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THIS DISCLOSURE DOCUMENT IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS DISCLOSURE DOCUMENT IS PREPARED IN CONFORMITY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 ISSUED VIDE CIRCULAR NO. LAD-NRO/GN/2008/13/127878 DATED JUNE 06, 2008 AS AMENDED FROM TIME TO TIME.



ANDHRA PRADESH CAPITAL REGION DEVELOPMENT AUTHORITY

[The Government of Andhra Pradesh have enacted Andhra Pradesh Capital Region Development Authority Act, 2014 (Act.No.11 of 2014) for the declaration of the New Capital Area for the State of the Andhra Pradesh and establishment of the Andhra Pradesh Capital Region Development Authority and formulated the Andhra Pradesh Capital City LPS (F&I) Rules, 2015]

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DISCLOSURE DOCUMENT OF STATE GOVERNMENT GUARANTEED, LISTED, UNSECURED, REDEEMABLE, NON-CONVERTIBLE, TAXABLE BONDS IN THE NATURE OF DEBENTURES IN THE FORM OF SEPARATELY TRANSFERABLE REDEEMABLE PRINCIPAL PARTS ISSUED AT PAR FOR AMOUNT AGGREGATING UPTO RS. 1300 CRORE WITH OPTION TO RETAIN AMOUNTS SO THAT THE FINAL ISSUE SIZE IS UPTO RS. 2,000 CRORE ON PRIVATE PLACEMENT BASIS BY ANDHRA PRADESH CAPITAL REGION DEVELOPMENT AUTHORITY (“APCRDA” OR THE “ISSUER” OR THE “AUTHORITY”)

TRUSTEE FOR THE BONDHOLDERS



Catalyst Trusteeship Ltd.

GDA House, Plot No. 85, Bhusari Colony (Right),
Paud Road, Pune - 411 038
Phone: +91 (020) 2528 0081
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REGISTRAR TO THE ISSUE



KARVY COMPUTERSHARE PVT LTD

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LISTING

The Bonds are proposed to be listed on Wholesale Debt Market (“WDM”) segment of BOMBAY STOCK EXCHANGE Limited (“BSE”)

SOLE ARRANGER TO THE ISSUE



BUILDING BONDS

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**GENERAL RISK**

Investment in debt instruments involves a degree of risk and investors should invest any funds in the issue only after reading the risk factors in the Disclosure Document carefully including the risk involved. The Securities have not been recommended or approved by Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document.

ISSUER'S ABSOLUTE RESPONSIBILITY

The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this offer document contains all information with regard to the issuer and the issue, which is material in the context of the issue, that the information contained in the Disclosure Document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect

I. DISCLAIMER**1. DISCLAIMER OF THE ISSUER**

This Disclosure Document is neither a Prospectus nor a Statement in Lieu of Prospectus. This Disclosure Document is prepared in conformity with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular No. LAD-NRO/GN/2008/13/127878 dated June 06, 2008 as amended from time to time. This Disclosure Document does not constitute an offer to public in general to subscribe for or otherwise acquire the Bonds to be issued by Andhra Pradesh Capital Region Development Authority ("APCRDA" or the "Issuer" or the "Authority"). This Disclosure Document is for the exclusive use of the addressee and it should not be circulated or distributed to third party(ies). It is not and shall not be deemed to constitute an offer or an invitation to the public in general to subscribe to the Bonds issued by the Issuer. This bond issue is made strictly on private placement basis. Apart from this Disclosure Document, no offer document or prospectus has been prepared in connection with the offering of this bond issue or in relation to the issuer.

This Disclosure Document does not intend to form the basis of evaluation for the prospective subscribers to whom it is addressed and who are willing and eligible to subscribe to the bonds issued by APCRDA. This Disclosure Document has been prepared to give general information regarding APCRDA to parties proposing to invest in this issue of Bonds and it does not purport to contain all the information that any such party may require. APCRDA believes that the information contained in this Disclosure Document is true and correct as of the date hereof. APCRDA does not undertake to update this Disclosure Document to reflect subsequent events and thus prospective subscribers must confirm about the accuracy and relevancy of any information contained herein with APCRDA. However, APCRDA reserves its right for providing the information at its absolute discretion. APCRDA accepts no responsibility for statements made in any advertisement or any other material and anyone placing reliance on any other source of information would be doing so at his own risk and responsibility.

Prospective subscribers must make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risk of investing in Bonds. It is the responsibility of the prospective subscriber to have



obtained all consents, approvals or authorizations required by them to make an offer to subscribe for, and purchase the Bonds. It is the responsibility of the prospective subscriber to verify if they have necessary power and competence to apply for the Bonds under the relevant laws and regulations in force. Prospective subscribers should conduct their own investigation, due diligence and analysis before applying for the Bonds. Nothing in this Disclosure Document should be construed as advice or recommendation by the Issuer or by the Arrangers to the Issue to subscribers to the Bonds. The prospective subscribers also acknowledge that the Arrangers to the Issue do not owe the subscribers any duty of care in respect of this private placement offer to subscribe for the bonds. Prospective subscribers should also consult their own advisors on the implications of application, allotment, sale, holding, ownership and redemption of these Bonds and matters incidental thereto. This Disclosure Document is not intended for distribution. It is meant for the consideration of the person to whom it is addressed and should not be reproduced by the recipient. The securities mentioned herein are being issued on private placement basis and this offer does not constitute a public offer/invitation. A Disclosure Document shall be accompanied by an application form serially numbered and addressed specifically to the person to whom the offer is made and shall be sent to him, either in writing or in electronic mode, within thirty days of recording the names of such persons.

The Issuer reserves the right to withdraw the private placement of the bond issue prior to the issue closing date(s) in the event of any unforeseen development adversely affecting the economic and regulatory environment or any other force majeure condition including any change in applicable law. In such an event, the Issuer will refund the application money, if already received, along with interest payable on such application money, if any.

2. DISCLAIMER OF THE SECURITIES & EXCHANGE BOARD OF INDIA

This Disclosure Document has not been filed with Securities & Exchange Board of India ("SEBI"). The Bonds have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this Disclosure Document. It is to be distinctly understood that this Disclosure Document should not, in any way, be deemed or construed that the same has been cleared or vetted by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the Issue is proposed to be made, or for the correctness of the statements made or opinions expressed in this Disclosure Document. The Issue of Bonds being made on private placement basis, filing of this Disclosure Document is not required with SEBI. However SEBI reserves the right to take up at any point of time, with the Issuer, any irregularities or lapses in this Disclosure Document.

3. DISCLAIMER OF THE ARRANGERS TO THE ISSUE

It is advised that the Issuer has exercised self-due-diligence to ensure complete compliance of prescribed disclosure norms in this Disclosure Document. The role of the Arranger in the assignment is confined to marketing and placement of the bonds on the basis of this Disclosure Document as prepared by the Issuer. The Arranger have neither scrutinized/ vetted nor have they done any due-diligence for verification of the contents of this Disclosure Document. The Arranger shall and is authorised by the Issuer to, use this document for the purpose of soliciting subscription from qualified institutional investors in the bonds to be issued by the Issuer on private placement basis. It is to be distinctly understood that the aforesaid use of this document by the Lead Arrangers should not in any way be deemed or construed that the document has been prepared, cleared, approved or vetted by the Lead Arrangers; nor do they in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this document; nor do they take responsibility for the financial or other



soundness of this Issuer, its promoters, its management or any scheme or project of the Issuer. The Arranger or any of its directors, employees, affiliates or representatives do not accept any responsibility and/or liability for any loss or damage arising of whatever nature and extent in connection with the use of any of the information contained in this document. The Sole Arranger: (a) has no obligations of any kind to any potential investor under or in connection with any Transaction Document; (b) is not acting as trustee or fiduciary for the potential investor; and (c) is under no obligation to conduct any "know your customer" or other procedures in relation to any person on behalf of any potential investor

Neither the Sole Arranger nor any of their respective directors, employees, officers or agents shall be liable for any direct, indirect or consequential loss or damage suffered by any person as a result of relying on any statement in or omission from this Disclosure Document or in any other information or communications made in connection with the Debentures.

4. DISCLAIMER OF THE STOCK EXCHANGE

As required, a copy of this Disclosure Document has been submitted to BSE Limited (hereinafter referred to as "BSE") for hosting the same on its website. It is to be distinctly understood that such submission of the Disclosure Document with BSE/ NSE or hosting the same on its website should not in any way be deemed or construed that the Disclosure Document has been cleared or approved by BSE/ NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Disclosure Document; nor does it warrant that this Issuer's securities will be listed or continue to be listed on the Exchange; nor does it take responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of the Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

5. DISCLAIMER IN RESPECT OF JURISDICTION

The private placement of Bonds is made in India to Companies, Corporate Bodies, Trusts registered under the Indian Trusts Act, 1882, Societies registered under the Societies Registration Act, 1860 or any other applicable laws, provided that such Trust/ Society is authorized under constitution/ rules/ byelaws to hold bonds in the Issuer, Indian Mutual Funds registered with SEBI, Indian Financial Institutions, Insurance Companies, Commercial Banks including Regional Rural Banks and Cooperative Banks, Provident, Pension, Gratuity, Superannuation Funds as defined under Indian laws. The Disclosure Document does not, however, constitute an offer to sell or an invitation to subscribe to securities offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Disclosure Document comes is required to inform him about and to observe any such restrictions. Any disputes arising out of this issue will be subject to the non-exclusive jurisdiction of civil courts in Vijayawada, Andhra Pradesh and the respective High Court. All information considered adequate and relevant about the Issuer has been made available in this Disclosure Document for the use and perusal of the potential investors and no selective or additional information would be available for a section of investors in any manner whatsoever.

**6. DISCLAIMER BY DEBENTURE TRUSTEE**

The debenture trustee is not a guarantor and will not be responsible for any non-payment of interest and redemption and/or any loss or claim.

7. DISCLAIMER OF THE LEGAL COUNSEL:

The role of the Legal Counsel in present transaction is limited to advising the Issuer in relation to applicable laws in respect of the Bonds. The Legal Counsel has not done any independent verification of the information provided and relied on the information provided by Issuer. Legal Counsel cannot guarantee the accuracy of the Information provided in this document. It is the responsibility of the Issuer to obtain all necessary approvals for issuance of the Bonds.

The Issuer has prepared this information on the basis of publicly available information and its own resources, use of which is not restricted by any law and is solely liable for contents of this document. No representation or warranty is made directly or indirectly, is or will be made by employees, representatives, associates or partners of the Legal Counsel, for accuracy, completeness of the information contained in this document and Legal Counsel disclaims any responsibility or liability to fullest extent for contents of this document. Neither the employees nor the representatives or partners of the Legal Counsel shall be liable for any damage direct or indirect if any suffered by any person, any loss of profit or any other loss, direct or indirect, that may arise by use of this document. By accepting this document investor accepts the disclaimer of the Legal Counsel, which forms an integral part of this document and agrees that Legal Counsel will not have any liability. This Disclosure Document does not form any advice or suggestion and eligible investors shall not construe contents of this Disclosure Document as any sort of advice legal, regulatory or tax related and eligible investors shall consult their own advisors before investing in these Bonds.

Please note that:

The Legal Counsel may have been associated with Issuer or entities related to Issuer or may be associated with them in future. As a result of such relation Legal Counsel may come to know about information that may be relevant. However same may not be disclosed under client attorney relationship. Legal Counsel is not acting as trustee or in fiduciary duty for the investors.

Issuer declares that it has made necessary due diligence to ensure complete compliance regarding disclosure norms for the information as per applicable law and Legal Counsel is not responsible

- For any information supplied by the Issuer or any other person, written or oral, in relation to this document;
- For accuracy, completeness, adequacy, effectiveness of the information contained in this document; and
- For any determination as to any information provided in this document is public information or not, use of which may be prohibited by some law.

**II. DEFINITIONS/ ABBREVIATIONS**

AY	Assessment Year
Allotment/Allot/Allotted	The issue and allotment of the Bonds to the successful Applicant(s) in the Issue
Allottee	A successful Applicant to whom the Bonds are allotted pursuant to the Issue, either in full or in part
Applicant/Investor	A person who makes an offer to subscribe the Bonds pursuant to the terms of this Disclosure Document and the Application Form
Application Form	The form in terms of which the Applicant shall make an offer to subscribe to the Bonds and which will be considered as the application for allotment of Bonds in the Issue
Beneficial Owner(s)	Bondholder(s) holding Bond(s) in dematerialized form (Beneficial Owner of the Bond(s) as defined in clause (a) of sub-section of Section 2 of the Depositories Act, 1996)
Bondholder(s)	Any person holding Bonds and whose name appears on the beneficial owners list provided by the Depositories
BSE/ NSE/ Designated Stock Exchange	BSE Limited / National Stock Exchange of India Limited being the stock exchange in which Bonds of the Issuer are proposed to be listed
CAG	Comptroller and Auditor General of India
CDSL	Central Depository Services (India) Limited
Companies Act	Companies Act 1956, as superseded and substituted by notified provisions of the Companies Act 2013
Companies Act 1956	Companies Act, 1956 to the extent applicable as of the date of this Disclosure Document
Companies Act, 2013	Companies Act, 2013, to the extent notified by the MCA and in force as of the date of this Disclosure Document
CRISIL	Credit Rating Information Services of India Limited
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository	A Depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time
Depository Participant	A Depository participant as defined under Depositories Act
DP	Depository Participant
DRR	Bond/ Debenture Redemption Reserve
FII/ FPIs	Foreign Institutional Investors / Foreign Portfolio Investors
Financial Year/ FY	Period of twelve months ending March 31, of that particular year
FIs	Financial Institutions
GIR	General Index Registration Number
Goi/ GOAP	Government of India/ Government of Andhra Pradesh
I.T. Act	The Income Tax Act, 1961, as amended from time to time
Issuer/ APCRDA/Authority	Andhra Pradesh Capital Region Development Authority, The Government of Andhra Pradesh have enacted Andhra Pradesh Capital Region Development Authority Act, 2014 (Act.No.11 of 2014) for the declaration of the New Capital Area for the State of the Andhra Pradesh and establishment of the Andhra Pradesh Capital Region Development Authority and formulated the Andhra Pradesh Capital City LPS (F&I) Rules, 2015 and having its office at Lenin Center,



	Governor Pet, Vijayawada – 520002, Andhra Pradesh (INDIA).
Km	kilo meter
Members of the Authority	The Members of the Authority of Andhra Pradesh Capital Region Development Authority or Committee thereof
MF	Mutual Fund
NECS	National Electronic Clearing Service
NEFT	National Electronic Funds Transfer
NSDL	National Securities Depository Limited
PAN	Permanent Account Number
RBI	Reserve Bank of India
Record Date	Reference date for payment of interest/ repayment of principal
Registrar	Registrar to the Issue, in this case being Karvy Computershare Pvt Ltd
Rs./ INR	Indian National Rupee
RTGS	Real Time Gross Settlement
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI Debt Regulations	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 06, 2008, as amended from time to time.
TDS	Tax Deducted at Source under provisions of the I.T. Act
The Act	Andhra Pradesh Capital Region Development Authority Act, 2014 (Act.No.11 of 2014)
Trustees	Trustees for the Bondholders in this case being Catalyst Trusteeship Ltd.

**PART A – ISSUER INFORMATION****I. NAME & ADDRESS**

Name of the Issuer : **ANDHRA PRADESH CAPITAL REGION DEVELOPMENT AUTHORITY**
Registered/Corporate Office : Lenin Center, Governor Pet, Vijayawada – 520002, Andhra Pradesh
Tel. : (0866) 2577475
Fax : +91-866-2577357

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Website : www.crda.ap.gov.in
E-mail : amaravatibonds@apcrda.org

Compliance Officer* for the Issue : **Mr. K. Paleswara Rao,**
Director Accounts
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Lenin Center, Governor Pet Vijayawada – 520002,
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E-mail: paleswara@apcrda.org

** The investors can contact the Compliance Officer in case of any pre-issue/ post-issue related problems such as non-credit of letter(s) of allotment/ bond certificate(s) in the demat account etc.*

Chief Financial Officer* Of the Issue : **Mr. K. Paleswara Rao,**
Director Accounts
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** The Issuer does not have a designated Chief Financial Officer. The finance function is headed by Mr. K Paleswara Rao, who is the Director (Accounts) of the Issuer, whose particulars are given above.*

Sole Arranger to the issue : **A. K. Capital Services Limited**
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- Registrar to the Issue :** **KARVY OMPUTERSHARE PVT LTD**
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Email: einward.ris@karvy.com
- Credit Rating Agencies :** **Brickwork Ratings India Pvt Ltd**
Acuité Ratings & Research Limited
CRISIL Ratings Ltd
- Auditors of the Issuer :** **Sagar & Associates, Chartered Accountants,**
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II. BRIEF SUMMARY OF BUSINESS/ ACTIVITIES OF ISSUER AND ITS LINE OF BUSINESS

Bifurcation of Andhra Pradesh:

The state of Andhra Pradesh was bifurcated by AP Reorganization Act 2014, and the residuary state of Andhra Pradesh left with no Capital City of its own, leading to the need for developing a new capital city for AP. As per the AP Reorganization Act 2014, a new greenfield capital was to be developed for the state of Andhra Pradesh.

Formation of APCRDA:

To enable the development of greenfield Capital City, AP Capital Region Development Authority Act 2014 was passed by the AP State Legislature and AP Capital Region Authority has been formed accordingly. After the formation of the APCRDA, the then existing Vijayawada–Guntur–Tenali–Mangalagiri Urban Development Authority (VGTM UDA), an Urban Local Body formed in 1978 was dissolved and was subsumed into APCRDA. APCRDA inherited the regulatory activity of development control of the entire Region, which has been rechristened as Development Promotion with an aim to achieve the objective of promoting overall development to benefit the region and developing the Capital City as the global destination of investments and jobs.

The APCRDA Act 2014 is an Act to provide for the declaration of the new capital area for state of the Andhra Pradesh and establishment of the Andhra Pradesh Capital Region Development Authority for the purposes of planning, coordination, execution, supervision, financing, funding and for promoting and securing the planned development of the Capital Region Development Area, undertaking the construction of the new Capital Region Development Area, undertaking the construction of the new capital for the state of Andhra Pradesh and for managing and supervising urban services in the new capital area and for matters ancillary thereto.

