us.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,  
For ICRA Limited

  
**ANJAN DEB GHOSH**  
Executive Vice President  
[aghosh@icraindia.com](mailto:aghosh@icraindia.com)

  
**VIBHOR MITTAL**  
Vice President  
[vibhorm@icraindia.com](mailto:vibhorm@icraindia.com)

3rd Floor, Electric Mansion,  
Appasaheb Marathe Marg,  
Prabhadevi, Mumbai 400 025.

Tel. : + 91 22 6169 3300 / 301  
Fax : + 91 22 2433 1390  
CIN : L74999DL1991PLC042749

Website : [www.icra.in](http://www.icra.in)  
email : [mumbai@icraindia.com](mailto:mumbai@icraindia.com)

Registered Office : 1105, Kailash Building, 11th Floor, 26, Kasturba Gandhi Marg, New Delhi - 110 001, Tel.: +(91-11) 23357940-50 Fax : + (91-11) 23357014

**RATING • RESEARCH • INFORMATION**





ICRA

ICRA Limited

CONFIDENTIAL

Ref: 2016-17/MUM/1759

Date: March 09, 2017

Mr. S. Lakshminarayanan  
Vice President - Strategy, Finance and Accounts  
Electronica Finance Limited  
128/1A, 3rd Floor Kailashchandra  
Paud Road, Kothrud  
Pune - 411 038

Dear Sir,

*Bank Loan*

Re: Surveillance of ICRA-assigned Credit Rating for **Rs. 175 crore Line of Credit of Electronica Finance Limited** (instrument details in Annexure)

As you are aware that in terms of the Rating Agreement received from its clients, ICRA is required to review its ratings, on an annual basis, or as and when the circumstances so warrant. Please note that the Rating Committee of ICRA, after due consideration, has reaffirmed the long-term rating for the captioned Line of Credit (LOC) at **[ICRA]BBB+** (pronounced ICRA triple B plus) and a short-term rating of **[ICRA]A2+** (pronounced ICRA A two plus). The Outlook on the long-term rating is Positive. The aforesaid ratings will be due for surveillance anytime before **March 9, 2018**.

The ratings as stated above are specific to the terms and conditions of the LOC as indicated to us by you. In case there is any change in the terms and conditions, or the size of the rated LOC, the same must be brought to our notice immediately. Any such change would warrant a rating review, following which there could be a change in the ratings assigned.

ICRA reserves the right to review and/or, revise the above rating at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you. You are requested to furnish a periodic statement (in the format enclosed) confirming the timeliness of payment of all obligations against the rated debt programme [Interest and principal obligations for fund based as well as obligations under LOC/BG for non-fund based facility].

You are also requested to inform us forthwith of any default or delay in the payment of interest and/or principal against the rated debt programme, or any other debt instruments and/or borrowings of your company. Further, you are requested to keep us informed of any other developments that could have a direct or indirect impact on the debt servicing capability of your company, with such developments including, but not limited to, any proposal for re-schedulement or postponement of repayment against any dues and/or debts of your company with any lender(s) and/or investor(s).

We thank you for your kind co-operation extended during the course of the rating exercise. Please let us know if you need any clarification.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,

Yours sincerely,  
for ICRA Limited

ANJAN DEB GHOSH  
Executive Vice President  
[aghosh@icraindia.com](mailto:aghosh@icraindia.com)

VIBHOR MITTAL  
Vice President  
[vibhorm@icraindia.com](mailto:vibhorm@icraindia.com)

3rd Floor, Electric Mansion,  
Appasaheb Marathe Marg,  
Prabhadevi, Mumbai 400 025.

Tel. : + 91 22 6169 3300 / 301  
Fax : + 91 22 2433 1390  
CIN : L74999DL1991PLC042749

Website : [www.icra.in](http://www.icra.in)  
email : [mumbai@icraindia.com](mailto:mumbai@icraindia.com)

Registered Office : 1105, Kailash Building, 11th Floor, 26, Kasturba Gandhi Marg, New Delhi - 110 001, Tel.: +(91-11) 23357940-50 Fax : + (91-11) 23357014

**RATING • RESEARCH • INFORMATION**

Mr. S. Lakshminarayanan  
Head – Finance and Strategic Planning  
Electronica Finance Limited  
Kailaschandra, 128/A, 3rd Floor,  
Paud Road, Kothrud,  
Pune – 411038

March 17, 2017

Dear Mr. Lakshminarayanan,

*Bank Loan*

**Re: Rating of Electronica Finance Limited (EFL) Debt Instruments**

India Ratings (see definition below) communicates the following ratings of EFL:-

INR1.5bn bank facilities (details in Annexure 1): **'IND A-'; Outlook Stable**

In issuing and maintaining its ratings, India Ratings relies on factual information it receives from issuers and underwriters and from other sources India Ratings believes to be credible. India Ratings conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction.

The manner of India Ratings' factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors.

Users of India Ratings' ratings should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information India Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to India Ratings and to the market in offering documents and other reports. In issuing its ratings India Ratings must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed.

India Ratings seeks to continuously improve its ratings criteria and methodologies, and periodically updates the descriptions on its website of its criteria and methodologies for securities of a given type. The criteria and methodology used to determine a rating action are those in effect at the time the rating action is taken, which for public ratings is the date of the related rating action commentary. Each rating action commentary provides information about the criteria and methodology used to arrive at the stated rating, which may differ from the general criteria and methodology for the applicable security type posted on the website at a given time. For this reason, you should always consult the applicable rating action commentary for the most accurate information on the basis of any given public rating.

**India Ratings & Research Private Limited** A Fitch Group Company

Wockhardt Tower, Level 4, West Wing, Bandra Kurla Complex, Bandra (E), Mumbai 400 051

Tel: +91 22 4000 1700 | Fax: +91 22 4000 1701 | CIN/LLPIN: U67100MH1995FTC140049 | [www.indiaratings.co.in](http://www.indiaratings.co.in)

*Handwritten signature*