



Piramal Capital & Housing Finance

PIRAMAL CAPITAL & HOUSING FINANCE LIMITED

Piramal Capital & Housing Finance Limited (our "Company") was incorporated as Piramal Housing Finance Private Limited, a private limited company, on February 10, 2017 under the provisions of the Companies Act, 2013, pursuant to a certificate of incorporation dated February 13, 2017 issued by the Registrar of Companies, Central Registration Centre. Subsequently, upon conversion of our Company into a public limited company with effect from September 28, 2017, our name was changed to Piramal Housing Finance Limited and a fresh certificate of incorporation dated October 17, 2017 was granted by the Registrar of Companies, Maharashtra at Mumbai ("RoC"). Subsequently, pursuant to the Scheme of Amalgamation, the name of our Company was changed to Piramal Capital & Housing Finance Limited, and a fresh certificate of incorporation dated June 12, 2018 pursuant to change of name was granted by the RoC. Our Company has obtained a certificate of registration dated December 1, 2017, bearing registration number 12.0163.17 from the National Housing Bank ("NHB") to carry on the business of a housing finance institution without accepting public deposits in accordance with Section 29A of National Housing Bank Act, 1987. Subsequently, our Company obtained a fresh certificate of registration dated February 12, 2020 bearing registration number DOR-00163 from The Reserve Bank of India ("RBI") to carry on the business of a housing finance institution without accepting public deposits. For details regarding changes to our Registered Office, see "History and Main Objects" beginning on page 127 of the Shelf Prospectus.

Corporate Identity Number: U65999MH2017PLC291071

Registered and Corporate Office: 4th Floor, Piramal Tower, Peninsula Corporate Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013. Tel: (91 22) 6230 9200; Fax: (91 22) 6151 3444; Website: www.pchf.in
Company Secretary and Compliance Officer: Bipin Singh; Tel: (91 22) 3046 5903; Fax: (91 22) 6151 3444; Email: investorrelations.pchf@piramal.com

PUBLIC ISSUE BY PIRAMAL CAPITAL & HOUSING FINANCE LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED, RATED, LISTED, REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("NCDs") FOR AN AMOUNT OF ₹ 20,000 LAKHS ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 80,000 LAKHS AGGREGATING UP TO ₹ 1,00,00,000 NCDs AMOUNTING TO ₹ 1,00,000 LAKHS ("TRANCHE I ISSUE LIMIT") ("TRANCHE I ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹ 2,00,000 LAKHS AND IS BEING OFFERED BY WAY OF THE TRANCHE I PROSPECTUS DATED JUNE 30, 2021 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE I ISSUE ("TRANCHE I PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED JUNE 30 2021 ("SHELF PROSPECTUS") FILED WITH THE REGISTRAR OF COMPANIES, MAHARASHTRA AT MUMBAI ("ROC"), STOCK EXCHANGES AND SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"). THE SHELF PROSPECTUS AND TRANCHE I PROSPECTUS CONSTITUTE THE PROSPECTUS ("PROSPECTUS"). THIS ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED (THE "SEBI DEBT REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT, 2013").

Credit Rating: CARE AA (CWD) (Under Credit Watch with Developing Implications) by CARE Ratings Limited and [ICRA] AA (Outlook: Negative) by ICRA Limited Allotment on first come first serve basis[#]

[#]Allotment in the public issue of debt securities shall be made on the basis of date of upload of each application into the electronic book of the stock exchanges. However, on the date of over subscription, the allotments should be made to the applicants on proportionate basis (based on the date of upload of each Application on the electronic platform of the Stock Exchanges, in each Portion). For further details refer section titled "Issue Related Information" on page 33 of the Tranche I Prospectus dated June 30, 2021.

CORRIGENDUM TO THE SHELF PROSPECTUS AND TRANCHE I PROSPECTUS DATED JUNE 30, 2021 – NOTICE TO INVESTORS

This corrigendum ("Corrigendum") is with reference to the Shelf Prospectus dated June 30, 2021 ("Shelf Prospectus") and Tranche I Prospectus dated June 30, 2021 ("Tranche I Prospectus") filed by Piramal Capital & Housing Finance Limited ("Company") in relation to the Issue with Registrar of Companies, Maharashtra at Mumbai on June 30, 2021 and submitted with National Stock Exchange of India Limited, BSE Limited and Securities and Exchange Board of India ("SEBI"). In this regard, please note the following:

The picture of logo of Piramal Capital & Housing Finance Limited disclosed on the cover page of the Shelf Prospectus and Tranche I Prospectus filed with the Registrar of Companies, Maharashtra at Mumbai and submitted with National Stock Exchange of India Limited, BSE Limited and SEBI and in any other Transaction Documents shall stand modified with the correct logo of the Company as disclosed below



Piramal Capital & Housing Finance

The logo of the Company will stand replaced with the above correct logo on the cover page of Shelf Prospectus and the Tranche I Prospectus, Abridged Prospectus, Application Form and all Issue related Transaction Documents.