The Extent of Capital Region and Capital City:

The APCRDA has notified the extents of the Capital City that is part of the Capital Region as below-

Capital region	-	8603 km ²
Capital city	-	217 km ²

Greenfield Capital City: Amaravati

The greenfield Capital City being developed by the GoAP and the APCRDA, has been named as Amaravati drawing inspiration from the 2000 year old historic town Amaravathi which is about 35 Km from the new Capital City. The new Capital is strategically located equi distance to key economy generating mega cities i.e., Vizag, Hyderabad, Chennai & Bangalore and centrally located within AP with Multi-modal connectivity through Road, Rail, Port & Airport. Land procurement is one of the most time consuming steps for any infrastructure project. To overcome this, a voluntary land pooling scheme was introduced by the Govt. wherein 33000 acres has been pooled from 27000 farmers and the Farmers voluntarily pool their land to the Government, in return for Residential and commercial plots in a developed layout in addition to economic and social benefits. The Amaravati masterplan was then



designed by M/s Surbana Jurong with the objective of being the “Happiest city” in the world, hosting over 3.5m population by 2050 with over 30% blue green components with sustainable and inclusive urban planning.

The Vision of Amaravati:

Amaravati is envisioned to be developed as one of the top three Happy cities in the world, with highest liveability standards and world’s best infrastructure to attract people, investments and jobs from across the globe.

Economic Development in Amaravati:

The Government of AP intends to develop Amaravati not only as an Administrative Capital but also as a global Economic Hub to attract people, investments and jobs from across the globe. Economic Development has been the prime dimension of the vision Amaravati along with Happiness as the foundation. To attract the investments from across all the sectors suitable to Amaravati, the City has been masterplanned to be developed into 9 economic theme cities viz., Government city, Justice City, Knowledge city, Health city, Finance City, Tourism City, Electronic City, Sports city and Media & Culture City. The economic development of Amaravati is progressing on a fast track. Since the beginning of the Project Amaravati Development in January 2015, about 65 institutions have been allotted about 1312 acres with an investment potential of Rs 23,500 Crores by these institutions and an employment potential of 64,000. Such institutions are covering sectors like education, health, government, sports, finance. As on date two universities are already functioning in Amaravati with about 3500 students admitted. Various government agencies like National Institute of Design, All India Institute of Medical Sciences are in advanced stage of completion. Eight top ranking schools, eight Hotels including five star and four star have been anchored in the City and are being developed.

An important component of anchoring investments in the city is the Amaravati Development Partner (ADP), a Joint Venture between the Singapore Consortium consisting of Ascendas-Singbridge and Sembcorp and Go-AP company to develop ‘Start-up area’ of 1691 acres in the Finance City, in three phases and is expected to create 2,50,000 jobs and INR 1,15,000Cr cumulative contribution to GSDP.

Smart City Amaravati:

Amaravati has been declared as Smart City in round 3 under National Smart city mission (4th in 30 cities); to develop the vibrant mixed- use spaces in the Government complex and Smart infrastructure in the city. It is the first green field Smart City and the SPV has been incorporated under Amaravati Smart and Sustainable City Corporation.



10. KEY OPERATIONAL & FINANCIAL PARAMETERS OF THE ISSUER FOR THE LAST 3 AUDITED YEARS

(Rs. Crore)

Parameters	FY2015 Audited	FY 2016 Audited	FY 2017 Audited
For Non-Financial Entities			
Net worth	525.56	1212	1629.1
Total Debt	0	0	200
of which – Non Current Maturities of Long Term Borrowing	0	0	0
- Short Term Borrowing	0	0	0
- Current Maturities of Long Term Borrowing	0	0	0
Net Fixed Assets	112.64	372.4	458
Non Current Assets	175.82	244.7	337.3
Cash and Cash Equivalents	66.85	571.23	584.3
Current Investments	0	0	0
Current Assets	184.6	844.2	1079.7
Current Liabilities	12.7	22.7	46
Net sales (Total Income)	20.02	66.3	132.3
EBITDA	8.58	12.8	48.4
EBIT	8.58	10.8	44.8
Interest	0	0	0
PAT	8.58	10.8	44.8
Dividend amounts	0	0	0
Current ratio	19.8	37.2	23.4
Interest coverage ratio	NA	NA	NA
Gross debt/equity ratio	NA	NA	0.12
Debt Service Coverage Ratios	NA	NA	NA

11. GROSS DEBT / EQUITY RATIO OF THE ISSUER

Gross Debt: Equity Ratio of the Issuer:-

Before the issue of debt securities	0.51
After the issue of debt securities*	1.66

* after adding proposed Bonds of Rs. 2000 crore to the provisional figures of March 31, 2018.



III. BRIEF HISTORY OF ISSUER SINCE INCORPORATION, DETAILS OF ACTIVITIES INCLUDING ANY REORGANIZATION, RECONSTRUCTION OR AMALGAMATION, CHANGES IN CAPITAL STRUCTURE, (AUTHORIZED, ISSUED AND SUBSCRIBED) AND BORROWINGS

Brief Background:

After the bifurcation of the combined state of Andhra Pradesh, The Government of residuary state of Andhra Pradesh have enacted Andhra Pradesh Capital Region Development Authority Act, 2014 (Act.No.11 of 2014) for the declaration of the New Capital Area for the State of the Andhra Pradesh and establishment of the Andhra Pradesh Capital Region Development. Authority for the purpose of Planning, Co-ordination, Execution, Supervision, Financing, Funding and for Promoting and Securing the Planned Development of the Capital Region and Capital City Area for the State.

State of Andhra Pradesh:

Andhra Pradesh, the eighth largest state in India, is endowed with agrarian, natural, and mineral resources, and is blessed with the second longest coastline (974 km) in the country. The state has a very strong agrarian base, and more importantly, a very large English speaking human resource base. Post bifurcation, Andhra Pradesh has embarked on a journey of double digit growth, spread across seven sectors in a mission-based approach and is confident of emerging as the most developed state of India by 2029. AP would host state-of-art R&D labs, education institutes of global repute, manufacturing centres of excellence and a thriving service industry to support both government and private enterprise. Andhra Pradesh has been ranked 1 in Ease of Doing business in the World Bank rankings for 3 consecutive years and recorded 108 billion USD GSDP in 2016-17. Furthermore, the upcoming three industrial corridors across the state are set to provide a great economic boost to the region.

Blessed with a strong leadership, transparent governance, and best-in-class policies, Andhra Pradesh boasts of providing a conducive environment for businesses and investors to flourish. Tremendous opportunities exist for businesses to venture in Andhra Pradesh in various sectors, infrastructure development, as well as in the Amaravati – the people’s capital.

Activities undertaken by APCRDA for the Amaravati Capital City:

Land Pooling Scheme:

Building Amaravati, envisioned to be the People’s Capital as well as economic engine of Andhra Pradesh, reflecting the aspirations of over 6 crore population was a challenging opportunity for the new State post bifurcation. Government of AP after identifying the location for development of new capital city on the banks of river Krishna, has notified an innovative, voluntary and participatory ‘Land Pooling Scheme’ (LPS) to make the land owners part of the city development while procuring the required land for the same. LPS contemplates procurement of land for the Amaravati Capital City by voluntary consolidation and surrendering of land for returnable developed residential/commercial plots along with other benefits. As a economic compensation for every acre of land pooled by the volunteering land owner, a developed residential plot of 1000 sq. yards and a developed commercial plot of 450 sq. yards for irrigable land and 250 Sq yards for dry land is returned to the land owner. An annuity of Rs30,000 per annum per acre of dry land pooled and Rs 50,000 per annum per irrigable land pooled by the land owners is committed by the Government for a period of 10 years with an year on year enhancement by



10%. In addition, one-time loan waiver, free health, free education, skill development etc. are extended to the eligible land owners and a family pension of Rs 2500 per month to the landless families for a period of 10 years is also committed. For further details of the scheme, the [APCRDA Act 2014](#) can be referred to and on the status of land pooling, the [dash board](#) available on the website of the APCRDA may be referred to. (www.crdap.ap.gov.in)

APCRDA has completed allotted 'returnable plots' to the LPS land owners and the development of infrastructure for these plots has been taken up concurrently. This innovative LPS has enabled APCRDA to declare the residents of 29 existing villages in the notified capital city area of 217 Sq Km as the first citizens of Amaravati and are part and parcel of the development as the scheme involved no displacement.

Master Planning:

After procuring the land through LPS, the Government has notified the Master Plan for the State Capital Amaravati in an area of 217 Sq KM prepared by M/s. Surbana Jurong, who are experienced master planners involved in the development of Singapore. Simultaneously, the APCRDA undertook the Infrastructure master plan for the entire city to provide best of the world infrastructure for a sustainable city. The main features of the Masterplan include-

- Neighbourhood concept-with 5-10-15 minutes principle i.e., 5 minutes walk for emergencies, 10 minutes walk to work, 15 minutes walk to entertainment.
- 27 self-sufficient townships
- 9 Economic cities- Sports, Government, Finance, Health, Media, Justice, Knowledge, Electronic and Tourism
- Importance to NMT (Non-Motorized Transportation): 1600 Kms of cycling tracks:
- 35% Blue & Green network
- Priority for 50% of trips through public transport

Vision:

Amaravati is envisioned not just as an administrative capital but to be 'India's happiest city' and one of the top three happy cities across the globe - an inclusive people's capital built on a greenfield basis which is economically vibrant and sustaining, equipped with world class social and physical infrastructure to create unparalleled opportunities. It will meet the world class standards of liveability, inclusive growth, economic opportunities and environmental sustainability. It would be one of the first purpose -built city in the world with urban design derived from 'Happy City Principles'.

Infrastructure:

Tier I infrastructure/ Trunk Infrastructure along with utility shifting:

Unlike typical Indian city, Amaravati is being developed in a planned way, with infrastructure development before people and businesses arrive. Tier I or Trunk Infrastructure which consists of the road network called arterial, sub- arterial and major arterial roads as per the masterplan of the city and utilities including water and wastewater, stormwater drains and power and ICT ducts as per the



infrastructure masterplan of the city. The trunk infrastructure also includes infrastructure like water treatment plant and flood mitigation works for the city.

Tier 2 infrastructure:

This infrastructure is last mile connectivity within the City for various developments like government institutions, universities, public park and other social infrastructure. For the purpose of developing Tier-II infrastructure or last mile connectivity, the entire city has been divided into 13 zones based on sewerage patterns and each zone is being developed in an integrated manner which includes roads, drains, water supply, sewerage, STP, utility ducts for power and ICT, reuse waterline and avenue plantation which are compatible with trunk infrastructure.

Amaravati Government Complex and its infrastructure:

Amaravati Government Complex is being developed in an area of 1345 acres consisting of both Government City and Justice City. Essential facilities of Amaravati Government Complex including the Raj Bhawan, High Court, Government Secretariat, Legislative Assembly, Legislative Council, Employee housing and associated infrastructure etc.

Infrastructure estimate of the city

Total estimated Infrastructure Capex in Phase I, for the Project Amaravati is Rs 48,115 Crores. The cost estimates are summed up as under

Category	Total in Rs of Cr
Trunk Infra	17,532.88
EHV Re-Routing (Utility Shifting)	1,375.48
Tier- II or LPS Infra	15,609.9
Govt. Complex/Buildings	12,240.77
Others	1,356.0
Total	48,115

Details of Various Category of Projects under execution:

More than 50% of the infrastructure works for phase - I have been grounded (under execution) while others are either under tender or expected to be tendered in next few months.

Interim Government Complex:

The immediate priority of the Government after the bifurcation was to bring the administration to the doorsteps of people of Andhra Pradesh. Accordingly, an Interim Government Complex (IGC) was constructed at Velagapudi, Amaravati in 2016 consisting of 6 blocks with an area of 6,00,000 sq.ft – within a record time of seven months and the same has been made operational by shifting the governance to Amaravati from Hyderabad. About 6000 employees started functioning from October 2016 including all the Ministers, Secretaries and top officials.

**Tier I infrastructure:**

In Amaravati as on date, total 285 km of road network along with integrated infrastructure of water network, sewer, storm water, utility ducts for ICT, power cables is under construction.

Tier II Infrastructure:

Amaravati has been divided into 13 zones for developing the Tier II infrastructure. Out of these 13, contracts have been finalized for 6 zones and the work in these zones is progressing.

Projects within Amaravati Government Complex:**1. Government Housing- Apartments:**

Construction of over 3,840 units of multi storied apartment housing for MLA/MLC, AIS, NGO, GO and Class IV employees has been commenced in December 2017 and are expected to be completed by December/January 2018-19.

S. No.	Name of the Agency	Package No.
1	NCC Ltd , Hyderabad	Package I – MLA and AIS Housing
2	Larsen & Toubro, Ltd	Package II – NGO Housing
3	SPCL	Package III – Gazetted Type-I &II, Class D
	Under tender process	Interiors and external infrastructure

2. Government Housing- Bungalows:

Similarly, 186 Bungalows for Hon'ble Ministers and Senior Officials are under construction. The details are as under:

S. No.	Name of the Agency	Package	Built-up Area
1	BSR Infra	Ministers & Judges (71 Bungalows of G+1)	6 Lakh sft
2	KMV Projects	Principal Secretaries & Secretaries (115 Bungalows of G+1)	8 Lakh sft

3. Integrated Secretariat and HOD buildings:

The Integrated Secretariat & HOD building has been being designed for the Heads of Departments and Secretariat co-located in an integrated manner to bring efficiency of working, over a built-up area of 50 lakh sft containing 5 towers.

No.	Name of the Agency	Package	Total Built-up Area (including parking & other areas)
	SPCPL	Tower 1 & 2	41 Lakh sft



	L&T	Tower 3 & 4	42 Lakh sft
	NCCL	GAD Tower	17.03 Lakh sft

4. City Civil Courts:

The City Civil courts (Judiciary complex) is under construction in an area of 4 acres in the Justice city of Amaravati. The total built-up area including common area is 2.25 lakh sq.ft. building and will hold 19 court halls. The structures are being designed for G+5 whereas the building being constructed will be G+2 The design of this complex is inspired from the 'Historical Buddhist Stupa Architecture' with a total built up area of approximate 18 lakh sft. The structure and foundation for this building has already been tendered out.

5. APCRDA Project Office:

APCRDA project office is under construction in an area of 3.62 acres. The total built-up area including common area is 55,600 sq.ft. The structures are being designed for G+7. For construction, G+7 floors all structural works will be done and G+3 floors will be completely finished at a total project cost of Rs 80 Cr

Economic Development:

Kickstarting the economy is very important for the greenfield city Amaravati. Accordingly, lands have been allotted to various social infrastructure like schools, universities, Hospitals, Hotels, Government offices, Institutions. As on date 1312 acres of land has been allotted to 65 institutions with a potential of 64,000 employment and an investment potential of Rs 23,500 Cr. Brief details of institutes for which lands have been allotted. are as under:

1. Schools– National and International Schools (Letter of Award has been handed over to 8 schools)
2. Top class Universities – VIT, Amrita, SRM As on date about 2500 Students are studying VIT and SRM universities. Amrita university will start its academic sessions from 2018 onwards.
3. Institutes of national repute - CITD, NID
4. Hospitals – Amrita, IUIH, BR Shetty, LV Prasad Eye Hospitals, Basavatarakam Cancer hospital
5. Hotels – 5 star, 4 star and 4 of 3 star hotels
6. MICE Hub consisting of Convention centre (10,000 pax), exhibition space, hotels to be developed under PPP mode (RFP process ongoing)

Start-up area Development:

Start -up area of 6.84 Sq Km is being developed by Amaravati Development Partner (ADP) which is a Joint Venture formed by the Singapore consortium (Ascendas-Singbridge and Sembcorp) with Government of AP in 58:42 equity. After due process, necessary agreements have been signed consisting of Concession and Development Agreement (CADA) and Shareholders Agreement (SHA) and the ADP has been formed. The initial phase of work is about to be commenced. The development will



occur in 3 phases, in 656 acres, 514 acres and 520 acres each. The estimated economic benefits of project in 15 years.

Growth in resident population	1,25,000 families
Jobs expected to be created	2,50,000

Website and other smart initiatives:

- www.crda.ap.gov.in published all statutory documents including Acts, Rules, GOs, Masterplans, Development Regulations, EoI/Tenders, Clearances, Budgets, Resolutions
- Basic information to citizens made available online-
 - Masterplans, Approvals & Permits status, Development updates, Tenders, Careers
 - Land Pooling & Land Acquisition details, GOs, Acts and Rules, Resolutions of Executive Committee and Authority
 - Social Schemes Status such as health cards, education benefits, RTI
 - Publishing of online monitoring results of environmental parameters, grievance redressal, suggestion scheme, & FAQs are all available online;
 - Citizen's Charter, Forms, contact details of officials, dues and taxes
 - Various benefits, schemes and city development vision are also made available online
- 100% bio-metric attendance management system is implemented in stakeholder departments.
- Tracking of field staff through mobile app augmented by social networking tools such as kaizala app, etc.
- Roll out of e-office based on NIC platform across all government departments to facilitate decision making on the go
- Attendance of functionaries published online to promote transparency & accountability
- Multiple levels of public consultations at each village such as land pooling scheme, concept plan proposals, master plan awareness programs, land pooling scheme benefits, skill development requirements organized -it is probably not far fetched to state that every citizen of Amaravati City has been engaged more than once.
- E-seva kendras and allied offices to provide information on on-going schemes, activities
- Active Youtube, Twitter and Facebook profile, press conferences to publicize new initiatives and seek immediate feedback, such as;
 - <https://www.facebook.com/PrajaRajadhani>
 - <https://twitter.com/PrajaRajadhani>
 - <https://www.youtube.com/channel/UC7j1Swx2TFTcsvBN24ytJkQ>
 - <https://crda.ap.gov.in/apcrda/UserInterface/OnlineLibrary/OnlineLibrary.aspx>
 - <https://crda.ap.gov.in/APCRDA/UserInterface/admin/ApcrdaCommunications.aspx>
- Design competitions and exhibitions for professional and citizen engagement



- Further, on date, CRDA employs a data base consisting of individual citizen level data having unique ID, as Aadhar, for rolling out various administrative & Social Development policies, schemes, which are designed based on the exhaustive citizen engagement in Amaravati.
- Mana Amaravati App: a one -stop application for citizen grievances for the capital city -

6. HOLDING COMPANY

The Issuer has no holding company till the date of this Disclosure Document.

7.SUBSIDIARIES/ JOINT VENTURE COMPANIES (AS ON JUNE 30, 2018)

The issuer has Smart City Corporation with 50:50 between APCRDA & GoAP.

8.CAPITAL STRUCTURE (as on June 30, 2018)

APCRDA was established through Andhra Pradesh Capital Region Development Authority Act, 2014 (Act.No.11 of 2014) for the purpose of Planning, Coordination, Execution, Supervision, Financing, Funding and for Promoting and Securing the Planned Development of the Capital Region and Capital City Area for the State of Andhra Pradesh. It is not a company incorporated under Companies Act and hence below mentioned capital structure may not be suitable.

