

No.CTL/DEB/19-20/Noting Certificate/3390

May 15, 2019

To Whomsoever It May Concern,

CERTIFICATE FOR RECEIPT AND NOTING OF INFORMATION

[Pursuant to Regulation 52(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Catalyst Trusteeship Limited ("**Debenture Trustee**") hereby confirm that we have received and noted the information, as specified under regulation 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("**Regulations**"), provided to us by **Neo Growth Credit Private Limited ("the Company")** for the Half year ended March 31, 2019.

This Certificate is being issued pursuant to the requirements of regulation 52(5) of the aforesaid Regulations, for onward submission to Stock Exchange(s) by the Company.

For Catalyst Trusteeship Limited



Authorised Signatory

Encl: Results submitted by Company



SEBI REGULATORY YEARLY COMPLIANCE REPORT



Date: May 14, 2019

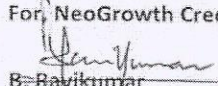
To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Subject: Statutory Compliance u/r 52(4) & (5) of SEBI (LODR), 2015- Yearly Report for the year ended on March 31, 2019
As per Regulation 52 (4) & (5), the Company hereby submits the below mentioned information for the year ended on March 31, 2019:

Sr. No	Particulars	Remarks
a)	Credit Rating and Change in Credit Rating, if any	There has been no change in the Credit Rating of the Non-convertible securities issued by the Company.
b)	Debt – Equity Ratio	<u>1.79</u>
c)	Previous due date for 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	As per <u>Annexure-I</u>
d)	Next Due Date for 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.	As per <u>Annexure-II</u>
e)	Debenture Redemption Reserve (if Applicable)	As stated in the MCA General Circular No 9/2002, paragraph no.5 point (b), DRR is not applicable for NBFCs registered with RBI u/s 45- IA of RBI (Amendment) Act, 1997, in case of privately placed debentures.
f)	Net Worth	<u>Rs. 4,328,126,720</u>
g)	Net Profit after Tax	<u>Rs. 43,227,222</u>
h)	Earnings per Share	<u>2.40</u>

In accordance with the requirements of Regulation 52(7), we confirm that there have been no material deviations in the use of proceeds of non-convertible debt securities from the objects stated in the offer documents.

Thanking you,
Yours Sincerely,
For, NeoGrowth Credit Private Limited


B. Ravikumar
CFO & Company Secretary
Encl: As Above



NeoGrowth Credit Pvt. Ltd.

Registered Office:
503, Tower 2B, One IndiaBulls Centre,
841, S. B. Marg, Mumbai – 400 013, India

T: +91 22 4921 9999
E: contact.us@neogrowth.in
www.neogrowth.in
CIN: U51504MH1992PTC251544

ANNEXURE - B

Details of redemption & payment of interest during last half year ending March 31, 2019

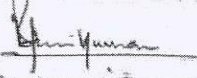
Series / Tranche	Type (Principal / Interest)	Due date of payment	Amount (Rs.)	Actual date of payment
Triodos SICAV II - Triodos Microfinance Fund	Interest	22/01/2019	1,02,08,219	21/01/2019*
Triodos Custody B.V. Acting in its Capacity as A C	Interest & Principal	22/01/2019	1,01,55,287 15,00,00,000	21/01/2019
Global Commercial Micro-finance Consortium II B.V.	Interest & Principal	05/11/2018	1,35,97,183 15,00,00,000	05/11/2018
Microvest Short Duration Fund, L.P.	Interest	17/12/2018 15/03/2019	1,18,39,368 1,14,49,060	17/12/2018 15/03/2019
Microvest + Plus, LP	Interest	17/12/2018 15/03/2019	23,82,095 23,03,565	17/12/2018 15/03/2019
AAV S.A.R.L	Interest	17/02/2019	2,74,65,129	18/02/2019**
BlueOrchard Microfinance Fund	Interest	29/03/2019	2,66,43,399	29/03/2019
Microfinance Enhancement Facility SA, SICAV-SIF	Interest	23/11/2018	2,70,40,411	22/11/2018***
UTI International Wealth Creator 4	Interest	07/02/2019	2,36,86,285	07/02/2019
ACTIAM Institutional Microfinance Fund III	Interest	16/03/2019	2,06,45,431	16/03/2019
A. K. Capital Services Ltd	Interest & Principal	29/10/2018	3,56,164 1,66,66,667	29/10/2018
	Interest & Principal	29/11/2018	1,84,018 1,66,66,667	29/11/2018
AAV Sarl (Unlisted NCD)	Interest	17/02/2019	2,74,65,129	18/02/2019**
BlueOrchard Microfinance Fund	Interest	07/02/2019	3,04,00,624	07/02/2019
UTI International Wealth Creator 4	Interest	28/02/2019	3,96,51,889	28/02/2019
FMO - Nederlandse	Interest	26/10/2018	4,01,65,993	26/10/2018

