

ALPHA ALTERNATIVES

Provincial Finance & Leasing  
Co Private Limited

NBFC Private Placement Guidelines  
March 2022

## Policy on Private Placement of Debentures

Provincial Finance & Leasing Company Private Limited [“Provincial”] may raise funds by issuing debentures to investors. To ensure compliance within RBI’s regulatory framework, as specifically detailed in Annex XXIII of the Non-Banking Financial Company - Systemically Important Non-Deposit Taking Company (Reserve Bank) Directions, 2016, any privately placed debenture issuances by Provincial will be governed by the following guidelines:

1. Provincial will follow the directions of its Board for resource planning which, inter-alia, will cover the planning horizon and the periodicity of private placement.
2. The issues shall be governed by the following instructions:
  - i. The minimum subscription per investor shall be Rs. 20,000 (Rupees Twenty thousand);
  - ii. The issuance of private placement of NCDs shall be in two separate categories, those with a maximum subscription of less than Rs. 1 crore and those with a minimum subscription of Rs. 1 crore and above per investor;
  - iii. There shall be a limit of 200 subscribers for every financial year, for issuance of NCDs with a maximum subscription of less than Rs. 1 crore, and such subscription shall be fully secured;
  - iv. There shall be no limit on the number of subscribers in respect of issuances with a minimum subscription of Rs. 1 crore and above; the option to create security in favour of subscribers will be with Provincial. Such unsecured debentures shall not be treated as public deposits as defined in NBFCs Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
  - v. Provincial shall issue debentures only for deployment of funds on its own balance sheet and not to facilitate resource requests of group entities / parent company / associates.
  - vi. Provincial shall not extend loans against the security of its own debentures (issued either by way of private placement or public issue).
3. Tax exempt bonds offered by Provincial will be exempted from the applicability of these guidelines.
4. For NCDs of maturity up to one year, guidelines on Issuance of Non-Convertible Debentures (Reserve Bank) Directions, 2010, dated June 23, 2010, by Internal Debt Management Department, RBI shall be followed.
5. For any conflict with the Companies Act 2013, the guidelines provided by the RBI and incorporated in the policy herein will prevail.