9. CAPITAL HISTORY

Changes in its capital structure as on last quarter end for last five years- Not Applicable

10. Details of shareholding pattern of the Issuer on latest quarter end

Not Applicable

11. List of top 10 holders of equity shares of the Issuer on last quarter end

Not Applicable

12. DETAILS OF ANY ACQUISITION OR AMALGAMATION IN THE LAST1 YEAR

None

11.Details of any reorganization or reconstruction in the last 1 year

None

12. BORROWINGS OF THE ISSUER (AS ON JUNE 30 , 2018)

(i) DETAILS OF THE SECURED LOAN FACILITIES



LENDER'S NAME	TYPE OF FACILITY	AMT SANCTIONED	PRINCIPAL OUTSTANDING	REPAYMENT DATE/SCHEDULE	SECURITY
HUDCO	TERM LOAN	RS. 1275 CRORES OUT OF WHICH ONLY RS. 931 CRORE WERE DRAWN	RS. 931 CRORES	60 QUARTERLY PAYMENT STARTING FROM FEB 2020,	SECURITY BY WAY OF MORTGAGE TO AN EXTENT OF 1.25 TIMES OF THE LOAN OUTSTANDING ALL TIMES ON VACANT LAND OF CRDA OUTSIDE CAPITAL CITY

TERMS OF ASSETS CHARGED AS SECURITY

Principal terms of issue in brief		Details of assets charged as security
HUDCO	3 years repayment moratorium 15 years tenure	SECURITY BY WAY OF MORTGAGE TO AN EXTENT OF 125% TIMES OF THE LOAN OUTSTANDING ALL TIMES ON VACANT LAND OF CRDA OUTSIDE CAPITAL CITY

(II) DETAILS OF THE UNSECURED LOAN FACILITIES

LENDER'S NAME	TYPE OF FACILITY	AMT SANCTIONED *	PRINCIPAL OUTSTANDING	REPAYMENT DATE/SCHEDULE
HUDA	UNSECURED	NOT ASCERTAINABLE	R. 5 CRS	NOT ASCERTAINABLE
JNNURM	UNSECURED	NOT ASCERTAINABLE	RS. 2 CRS	NOT ASCERTAINABLE

*above loans are not ascertainable as these loans were obtained when Andhra Pradesh and Telangana were a combined state.

(III) DETAILS OF NCD - NIL**c) NON-CONVERTIBLE BONDS/ DEBENTURES**

The Issuer has not issued any Debentures/Bonds till the date of this Disclosure Document.

d) TOP 10 BONDHOLDERS*

The Issuer has not issued any Debentures/Bonds till the date of this Disclosure Document.



13. AMOUNT OF CORPORATE GUARANTEES ISSUED BY THE ISSUER IN FAVOUR OF VARIOUS COUNTER PARTIES INCLUDING ITS SUBSIDIARIES, JOINT VENTURE ENTITIES, GROUP COMPANIES ETC.

The Issuer has not issued, in any form, any corporate guarantee in favour of any counter party including its subsidiaries, joint venture and group companies.

14. COMMERCIAL PAPER ISSUED BY THE ISSUER (as on June 30, 2018)

Nil.

15. DETAILS OF REST OF BORROWINGS (INCLUDING HYBRID DEBT LIKE FOREIGN CURRENCY CONVERTIBLE BONDS (“FCCBs”), OPTIONALLY CONVERTIBLE BONDS/ DEBENTURES/ PREFERENCE SHARES) (as on June 30, 2018)

The Issuer has not issued any hybrid debt like Foreign Currency Convertible Bonds (“FCCBs”), Optionally Convertible Bonds/ Debentures/ Preference Shares etc.

16. Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the Issuer, in the past 5 years

Issuer has not made any default in servicing of its debt till date.

17. OUTSTANDING BORROWINGS/ DEBT SECURITIES ISSUED FOR CONSIDERATION OTHER THAN CASH, WHETHER IN WHOLE OR PART, AT A PREMIUM OR DISCOUNT, OR IN PURSUANCE OF AN OPTION

Not Applicable

**18. AUDITED STANDALONE FINANCIAL INFORMATION OF THE ISSUER
Annexed as Annexure**

19. Provisional financial as on March 31, 2018

Annexed as Annexure

IV. MANAGEMENT PERCEPTION OF RISK FACTORS

The Investor should carefully consider all the information in this Disclosure document, including the risks and uncertainties described below before making an investment in the Bonds. The risks and uncertainties described in this section are not the only risks that APCRDA currently face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on results of our operation and physical execution. If any of the following risks or other risks that are not currently known or are deemed immaterial at this time, actually occur, results of our



operation could suffer, the trading price of the Bonds could decline and you may lose all or part of your redemption amounts and/or interest amounts. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. The order of the risk factors appearing hereunder is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another. Prospective Investors should consult their tax, financial and legal advisors about the particular consequences of investment in the Bonds. Unless the context requires otherwise, the risk factors described below apply to us/our operations only.

Internal Risks

1. As per the AP Reorganisation Act 2014 under 94 (3) The Central Government shall provide special financial support for the creation of essential facilities in the new capital of the successor State of Andhra Pradesh including the Raj Bhawan, High Court, Government Secretariat, Legislative Assembly, Legislative Council, and such other essential infrastructure.”. Therefore, completing the development of Project Amaravati is dependent on the funding received from Gol in addition to the funds from GoAP and any delay or decrease in the funding plan by Gol may affect the time line of completion.
2. APCRDA is presently involved in a number of civil proceedings mostly related to land acquisition.
3. Any changes in policies, grants and initiatives of the GoAP can affect the development of project Amaravati.
4. Our development activity may get affected by an increase in prices of raw materials or shortages of raw materials which will lead to increase in the cost of construction of projects.
5. Fluctuations in interest rate and exchange rate on our external borrowings may adversely affect our operations.
6. Our financial condition and physical performance could be materially affected, if we do not complete our projects as planned or if our projects experience delay.
7. Our business operations may be affected by shortcomings and failures in our internal processes and systems.
8. Our financial position in future is dependent on the successful land monetisation as scheduled which are prone to demand risk as well as price risk.
9. Our projects under development are subject to construction, financing and operational risks.



10. Our insurance coverage may not adequately protect us against all losses we incur in our operations or otherwise.
11. Opposition from local communities and other stakeholders may adversely affect the project development time schedules.
12. We are subject to internal risks arising from our business of contract management which may affect our operations.

Risks Relating to the Utilization of Issue Proceeds

13. The fund requirement and deployment mentioned in the Objects of the Issue have not been appraised by any bank or any financial institution.

Risks relating to investment in Bonds

14. There can be limited trading in these bonds.
15. There is a risk of volatility in the price of the Bonds. Changes in interest rates may affect prices of the Bonds.
16. Any downgrading in credit rating of the Bonds may affect the value of Bonds and thus our ability to raise further debts.

External Risk Factors

17. Our operations are affected by conditions in the financial markets and economic conditions generally, both in India and elsewhere around the world which could have an adverse effect on our operations.
18. Any downgrading of India's debt rating by an international rating agency could have a negative impact on our operations.
19. Political instability or changes in the Government could delay further liberalization of the Indian economy and adversely affect economic conditions in India generally, which could impact our operations.
20. Civil unrest, terrorist attacks and war would affect our operations.
21. Our operations may be adversely impacted by natural calamities or unfavourable climatic changes.
22. Non-compliance with, and changes in, safety, health and environmental laws and regulations may adversely affect results of our operations.

V. MEMBER DETAILS

The Authority does not have directors based management.



The authority is instead headed by Members in accordance with the APCRDA act 2014 and following is the list of the present members of the Authority.

1. MEMBERS OF THE AUTHORITY OF THE ISSUER

The composition of the Members of the Authority of the Issuer as on date of this Disclosure Document is as under:

S. No	Name & Designation	Designation	Member of the Authority since
1	Sri N. Chandrababu Naidu,	Hon'ble Chief Minister & Chairman	30.12.2014
2	Sri Yanamala Ramakrishnudu,	Hon'ble Minister for Finance & Member	30.12.2014
3	Dr. P. Narayana,	Hon'ble Minister for MA & UD & Vice Chairman	30.12.2014
4	Sri Dinesh Kumar	Chief Secretary to Government & Member	01.04.2017
5	Sri Ajay Jain, I.A.S., Prl. Secretary to Govt., MA & UD (CRDA) and E & I Depts.	Principal Secretary Municipal Administration & Urban Development Department	04.08.2015
6	Sri Muddada Ravichandra, IAS., Spl. Chief Secretary to Govt.,(FAC), Finance.	Spl. Chief Secretary to Govt.,(FAC), Finance.	27.05.2016
7	Sri Neerabh Kumar Prasad, IAS, Special Chief Secretary to Government, Transport, Roads & Buildings Department.	Principal Secretary Transport Roads & Buildings Department & Investment Department	23.1.2018
8	Sri G. Anantha Ramu, I.A.S., Prl. Secretary to Government., EFST Dept.	Principal Secretary EFST	16.01.2017
9	Sri K. S. Jawahar Reddy, IAS, Prl. Secretary to Govt., Panchayat Raj Department.	Prl. Secretary to Govt., Panchayat Raj Department.	30.12.2014
10	Dr. Sreedhar Cherukuri, I.A.S., Commissioner & Member Convener, APCRDA.	Commissioner & Member Convener, APCRDA.	27.07.2016
11	Dr. Keshav Verma, Institutional Governance and Finance expert, New Delhi.	Institutional Governance and Finance expert, New Delhi.	27.10.2015
12	Sri VK Phatak, Former Chief, Town & Country Planning, MMRDA.	Former Chief, Town & Country Planning, MMRDA.	27.10.2015
13	Sri Christopher Charles Benninger, Practicing Architect, Pune	Practicing Architect, Pune	27.10.2015



14	Dr SL Dhingra, Professor Emeritus Transportation, IIT Mumbai.	Professor Emeritus Transportation, IIT Mumbai.	27.10.2015
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None of the current Members of the Authority of the Issuer appear in the RBI's defaulter list or ECGC's default list.

2. CHANGES IN MEMBERS OF THE BOARD OF THE ISSUER SINCE LAST THREE YEARS

Changes in the Members of Authority of the Issuer during the last three years are as under:

S.No	Name & Designation	Designation	Date of Appointment	Date of Retirement
1	Sri I.Y.R Krishna Rao, IAS.,	Chief Secretary to Government	30.12.2014	31.01.2016
2	Sri S.P Tucker, IAS.,	Chief Secretary to Government	01.02.2016	28.02.2017
3	Sri Ajeya Kallam, IAS.,	Chief Secretary to Government	01.03.2017	31.03.2017
4	Sri Giridhar, IAS	Principal Secretary Municipal Administration & Urban Development Department	30.12.2014	04.08.2015
5	Sri Ajeya Kallam, IAS., Spl CS	Principal Secretary Finance Department	30.12.2014	28.04.2015
6	Sri P.V Ramesh Babu, IAS.,	Principal Secretary Finance Department	28.04.2015	27.05.2016
7	Sri Busi Sam Bob, IAS., Spl.CS to Govt	Principal Secretary Transport Roads & Buildings Department & Investment Department	30.12.2014	31.12.2016
8	Ms. Sumita Dawra, IAS.,	Principal Secretary Transport Roads & Buildings Department & Investment Department	16.01.2017	03.10.2017
9	Sri Anil Chandra Punitha, IAS., Spl.Cs	Principal Secretary Transport Roads & Buildings Department & Investment Department	23.10.2017	23.01.2018
10	Sri SP Singh, IAS.,	Principal Secretary EFST	30.12.2014	12.03.2015
11	Sri A.K Parida, IAS.,	Principal Secretary EFST	12.03.2015	27.05.2016
12	Sri P.V.Ramesh, IAS.,	Principal Secretary EFST	27.05.2016	12.01.2017
12	Sri Srikant Nagulapalli, IAS., Commissioner	Commissioner	30.12.2014	27.07.2016

VI. AUDITOR DETAILS

Name of Auditor	Address & Contact Details	Auditor since
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Sagar & Associates, Chartered Accountants,	Flat No. F-33, H.No.: 40-6-2, Goteti Apartment, Kandari Hotel Street, Krishna Nagar, Vijayawada, AP Tel: (040) 2339 4488/5588 Fax: (040) 2339 0151 Email : sagarandassociates@yahoo.co.in	Since August 2015
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CHANGE IN AUDITOR OF THE ISSUER SINCE LAST THREE YEARS

There is no change in the Auditors of the Issuer during the last three financial years.

VII. DETAILS OF THE PROMOTERS

THE PROMOTER

APCRDA is set up by an Act of State Government of Andhra Pradesh. The Government has enacted Andhra Pradesh Capital Region Development Authority Act, 2014 (Act.No.11 of 2014) for the declaration of the New Capital Area for the State of the Andhra Pradesh and establishment of the Andhra Pradesh Capital Region Development Authority and formulated the Andhra Pradesh Capital City LPS (F&I) Rules, 2015.

Andhra Pradesh is the 8th largest state in India (which includes 13 districts) with a geographical area of 160,205 sq. km. The percentage of urban population to the total population in the State is 29.47 percent. The literacy rate of the state stood at 67.35 percent (based on last census, 2011). The state has a healthy mix of economic activity in industry, agriculture and services. The state also has a fairly high per capita income and has enjoyed fast GSDP growth driven by growth in the tertiary and primary sectors. The state has recorded 11.6% growth in GSDP and has been ranked 1st in Ease of doing business by World Bank – Government of India ranking.

VIII. MATERIAL EVENT, DEVELOPMENT OR CHANGE AT THE TIME OF ISSUE

MATERIAL EVENT, DEVELOPMENT OR CHANGE AT THE TIME OF ISSUE

The Issuer hereby confirms that there has been no material event, development or change having implications on the financials/ credit quality of the Issuer (e.g. any material regulatory proceedings against the Issuer/ promoters of the Issuer, tax litigations resulting in material liabilities, corporate restructuring event etc) at the time of Issue which may affect the Issue or the investor's decision to invest/ continue to invest in the debt securities of the Issuer.

**IX. TRUSTEES FOR THE BOND HOLDERS**

The Issuer has appointed **Catalyst Trusteeship Ltd** to act as trustee for the Bond Debenture Holder(s). The address and contact details of the Trustees are as under:

Catalyst Trusteeship Ltd.

GDA House, Plot No. 85, Bhusari Colony (Right),
Paud Road, Pune - 411 038
Phone: +91 (020) 2528 0081
Email: dt@ctltrustee.com

A copy of letter from **Catalyst Trusteeship Ltd** conveying their consent to act as Trustees for the current issue of Bonds is enclosed as annexure in this Disclosure Document. Issuer has also entered a debenture trustee agreement with Debenture Trustee.

The Issuer hereby undertakes that a Debenture Trustee Deed inter alia, specifying the powers, authorities and obligations of the Debenture Trustee and the Issuer shall be executed in favour of the Trustees within 90 days from issue closing date. The Debenture Holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorised officials to do all such acts, deeds, matters and things in respect of or relating to the Debentures as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the Debenture Holder(s). The Debenture Trustee will protect the interest of the Debenture Holder(s) in regard to the repayment of the principal and interest thereon and the Debenture Trustee will take necessary action, subject to and in accordance with the Debenture Trust Deed, at the cost of the Issuer. The Debenture Trust Deed shall more specifically set out the rights and remedies of the Debenture Holder and the manner of enforcement thereof.

The Trustees shall perform its duties and obligations and exercise its rights and discretions, in keeping with the trust reposed in the Trustees by the holder(s) of the Bonds and shall further conduct itself, and comply with the provisions of all applicable laws, provided that, the provisions of Section 20 of the Indian Trusts Act, 1882, shall not be applicable to the Trustees. The Trustees shall carry out its duties and perform its functions as required to discharge its obligations under the terms of SEBI Debt Regulations, the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the Debenture/ Bond Trusteeship Agreement, the Debenture/ Bond Trust Deed, Disclosure Document and all other related transaction documents, with due care, diligence and loyalty.

The Trustees shall be vested with the requisite powers for protecting the interest of holder(s) of the Bonds including but not limited to the right to appoint a nominee member on the Board of the Issuer in consultation with institutional holders of such Bonds. The Trustees shall ensure disclosure of all material events on an ongoing basis and shall supervise the implementation of the conditions regarding Bonds.

**X. STOCK EXCHANGE DETAILS**

The Bonds are proposed to be listed on the Wholesale Debt Market (WDM) segment of BSE Limited ("BSE"). The Issuer has obtained BSE in-principle approval for listing of Bonds offered under the terms of this Disclosure Document.

The Issuer shall make listing application to BSE/ NSE and seek listing permission within 15 days of Deemed Date of Allotment. In case of delay in listing of the Bonds beyond 20 days from the Deemed Date of Allotment, the Issuer shall pay penal interest at the rate of 1.00% p.a. over the respective Coupon Rates of the Bonds from the expiry of 30 days from the Deemed Date of Allotment till the listing of Bonds to the bondholders.

XI. CREDIT RATING FOR THE BONDS

The provisional rating for the securities under issue is provisional **CRISIL A+(SO)** by CRISIL limited and **BWR AA-(SO)** by BRICKWORK rating India (P) Ltd and **"AA- (SO)"** by Acuite Ratings And Research Limited (earlier known as SMERA Ratings) ('Acuite'). A copy of provisional rating letters issued by credit rating agencies are enclosed as annexure with this document. The issue shall take final credit rating for the securities under the issue from credit rating agencies upon completion of the execution of transaction documents and the final ratings along with rating rationales for the same shall be immediately disclosed by issuer to debenture trustee and stock exchange. Other than the credit ratings mentioned herein above, APCRDA has not sought any other credit rating from any other credit rating agency(ies) for the Bonds offered for subscription under the terms of this Disclosure Document.

The above ratings are not a recommendation to buy, sell or hold securities and investors should take their own decision. The ratings may be subject to revision or withdrawal at any time by the assigning rating agencies and each rating should be evaluated independently of any other rating. The ratings obtained are subject to revision at any point of time in the future. The rating agencies have the right to suspend, withdraw the rating at any time on the basis of new information etc.

Guarantee

Govt of Andhra Pradesh has provided an unconditional and irrevocable guarantee for payment of Principal and interest

Debenture Redemption Reserve (DRR)

Issuer shall not be creating a Debenture Redemption Reserve as Issuer is not a company under the provisions of the Companies Act, 2013, therefore requirement of creation of DRR is not applicable on the same.