All capitalised terms used in this Corrigendum shall, unless the context otherwise requires, have the meaning ascribed in the Shelf Prospectus and the Tranche I Prospectus. The Shelf Prospectus, the Tranche I Prospectus, Abridged Prospectus, Application Form and all Issue related Transaction Documents and all other communications issued by the Company upto the date of this Corrigendum in relation to the Issue shall be read in conjunction with this Corrigendum and any reference to the Shelf Prospectus and Tranche I Prospectus shall be deemed to include reference to the Corrigendum also. The Shelf Prospectus and the Tranche I Prospectus, Abridged Prospectus, Application Form and all Issue related Transaction Documents and all other communications issued by the Company upto the date of this Corrigendum in relation to the Issue stand amended to the extent stated hereinabove.

Information required under Section 30 of Companies Act, 2013:

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of our Company, see "History and Main Objects" on page 127 of the Shelf Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of the Company is a document for inspection in relation to the Issue. For further details, see the section titled "Material Contracts and Documents for Inspection" on page 273 of the Shelf Prospectus and 100 of the Tranche I Prospectus.

LIABILITY OF MEMBERS: Limited by shares

AMOUNT OF SHARE CAPITAL OF THE COMPANY AS AT THE DATE OF THE SHELF PROSPECTUS : The Authorised Share Capital of the Company is ₹ 250,000,000,000 divided into 25,000,000,000 Equity Shares of ₹10 each. The Issued, Subscribed and Paid-up Share Capital is ₹ 192,837,183,970 divided into 19,283,718,397 Equity Shares of ₹10 each.

NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED FOR BY THEM AT THE TIME OF SIGNING THE MEMORANDUM OF ASSOCIATION: Given are the names of the signatories of the Memorandum of Association of the Company and the number of equity shares subscribed of face value of ₹ 10 each by them at the time of signing of Memorandum of Association: Piramal Finance Limited was allotted 14,998,500 equity shares of ₹ 10 each and Mr. Khushru Jijina as a nominee of Piramal Finance Limited was allotted 1500 equity shares of ₹ 10 each.

LISTING: The NCDs offered through the Tranche I Prospectus along with the Shelf Prospectus are proposed to be listed on BSE and NSE. Our Company has received an 'in-principle' approval from BSE by way of its letter bearing reference number DCS/BM/PI-BONDI/003/21-22 dated April 9, 2021 and from NSE by way of its letters bearing reference number NSE/LIST/D/2021/0039 dated April 9, 2021 and dated June 28, 2021 bearing reference number NSE/LIST/C/2021/0435 thereby extended the validity of in-principle approval. For the purposes of the Tranche I Issue, BSE shall be the Designated Stock Exchange.

GENERAL RISKS : Investors are advised to read the Risk Factors carefully before taking an investment decision in the Issue. For taking an investment decision, the investors must rely on their own examination of our Company and the Tranche I Issue including the risk and uncertainties involved. Specific attention of the investors is invited to "Risk Factors" beginning on page 17 of the Shelf Prospectus and "Material Developments" beginning on page 181 of the Shelf Prospectus and page 32 of the Tranche I Prospectus before making an investment in the Tranche I Issue. The Tranche I Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the National Housing Bank ("NHB"), the RoC or any stock exchange in India nor do they guarantee the accuracy or adequacy of the Tranche I Prospectus.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Prospectus for the full text of the "Disclaimer Clause of the BSE Limited."

DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the "Disclaimer Clause of National Stock Exchange of India Limited."

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed as compliance with various statutory requirement approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of the Company, its promoters, its management or any scheme or project of this Company. It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process.

DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM: It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process. It is to be distinctly understood that the permission given by the NSE to use their network and online platform for facilitating applications for public issue of NCDs shall not in any way be deemed or construed as compliance with various statutory and other requirements by the Company, LMs etc.; are cleared or approved by NSE; nor does it warrant in any manner, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer.

It is also to be distinctly understood that the approval given by NSEIL should not in any way be deemed or construed that the prospectus has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this prospectus; nor does it warrant that the securities will be listed or will continue to be listed on NSE.

