

May 23, 2017

To,
Bombay Stock Exchange Ltd ('BSE')
Listing Department, 1st Floor, P.J. Towers,
Dalal Street, Mumbai – 400001

Subject: Audited financial results and other submissions of Xander Finance Private Limited (the 'Company') under the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 for year ended March 31, 2017

Ref: Details of Non-convertible Debentures (NCDs) issued by the Company on Private Placement Basis

Series / Tranche	ISIN	Security Name	BSE Security Code
Series – I	INE252T07016	XFPL- 11.5%-3-2-18-PVT	952556
Series – II	INE252T07024	XFPL- 11.5%-3-8-18-PVT	952557

Dear Sir/Madam,

The Board of Directors of the Company at their meeting held today, inter alia considered and approved the audited financial results of the Company for the financial year ended March 31, 2017.

In terms of the Regulations of the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 (LODR), please find enclosed the following:

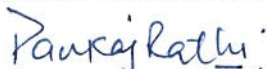
1. Audited financial results along with Audit Report as required under Regulation 52(2) and 52(3) of LODR for the financial year ended March 31, 2017 as annexure I and II respectively.
2. Disclosure in accordance with Regulation 52(4) of LODR for the half year ended March 31, 2017 as annexure III.
3. Certificate from the Debenture Trustees 'Catalyst Trusteeship Limited (formerly known as GDA Trusteeship Limited)' as required under Regulation 52(5) of the LODR as annexure IV.
4. Statement with respect to material deviation in use of proceeds of issue as required under Regulation 52(7) of LODR for the financial year ended March 31, 2017 as annexure V.
5. Annual Undertaking with respect to submission of all the required documents and intimations to Debenture Trustees for the financial year ended March 31, 2017 as annexure IV.

Request you to take the above documents on record.

Thanking you,

Yours Faithfully

Xander Finance Private Limited



Pankaj Rath

Company Secretary & Compliance Officer

ICSI Membership No.: ACS-37534

Encl: as above





XANDER FINANCE PRIVATE LIMITED

Xander Finance Private Limited
Statement of Assets and Liabilities as at 31 March 2017

Particulars	(Rs. in Lakh)	
	As at 31 March 2017 Audited	As at 31 March 2016 Audited
Equity and liabilities		
Shareholders' funds		
Share capital	14,805.02	14,805.02
Reserves and surplus	30,841.72	27,288.07
	45,646.74	42,093.09
Non-current liabilities		
Long-term borrowings	42,998.34	33,791.67
Long-term provisions	804.65	566.88
	43,802.99	34,358.55
Current liabilities		
Short-term borrowings	9,487.87	4,522.42
Other current liabilities	29,618.56	18,449.12
Short-term provisions	163.27	269.33
	39,269.70	23,240.87
TOTAL	1,28,719.43	99,692.51
Assets		
Non-current assets		
Fixed assets		
Tangible assets	90.03	154.01
Intangible assets	2.57	2.25
Deferred tax asset	380.99	282.71
Long Term loans and advances	1,00,800.16	73,213.39
	1,01,273.75	73,652.36
Current assets		
Cash and bank balances	919.19	319.70
Short Term loans and advances	24,474.64	25,273.61
Other current assets	2,051.85	446.84
	27,445.68	26,040.15
TOTAL	1,28,719.43	99,692.51

For and on behalf of the Board of Directors
Xander Finance Private Limited

Amar Merani
Amar Merani
Managing Director
DIN No.: 07128546

Place: Mumbai
Date: - 23 May 2017





XANDER FINANCE PRIVATE LIMITED

Xander Finance Private Limited
Statement of Profit & Loss for the year ended 31 March 2017

(Rs. in Lakh)

Particulars	Half year ended		Accounting year ended	
	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16
	Unaudited	Unaudited	Audited	Audited
Income				
Revenue from operations	9,230.32	6,795.99	17,491.70	12,586.38
Other income	38.77	119.30	55.11	405.13
Total Revenue (I)	9,269.09	6,915.29	17,546.81	12,991.51
Expenses				
Employee benefit expenses	562.82	263.21	1,066.04	706.37
Finance expenses	3,375.38	2,369.63	6,468.55	4,325.38
Depreciation and amortization expenses	48.04	45.03	94.09	82.34
Other expenses	402.17	204.66	594.56	403.37
Contingent provision against standard assets	271.78	203.60	200.65	418.43
Total expenses (II)	4,660.19	3,086.13	8,423.89	5,935.89
Profit before tax (III) = (I)-(II)	4,608.90	3,829.16	9,122.92	7,055.62
Tax expenses:				
Current tax	1,707.00	1,409.52	3,257.00	2,567.00
Adjustment of tax relating to earlier years	-	-	5.00	-
Deferred tax credit	(109.53)	(85.65)	(98.28)	(145.74)
Total tax expenses (IV)	1,597.47	1,323.87	3,163.72	2,421.26
Profit after tax (III)-(IV)	3,011.43	2,505.29	5,959.20	4,634.36
Earning per share (EPS) *				
Basic EPS (In Rs.)	2.03	1.69	4.03	3.13
Diluted DPS (In Rs.)	2.03	1.69	4.03	3.13