Issue/instrument specific regulations

The Bonds are being issued under Section 25 and 28 of the Andhra Pradesh Capital Region Development Authority Act, 2014 and relevant provisions of SEBI (issue and Listing of Debt Securities) Regulations, 2008

**PART B – ISSUE DETAILS****I. SUMMARY TERM SHEET****STRUCTURED PAYMENT MECHANISM**

A Designated Escrow Account in the name of “APCRDA-Bond Servicing Account” is to be opened exclusive for the benefit of the Trustee (acting on behalf of the bondholders). The following payment structure (wherein “T” is assumed to be the Due Date for debt servicing of the bonds) is envisaged for meeting the obligations on the rated bonds. Following structured payment mechanism is to be followed-

TERM SHEET

Issuer	Andhra Pradesh Capital Region Development Authority (“APCRDA”/ the “Authority”/ the “Issuer”)
Security Name	Amaravati Bonds 2018
Type of Instrument	Unsecured, Rated, Listed, Redeemable, Taxable, Non-Convertible Debentures in the nature of Bonds to be issued in the form of Separately Transferable Redeemable Principal Parts (STRPPs) supported by unconditional & irrevocable guarantee by the state government of Andhra Pradesh
Nature of Instrument	Unsecured
Mode of Issue	Private Placement
Eligible Investor	With regard to eligible investors, kindly refer to the relevant provisions of the Disclosure Document. All investors are required to comply with the relevant regulations/ guidelines applicable to them for investing in this issue of Bonds.
Issue Size	Rs. 1300.00 crore with Green shoe option such that the final issue size is Rs. 2000 crore
Option to retain oversubscription	Rs 700 Crs
Objects of the Issue	Support priority Infrastructure Development Projects in Capital City Amaravati
Utilization of Issue Proceeds	To finance priority Infrastructure Development Projects in Capital City Amaravati



Issuance Mode	In demat mode only															
Trading Mode	In demat mode only															
Credit Rating	“AA- (SO)” BY BRICKWORK RATINGS , “AA- (SO)” BY ACUITE RATINGS & “A+ (SO)” BY CRISIL RATINGS															
Seniority	Senior															
Security	Unsecured															
State Government Guarantee	Govt of Andhra Pradesh has provided an Unconditional and Irrevocable guarantee for payment of Principal and interest and all other payments due and payable by the Authority in per the terms of the transaction documents															
Face Value	Rs. 10 lacs per Bond Each bond would comprise of 5 STRPPs of Rs. 2,00,000 each															
Issue Price	At par (Rs. 10 lacs) per Bond															
Discount at which security is issued and the effective yield as a result of such discount.	None															
Premium/ Discount on redemption	Nil															
Redemption Amount	At par (Rs. 10 lacs) per Bond															
Minimum Application	[1] Bond and in multiples of [1] Bond thereafter															
Tenor	<table border="1"><thead><tr><th>STRPPs A</th><th>STRPPs B</th><th>STRPPs C</th><th>STRPPs D</th><th>STRPPs E</th></tr></thead><tbody><tr><td>6 Years</td><td>7 Years</td><td>8 Years</td><td>9 Years</td><td>10 Years</td></tr><tr><td>16-August-2024</td><td>16-August-2025</td><td>16-August-2026</td><td>16-August-2027</td><td>16-August-2028</td></tr></tbody></table>	STRPPs A	STRPPs B	STRPPs C	STRPPs D	STRPPs E	6 Years	7 Years	8 Years	9 Years	10 Years	16-August-2024	16-August-2025	16-August-2026	16-August-2027	16-August-2028
STRPPs A	STRPPs B	STRPPs C	STRPPs D	STRPPs E												
6 Years	7 Years	8 Years	9 Years	10 Years												
16-August-2024	16-August-2025	16-August-2026	16-August-2027	16-August-2028												
Put Option	N.A.															
Put Option Price	N.A.															
Put Option Date	N.A.															
Put Notification Time	N.A.															
Call Option	N.A.															



Call Option Price	N.A.				
Call Option Date	N.A.				
Call Notification Time	N.A.				
Redemption/ Maturity	STRPPs A	STRPPs B	STRPPs C	STRPPs D	STRPPs E
	6 Years	7 Years	8 Years	9 Years	10 Years
	16-August-2024	16-August-2025	16-August-2026	16-August-2027	16-August-2028
	Together with the principal amount as set out hereinabove, the Issuer shall also be required to make payment of accrued interest and all other costs, charges and expenses which are due and payable in terms of the Transaction Documents.				
Issue opening date	14.08.2018				
Issue Closing Date	14.08.2018				
Pay in date and deemed date of allotment	16.08.2018				
Credit Enhancement Measures	1. Structured Payment Mechanism 2. Upfront DSRA of 6 months debt servicing 3. Government Guarantee				
Escrow account	The issuer will be required to open a designated Escrow Account – APCRDA Bond Servicing account for the benefit and lien marked to debenture trustee The issuer will also be required to open a designated DSRA Account –for the benefit and lien marked to debenture trustee for maintenance of the Debt Service Reserve Amount				
Structured payment mechanism	APCRDA undertakes to transfer 1.5 times the amount of debt servicing requirement for the ensuing quarter and transfer any amounts due but unpaid on the bonds in respect of any previous quarter/ period at the start of each quarter to APCRDA Bonds Servicing Account. The amount to be transferred will be from its own revenue sources. APCRDA undertakes to transfer to the DSRA Account, any amounts required for replenishment of the DSRA from its own revenue sources as per the timelines				



	<p>defined in table -1</p> <p>The debenture trustee should independently monitor the adequacy of collection (interest and principal) in APCRDA Bond Servicing account on T-15th day and intimate the issuer in case of any shortfall. If the shortfall is not made good by T-7th day, the Debenture Trustee shall utilize funds from DSRA account to meet the shortfall.</p>																												
Debt service reserve account	<p>An amount equivalent to total debt servicing obligation of the outstanding bonds for the next 2 quarters to be maintained by the issuer in the DSRA account on rolling basis.</p> <p>Issuer to create and fund DSRA account upfront. The DSRA would be in the form of Cash or invested in permitted investment defined in transaction documents.</p>																												
Remedy in case of utilization of DSRA	<p>In case there is a shortfall in DSRA account due to utilization of funds, issuer undertakes to restore DSRA account within 5 working days.</p>																												
Government Guarantee	<p>The debentures would have further collateral support by way of Unconditional & Irrevocable guarantee for principal and interest and all other payments due and payable by the Authority as a continuing obligation by the Government of Andhra Pradesh.</p> <p>In case if authority fails to replenish DSRA within 120 days from the first interest payment date or in the event that any amounts due by the authority are not paid on the relevant due dates, then trustee shall invoke the state government guarantee for the entire principal outstanding and interest due thereon</p> <p>The Trustee shall also be entitled to enforce the guarantee in other scenarios and on such other terms and conditions as set out in the Deed of Guarantee</p>																												
Final Redemption Date	<p>To further elaborate, following will be the repayment schedule-</p> <p style="text-align: right;">(Rs in Crs)</p> <table border="1"> <thead> <tr> <th rowspan="2">STRPP</th> <th rowspan="2">Repayment Year</th> <th colspan="8">Quarterly Repayment</th> </tr> <tr> <th>Amt</th> <th>Date</th> <th>Amt</th> <th>Date</th> <th>Amt</th> <th>Date</th> <th>Amt</th> <th>Date</th> </tr> </thead> <tbody> <tr> <td>A</td> <td>6</td> <td>100</td> <td>16-Nov-2023</td> <td>100</td> <td>16-Feb-2024</td> <td>100</td> <td>16-May-2024</td> <td>100</td> <td>16-Aug-2024</td> </tr> </tbody> </table>	STRPP	Repayment Year	Quarterly Repayment								Amt	Date	Amt	Date	Amt	Date	Amt	Date	A	6	100	16-Nov-2023	100	16-Feb-2024	100	16-May-2024	100	16-Aug-2024
STRPP	Repayment Year			Quarterly Repayment																									
		Amt	Date	Amt	Date	Amt	Date	Amt	Date																				
A	6	100	16-Nov-2023	100	16-Feb-2024	100	16-May-2024	100	16-Aug-2024																				



		B	7	100	16-Nov-2024	100	16-Feb-2025	100	16-May-2025	100	16-Aug-2025
		C	8	100	16-Nov-2025	100	16-Feb-2026	100	16-May-2026	100	16-Aug-2026
		D	9	100	16-Nov-2026	100	16-Feb-2027	100	16-May-2027	100	16-Aug-2027
		E	10	100	16-Nov-2027	100	16-Feb-2028	100	16-May-2028	100	16-Aug-2028
		Together with the principal amount as set out hereinabove, the Issuer shall also be required to make payment of accrued interest and all other costs, charges and expenses which are due and payable in terms of the Transaction Documents.									
Coupon Rate		10.32% p.a. payable quarterly									
Step Up/Step Down Coupon Rate		None									
Default Interest Rate		<ul style="list-style-type: none"> In case of default in payment of Interest and/or principal redemption on the due dates, additional interest @ 2% p.a. over the coupon rate will be payable by the Authority for the defaulting period. In case of delay in listing of the debt securities beyond 20 days from the deemed date of allotment, the Authority will pay penal interest of 1 % p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities, to the investor(s) Security Creation: In the event of delay in execution of Trust Deed and/or other security document(s) within sixty days of Deemed Date of Allotment of the Bonds, the Authority shall refund the subscription with the Coupon Rate or pay penal interest at the rate of 2.00% p.a. over the Coupon Rate till these conditions are complied with, at the option of the Bondholder(s). 									
Coupon Payment Frequency		Quarterly from date of allotment									
Coupon Payment Date		16 th August, 16 th November, 16 th February, 16 th May every year									
Coupon Type		Fixed									
Coupon Reset Process (including rates, spread,		None									



effective date, interest rate cap and floor etc)	
Day Count Basis	Actual/ Actual Interest shall be computed on an “actual/actual basis”. Where the interest period (start date to end date) includes February 29, interest shall be computed on 366 days-a-year basis
Interest on Application Money	Interest for each of the interest periods shall be computed on Actual/Actual day convention on the outstanding bond amount at the coupon rate and shall be payable in terms of the Debenture Trust Deed
Listing	Proposed on the Wholesale Debt Market (WDM) segment of BSE Limited (“BSE”)
Trustees	Catalyst Trusteeship Limited
Arranger	M/s A.K. Capital Services Limited as a sole arranger to the issue
Depository	National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”)
Registrars	Karvy Computershare Pvt Ltd
Settlement Mode	Payment of interest and repayment of principal shall be made by way of credit through direct credit/ RTGS/ NEFT mechanism.
Business Day/ Working Day Convention	“Business Days”/ “Working Days” shall be all days on which money market is functioning in Mumbai. If any Coupon Payment Date falls on a day that is not a Business Day, the payment shall be made by the Issuer on the following working day in line with SEBI circular No CIR/IMD/DF-1/122/2018 dated November 11, 2016. If the Redemption Date (also being the last Coupon Payment Date) of the Bonds falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the preceding Business Day along with interest accrued on the Bonds until but excluding the date of such payment. In the event the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day will be considered as the Record date. If the interest payment date falls on a holiday, the payment may be made on the



	following working day however the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the security. In other words, the subsequent coupon schedule would not be disturbed merely because the payment date in respect of one particular coupon payment has been postponed earlier because of it having fallen on a holiday
Record Date	15 days prior to each Coupon Payment Date and Redemption Date
Transaction Documents	<p>The Issuer has executed/ shall execute the documents including but not limited to the following in connection with the Issue:</p> <ol style="list-style-type: none">1. RTA Agreement2. Debenture Trusteeship Agreement;3. Accounts Agreement4. Guarantee Agreement with State Government;5. Disclosure Document;6. Rating letter with Brickwork Ratings;7. Rating letter with Acuite Ratings And Research Limited (earlier known as SMERA Ratings);8. Rating letter with CRISIL ratings9. Tripartite Agreement between the Issuer; Registrar and NSDL for issue of Bonds in dematerialized form;10. Tripartite Agreement between the Issuer, Registrar and CDSL for issue of Bonds in dematerialized form;11. Consent letter from RTA, Banker to the issue and Debenture Trustee12. Application made to BSE for seeking its in-principle approval for listing of Bonds;13. Listing Agreement with BSE;14. Debenture Trust deed (to be executed).
Events of Default	Notwithstanding anything to the contrary herein contained, each of the events set out below is an Event of Default (such determination being at the sole discretion of Debenture Trustee):



	<p>(a) If any payments are not made to the Debenture Holders, when such payments are due and payable under the Transaction Documents.</p> <p>(b) Default is committed by the Authority in the performance or observance of any material covenant, condition or provision contained in these presents or in the Transaction Documents including but not limited to non-listing of Bonds or in any reports or other information furnished by the Authority and any warranties given or deemed to have been given by the Authority to the Debenture Trustee being inaccurate, false or misleading.</p> <p>(c) The Authority has voluntarily or involuntarily become the subject of proceedings under the Insolvency and Bankruptcy Code, 2016 or any bankruptcy or insolvency law or the Authority is voluntarily or involuntarily dissolved, a resolution professional or a receiver or a liquidator has been appointed or allowed to be appointed of all or any part of the undertaking of the Authority or the Authority ceases or threatens to cease to carry on its business or gives notice of its intention to do so.</p> <p>(d) If any legal proceedings are initiated against the Authority by any of its lenders, in respect of any financial indebtedness availed of by the Authority from such lenders.</p>
Remedies	Upon the occurrence of any of the Events of Default, the Trustees shall on instructions from Bondholder(s), invoke government guarantee of the state of Andhra Pradesh for the entire Principal outstanding and interest due thereon and all other payments due and payable by the Authority in terms of the transaction documents
Governing Law and Jurisdiction	The Bonds are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof shall be subject to the non-exclusive jurisdiction of the competent court of Andhra Pradesh, India
Conditions Precedent to Disbursement	<ul style="list-style-type: none">• Resolution passed by the Board of Members at the meeting for the issue of bonds.• Unconditional & Irrevocable Govt. Guarantee Deed• Provisional Credit Rating Letters and Rating Rationales issued by Credit Rating Agencies



	<ul style="list-style-type: none">• In-principal approval from the Bombay Stock Exchange Limited (BSE) for listing• Disclosure Document
Condition Subsequent to Disbursement	<ul style="list-style-type: none">• To forward Listing application of Bonds/ Debt securities to BSE within stipulated timelines from the deemed date of allotment.• To take appropriate steps to Allot & Credit the Bonds in Demat account of subscribers within stipulated time.
Provisions related to Cross Default Clause	As set out in the row titled 'events of default'
Role and Responsibilities of Debenture Trustee	The Authority has received the consent of Catalyst Trusteeship Limited to act as the trustees on behalf of the Debenture holders. Responsibilities, Role and powers of the debenture trustee have been elaborate further in the Debenture Trust Deed



TABLE – 1 Timelines to be followed for structured payment mechanism, assuming T and T1 are subsequent bonds payments, one quarter apart.

Trigger Date	Action Point
(T-15 th) day	The debenture trustee should independently monitor the adequacy of collection (interest and principal) in APCRDA Bond Servicing account on T-15th day and intimate the issuer in case of any shortfall.
(T-7 th Day)	If the shortfall is not made good by T-7th day, the Debenture Trustee shall utilize funds from DSRA account to meet the shortfall.
T	Debt Servicing date
(T + 5 Days)*	In case there is a shortfall in DSRA account due to utilization of funds, issuer undertakes to restore DSRA account within 5 working days.
(T + 10) th day*	In case Issuer fails to replenish the DSRA, trustees shall be entitled to inform the GOAP in writing regarding the shortfall in DSRA account so that necessary arrangements shall be made for replenishment of DSRA by the issuer or GoAP.
(T + 15) th day*	The DSRA to be replenished by APCRDA/GoAP to the tune defined in above mentioned structured payment mechanism
(T + 30) th day*	If the DSRA is not replenished to the requisite extent by T+30 th day, the Trustees shall be entitled to send soft notice to GoAP intimating that Government Guarantee shall be invoked, if Government fails to replenish the DSRA
(T + 75) th day*	The debenture trustee should independently monitor the adequacy of collection (interest and principal) in APCRDA Bond Servicing account on T1-15th (I.e. 15 days prior to next debt servicing date) day and shall be entitled to intimate the issuer in case of any shortfall.
(T + 83) th day*	If the shortfall is not made good by T1-7th day, the Debenture Trustee shall utilize funds from DSRA account to meet the shortfall.
(T + 90) th day*	<ol style="list-style-type: none">1. Debt Servicing2. Trustee shall be entitled to send notice to GoAP to replenish full DSRA of two quarter within 30 days
(T + 120) th day*	Final Notice by trustees to GoAP of invocation of Government Guarantee. Other than the final notice of invocation, the Trustee shall not be required to take any



	other steps to invoke the Government Guarantee
(T + 130 th day*	Last date by which GOAP shall transfer entire outstanding principal and accrued interest and all other payments due and payable by the Authority in terms of the Transaction Documents in the Designated ESCROW Account as per the Notice of Invocation served by the Trustees.

**In the event of the mentioned day not being a business day as per the convention followed in the Mumbai city and Vijayawada city, it would be taken to indicate the last business day prior to the mentioned day*

Note: It is hereby clarified that for the purpose of above 120th day shall be calculated as per calendar days and 130th day shall be determined to be as 10 working days post 120 calendar days



II. TERMS OF OFFER

1. ISSUE SIZE

Andhra Pradesh Capital Region Development Authority (“APCRDA” or the “Issuer” or the “Authority”) proposes to raise Rs. 1300 crores with Green shoe option such that the final issue size is Rs. 2000 crore through issue of State Government Guaranteed, unsecured, Redeemable, Non-Convertible, Taxable Bonds in the nature of Debentures (“Bonds”) in the form of separately transferable redeemable principal parts of face value of Rs. 10.00 lacs each (the “Issue”). Each bond would comprise of 5 STRPPs of Rs. 2,00,000 each

- STRPP A -> Year 6 – 400crs in 4 quarterly instalments
- STRPP B -> Year 7 – 400crs in 4 quarterly instalments
- STRPP C -> Year 8 – 400crs in 4 quarterly instalments
- STRPP D -> Year 9 – 400crs in 4 quarterly instalments
- STRPP E -> Year 10 – 400crs in 4 quarterly instalments

2. ELIGIBILITY TO COME OUT WITH THE ISSUE

The Issuer or the person in control of the Issuer, has not been restrained or prohibited or debarred by SEBI/any other Government authority from accessing the securities market or dealing in securities and such direction or order is in force.

3. REGISTRATION AND GOVERNMENT APPROVALS

APCRDA is entitled to undertake the activities proposed by it in view of the present approvals and no further approval from any government authority(ies) is required by APCRDA to undertake the proposed activities save and except those approvals which may be required to be taken in the normal course of business from time to time.