DISCLAIMER CLAUSE OF THE NHB: The company held a valid certificate of registration dated December 1, 2017, issued by the National Housing Bank (NHB) Under Section 29A of the National Housing Bank Act, 1987. However, the NHB does not accept any responsibility or guarantee about the present position as to the financial soundness of the company or for the correctness of any of the statements or representations made or opinion expressed by the company and for repayment of deposits/discharge of liabilities by the company.

ALLOTMENT ON FIRST CUM FIRST SERVE BASIS: NCD allotment will be made in dematerialised form only. Allotments in consultation with the lead managers and designated stock exchange shall be made on first come first serve basis based on the date of upload of each application into the electronic platform of the stock exchange, in each portion subject to the allocation ratio. For further details please refer to the Shelf Prospectus dated June 30, 2021 and Tranche I Prospectus dated June 30, 2021. Allotment in the public issue of debt securities should be made on the basis of date of upload of each application into the electronic book of stock exchange. However, on the date of over subscription, the allotment should be made to the applicants on proportionate basis.

CREDIT RATING: The NCDs proposed to be issued pursuant to this Issue have been rated CARE AA (CWD) (Double A) (Under Credit Watch with Developing Implications) by CARE Ratings Limited for an amount of up to ₹ 2,00,000 lakhs by way of its letter bearing reference number CARE/HO/RL/2020-21/4772 and dated March 24, 2021 further revalidated by way of its letter dated June 23, 2021 bearing reference number CARE/HO/RL/2021-22/1582 and [ICRA] AA (pronounced as ICRA double A) (Outlook: Negative) by ICRA Limited for an amount of up to ₹ 2,00,000 lakhs by way of its letter bearing reference number MUM/20-21/3582 and dated March 23, 2021 further revalidated by way of its letter dated June 24, 2021 bearing reference number ICRA/Piramal Capital & Housing Finance Limited/24062021/01. The ratings provided by CARE and ICRA may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. For details regarding rating letters and rationale for the aforementioned rating, see "Annexure A1", and "Annexure A2", beginning on pages 103 and 104 of the Tranche I Prospectus respectively.

DISCLAIMER CLAUSE OF CARE: CARE's ratings are opinions on the likelihood of timely payment of the obligations under the rated instrument and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE's ratings do not convey suitability or price for the investor. CARE's ratings do not constitute an audit on the rated entity. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments. CARE or its subsidiaries/associates may also have other commercial transactions with the entity. In case of partnership/proprietary concerns, the rating/outlook assigned by CARE is, inter-alia, based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating/outlook may undergo change in case of withdrawal of capital or the secured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors. CARE is not responsible for any errors and states that it has no financial liability whatsoever to the users of CARE's rating.

Our ratings do not factor in any rating related trigger clauses as per the terms of the facility/instrument, which may involve acceleration of payments in case of rating downgrades. However, if any such clauses are introduced and if triggered, the ratings may see volatility and sharp downgrades.

DISCLAIMER CLAUSE OF ICRA: ICRA ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA's current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with reference to the instrument rated. Please visit our website www.icra.in or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the rated issuer or of the information provided by it. While reasonable care has been taken to ensure that the information herein is true, such information is provided 'as is' without any warranty of any kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents.

AVAILABILITY OF SHELF PROSPECTUS AND TRANCHE I PROSPECTUS : Investors are advised to refer to the Shelf Prospectus and Tranche I Prospectus and the Risk Factors on page 17 of the Shelf Prospectus, before applying to the Issue. Physical copy of the Shelf Prospectus and Tranche I Prospectus may be obtained from the Registered Office of the Company and the Lead Manager. Full copies of the Shelf Prospectus and Tranche I Prospectus will be available on the website of the Issuer at www.pchf.in, of the Lead Managers at www.akgroup.co.in, www.edelweissfin.com, www.jmfi.com and www.trustgroup.in, of BSE at www.bseindia.com, of NSE at www.nseindia.com and of SEBI at www.sebi.gov.in.

PUBLIC ISSUE ACCOUNT BANK, SPONSOR BANK AND REFUND BANK: Axis Bank Limited.

Note: All Capitalised terms used herein and not specifically defined shall have same meaning as ascribed in the Shelf Prospectus and/or Tranche I Prospectus.

For further details please refer Shelf Prospectus and Tranche I Prospectus, both dated June 30, 2021.