* The interest payment date *21/01/2019 as per the interest payment schedule. Since this date falls on Bank holiday the interest was paid on the preceding business day as mentioned under the heading Business Day Convention of Information Memorandum.

**The interest payment date **18/02/2019 as per the interest payment schedule. Since this date falls on Bank holiday the interest was paid on the next succeeding business day as mentioned under the heading Business Day Convention of Information Memorandum.

*** The interest payment date *23/11/2018 as per the interest payment schedule. Since this date falls on a Bank holiday the interest was paid on the preceding business day as mentioned under the heading Business Day Convention of Information Memorandum.

For NeoGrowth Credit Pvt. Ltd.


Company Secretary




ANNEXURE - C

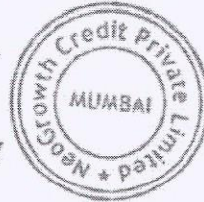
Details of redemption & interest due in the next half-year i.e. 1st April, 2019 to 30th September, 2019

Series / Tranche	Type (Principal / Interest)	Due date of payment	Principal	Interest (Rs.)
Global Commercial Microfinance Consortium II B.V.	Interest & Principal	28/05/2019	20,24,67,000	1,49,93,652
Microvest group (Microvest Short Duration Fund, L.P. & Microvest + Plus, LP)	Interest & Principal	27/06/2019	40,00,00,000	1,53,06,521
AAV S.A.R.L	Interest & Principal	17/08/2019	40,30,00,000	2,70,17,328
BlueOrchard Microfinance Fund	Interest & Principal	29/09/2019	40,00,00,000	2,70,85,002
Microfinance Enhancement Facility SA, SICAV-SIF	Interest	22/05/2019	-	2,63,09,589
UTI International Wealth Creator 4	Interest	07/08/2019	-	2,33,00,095
ACTIAM Institutional Microfinance Fund III (AIMF III)	Interest	16/09/2019	-	2,09,87,621
AAV S.A.R.L (Unlisted NCD)	Interest	17/08/2019	-	5,08,00,771
BlueOrchard Microfinance Fund	Interest	07/08/2019	-	2,99,04,938
UTI International Wealth Creator 4	Interest	28/08/2019	-	3,90,05,391
FMO Nederlandse	Interest	26/04/2019	-	3,99,46,507
FMO Nederlandse	Interest	16/05/2019	-	4,06,43,178
BlueOrchard Microfinance Fund	Interest	16/08/2019	-	6,42,53,562

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

For NeoGrowth Credit Pvt. Ltd.


Company Secretary





Date: May 14, 2019

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

Dear Sir,

Sub: Declaration in case of audit report with unmodified opinion.