4. AUTHORITY FOR THE ISSUE

The present Issue is being made pursuant to resolution as per 7th Authority meeting dated 7th December 2016 and Government of Andhra Pradesh order dated 9th August 2018

5. OBJECTS OF THE ISSUE

Support priority Infrastructure Development Projects in Capital City Amaravati

6. UTILISATION OF ISSUE PROCEEDS



To finance identified Infrastructure Development Projects in Capital City Amaravati, there is no requirement for appointment of a monitoring agency in relation to the use of proceeds of the Issue. Members of the Authority shall monitor the utilisation of the proceeds of the Issue. APCRDA shall disclose in its financial statements, the utilization of the proceeds of the issue under a separate head along with any details in relation to all such proceeds of the issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Issue. APCRDA shall utilize the proceeds of the issue upon allotment of the Bonds. The objects of APCRDA as specified in APCRDA Act permits it to undertake its existing activities as well as the activities for which the funds are being raised through the Issue.

APCRDA undertakes that proceeds of the present issue shall not be used for any purpose which may be in contravention of the regulations/ guidelines/ norms issued by the RBI/ SEBI/ RoC/ Stock Exchange(s).

7. UNDERWRITING

The present Issue of Bonds is not underwritten.

8. NATURE OF BONDS

The Bonds are to be issued in the form of State Government Guaranteed, Listed, Unsecured, Redeemable, Non-Convertible and Taxable Bonds in the form of separately transferable redeemable principal parts in the nature of Debentures.

9. FACE VALUE

Each Bond has a face value of Rs. 10 lacs. The Bonds are redeemable at par i.e. for Rs. 10 lacs.

Each bond would comprise of 5 STRPPs of Rs. 2,00,000 each

- STRPP A -> Year 6 – 400crs in 4 quarterly instalments
- STRPP B -> Year 7 – 400crs in 4 quarterly instalments
- STRPP C -> Year 8 – 400crs in 4 quarterly instalments
- STRPP D -> Year 9 – 400crs in 4 quarterly instalments
- STRPP E -> Year 10 – 400crs in 4 quarterly instalments

10. SECURITY

The bonds shall be unsecured in nature. However, Debenture Trustee shall have an exclusive charge on the Designated ESCROW account and DSRA account on account of Bond Holders. The same shall be covered in the transaction documents which will be executed as per timelines stipulated by relevant SEBI regulations



11. TERMS OF PAYMENT

The full face value of the Bonds as applicable is to be paid along with the Application Form. Investor(s) need to send in the Application Form and the RTGS for the full issue price of Bonds allocated to them.

Face Value per Bond	Minimum Application for	Amount Payable on Application per Bond
Rs. 10 lacs	1 Bond (Rs. 10 lacs.) and then in multiples of 1 Bond (Rs. 10 lacs) thereafter	Face Value

12. APPLICATION PROCESS

1. Who can bid / invest / apply?

All QIBs and any non-QIB Investors registered on the BSE BOND –EBP Platform and eligible to be invest as per relevant regulations/guidelines, are eligible to bid / invest / apply for this Issue. BSE EBP Platform Investor(s) can register themselves with BSE BOND from the below URL: https://bond.bseindia.com/Investor_Registration.aspx

All investors/arrangers are required to comply with the relevant regulations/ guidelines applicable to them for investing in this Issue.

2. Documents to be provided by Investors

Investors need to submit the certified true copies of the following documents, along-with the Application Form, as applicable:

- Memorandum and Articles of Association/ Constitution/ Bye-laws/ Trust Deed;
- Board Resolution authorizing the investment and containing operating instructions;
- Power of Attorney/relevant resolution/authority to make application;
- Specimen signatures of the authorized signatories (ink signed), duly certified by an appropriate authority;
- Government Notification (in case of Primary Co-operative Bank and Regional Rural Banks);
- Copy of Permanent Account Number Card (“PAN Card”) issued by the Income Tax Department;
- Necessary forms for claiming exemption from deduction of tax at source on interest on bonds or interest on application money, wherever applicable.

3. How to Bid

All Eligible Investors will have to register themselves as a one-time exercise (if not already registered) under the BSE BOND – EBP Platform offered by BSE for participating in the electronic book mechanism. Eligible Investors will also have to complete the mandatory KYC verification process. Investors should refer to the Operational Guidelines.

a) Issue Set-up:



- The issuer has to setup the issuance at least 2 working days prior to the issue opening date
- Issuer shall make the bidding announcement on BSE BOND with details of bid opening and closing time at least 1 working day before initiating the bidding process
- Issue set up will be allowed all throughout the day. If the issue is created on BSE BOND post 5.00 p.m.; the day will not be counted towards the mandatory two days requirement. Further the issue notification will be executed only at 9.00 a.m. on the next working day
- The 'Issue Opening date' and 'Issue Closing date' are synonymous to 'Bid Open date' and 'Bid Close date' respectively for activities pertaining to the BSE BOND platform

b) Bidding Mechanism:

Bid Timings:

- The placing of Bids/Orders by Participants will take place from 9 a.m. to 5 p.m. Monday to Friday, on working days of BSE
- The Bidding for a particular issue will be allowed on the working days of BSE. The bidding window shall be open for the period as specified by the issuer in the bidding announcement / issue set-up
- The minimum time to keep the bidding window open is at least one hour
- The bidding can be kept open for more than one working day and the same is for continuous time slots. i.e. to say the session spill over will move on to the next working day
- The issuer is required to specify upfront if the issue is open for one or more working days
- Any change in bidding time and/ or date by the Issuer shall be intimated to participants, ensuring that such announcement is made within the operating hours of the EBP, at least a day before the bidding date
- Provided that such changes in bidding date and/or time shall be allowed for maximum of two times
- Extension of bidding timing is allowed only once up to 5 pm on the same day
- Extension of bidding timing is allowed only before the start of last 10 minutes of the bid end time Bid

Modification:

- Allowed during the bidding period
- In last 10 minutes of the bidding period revision is allowed only to improve upward revision in terms of bid amount

Bid Cancellation:

- Allowed during the bidding period
- No cancellation of bids is permitted in the last 10 minutes of the bidding period

Multiple Bids

- Multiple bids by a bidder is not permitted
- If multiple bids are entered, the first bid will be considered as valid. Multiple bid by an Arranger is allowed where each bid is on behalf of different investor(s)



c) Issue withdrawal:

Withdrawal of issue: An Issuer, at its discretion, may withdraw from the issue process as per the following conditions: I. Issuer is unable to receive the bids up to base issue size. II. Bidder has defaulted on payment towards the allotment, within stipulated timeframe, due to which the issuer is unable to fulfil the base issue size III. Cut off yield in the issue is higher than the estimated cut off yield disclosed to BSE BOND, where the base issue size is fully subscribed

d) Bidding type -Fixed Rate

A bidder will only be able to enter the bidding amount as present issue is a fixed Rate Issue

13. PAY-IN

Pay-in date shall be next day of Bid closing date

14. DATE OF ALLOTMENT

All benefits under the Bonds including payment of interest will accrue to the Bondholders from and including date of allotment 16th August, which shall be the Deemed Date of Allotment. All benefits relating to the Bonds will be available to the investors from the Deemed Date of Allotment. The actual allotment of Bonds may take place on a date other than the Deemed Date of Allotment. The Issuer reserves the right to keep multiple allotment date(s)/ deemed date(s) of allotment at its sole and absolute discretion without any notice. In case if the issue closing date/ pay in dates is/are changed (pre-poned/ postponed), the Deemed Date of Allotment may also be changed (pre-pond/ postponed) by the Issuer at its sole and absolute discretion.

15. LETTER(S) OF ALLOTMENT/ BOND CERTIFICATE(S)/ REFUND ORDER(S)/ ISSUE OF LETTER(S) OF ALLOTMENT

The beneficiary account of the investor(s) with National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL)/ Depository Participant will be given initial credit within as per operational guidelines of BSE on EBP Platform On completion of the all statutory formalities, such credit in the account will be akin to a Bond Certificate.

16. BOND TO BE ISSUED IN DEMAT FORM ONLY

The Bonds shall be allotted in dematerialized form only.

17. DEPOSITORY ARRANGEMENTS



The Issuer has appointed Karvy Computershare Pvt Ltd as the Registrar (“Registrar”) for the present Bond Issue. The Issuer has entered into necessary depository arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization of the Bonds offered under the present Issue, in accordance with the Depositories Act, 1996 and regulations made there under. In this context, the Issuer has signed two tripartite agreements as under:

- Tripartite Agreement between the Issuer, National Securities Depository Limited (“NSDL”) and the Registrar for dematerialization of the Bonds offered under the present Issue.
- Tripartite Agreement between the Issuer, Central Depository Services (India) Limited (“CDSL”) and the Registrar for dematerialization of the Bonds offered under the present Issue.

Investors can hold the bonds only in dematerialised form and deal with the same as per the provisions of Depositories Act, 1996 as amended from time to time.

18. FICTITIOUS APPLICATIONS

Any person who makes, in fictitious name, any application to a body corporate for acquiring, or subscribing to, the Bonds, or otherwise induced a body corporate to allot, register any transfer of Bonds therein to them or any other person in a fictitious name, shall be punishable as per provisions of extant laws.

19. MODE OF TRANSFER OF BONDS

The Bonds shall be transferred subject to and in accordance with the rules/ procedures as prescribed by the NSDL/ CDSL/ Depository Participant of the transferor/ transferee and any other applicable laws and rules notified in respect thereof. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Bonds held in electronic form. The seller should give delivery instructions containing details of the buyer’s DP account to his depository participant. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be made to the person, whose name appears in the records of the Depository. In such cases, claims, if any, by the transferee(s) would need to be settled with the transferor(s) and not with the Issuer.

20. BASIS OF ALLOCATION / ALLOTMENT

Allotment shall be as per the operational guidelines of BSE on EBP platform.

21. COMMON FORM OF TRANSFER

The Issuer undertakes that it shall use a common form/ procedure for transfer of Bonds issued under terms of this Disclosure Document.

**22. INTEREST ON APPLICATION MONEY**

- a. Interest shall be payable on all application monies received at the coupon rate from the date of realisation of the application monies by the Issuer till the Deemed Date of Allotment and the same shall be paid to the Debenture Holder in accordance with the terms of the Debenture Trust Deed..
- b. No interest on Application Money will be paid in respect of applications which are rejected due to any reason.

23. INTEREST ON THE BONDS

The face value of the Bonds outstanding shall carry interest at the coupon rate from Date of Allotment and the coupon rate & frequency of payment (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, as applicable) are mentioned at summary term sheet.

The interest payment shall be made through electronic mode to the bondholders whose names appear on the list of beneficial owners given by the depository participant to R&TA as on the record date fixed by Issuer in the bank account which is linked to the demat of the bondholder. However, in absence of complete bank details i.e. correct/updated bank account number, IFSC/RTGS code /NEFT code etc., issuer shall be required to make payment through cheques / DDs on the due date at the sole risk of the bondholders. Interest or other benefits with respect to the Bonds would be paid to those Bondholders whose names appear on the list of beneficial owners given by the depository participant to R&TA as on the Record Date.

24. COMPUTATION OF INTEREST

Interest for each of the interest periods shall be computed as per Actual/ Actual day count convention on the face value amount of Bonds outstanding at the respective Coupon Rate rounded off to the nearest Rupee. Where the interest period (start date to end date) includes February 29, interest shall be computed on 366 days-a-year basis, on the face value amount of Bonds outstanding.

25. RECORD DATE

The 'Record Date' for the Bonds shall be 15 days prior to each Coupon Payment Date and Redemption Date. In case of redemption of Bonds, the trading in the Bonds shall remain suspended between the Record Date and the Redemption Date. Interest payment and principal repayment shall be made to the person whose name appears as beneficiary with the Depositories as on Record Date. In the event of the Issuer not receiving any notice of transfer at least 15 days before the respective Coupon Payment Date and Redemption Date, the transferees for the Bonds shall not have any claim against the Issuer in respect of amount so paid to the registered Bondholders.



26. DEDUCTION OF TAX AT SOURCE

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source out of interest payable on Bonds.

Tax exemption certificate/ declaration of non-deduction of tax at source, if applicable, on interest on application money should be submitted along with the Application Form. Regarding deduction of tax at source and the requisite declaration forms to be submitted, prospective investors are advised to consult their own tax consultant(s). In case of tax deducted at source, the Company will issue the TDS certificate to the investors.

27. PUT & CALL OPTION

Neither the bondholder(s) shall have any right to exercise Put Option nor the Issuer shall have right to exercise Call Option to redeem the Bonds, in whole or in part, prior to the respective Redemption Date.

28. REDEMPTION

The face value of the Bonds shall be redeemed at par, on the respective Redemption Dates and the Issuer shall also made payment of accrued interest and other costs, charges and expenses payable in terms of the Transaction Documents. The Bonds will not carry any obligation, for interest or otherwise, after the date of redemption thereof. The Bonds shall be taken as discharged on payment of the redemption amount by the Issuer on the Redemption Date to the registered Bondholders whose name appear in the Register of Bondholders on the Record Date. Such payment will be a legal discharge of the liability of the Issuer towards the Bondholders.

In case any Redemption Date falls on a day which is not a Working Day, the payment due shall be made on the immediately preceding Working Day along with interest accrued on the Bonds until but excluding the date of such payment.

29. ADDITIONAL COVENANTS

- a. **Listing:** The Issuer shall complete all the formalities and seek listing permission within 20 days from the Deemed Date of Allotment. In case of delay in listing of the Bonds beyond 20 days from the Deemed Date of Allotment, the Issuer shall pay penal interest at the rate of 1.00% p.a. over the respective Coupon Rates of the Bonds from the expiry of 30 days from the Deemed Date of Allotment till the listing of Bonds to the bondholders.
- b. **Security Creation:** In the event of delay in execution of Trust Deed 90 days from issue closure, the Issuer shall refund the subscription with the Coupon Rate or pay penal interest at the rate of



2.00% p.a. over the Coupon Rate till these conditions are complied with, at the option of the Bondholder(s).

- c. In case of default in payment of Interest and/or principal redemption on the due dates, additional interest @ 2% p.a. over the coupon rate will be payable by the Issuer for the defaulting period

30. SETTLEMENT/ PAYMENT ON REDEMPTION

Payment of interest and repayment of principal shall be made by way of interest/ redemption warrant(s)/ credit through direct credit/ NECS/ RTGS/ NEFT mechanism in the name of the Bondholders whose name appear on the List of Beneficial Owners given by Depository to the Issuer as on the Record Date.

The Bonds shall be taken as discharged on payment of the redemption amount by the Issuer on the Redemption Date to the list of Beneficial Owners as provided by NSDL/ CDSL/ Depository Participant as on Record Date. Such payment will be a legal discharge of the liability of the Issuer towards the Bondholders. On such payment being made, the Issuer shall inform NSDL/ CDSL/ Depository Participant and accordingly the account of the Bondholders with NSDL/ CDSL/ Depository Participant shall be adjusted.

The Issuer's liability to the Bondholders towards all their rights including for payment or otherwise shall cease and stand extinguished from the due date of redemption in all events. Further the Issuer will not be liable to pay any interest or compensation from the Redemption Date. On the Issuer's dispatching/ crediting the amount to the Beneficiary(ies) as specified above in respect of the Bonds, the liability of the Issuer shall stand extinguished.

31. EVENTS OF DEFAULT

Notwithstanding anything to the contrary herein contained, each of the events set out below is an Event of Default (such determination being at the sole discretion of Debenture Trustee):

- (a) If any payments are not made to the Debenture Holders, when such payments are due and payable under the Transaction Documents.
- (b) Default is committed by the Authority in the performance or observance of any material covenant, condition or provision contained in these presents or in the Transaction Documents including but not limited to non-listing of Bonds or in any reports or other information furnished by the Authority and any warranties given or deemed to have been given by the Authority to the Debenture Trustee being inaccurate, false or misleading.



- (c) The Authority has voluntarily or involuntarily become the subject of proceedings under the Insolvency and Bankruptcy Code, 2016 or any bankruptcy or insolvency law or the Authority is voluntarily or involuntarily dissolved, a resolution professional or a receiver or a liquidator has been appointed or allowed to be appointed of all or any part of the undertaking of the Authority or the Authority ceases or threatens to cease to carry on its business or gives notice of its intention to do so.
- (d) If any legal proceedings are initiated against the Authority by any of its lenders, in respect of any financial indebtedness availed of by the Authority from such lenders.

32. EFFECT OF HOLIDAYS

Computation and payment of Interest on bonds

Interest for each of the interest periods shall be computed on Actual/Actual day convention on the outstanding bond amount at the coupon rate. The interest payment is quarterly. The due dates for payment of Interest will be 16th August, 16th November, 16th February and 16th May every year.