LEAD MANAGERS TO THE ISSUE



A. K. Capital Services Limited
30-38, Free Press House, 3rd Floor,
Free Press Journal Marg 215,
Nariman Point, Mumbai 400 021
Tel: (91 22) 6754 6500
Fax: (91 22) 6610 0594
Email: pchfncd2020@akgroup.co.in
Investor grievance email: investor.grievance@akgroup.co.in
Website: www.akgroup.co.in
Contact person: Ms. Aanchal Wagle/ Mr. Yogesh Paste
Compliance officer: Mr. Tejas Dawda
SEBI registration no.: INM000010411



Edelweiss Financial Services Limited
Edelweiss House, Off CST Road
Kalina Mumbai 400 098
Tel: (91 22) 4086 3535
Fax: (91 22) 4086 3610
Email: Pchf@edelweissfin.com
Investor grievance email:
customerservice.mb@edelweissfin.com
Website: www.edelweissfin.com
Contact person: Mr. Lokesh Singhi /
Ms. Sali Dave
Compliance officer: Ms. Bhavana Kapadia
SEBI registration no.: INM0000010650



JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
Tel: (91 22) 6630 3030
Fax: (91 22) 6630 3330
E-mail: pchf.bondissue2021@jmfi.com
Investor Grievance E-mail:
grievance.ibd@jmfi.com
Website: www.jmfi.com
Contact Person: Ms. Prachee Dhuri
Compliance officer: Mr. Sunny Shah
SEBI Registration No.: INM000010361



Trust Investment Advisors Private Limited
109/110, Balarama, Bandra Kurla Complex
Bandra (E), Mumbai 400 051
Tel: (91 22) 4084 5000
Fax: (91 22) 4084 5066
E-mail: projectarjuna@trustgroup.in
Investor Grievance E-mail:
customercare@trustgroup.in
Website: www.trustgroup.in
Contact Person: Ms. Hani Jalan
Compliance officer: Mr. Brijmohan Bohra
SEBI Registration No.: INM000011120

REGISTRAR TO THE ISSUE



Link Intime India Private Limited
C-101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai 400 083
Tel: (91 22) 4918 6200
Fax: (91 22) 4918 6195
Email: piramal.ncd@linkintime.co.in
Investor grievance email:
piramal.ncd@linkintime.co.in
Website: www.linkintime.co.in
Contact person: Ms. Shanti Gopalkrishnan
Compliance officer: Mr. B.N. Ramkrishnan
SEBI registration no.: INR000004058

DEBENTURE TRUSTEE**



IDBI Trusteeship Services Limited
Asian Building, Ground Floor, 17, R. Kamani Marg,
Ballard Estate, Mumbai 400 001
Tel: (91 22) 4080 7000
Fax: (91 22) 6631 1776
Email: response@idbitrustee.com
Investor grievance email: response@idbitrustee.com
Website: www.idbitrustee.com
Contact person: Mr. Nikhil Lohana /
Mr. Gaurav Jeswani
Compliance officer: Mr. Jatin Bhat
SEBI registration no.: IND000000460

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Bipin Singh

4th Floor, Piramal Tower, Peninsula Corporate Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013. Tel: (91 22) 3046 5903; Fax: (91 22) 6151 3444; Email: investorrelations.pchf@piramal.com; Website: www.pchf.in

Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre-issue or post Issue related issues such as non-receipt of Allotment Advice, demat credit of allotted NCDs, refund orders.

** IDBI Trusteeship Services Limited pursuant to Regulation 4(4) of the SEBI Debt Regulations and by way of letter dated March 19, 2021 has given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Shelf Prospectus, the Tranche I Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to the Tranche I Issue.

Disclaimer: PIRAMAL CAPITAL & HOUSING FINANCE LIMITED ("Company"), subject to market conditions and other considerations is proposing a public issue of secured, rated, listed, redeemable, non-convertible Debentures ("NCDs") and has filed the Shelf Prospectus dated June 30, 2021 and the Tranche I Prospectus dated June 30, 2021 (collectively "Prospectus") with the Registrar of Companies, Maharashtra at Mumbai, National Stock Exchange of India Limited, BSE Limited and SEBI. The Prospectus is available on the Company's website www.pchf.in; on the website of the stock exchanges www.nseindia.com, www.bseindia.com, on the website of SEBI at www.sebi.gov.in and the respective websites of the lead managers at www.akgroup.co.in, www.edelweissfin.com, www.jmfi.com and www.trustgroup.in. Investors proposing to participate in the Tranche I Issue, should invest only on the basis of the information contained in the Prospectus. Investors should note that investment in this Public Issue of NCDs involves a high degree of risk and for details relating to the same, please refer to Tranche I Prospectus dated June 30, 2021 and the section on "Risk Factors" beginning on page 17 of the Shelf Prospectus dated June 30, 2021.

Place : Mumbai
Date : July 7, 2021

For PIRAMAL CAPITAL & HOUSING FINANCE LIMITED

Sd/-
Khushru B. Jijina
Managing Director
DIN: 00209953

CONCEPT