* EPS, DPS for the half year ended 31 March 2017 and 31 March 2016 are not annualised.

Notes:

- The above results for the year ended 31 March 2017 have been audited by the Statutory Auditors of the Company and have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 23 May 2017, in accordance with the requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Company operates in a single business segment i.e. financing, which has similar risks and returns for the purpose of AS 17 on 'Segment Reporting' specified under section 133 of the Companies Act 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The Company operates in a single geographical segment i.e. domestic.
- Figures for the half year ended 31 March 2017 and 31 March 2016 represent the difference between the audited figures in respect of the full financial years and the audited figures of half year ended 30 September 2016 (published) and unaudited figures of half year ended 30 September 2015 respectively.
- Previous year / half year figures have been regrouped / reclassified to make them comparable with those of current period / year.

For and on behalf of the Board of Directors
Xander Finance Private Limited

Amar Merani
Managing Director
DIN No.: 07128546



Place: Mumbai
Date: 23 May 2017

S.R. BATLIBOI & CO. LLP
Chartered Accountants

14th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West)
Mumbai-400 028, India
Tel : +91 22 6192 0000
Fax : +91 22 6192 1000

Independent Auditors' Report on Standalone Financial Results pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of Xander Finance Private Limited

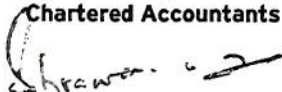
1. We have audited the accompanying standalone financial results of Xander Finance Private Limited (the "Company") for the year ended March 31, 2017, being submitted by the Company pursuant to the requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/IMD/DF1/9/2015 dated November 27, 2015 and CIR/IMD/DF1/69/2016 dated August 10, 2016 (collectively referred to as the "Listing Regulations"). These standalone financial results have been prepared on the basis of the related standalone financial statements as at and for the year ended March 31, 2017 and the relevant requirements of the Listing Regulations, which are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these standalone financial results based on our audit of the related standalone financial statements as at and for the year ended March 31, 2017 and the relevant requirements of the Listing Regulations.

2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial results are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial results. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial results, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and presentation of the financial results 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 accounting estimates made by the management, as well as evaluating the overall presentation of the financial results. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

3. In our opinion and to the best of our information and according to the explanations given to us, these standalone financial results:
 - i. are presented in accordance with the requirements of the Listing Regulations; and
 - ii. give a true and fair view of the net profit and other financial information of the Company for the year ended March 31, 2017.
4. Further, we report that the figures for the half year ended March 31, 2017 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2017 and the published figures for the half year ended September 30, 2016, which were audited by us, as required under the Listing Regulations.

For S. R. BATLIBOI & CO LLP
ICAI Firm registration number: 301003E/E300005
Chartered Accountants



per Shrawan Jalan
Partner
Membership No. 102102

Mumbai
May 23, 2017

Annexure III

Disclosure in accordance with Regulation 52(4) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the half year ended March 31, 2017

We refer to the provisions of Regulations 52(4) read with Regulations 52(5) of the Listing Regulations. In respect of the same, please find enclosed the information that are required under provisions of the said Regulations:

a) Credit rating and change in credit rating (if any):

Rating Particulars	Rating Agency	Rating Assigned
Long Term Borrowing Programme of Rs.1,000 crores (for borrowing from Banks and by issuance of Non-Convertible Debentures)	ICRA Limited	ICRA A (Positive) (Note 1)
Short Term Borrowing Programme/ Commercial Paper of Rs.300 crores	ICRA Limited	ICRA A1+ (Note 2)

Note 1: The Company's outlook of credit rating for long term borrowing programme is revised from ICRA A (Stable) to ICRA A (Positive) in July 2016.