As per SEBI vide Circular no CIR/IMD/DF/18/2013 dated October 29, 2013 & SEBI Circular No CIR/IMD/DF-1/122/2016. Dated 11th November 2016 on "Issuances pertaining to primary debt securities" the cash flows emanating from the bond, i. e. computation and payment of interest and maturity/redemption(principal) on due dates have to be mentioned in the disclosure document by way of an illustration. As per the abovementioned circular, if the interest payment date falls on a holiday, the payment may be made on the following working day however the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the security. In other words, the subsequent coupon schedule would not be disturbed merely because the payment date in respect of one particular coupon payment has been postponed earlier because of it having fallen on a holiday

Cash flow Illustration

STRPP – A

Months	Cash Flows	Interest Payment Date	Actual Payout Date	Net Cash Flow/ Cheque Amount	Principal	Interest	Principal O/s
		Thursday, August 16, 2018		-2,00,000.00	2,00,000.00	0.00	2,00,000.00
3	Interest	Friday, November 16, 2018	Friday, November 16, 2018	5,202.41		5,202.41	2,00,000.00
6	Interest	Saturday, February 16, 2019	Monday, February 18, 2019	5,202.41		5,202.41	2,00,000.00



Months	Cash Flows	Interest Payment Date	Actual Payout Date	Net Cash Flow/ Cheque Amount	Principal	Interest	Principal O/s
9	Interest	Thursday, May 16, 2019	Thursday, May 16, 2019	5,032.77		5,032.77	2,00,000.00
12	Interest	Friday, August 16, 2019	Friday, August 16, 2019	5,202.41		5,202.41	2,00,000.00
15	Interest	Saturday, November 16, 2019	Monday, November 18, 2019	5,202.41		5,202.41	2,00,000.00
18	Interest	Sunday, February 16, 2020	Monday, February 17, 2020	5,188.20		5,188.20	2,00,000.00
21	Interest	Saturday, May 16, 2020	Monday, May 18, 2020	5,075.41		5,075.41	2,00,000.00
24	Interest	Sunday, August 16, 2020	Monday, August 17, 2020	5,188.20		5,188.20	2,00,000.00
27	Interest	Monday, November 16, 2020	Monday, November 16, 2020	5,188.20		5,188.20	2,00,000.00
30	Interest	Tuesday, February 16, 2021	Tuesday, February 16, 2021	5,202.41		5,202.41	2,00,000.00
33	Interest	Sunday, May 16, 2021	Monday, May 17, 2021	5,032.77		5,032.77	2,00,000.00
36	Interest	Monday, August 16, 2021	Monday, August 16, 2021	5,202.41		5,202.41	2,00,000.00
39	Interest	Tuesday, November 16, 2021	Tuesday, November 16, 2021	5,202.41		5,202.41	2,00,000.00
42	Interest	Wednesday, February 16, 2022	Wednesday, February 16, 2022	5,202.41		5,202.41	2,00,000.00
45	Interest	Monday, May 16, 2022	Monday, May 16, 2022	5,032.77		5,032.77	2,00,000.00
48	Interest	Tuesday, August 16, 2022	Tuesday, August 16, 2022	5,202.41		5,202.41	2,00,000.00
51	Interest	Wednesday, November 16, 2022	Wednesday, November 16, 2022	5,202.41		5,202.41	2,00,000.00
54	Interest	Thursday, February 16, 2023	Thursday, February 16, 2023	5,202.41		5,202.41	2,00,000.00
57	Interest	Tuesday, May 16, 2023	Tuesday, May 16, 2023	5,032.77		5,032.77	2,00,000.00
60	Interest	Wednesday, August 16, 2023	Wednesday, August 16, 2023	5,202.41		5,202.41	2,00,000.00



Months	Cash Flows	Interest Payment Date	Actual Payout Date	Net Cash Flow/ Cheque Amount	Principal	Interest	Principal O/s
63	Interest and Principal	Thursday, November 16, 2023	Thursday, November 16, 2023	55,202.41	50,000.00	5,202.41	1,50,000.00
66	Interest and Principal	Friday, February 16, 2024	Friday, February 16, 2024	53,891.15	50,000.00	3,891.15	1,00,000.00
69	Interest and Principal	Thursday, May 16, 2024	Thursday, May 16, 2024	52,537.70	50,000.00	2,537.70	50,000.00
72	Interest and Principal	Friday, August 16, 2024	Friday, August 16, 2024	51,297.05	50,000.00	1,297.05	0.00

STRPP – B

Months	Cash Flows	Interest Payment Date	Actual Payout Date	Net Cash Flow/ Cheque Amount	Principal	Interest	Principal O/s
		Thursday, August 16, 2018		-2,00,000.00	2,00,000.00	0.00	2,00,000.00
3	Interest	Friday, November 16, 2018	Friday, November 16, 2018	5,202.41		5,202.41	2,00,000.00
6	Interest	Saturday, February 16, 2019	Monday, February 18, 2019	5,202.41		5,202.41	2,00,000.00
9	Interest	Thursday, May 16, 2019	Thursday, May 16, 2019	5,032.77		5,032.77	2,00,000.00
12	Interest	Friday, August 16, 2019	Friday, August 16, 2019	5,202.41		5,202.41	2,00,000.00
15	Interest	Saturday, November 16, 2019	Monday, November 18, 2019	5,202.41		5,202.41	2,00,000.00
18	Interest	Sunday, February 16, 2020	Monday, February 17, 2020	5,188.20		5,188.20	2,00,000.00
21	Interest	Saturday, May 16, 2020	Monday, May 18, 2020	5,075.41		5,075.41	2,00,000.00
24	Interest	Sunday, August 16, 2020	Monday, August 17, 2020	5,188.20		5,188.20	2,00,000.00
27	Interest	Monday, November 16, 2020	Monday, November 16, 2020	5,188.20		5,188.20	2,00,000.00



Months	Cash Flows	Interest Payment Date	Actual Payout Date	Net Cash Flow/ Cheque Amount	Principal	Interest	Principal O/s
30	Interest	Tuesday, February 16, 2021	Tuesday, February 16, 2021	5,202.41		5,202.41	2,00,000.00
33	Interest	Sunday, May 16, 2021	Monday, May 17, 2021	5,032.77		5,032.77	2,00,000.00
36	Interest	Monday, August 16, 2021	Monday, August 16, 2021	5,202.41		5,202.41	2,00,000.00
39	Interest	Tuesday, November 16, 2021	Tuesday, November 16, 2021	5,202.41		5,202.41	2,00,000.00
42	Interest	Wednesday, February 16, 2022	Wednesday, February 16, 2022	5,202.41		5,202.41	2,00,000.00
45	Interest	Monday, May 16, 2022	Monday, May 16, 2022	5,032.77		5,032.77	2,00,000.00
48	Interest	Tuesday, August 16, 2022	Tuesday, August 16, 2022	5,202.41		5,202.41	2,00,000.00
51	Interest	Wednesday, November 16, 2022	Wednesday, November 16, 2022	5,202.41		5,202.41	2,00,000.00
54	Interest	Thursday, February 16, 2023	Thursday, February 16, 2023	5,202.41		5,202.41	2,00,000.00
57	Interest	Tuesday, May 16, 2023	Tuesday, May 16, 2023	5,032.77		5,032.77	2,00,000.00
60	Interest	Wednesday, August 16, 2023	Wednesday, August 16, 2023	5,202.41		5,202.41	2,00,000.00
63	Interest	Thursday, November 16, 2023	Thursday, November 16, 2023	5,202.41		5,202.41	2,00,000.00
66	Interest	Friday, February 16, 2024	Friday, February 16, 2024	5,188.20		5,188.20	2,00,000.00
69	Interest	Thursday, May 16, 2024	Thursday, May 16, 2024	5,075.41		5,075.41	2,00,000.00
72	Interest	Friday, August 16, 2024	Friday, August 16, 2024	5,188.20		5,188.20	2,00,000.00
75	Principal	Saturday, November 16, 2024	Friday, November 15, 2024	51,282.95	50,000.00	1,282.95	1,50,000.00
75	Interest	Saturday, November 16, 2024	Monday, November 18, 2024	3,891.15		3,891.15	1,50,000.00
78	Principal	Sunday, February 16, 2025	Friday, February 14, 2025	51,272.33	50,000.00	1,272.33	1,00,000.00



Months	Cash Flows	Interest Payment Date	Actual Payout Date	Net Cash Flow/ Cheque Amount	Principal	Interest	Principal O/s
			2025				
78	Interest	Sunday, February 16, 2025	Monday, February 17, 2025	2,601.21		2,601.21	1,00,000.00
81	Interest and Principal	Friday, May 16, 2025	Friday, May 16, 2025	52,516.38	50,000.00	2,516.38	50,000.00
84	Interest and Principal	Saturday, August 16, 2025	Friday, August 15, 2025	51,286.47	50,000.00	1,286.47	0.00

STRPP – C

Months	Cash Flows	Interest Payment Date	Actual Payout Date	Net Cash Flow/ Cheque Amount	Principal	Interest	Principal O/s
		Thursday, August 16, 2018		-2,00,000.00	2,00,000.00	0.00	2,00,000.00
3	Interest	Friday, November 16, 2018	Friday, November 16, 2018	5,202.41		5,202.41	2,00,000.00
6	Interest	Saturday, February 16, 2019	Monday, February 18, 2019	5,202.41		5,202.41	2,00,000.00
9	Interest	Thursday, May 16, 2019	Thursday, May 16, 2019	5,032.77		5,032.77	2,00,000.00
12	Interest	Friday, August 16, 2019	Friday, August 16, 2019	5,202.41		5,202.41	2,00,000.00
15	Interest	Saturday, November 16, 2019	Monday, November 18, 2019	5,202.41		5,202.41	2,00,000.00
18	Interest	Sunday, February 16, 2020	Monday, February 17, 2020	5,188.20		5,188.20	2,00,000.00
21	Interest	Saturday, May 16, 2020	Monday, May 18, 2020	5,075.41		5,075.41	2,00,000.00
24	Interest	Sunday, August 16, 2020	Monday, August 17, 2020	5,188.20		5,188.20	2,00,000.00
27	Interest	Monday, November 16, 2020	Monday, November 16, 2020	5,188.20		5,188.20	2,00,000.00
30	Interest	Tuesday, February 16, 2021	Tuesday, February 16, 2021	5,202.41		5,202.41	2,00,000.00
33	Interest	Sunday, May 16, 2021	Monday, May 17, 2021	5,032.77		5,032.77	2,00,000.00



Months	Cash Flows	Interest Payment Date	Actual Payout Date	Net Cash Flow/ Cheque Amount	Principal	Interest	Principal O/s
36	Interest	Monday, August 16, 2021	Monday, August 16, 2021	5,202.41		5,202.41	2,00,000.00
39	Interest	Tuesday, November 16, 2021	Tuesday, November 16, 2021	5,202.41		5,202.41	2,00,000.00
42	Interest	Wednesday, February 16, 2022	Wednesday, February 16, 2022	5,202.41		5,202.41	2,00,000.00
45	Interest	Monday, May 16, 2022	Monday, May 16, 2022	5,032.77		5,032.77	2,00,000.00
48	Interest	Tuesday, August 16, 2022	Tuesday, August 16, 2022	5,202.41		5,202.41	2,00,000.00
51	Interest	Wednesday, November 16, 2022	Wednesday, November 16, 2022	5,202.41		5,202.41	2,00,000.00
54	Interest	Thursday, February 16, 2023	Thursday, February 16, 2023	5,202.41		5,202.41	2,00,000.00
57	Interest	Tuesday, May 16, 2023	Tuesday, May 16, 2023	5,032.77		5,032.77	2,00,000.00
60	Interest	Wednesday, August 16, 2023	Wednesday, August 16, 2023	5,202.41		5,202.41	2,00,000.00
63	Interest	Thursday, November 16, 2023	Thursday, November 16, 2023	5,202.41		5,202.41	2,00,000.00
66	Interest	Friday, February 16, 2024	Friday, February 16, 2024	5,188.20		5,188.20	2,00,000.00
69	Interest	Thursday, May 16, 2024	Thursday, May 16, 2024	5,075.41		5,075.41	2,00,000.00
72	Interest	Friday, August 16, 2024	Friday, August 16, 2024	5,188.20		5,188.20	2,00,000.00
75	Interest	Saturday, November 16, 2024	Monday, November 18, 2024	5,188.20		5,188.20	2,00,000.00
78	Interest	Sunday, February 16, 2025	Monday, February 17, 2025	5,202.41		5,202.41	2,00,000.00
81	Interest	Friday, May 16, 2025	Friday, May 16, 2025	5,032.77		5,032.77	2,00,000.00
84	Interest	Saturday, August 16, 2025	Monday, August 18, 2025	5,202.41		5,202.41	2,00,000.00
87	Principal	Sunday, November 16, 2025	Friday, November 14, 2025	51,272.33	50,000.00	1,272.33	1,50,000.00



Months	Cash Flows	Interest Payment Date	Actual Payout Date	Net Cash Flow/ Cheque Amount	Principal	Interest	Principal O/s
87	Interest	Sunday, November 16, 2025	Monday, November 17, 2025	3,901.81		3,901.81	1,50,000.00
90	Interest and Principal	Monday, February 16, 2026	Monday, February 16, 2026	53,901.81	50,000.00	3,901.81	1,00,000.00
93	Principal	Saturday, May 16, 2026	Friday, May 15, 2026	51,244.05	50,000.00	1,244.05	50,000.00
93	Interest	Saturday, May 16, 2026	Monday, May 18, 2026	1,258.19		1,258.19	50,000.00
96	Interest and Principal	Sunday, August 16, 2026	Friday, August 14, 2026	51,272.33	50,000.00	1,272.33	0.00



STRPP – D

Months	Cash Flows	Interest Payment Date	Actual Payout Date	Net Cash Flow/ Cheque Amount	Principal	Interest	Principal O/s
		Thursday, August 16, 2018		-2,00,000.00	2,00,000.00	0.00	2,00,000.00
3	Interest	Friday, November 16, 2018	Friday, November 16, 2018	5,202.41		5,202.41	2,00,000.00
6	Interest	Saturday, February 16, 2019	Monday, February 18, 2019	5,202.41		5,202.41	2,00,000.00
9	Interest	Thursday, May 16, 2019	Thursday, May 16, 2019	5,032.77		5,032.77	2,00,000.00
12	Interest	Friday, August 16, 2019	Friday, August 16, 2019	5,202.41		5,202.41	2,00,000.00
15	Interest	Saturday, November 16, 2019	Monday, November 18, 2019	5,202.41		5,202.41	2,00,000.00
18	Interest	Sunday, February 16, 2020	Monday, February 17, 2020	5,188.20		5,188.20	2,00,000.00
21	Interest	Saturday, May 16, 2020	Monday, May 18, 2020	5,075.41		5,075.41	2,00,000.00
24	Interest	Sunday, August 16, 2020	Monday, August 17, 2020	5,188.20		5,188.20	2,00,000.00
27	Interest	Monday, November 16, 2020	Monday, November 16, 2020	5,188.20		5,188.20	2,00,000.00
30	Interest	Tuesday, February 16, 2021	Tuesday, February 16, 2021	5,202.41		5,202.41	2,00,000.00
33	Interest	Sunday, May 16, 2021	Monday, May 17, 2021	5,032.77		5,032.77	2,00,000.00
36	Interest	Monday, August 16, 2021	Monday, August 16, 2021	5,202.41		5,202.41	2,00,000.00
39	Interest	Tuesday, November 16, 2021	Tuesday, November 16, 2021	5,202.41		5,202.41	2,00,000.00
42	Interest	Wednesday, February 16, 2022	Wednesday, February 16, 2022	5,202.41		5,202.41	2,00,000.00
45	Interest	Monday, May 16, 2022	Monday, May 16, 2022	5,032.77		5,032.77	2,00,000.00
48	Interest	Tuesday, August 16, 2022	Tuesday, August 16, 2022	5,202.41		5,202.41	2,00,000.00
51	Interest	Wednesday, November 16, 2022	Wednesday, November 16, 2022	5,202.41		5,202.41	2,00,000.00
54	Interest	Thursday, February 16, 2023	Thursday, February 16, 2023	5,202.41		5,202.41	2,00,000.00
57	Interest	Tuesday, May 16, 2023	Tuesday, May 16, 2023	5,032.77		5,032.77	2,00,000.00
60	Interest	Wednesday, August 16, 2023	Wednesday, August 16, 2023	5,202.41		5,202.41	2,00,000.00



Months	Cash Flows	Interest Payment Date	Actual Payout Date	Net Cash Flow/ Cheque Amount	Principal	Interest	Principal O/s
63	Interest	Thursday, November 16, 2023	Thursday, November 16, 2023	5,202.41		5,202.41	2,00,000.00
66	Interest	Friday, February 16, 2024	Friday, February 16, 2024	5,188.20		5,188.20	2,00,000.00
69	Interest	Thursday, May 16, 2024	Thursday, May 16, 2024	5,075.41		5,075.41	2,00,000.00
72	Interest	Friday, August 16, 2024	Friday, August 16, 2024	5,188.20		5,188.20	2,00,000.00
75	Interest	Saturday, November 16, 2024	Monday, November 18, 2024	5,188.20		5,188.20	2,00,000.00
78	Interest	Sunday, February 16, 2025	Monday, February 17, 2025	5,202.41		5,202.41	2,00,000.00
81	Interest	Friday, May 16, 2025	Friday, May 16, 2025	5,032.77		5,032.77	2,00,000.00
84	Interest	Saturday, August 16, 2025	Monday, August 18, 2025	5,202.41		5,202.41	2,00,000.00
87	Interest	Sunday, November 16, 2025	Monday, November 17, 2025	5,202.41		5,202.41	2,00,000.00
90	Interest	Monday, February 16, 2026	Monday, February 16, 2026	5,202.41		5,202.41	2,00,000.00
93	Interest	Saturday, May 16, 2026	Monday, May 18, 2026	5,032.77		5,032.77	2,00,000.00
96	Interest	Sunday, August 16, 2026	Monday, August 17, 2026	5,202.41		5,202.41	2,00,000.00
99	Interest and Principal	Monday, November 16, 2026	Monday, November 16, 2026	55,202.41	50,000.00	5,202.41	1,50,000.00
102	Interest and Principal	Tuesday, February 16, 2027	Tuesday, February 16, 2027	53,901.81	50,000.00	3,901.81	1,00,000.00
105	Principal	Sunday, May 16, 2027	Friday, May 14, 2027	51,229.92	50,000.00	1,229.92	50,000.00
105	Interest	Sunday, May 16, 2027	Monday, May 17, 2027	1,258.19		1,258.19	50,000.00
108	Interest and Principal	Monday, August 16, 2027	Monday, August 16, 2027	51,300.60	50,000.00	1,300.60	0.00

STRPP – E

Months	Cash Flows	Interest Payment Date	Actual Payout Date	Net Cash Flow/ Cheque Amount	Principal	Interest	Principal O/s
		Thursday, August		-2,00,000.00	-	0.00	2,00,000.00



Months	Cash Flows	Interest Payment Date	Actual Payout Date	Net Cash Flow/ Cheque Amount	Principal	Interest	Principal O/s
		16, 2018			2,00,000.00		
3	Interest	Friday, November 16, 2018	Friday, November 16, 2018	5,202.41		5,202.41	2,00,000.00
6	Interest	Saturday, February 16, 2019	Monday, February 18, 2019	5,202.41		5,202.41	2,00,000.00
9	Interest	Thursday, May 16, 2019	Thursday, May 16, 2019	5,032.77		5,032.77	2,00,000.00
12	Interest	Friday, August 16, 2019	Friday, August 16, 2019	5,202.41		5,202.41	2,00,000.00
15	Interest	Saturday, November 16, 2019	Monday, November 18, 2019	5,202.41		5,202.41	2,00,000.00
18	Interest	Sunday, February 16, 2020	Monday, February 17, 2020	5,188.20		5,188.20	2,00,000.00
21	Interest	Saturday, May 16, 2020	Monday, May 18, 2020	5,075.41		5,075.41	2,00,000.00
24	Interest	Sunday, August 16, 2020	Monday, August 17, 2020	5,188.20		5,188.20	2,00,000.00
27	Interest	Monday, November 16, 2020	Monday, November 16, 2020	5,188.20		5,188.20	2,00,000.00
30	Interest	Tuesday, February 16, 2021	Tuesday, February 16, 2021	5,202.41		5,202.41	2,00,000.00
33	Interest	Sunday, May 16, 2021	Monday, May 17, 2021	5,032.77		5,032.77	2,00,000.00
36	Interest	Monday, August 16, 2021	Monday, August 16, 2021	5,202.41		5,202.41	2,00,000.00
39	Interest	Tuesday, November 16, 2021	Tuesday, November 16, 2021	5,202.41		5,202.41	2,00,000.00
42	Interest	Wednesday, February 16, 2022	Wednesday, February 16, 2022	5,202.41		5,202.41	2,00,000.00
45	Interest	Monday, May 16, 2022	Monday, May 16, 2022	5,032.77		5,032.77	2,00,000.00
48	Interest	Tuesday, August	Tuesday,	5,202.41		5,202.41	2,00,000.00