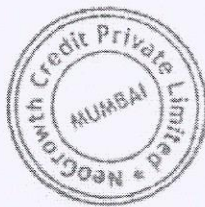
With reference to the SEBI circular CIR/CFD/CMD/56/2016 dated May 27, 2016 and SEBI circular DCS/COMP/04/2016-17 dated June 01, 2016, We NeoGrowth Credit Private Limited, a private limited company having its registered office at 503, Tower 2B, One India Bulls Centre, 841 S.B. Marg, Mumbai, Maharashtra 400013, being listed our secured debentures in the Bombay Stock Exchange hereby declare that our Auditors have confirmed audit report with unmodified opinion.

Thanking You,

For, NeoGrowth Credit Private Limited



B. Ravikumar
CFO & Company Secretary



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May 7th, 2019

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

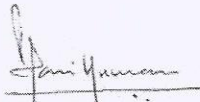
Subject: Outcome of the Board meeting held on May 7, 2019

Dear Sir,

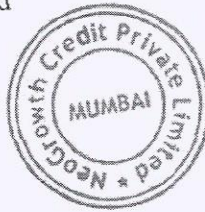
The Board of Directors of the Company approved the Audited Financial results for the financial year ended on 31st March, 2019 at the Board meeting held on May 7, 2019.

The Audited Financial results of the Company are enclosed herewith as Annexure-I.

For, NeoGrowth Credit Private Limited



B. Ravikumar
CFO & Company Secretary



Encl: As above

Independent Auditor's Report On Financial Results Pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
NeoGrowth Credit Private Limited

1. We have audited the accompanying statement of financial results of NeoGrowth Credit Private Limited ('the Company') for the year ended March 31, 2019 ('the Statement') attached herewith, being submitted by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/IMD/DF1/69/2016 dated August 10, 2016 ('Regulations'). This Statement has been prepared on the basis of the related financial statements as at and for the year ended March 31, 2019 and the relevant requirements of the 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 the Statement based on our audit of the related financial statements as at and for the year ended March 31, 2019 and the relevant requirements of the 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.
3. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the 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.
4. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - I. is presented in accordance with the requirements of the Regulations; and
 - II. gives a true and fair view of the net profit and other financial information of the Company for the year ended March 31, 2019.
5. Further, we report that the figures for the half year ended March 31, 2019 represent the derived figures between the audited figures in respect of the full financial year ended March 31, 2019 and published figures for the half year ended September 30, 2018, which were subjected to a limited review by us, as required under the Regulations.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm registration number: 101049W/E300004

Sarvesh Warty.

per Sarvesh Warty
Partner
Membership No: 121411
Place: Mumbai
Date: May 07, 2019

NeoGrowth Credit Private Limited

CIN No-U51504MH1993PTC251544

Regd Office: 503, Tower 2B, One IndiaBulls Centre 841 S.B. Marg Mumbai-400013

STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31st MARCH 2019

(Amount in Rs)

Particulars	Half year ended		Year ended	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
	(Audited)	(Audited)	(Audited)	(Audited)
INCOME				
Revenue from Operations (net)	1,509,012,118	1,239,909,223	2,896,018,984	2,330,625,976
Other Income	41,881,148	66,291,905	136,080,834	99,846,406
Total	1,550,893,266	1,306,201,128	3,032,099,818	2,430,472,382
EXPENSES				
Employee Benefits Expense	323,888,015	232,931,252	642,483,344	480,111,617
Finance Cost	474,018,657	492,338,741	924,613,029	864,900,741
Depreciation and Amortization Expense	11,348,117	14,762,023	21,679,942	24,786,364
Other Expenses	705,805,815	689,377,371	1,400,096,281	1,296,628,648
Total	1,515,060,604	1,429,409,387	2,988,872,596	2,666,427,370
Profit/(Loss) before Tax & Exceptional Items	35,832,662	(123,208,259)	43,227,222	(235,954,988)
Exceptional Items	-	-	-	-
Profit/(Loss) before tax	35,832,662	(123,208,259)	43,227,222	(235,954,988)
Tax Expenses				
Current tax	-	-	-	-
Deferred tax	-	-	-	-
Profit/(Loss) for the year (after tax)	35,832,662	(123,208,259)	43,227,222	(235,954,988)
Earnings Per Share (EPS) (face value of Rs.10 each)*				
Basic earning per share (Rs.)	1.99	(6.84)	2.40	(13.11)
Diluted earning per share (Rs.)	0.55	(6.84)	0.66	(13.11)
* EPS for the half year is not annualised				