Note 2: The Company has been assigned highest credit rating of ICRA A1+ for short term borrowing programme/ commercial paper in July 2016.

b) Asset Cover:

As per the proviso to Regulation 52(4), the requirement for disclosure of Asset Cover is not applicable to the Company being a Non-Banking Financial Company registered with Reserve Bank of India.

c) Debt-Equity Ratio:

1.76 times as on March 31, 2017.

d) Previous due date for the payment of interest/ dividend for non-convertible redeemable preference shares/ repayment of principal of non-convertible preference shares /non-convertible debt securities and whether the same has been paid or not during the half year ended March 31, 2017;

Nil for the period ended October 1, 2016 to March 31, 2017.

e) Next due date for the payment of interest/ dividend of non-convertible preference shares /principal along with the amount of interest/ dividend of non-convertible preference shares payable and the redemption amount during the next half year ending September 30, 2017:

Details of next due date of interest / principal for the period from April 1, 2017- September 30, 2017 is as under:



ISIN and Tranche	Type (Principal / Interest)	Next Interest due date for Interest payment	Interest amount (In lakhs)
Series – I INE252T07016	Interest	August 4, 2017	575.00
Series – II INE252T07024	Interest	August 4, 2017	575.00
Total			1,150.00

f) Debt Service Coverage Ratio:

As per the proviso to Regulation 52(4), the requirement for disclosure of Debt Service Coverage Ratio is not applicable to the Company being a Non-Banking Financial Company registered with Reserve Bank of India.

g) Interest Service Coverage Ratio:

As per the proviso to Regulation 52(4), the requirement for disclosure of Interest Service Coverage Ratio is not applicable to the Company being a Non-Banking Financial Company registered with Reserve Bank of India.

h) Debenture Redemption Reserve:

Not Applicable to a Non-Banking Financial Company as per Companies (Share Capital and Debenture) Rules 2014 of the Companies Act, 2013.

i) Capital redemption reserve:

Nil as on March 31, 2017.

j) Net worth:

Net worth of the Company as on March 31, 2017: Rs. 45,646.74 Lacs

k) Net Profit after tax:

Net Profit after tax for the financial year ended March 31, 2017 is Rs. 5959.20 Lacs

l) Earnings per share:

Earnings per share for financial year ended March 31, 2017: Rs. 4.03 per share

Thanking you,

Yours Faithfully

Xander Finance Private Limited

Pankaj Rath

Pankaj Rath

Company Secretary & Compliance Officer

ICSI Membership No.: ACS 37534



Place: Mumbai

Date: May 23, 2017

Annexure V

The Manager,
Bombay Stock Exchange Ltd ('BSE')
Listing Department, 1st Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai – 400001

Subject: Statement with respect to material deviation in use of proceeds of issue of Non-Convertible Debenture for the half year ended March 31, 2017.

Reference: Details of Non-convertible Debentures issued by the Company on Private Placement Basis:

Series / Tranche	ISIN	Security Name	BSE Security Code
Series - I	INE252T07016	XFPL- 11.5%-3-2-18-PVT	952556
Series - II	INE252T07024	XFPL- 11.5%-3-8-18-PVT	952557

Dear Sir,

As required under Regulation 52(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company hereby confirms that there were no deviations in use of proceeds of issue of non-convertible debt securities from objects stated in respective offer documents for the half year ended March 31, 2017.

Thanking you,

Yours Faithfully

Xander Finance Private Limited

Pankaj Rath

Pankaj Rathi
Company Secretary & Compliance Officer
ICSI Membership No.: ACS 37534



Place: Mumbai

Date: May 23, 2017

Annexure VI

To,
Bombay Stock Exchange Ltd ('BSE')
Listing Department, 1st Floor, P.J. Towers,
Dalal Street, Mumbai – 400001

Subject: Annual Undertaking with respect to submission of documents and intimations to Debenture Trustees

Reference: Details of Non-convertible Debentures issued by the Company on Private Placement Basis:

Series / Tranche	ISIN	Security Name	BSE Security Code
Series - I	INE252T07016	XFPL- 11.5%-3-2-18-PVT	952556
Series - II	INE252T07024	XFPL- 11.5%-3-8-18-PVT	952557

Dear Sir,

We Xander Finance Private Limited ("the **Company**") hereby undertake and declare that we have duly complied with the requirements of Regulation 57(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to submission of documents and intimations to Debenture Trustees in terms of Debenture Trust Deed and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.

Thanking you.

For Xander Finance Private Limited

Pankaj Rath

Pankaj Rath
Company Secretary & Compliance Officer
ICSI Membership No.: ACS 37534



Place: Mumbai
Date: May 23, 2017