Months	Cash Flows	Interest Payment Date	Actual Payout Date	Net Cash Flow/ Cheque Amount	Principal	Interest	Principal O/s
		16, 2022	August 16, 2022				
51	Interest	Wednesday, November 16, 2022	Wednesday, November 16, 2022	5,202.41		5,202.41	2,00,000.00
54	Interest	Thursday, February 16, 2023	Thursday, February 16, 2023	5,202.41		5,202.41	2,00,000.00
57	Interest	Tuesday, May 16, 2023	Tuesday, May 16, 2023	5,032.77		5,032.77	2,00,000.00
60	Interest	Wednesday, August 16, 2023	Wednesday, August 16, 2023	5,202.41		5,202.41	2,00,000.00
63	Interest	Thursday, November 16, 2023	Thursday, November 16, 2023	5,202.41		5,202.41	2,00,000.00
66	Interest	Friday, February 16, 2024	Friday, February 16, 2024	5,188.20		5,188.20	2,00,000.00
69	Interest	Thursday, May 16, 2024	Thursday, May 16, 2024	5,075.41		5,075.41	2,00,000.00
72	Interest	Friday, August 16, 2024	Friday, August 16, 2024	5,188.20		5,188.20	2,00,000.00
75	Interest	Saturday, November 16, 2024	Monday, November 18, 2024	5,188.20		5,188.20	2,00,000.00
78	Interest	Sunday, February 16, 2025	Monday, February 17, 2025	5,202.41		5,202.41	2,00,000.00
81	Interest	Friday, May 16, 2025	Friday, May 16, 2025	5,032.77		5,032.77	2,00,000.00
84	Interest	Saturday, August 16, 2025	Monday, August 18, 2025	5,202.41		5,202.41	2,00,000.00
87	Interest	Sunday, November 16, 2025	Monday, November 17, 2025	5,202.41		5,202.41	2,00,000.00
90	Interest	Monday, February 16, 2026	Monday, February 16, 2026	5,202.41		5,202.41	2,00,000.00
93	Interest	Saturday, May 16, 2026	Monday, May 18, 2026	5,032.77		5,032.77	2,00,000.00



Months	Cash Flows	Interest Payment Date	Actual Payout Date	Net Cash Flow/ Cheque Amount	Principal	Interest	Principal O/s
96	Interest	Sunday, August 16, 2026	Monday, August 17, 2026	5,202.41		5,202.41	2,00,000.00
99	Interest	Monday, November 16, 2026	Monday, November 16, 2026	5,202.41		5,202.41	2,00,000.00
102	Interest	Tuesday, February 16, 2027	Tuesday, February 16, 2027	5,202.41		5,202.41	2,00,000.00
105	Interest	Sunday, May 16, 2027	Monday, May 17, 2027	5,032.77		5,032.77	2,00,000.00
108	Interest	Monday, August 16, 2027	Monday, August 16, 2027	5,202.41		5,202.41	2,00,000.00
111	Interest and Principal	Tuesday, November 16, 2027	Tuesday, November 16, 2027	55,202.41	50,000.00	5,202.41	1,50,000.00
114	Interest and Principal	Wednesday, February 16, 2028	Wednesday, February 16, 2028	53,891.15	50,000.00	3,891.15	1,00,000.00
117	Interest and Principal	Tuesday, May 16, 2028	Tuesday, May 16, 2028	52,537.70	50,000.00	2,537.70	50,000.00
120	Interest and Principal	Wednesday, August 16, 2028	Wednesday, August 16, 2028	51,297.05	50,000.00	1,297.05	0.00

Assumptions and Notes:

1. For the purposes of the above illustration, only such dates that fall on Saturday and Sundays, have been considered as non-Business Days;
2. As the Coupon Period for the [●]nd Coupon Payment Date includes February 29, [●] (calendar year [●] being a leap year) and Coupon Period for the [●]th Coupon Payment Date includes February 29, [●] (calendar year [●] being a leap year), interest has been computed on 366 days-a-year basis as provided in the "Day Count Convention".
3. Since the [●]th Coupon Payment Date is falling on a non-Business Day, [●]th coupon payment shall be made on the immediately succeeding Business Day alongwith interest for one additional day. Accordingly interest for one day shall be deducted from the coupon payable on the [●]th Coupon Payment Date.



4. *The aggregate coupon payable to each Bondholder shall be rounded off to the nearest rupee as per the Fixed Income Money Market and Derivatives Association handbook on market practices.*
5. *For Calculation purposes, Calendar Year is considered as Leap Year i.e. a period of Feb to Feb subject to date of maturity.*
6. *In line with SEBI guidelines, above cash flows are for illustration purpose only and may vary with final allotment date and amount retained*

33. LIST OF BENEFICIAL OWNERS

The Issuer shall request the Depository to provide a list of Beneficial Owners as at the end of the Record Date. This shall be the list, which shall be considered for payment of interest or repayment of principal amount, as the case may be.

34. SUCCESSION

In the event of the demise of the sole/first holder of the Bond(s) or the last survivor, in case of joint holders for the time being, the Issuer shall recognize the executor or administrator of the deceased Bondholder, or the holder of succession certificate or other legal representative as having title to the Bond(s). The Issuer shall not be bound to recognize such executor or administrator, unless such executor or administrator obtains probate, wherever it is necessary, or letter of administration or such holder is the holder of succession certificate or other legal representation, as the case may be, from a Court in India having jurisdiction over the matter. The Issuer may, in its absolute discretion, where it thinks fit, dispense with production of probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Bond(s) standing in the name of the deceased Bondholder on production of sufficient documentary proof or indemnity.

Where a non-resident Indian becomes entitled to the Bond by way of succession, the following steps have to be complied:

- a. Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the Bond was acquired by the NRI as part of the legacy left by the deceased holder.
- b. Proof that the NRI is an Indian National or is of Indian origin.

Such holding by the NRI will be on a non-repatriation basis.

35. FORCE MAJEURE



The Issuer reserves the right to withdraw the issue prior to the Issue Closing Date in the event of any unforeseen development adversely affecting the economic and regulatory environment.

36. RIGHT TO ACCEPT OR REJECT APPLICATIONS

The Issuer reserves its full, unqualified and absolute right to accept or reject any application, in part or in full subject to operational guidelines of BSE for EBP Platform. The application forms that are not complete in all respects are liable to be rejected and would not be paid any interest on the application money. Application would be liable to be rejected on one or more technical grounds, including but not restricted to:

- a. Number of bonds applied for is less than the minimum application size;
- b. Applications exceeding the issue size;
- c. Bank account details not given;
- d. Details for issue of Bonds in electronic/ dematerialized form not given;
- e. PAN not given;
- f. In case of applications under Power of Attorney by limited companies, corporate bodies, trusts, etc. relevant documents not submitted;

In the event, if any Bond(s) applied for is/ are not allotted in full, the excess application monies of such Bonds will be refunded, as may be permitted.

37. PAN

Every applicant should mention its Permanent Account Number ("PAN") allotted under the Income Tax Act, 1961, on the Application Form and attach a self-attested copy as evidence. Application Forms without PAN will be considered as incomplete and are liable to be rejected.

38. SIGNATURES

Signatures should be made in English or in any of the Indian Languages. Thumb impressions must be attested by an authorized official of a Bank or by a Magistrate/ Notary Public under his/her official seal.

39. NOMINATION FACILITY

As per extant provisions of law, only individuals holding the Bonds as Sole/Joint holder of Bond can nominate, in the prescribed manner, a person to whom his/ their Bonds shall vest in the event of his/ their death. Non-individuals including holders of Power of Attorney cannot nominate.

40. RIGHT OF BONDHOLDER(S)



Bondholder is not a shareholder. The Bondholders will not be entitled to any other rights and privilege of shareholders other than those available to them under statutory requirements. The principal amount and interest on the Bonds will be paid to the registered Bondholders only, and in case of Joint holders, to the one whose name stands first. Besides, the Bonds shall be subject to the terms of this Disclosure Document and other terms and conditions as may be incorporated in the Bond/ Debenture Trusteeship Agreement and other documents that may be executed in respect of these Bonds.

41. MODIFICATION OF RIGHTS

The rights, privileges, terms and conditions attached to the Bonds may be varied, modified or abrogated with the consent, in writing, of those holders of the Bonds who hold at least three fourth of the outstanding amount of the Bonds or with the sanction accorded pursuant to a resolution passed at a meeting of the Bondholders, provided that nothing in such consent or resolution shall be operative against the Issuer where such consent or resolution modifies or varies the terms and conditions of the Bonds, if the same are not acceptable to the Issuer.

42. FUTURE BORROWINGS

The Issuer shall be entitled to borrow/ raise loans or avail of financial assistance in whatever form as also issue Bonds/ Debentures/ Notes/ other securities in any manner with ranking as pari-passu basis.

43. NOTICES

All notices required to be given by the Issuer or by the Trustees to the Bondholders shall be deemed to have been given if sent by ordinary post/ courier to the original sole/ first allottees of the Bonds and/ or if published in one All India English daily newspaper and one regional language newspaper.

All notices required to be given by the Bondholder(s), including notices referred to under "Payment of Interest" and "Payment on Redemption" shall be sent by registered post or by hand delivery to the Issuer or to such persons at such address as may be notified by the Issuer from time to time.

44. JOINT-HOLDERS

Where two or more persons are holders of any Bond(s), they shall be deemed to hold the same as joint tenants with benefits of survivorship subject to provisions of Law.

45. DISPUTES & GOVERNING LAW

The Bonds are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof will be subject to the non-exclusive jurisdiction of civil courts in Vijayawada, Andhra Pradesh and the respective High Court.

**46. INVESTOR RELATIONS AND GRIEVANCE REDRESSAL**

Arrangements have been made to redress investor grievances expeditiously as far as possible, the Issuer endeavours to resolve the investor's grievances within 30 days of its receipt. All grievances related to the issue quoting the Application Number (including prefix), number of Bonds applied for, amount paid on application and details of collection centre where the Application was submitted, may be addressed to the Compliance Officer at head office of the Issuer. All investors are hereby informed that the Issuer has appointed a Compliance Officer who may be contracted in case of any pre-issue/ post-issue related problems such as non-credit of letter(s) of allotment/ bond certificate(s) in the demat account, , interest warrant(s)/ cheque(s) etc. Contact details of the Compliance Officer are given elsewhere in this Disclosure Document.

PART C - DISCLOSURES PERTAINING TO WILFULL DEFAULT

None of the member of the Board of the Issuer is/ has been declared as a wilful defaulter.



**ANDHRA PRADESH CAPITAL REGION DEVELOPMENT AUTHORITY
(APCRDA)
VIJAYAWADA :: ANDHRA PRADESH**

Declaration

We hereby declare that this disclosure document contains the disclosure in accordance with all the relevant provisions of SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 ISSUED VIDE CIRCULAR NO. LAD- NRO/GN/2008/13/127878 DATED JUNE 06, 2008, AS AMENDED BY SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) (AMENDMENT) REGULATIONS, 2012 ISSUED VIDE CIRCULAR NO. LAD-NRO/GN/2012-13/19/5392 DATED OCTOBER 12, 2012 AND CIR/IMD/DF/18/2013 DATED OCTOBER 29, 2013) AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) (AMENDMENT) REGULATIONS, 2014 ISSUED VIDE CIRCULAR NO. LAD-NRO/GN/2013-

14/43/207 DATED JANUARY 31, 2014 and no statement made in this Information Memorandum is contrary to the provisions of the said regulations.

APCRDA also confirms that this disclosure document does not omit disclosure of any material fact, which may make the statements therein, in light of the circumstances under which they were made, misleading. The disclosure document also does not contain any false or misleading statement.

APCRDA accepts no responsibility for the statement made otherwise than in the disclosure document or in any other material issued by or at the instance of APCRDA and that anyone placing reliance on any other source of information may do so at his own risk.

Yours Faithfully,

For **Andhra Pradesh Capital Region Development Authority**

Authorized Signatory

Office Seal

Place: Vijayawada

Date: 10.08.2018



**ANDHRA PRADESH CAPITAL REGION DEVELOPMENT AUTHORITY
VIJAYAWADA ::ANDHRA PRADESH**

Private placement of Bonds issued by Andhra Pradesh Capital Region Development Authority

Dear
Sir/Madam,

Andhra Pradesh Capital Region Development Authority (the issuer) is issuing Bonds on a private placement basis as described in the Disclosure Document. Investors are requested to make payment as per banking details mentioned in Annexure 8 "BSE settlement mode". The full face value of the Bonds has to be paid up on application. You are requested to confirm your acceptance to the terms and conditions outlined in this Disclosure Documents of Private Placement by sending the duly filled in Application Form along with required documents to Andhra Pradesh Capital Region Development Authority. Your acceptance of the terms and conditions outlined in this Disclosure Documents will constitute an offer to invest in the above referred private placement and will be subject to acceptance by the issuer. Please note that this Private Placement Memorandum is restricted for circulation only to the investors to whom the above has been addressed personally and this Memorandum cannot be transferred /circulated to others. The information contained herein is to be retained in strict confidence.

Should you require any further clarifications regarding the above mentioned Private placement we request you to contact the compliance officer Mr K. Paleswara Rao, Director Accounts (mentioned elsewhere here-in) to the issue.

Yours
faithfully,

For Andhra Pradesh Capital Region Development Authority

Mr. K. Paleswara Rao
Director Accounts

Place: Vijayawada

Date: .10-08-2018

**PART D - MATERIAL CONTRACTS & AGREEMENTS INVOLVING FINANCIAL OBLIGATIONS OF THE ISSUER**

By very nature of its business, the Issuer is involved in a large number of transactions involving financial obligations and therefore it may not be possible to furnish details of all material contracts and agreements involving financial obligations of the Issuer. However, the contracts referred to in Para A below (not being contracts entered into in the ordinary course of the business carried on by the Issuer) which are or may be deemed to be material have been entered into by the Issuer. Copies of these contracts together with the copies of documents referred to in Para B may be inspected at the head office of the Issuer between 10.00 a.m. and 2.00 p.m. on any working day until the issue closing date.

A. MATERIAL CONTRACTS

- a. Copy of letters appointing Sole Arranger to the Issue.
- b. Copy of letter appointing Registrars
- c. Copy of letter appointing Trustees to the Bondholders.

B. DOCUMENTS

- a. APCRDA Act, 2014 (Act.No.11 of 2014), as amended.
- b. 7th Authority Meeting dated 7th December 2016, authorizing issue of Bonds offered under terms of this Disclosure Document.
- c. Letter of consent from the Trustees for acting as trustees for and on behalf of the holder(s) of the Bonds.
- d. Letter of consent from the Registrars for acting as Registrars to the Issue.
- e. Application made to the BSE for grant of in-principle approval for listing of Bonds.
- f. Letter from BSE conveying their in-principle approval for listing of Bonds.
- g. Letter from Brickwork Ratings conveying the credit rating for the Bonds.
- h. Letter from Acuite Ratings & Research conveying the credit rating for the Bonds.
- k. Tripartite Agreement between the Issuer, NSDL and Registrars for issue of Bonds in dematerialised form.
- l. Tripartite Agreement between the Issuer, CDSL and Registrars for issue of Bonds in dematerialised form.
- m. Accounts Agreement
- n. Guarantee Agreement
- o. Debenture Trustee Agreement
- p. Disclosure Document

C. ANNEXURES

1. Financials of last 3 audited financial years
2. Authority Resolution
3. Consent letter from Trustee
4. Consent Letter from RTA
5. Rating Rationale from Acuite Ratings And Research Limited (earlier known as SMERA Ratings)
6. Rating Rationale from Brickwork
7. Rating Rationale from CRISIL
8. Provisional Financial as on March 31, 2018

**Annexure 1 – Financials of last three financial years**

CAPITAL REGION DEVELOPMENT AUTHORITY (Government of Andhra Pradesh)			
Lenin center, Governorpeta, Vijayawada-520002 (A.P)			
BALANCE SHEET AS AT 31 MARCH 2015			
Amount in Rs.			
PARTICULARS	Sch No	For the Period 30.12.2014 to 31.03.2015	
SOURCES OF FUNDS			
Development Fund	1		5,25,56,40,318
Employees funds	2		1,69,11,782
Current Liabilities & Provisions	3		12,70,31,927
TOTAL			5,39,95,84,027
APPLICATION OF FUNDS			
Fixed Assets			
a. Gross Block	4	18,70,31,637	
b. Less: Depreciation		3,07,67,053	
Net Block			15,62,64,583
C. Capital Work in Progress			97,02,09,678
Investments	5		1,75,82,14,466
Current Assets & Loans and Advances			
a. Cash & Bank Balance	6	66,85,20,160	
b. Loans & Advances	7	1,52,08,15,417	
c. Other Current Assets	8	26,43,70,787	
d. Sites & Services	9	6,11,88,936	
Total			5,39,95,84,027
The schedules and notes referred to above form an integral part of the Balance Sheet - Schedule 18			
As per our report of even date annexed For Sagar & Associates Chartered Accountants		for and behalf of the Authority	
 Partner V. Vidyasagar Babu M.No-027357	 K. Paleswara Rao Director (Accounts)	 V. Ramamohan Rao, I.R.A.S Special Commissioner	 Cherukuri Sreedhar, I.A.S, Commissioner
Place: Vijayawada Date: 02.04.2018			



CAPITAL REGION DEVELOPMENT AUTHORITY			
Lenin center, Governorpeta, Vijayawada-520002(A.P)			
INCOME & EXPENDITURE ACCOUNT FOR THE PERIOD 30.12.2014 TO 31.03.2015			
Amount in Rs.			
INCOME	Sch No	For the Period 30.12.2014 to 31.03.2015	
Income from Services			
Sale of Sites & services	10		1,32,00,075
Development Charges & Fee	11		13,66,03,288
Income from Investments	12		
- From Fixed Deposits & SB A/c		4,86,86,083	
- From UDA Loans		30,532	4,87,16,615
Other Income	13		17,37,362
TOTAL INCOME (A)			20,02,57,340
EXPENDITURE			
Development Expenses for Public Works	14		7,54,10,557
Establishment Expenses	15		2,73,49,512
Administrative Expenses	16		1,02,71,102
Depreciation	17		3,94,783
Prior period			9,82,186
TOTAL EXPENDITURE (B)			11,44,08,140
Balance Being Excess of Income over Expenditure (A-B)			8,58,49,200
The Schedules and notes referred to above form an integral part of the Income and Expenditure Account - Schedule 18			
As per our report of even date annexed		for and behalf of the Authority	
For Sagar & Associates Chartered Accountants			
			