Notes:

- a) The above statement of financial results of the Company for the year ended 31st March 2019 have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 7th May 2019 and have been audited by Statutory Auditors of the Company.
- b) The secured non-convertible debentures issued by the Company are fully secured by first pari passu charge over the current assets, book debts, receivables and such other assets of the Company. The total asset cover has been maintained as per the terms and condition stated in the respective debenture trust deeds.
- c) The Company is engaged primarily in the business of financing and accordingly there are no separate reportable segments as per Accounting Standard 17 dealing with Segment Reporting.
- d) The figures for the half year ended 31st March 2019 and 31st March 2018 are the balancing figures between audited figures in respect of the full financial year ended 31st March 2019 and 31st March 2018 and published year to date figures up to the half year ended 30th September 2018 and 30th September 2017 respectively and which was subject to limited review by the statutory auditors.
- e) The figures for the previous half year/ year have been regrouped/reclassified wherever necessary to conform with current year's classification.

Place: Mumbai
Date: 7th May 2019



For NeoGrowth Credit Private Limited

Piyush Khaitan
Managing Director

NeoGrowth Credit Private Limited

CIN No-U51504MH1993PTC251544

Regd Office: 503, Tower 2B, One IndiaBulls Centre 841 S.B. Marg Mumbai-400013

AUDITED BALANCE SHEET AS AT 31st MARCH 2019

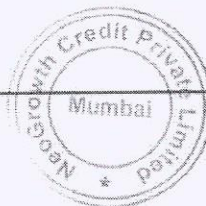
(Amount in Rs)

PARTICULARS	31st March 2019 (Audited)	31st March 2018 (Audited)
<u>EQUITY AND LIABILITIES</u>		
Shareholders' funds		
a). Share Capital	636,446,090	636,446,090
b). Reserves and Surplus	3,691,680,630	3,625,166,677
	4,328,126,720	4,261,612,767
Non -Current Liabilities		
a). Long Term Borrowings	4,757,085,019	5,599,338,409
b). Long Term Provisions	30,040,290	24,488,769
	4,787,125,309	5,623,827,178
Current Liabilities		
a). Short Term Borrowings	199,999,999	437,412,400
b). Trade Payables	16,553,569	20,940,785
c). Other Current Liabilities	2,994,094,002	1,150,627,712
d). Short Term Provisions	186,474,387	159,585,652
	3,397,121,957	1,768,566,549
TOTAL	12,512,373,986	11,654,006,494
<u>ASSETS</u>		
Non-Current Assets		
a). Fixed Assets		
i). Tangible Assets	19,779,039	25,821,249
ii). Intangible Assets	9,227,974	7,074,398
iii). Capital Work in Progress	3,949,891	-
b). Long Term Loans and Advances	2,480,318,615	449,753,173
c). Other Non Current Assets	11,214,877	17,808,814
	2,524,490,396	500,457,634
Current Assets		
a). Investment	1,543,500,000	2,929,059,389
b). Trade Receivables	1,235,353	5,927,666
c). Cash and Cash Equivalents	387,773,633	544,474,776
d). Short Term Loans and Advances	7,978,067,181	7,626,497,290
e). Other Current Assets	77,307,423	47,589,739
	9,987,883,590	11,153,548,860
TOTAL	12,512,373,986	11,654,006,494

For NeoGrowth Credit Private Limited

(Signature)

Place: Mumbai
Date: 7th May 2019



Piyush Khaitan
Managing Director