Partner Vidyasagar Babu M.No. 027357	K. Paleswara Rao Director (Accounts)	V. Ramamandhar Rao, I.R.A.S Special Commissioner	Cherukuri Sreedhar, I.A.S. Commissioner
Place: Vijayawada			
Date: 02.04.2018			



CAPITAL REGION DEVELOPMENT AUTHORITY (Government of Andhra Pradesh)				
Lenin center, Governorpeta, Vijayawada-520002 (A.P)				
BALANCE SHEET AS AT 31 MARCH 2016				
Amount in Rs				
PARTICULARS	Sch No	2015 - 16		For the Period 30.12.2014 to 31.03.2015
SOURCES OF FUNDS				
Development Fund	1		12,10,05,42,458	5,25,56,40,318
Employees funds	2		2,07,09,939	1,69,11,782
Current Liabilities & Provisions	3		22,68,56,887	12,70,31,927
TOTAL			12,34,81,09,284	5,39,95,84,027
APPLICATION OF FUNDS				
Fixed Assets				
a. Gross Block	4	23,33,37,757		18,70,31,637
b. Less: Depreciation		5,12,50,685		3,07,67,053
Net Block			18,20,87,071	15,62,64,583
C. Capital Work in Progress			1,27,62,13,336	97,02,09,678
Investments	5		2,44,77,86,750	1,75,82,14,466
Current Assets & Loans and				
a. Cash & Bank Balance	6	5,71,23,99,282		66,85,20,160
b. Loans & Advances	7	2,37,96,41,760		1,52,08,15,417
c. Other Current Assets	8	28,87,92,148		26,43,70,787
d. Sites & Services	9	6,11,88,936	8,44,20,22,127	6,11,88,936
Total			12,34,81,09,284	5,39,95,84,027
The schedules and notes referred to above form an integral part of the Balance Sheet - Schedule 18				
As per our report of even date annexed		for and behalf of the Authority		
For Saani & Associates Chartered Accountants Partner V. Vijayasagar Babu M.No. 77757		 K. Paleswari Rao Director (Accounts)	 V. Ramamohan Rao, I.R.A.S Special Commissioner	 Sreedhar Cherukuri, I.A.S Commissioner
Place: Vijayawada Date: 02.04.2018				



CAPITAL REGION DEVELOPMENT AUTHORITY					
Lenin center, Governorpeta, Vijayawada-520002(A.P)					
INCOME & EXPENDITURE ACCOUNT FOR THE PERIOD 01.04.2015 TO 31.03.2016					
Amount in Rs					
INCOME	Sch No	Period ended 31.03.2016		For the Period 30.12.2014 to 31.03.2015	
Income from Services					
Sale of Sites & services	10	-		1,32,00,075	
Development Charges & Fee	11	50,40,28,713	50,40,28,713	13,66,03,288	14,98,03,363
Income from Grants & others					
Income from Investments	12				
- From Fixed Deposits & SB A/c		15,37,57,383		4,86,86,083	
- From UDA Loans		1,12,292	15,38,69,675	30,532	4,87,16,615
Other Income	13		51,02,005		17,37,362
TOTAL INCOME (A)			66,30,00,392		20,02,57,340
EXPENDITURE					
Development Expenses for Public Works	14		22,49,51,219		7,54,10,557
Establishment Expenses	15		16,14,48,855		2,73,49,512
Administrative Expenses	16		14,80,78,929		1,02,71,102
Depreciation	17		2,04,83,632		3,94,783
Prior period			-		9,82,186
TOTAL EXPENDITURE (B)			55,49,62,635		11,44,08,140
Balance Being Excess of Income over Expenditure (A-B)			10,80,37,758		8,58,49,200
The Schedules and notes referred to above form an integral part of the Income and Expenditure Account - Schedule 18					
As per our report of even date annexed for and behalf of the Authority					
 For: V. Sagar Associates Chartered Accountants Partner V. Vidyasagar Babu M. No. 2735 Vijayawada		 K. Paleswara Rao Director (Accounts)		 V. Ramamanghar Rao, I.R.A.S Special Commissioner	
				 Sreedhar Cherukuri, I.A.S Commissioner	
Place: Vijayawada					
Date: 02.04.2018					



CAPITAL REGION DEVELOPMENT AUTHORITY (Government of Andhra Pradesh) Lenin center, Governorpeta, Vijayawada-520002(A.P)		
CASH FLOW STATEMENT FOR THE YEAR PERIOD FROM 01.04.2015 TO 31.03.2016		
PARTICULARS	For the Period 01.04.2015 to 31.03.2016	
Cash Flow From Operating Activities		
Net profit/(Loss) before Tax		10,80,37,758
Adjustment for:		
Depreciation	2,04,83,632	
Total		2,04,83,632
Operating Cash flows before Working Capital Changes and other Assets		12,85,21,390
Adjustment for:		
(Decrease)/ Increase in Infrastructure		
(Decrease)/ Increase in Employees funds	37,98,157	
(Decrease)/ Increase in Current Liabilities	9,98,24,961	
Decrease/(Increase) in Other Current Assets	(2,44,21,362)	
Decrease/(Increase) in loans and advances	(85,88,26,343)	
		(77,96,24,587)
Cash Generated from Operations		(65,11,03,197)
Less :Tax		
Net Cash provided by Operating Activities	(A)	(65,11,03,197)
Cash flow from Investing Activities		
Purchase of Fixed Assets		(4,63,06,120)
Capital Work in progress		(30,60,03,658)
Net Cash provided/(used) Investing Activities	(B)	(35,23,09,778)
Cash flow from Financing Activities		
Repayment of loan		(86,61,333)
Grants & loans from Government		6,27,13,70,000
Donation received		47,32,48,640
Refund of LRS fee		(3,43,703)
Sale of plots		12,50,778
Net cash used in financing activities	(C)	6,73,68,64,382
Net increase/(Decrease) in cash and cash equivalents (A+B+C)		5,73,34,51,407
Cash and cash equivalents as at 1st April,2015		2,42,67,34,626
Cash and cash equivalents as at 31st March 2016		8,16,01,86,032

As per our report of even date annexed
 For Sagar & Associates
 Chartered Accountants
 Partner
 V. VidyaSagar Babu
 M.No. 027357

for and behalf of the Authority
 K.Paleswara Rao V.Ramamohan Rao, I.R.A.S
 Director (Accounts) Special Commissioner

Sreedhar Cherukuri, I.A.S
 Commissioner

Place: Vijayawada
 Date: 02.04.2018

DIRECTOR (Accts)
 APCRDA, VIJAYAWADA.





CAPITAL REGION DEVELOPMENT AUTHORITY (Government of Andhra Pradesh)				
Lenin center, Governorpeta, Vijayawada-520002 (A.P)				
BALANCE SHEET AS AT 31th MARCH 2017				
PARTICULARS	Sch No	2016 - 17		2015 - 16
SOURCES OF FUNDS				
Development Fund	1		16,25,97,71,147	12,10,05,42,458
Employees funds	2		3,12,67,141	2,07,09,939
Secured loan	3		2,00,00,00,000	-
Current Liabilities & Provisions	4		45,98,49,299	22,68,56,887
TOTAL			18,75,08,87,587	12,34,81,09,284
APPLICATION OF FUNDS				
Fixed Assets				
a. Gross Block	5	28,02,13,024		23,33,37,757
b. Less: Depreciation		8,76,16,166		5,12,50,685
Net Block			19,25,96,858	18,20,87,071
C. Capital Work in Progress			4,38,83,66,814	1,27,62,13,336
Investments	6		3,37,28,82,151	2,44,77,86,750
Current Assets & Loans and Advances				
a. Cash & Bank Balance	7	5,84,32,66,937		5,71,23,99,282
b. Loans & Advances	8	4,68,87,43,694		2,37,96,41,760
c. Other Current Assets	9	20,38,42,197		28,87,92,149
d. Sites & Services	10	6,11,88,936	10,79,70,41,765	6,11,88,936
Total			18,75,08,87,587	12,34,81,09,284
The schedules and notes referred to above form an integral part of the Balance Sheet - Schedule 18				
As per report of even date annexed For Sagar & Associates Chartered Accountants Partner V. Vijayasagar Babu M.No. 027557		for and behalf of the Authority.		
				
K. Paleswara Rao Director (Accounts)		V. Ramanamohan Rao, I.R.A.S Special Commissioner		
				
		Sreedhar Cherukuri, I.A.S Commissioner		
Place: Vijayawada Date: 02.04.2018				





CAPITAL REGION DEVELOPMENT AUTHORITY					
Lenin center, Governorpeta, Vijayawada-520002(A.P)					
INCOME & EXPENDITURE ACCOUNT FOR THE PERIOD 01.04.2016 TO 31.03.2017					
INCOME	Sch No	Period ended 31.03.2017		Period ended 31.03.2016	
		Grant from Government of AP Land Acquisition	10		1,84,80,612
Income from Services Development Charges & Fee	11	1,22,68,59,160	1,22,68,59,160	50,40,28,713	50,40,28,713
Income from Grants & others Income from Investments - From Fixed Deposits & SB A/c - From UDA Loans	12	7,53,50,954 1,04,933	7,54,55,887	15,37,57,383 1,12,292	15,38,69,675
Other Income	13		23,55,922		51,02,005
TOTAL INCOME (A)			1,32,31,51,581		66,30,00,392
EXPENDITURE					
Development Expenses for Public Works	14		40,95,74,337		22,49,51,219
Establishment Expenses	15		24,19,14,718		16,14,48,855
Administrative Expenses	16		18,68,07,450		14,80,78,929
Depreciation	17		3,63,65,481		2,04,83,632
TOTAL EXPENDITURE (B)			87,46,61,986		55,49,62,635
Balance Being Excess of Income over Expenditure (A-B)			44,84,89,595		10,80,37,758
The Schedules and notes referred to above form an integral part of the Income and Expenditure Account - Schedule 18					
As per our report of even date annexed for and behalf of the Authority					
For Chartered Accountants Vidyasagar Bhatt Partner M.No: 02735		K.Paleswara Rao Director (Accounts)		V.Ramamohanar Rao, I.R.A.S. Sreedhar Cherukuri, I.A.S Special Commissioner Commissioner	
Place: Vijayawada Date: 02.04.2018					



CAPITAL REGION DEVELOPMENT AUTHORITY (Government of Andhra Pradesh)				
Lenin center, Governorpeta, Vijayawada-520002(A.P)				
CASH FLOW STATEMENT FOR THE YEAR PERIOD FROM 01.04.2016 TO 31.03.2017				
PARTICULARS	For the Period 01.04.2015 to 31.03.2016		For the Period 01.04.2015 to 31.03.2016	
	Cash Flow From Operating Activities			
Net profit/(Loss) before Tax		44,84,89,595		10,80,37,758
Adjustment for:				
Depreciation				
Total	3,63,65,481		2,04,83,632	
Operating Cash flows before Working Capital Changes and other Assets		3,63,65,481		2,04,83,632
Adjustment for:		48,48,55,076		12,85,21,390
(Decrease)/ Increase in Employees funds	1,05,57,202		37,98,157	
(Decrease)/ Increase in Current Liabilities	23,29,92,412		9,98,24,961	
Decrease/(Increase) in Other Current Assets	8,49,49,951		(2,44,21,362)	
Decrease/(Increase) in loans and advances	(2,30,91,01,934)		(85,88,26,343)	
		(1,98,06,02,369)		(77,96,24,587)
Cash Generated from Operations		(1,49,57,47,293)		(65,11,03,197)
Net Cash provided by Operating Activities	(A)	(1,49,57,47,293)		(65,11,03,197)
Cash flow from Investing Activities				
Purchase of Fixed Assets		(4,68,75,267)		(4,63,06,120)
Capital Work in progress		(3,11,21,53,478)		(30,60,03,658)
Net Cash provided/(used) Investing Activities	(B)	(3,15,90,28,745)		(35,23,09,778)
Cash flow from Financing Activities				
Repayment of loan - JNNURM				(86,61,333)
Grants & loans from Government		1,95,75,69,388		6,27,13,70,000
Donation received		17,49,824		47,32,48,640
Refund of LRS fee		(60,931)		(3,43,703)
Sale of plots		14,80,812		12,50,778
Secured loan		2,00,00,00,000		-
Sale of Land		1,75,00,00,000		-
Net cash used in financing activities	(C)	5,71,07,39,093		6,73,68,64,382
Net increase/(Decrease) in cash and cash equivalents (A+B+C)		1,05,59,63,055		5,73,34,51,407
Cash and cash equivalents as at 1st April,2016		8,16,01,86,032		2,42,67,34,625
Cash and cash equivalents as at 31st March 2017		9,21,61,49,088		8,16,01,86,032
As per our report of even date annexed		for and behalf of the Authority		
 For Signatory Associates Chartered Accountants Partner V. Vidyasagar Babu M.No. 027337 Place: Vijayawada Date: 02.04.2018		 K. Paleswara Rao Director (Accounts)	 V. Ramamohan Rao, I.R.A.S Special Commissioner	 Sreedhar Cherukuri, I.A.S Commissioner

**Annexure – 2 Authority Resolution****APCRDA – 7TH AUTHORITY MEETING - HELD ON 07.12.2016**

The following members of Authority & Spl. Invitees have attended the meeting:

1. Sri N. Chandrababu Naidu, Hon'ble Chief Minister & Chairman.
2. Dr. P. Narayana, Hon'ble Minister for MA & UD. (Vice Chairman).
3. Dr. Sreedhar Cherukuri, IAS., Commissioner & Member Convener.
4. Sri Christopher Charles Benninger, Practicing Architect & Expert member.
5. Smt D. Lakshmi Parthasarathy, IAS., (R) C & MD, CCDMC
6. Ms Kritika Batra, IAS., Joint Collector, Guntur

After discussion of the Agenda items, the following decisions were taken in 7th Authority Meeting.

7th Authority Meeting

Resolutions

07.12.2016

85 / 2016 Approval of financing plan for Amaravati

RESOLVED THAT the Authority do and hereby approve the Financing Plan as proposed.

RESOLVED FURTHER THAT the Authority do and hereby authorize the Commissioner to initiate further action and seek approval as and when required, as per approved financial plan.

86 / 2016 Raising of bonds for Rs. 2,000 Crores from Private placement/ Institutional investors to support identified Infrastructure developmental projects in Capital City Amaravati

RESOLVED THAT the Authority do and hereby approve to raise Rs. 2000 Crores through debt instrument 'bonds' through private placement.

RESOLVED FURTHER that the Authority do hereby authorize the Commissioner to seek Government support in terms of guarantee and mechanism to allocate identified revenue sources to CRDA through an escrow mechanism for supporting better credit rating.

RESOLVED FURTHER to authorize Commissioner, APCRDA to engage a Merchant banker to conduct this process.



Annexure -3 Trustee consent

CATALYST
Believe in yourself.. Trust us!



CL/MUM/18-19/DEB/204

July 27, 2018

Andhra Pradesh Capital Region Development Authority
Lenin center, Governorpet, Karl Marx Rd,
Arundalpet, Governorpet,
Vijayawada, Andhra Pradesh 520002

Kind Attn :- Mr. V. Ram Manoharà Rao, I.R.A.S

Dear Sir,

Consent to act as Trustee for Unsecured, Listed, Rated, Redeemable, Non-Convertible Debentures aggregating upto Rs. 2000 crores to be issued by your Company.

This is with reference to the discussions in respect of appointment of Catalyst Trusteeship Limited to act as Debenture Trustee for the Unsecured, Listed, Rated, Redeemable, Non-Convertible Debentures aggregating upto Rs. 2000 Crores to be issued by your Company. In this connection, we are agreeable to act as Trustee on the terms and conditions as mutually agreed between the Trustee and the Company.

The Company and the Trustee shall enter into relevant trustee agreements and other necessary documents for the aforesaid issue of NCDs and term loans and also agrees & undertakes to comply with the provisions of the SEBI (Debenture Trustees) Regulations, 1993, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, SEBI Circular No. CIR/CFD/CMD/6/2015 dated October 13, 2015 and the Listing Agreement pursuant thereto to be executed with Bombay Stock Exchange(BSE)/ National Stock Exchange(NSE), the RBI Circular No. RBI/2012-13/560 dated June 27, 2013, the Companies Act, 2013 and any other applicable statutes, regulations and provisions as amended from time to time.

We are also agreeable for inclusion of our name as trustees in the Company's offer document/disclosure document/ listing application/any other document to be filed with the Stock Exchange(s) or any other authority as required.

Yours faithfully,

For Catalyst Trusteeship Limited

Authorized Signatory

We Accept the above terms
For Andhra Pradesh Capital Region
Development Authority

Authorized Signatory

CATALYST TRUSTEESHIP LIMITED INCORPORATED IN INDIA
Mumbai Office: Office No. 22 - 67, 6th Floor, B Wing, World Trade, Nariman Point, Mumbai 400021. Tel: +91 (022) 4932 0555 Fax: +91 (022) 4932 0166
Regd. Office: CDA House, Plot No. 25, Bhanu Colony Right, Patal Road, Phase 02 GMS, Tel: +91 (020) 25280166 Fax: +91 (020) 25280205
Delhi Office: Office No. 215, 2nd Floor, Navrang House, 20 Kasturba Gandhi Marg, New Delhi- 110 001. Tel: 011 43309101.

As per SEBI, Company





Annexure 4 – Consent from Registrar and transfer agent



Thursday, 10 May 2018
KCPL/Consent/APCRDA/2018

Andhra Pradesh Capital Region Development Authority (APCRDA)
Lenin Centre, Governorpet,
Vijayawada - 520002
Andhra Pradesh

Kind Attn: Mr. Dr. Sreedhar Cherukuri

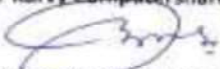
Dear Sir,

Sub: Consent to act as Registrar to your issue of APCRDA

We thankfully acknowledge receipt of your letter No. : CRDA-16021(32)/16/2016-ASSISTANT DIR-STRATEGY-APCRDA-Part (1), Dt: 09.05.2018) subject to execution of MOU between **Karvy Computershare Private Limited** and **Andhra Pradesh Capital Region Development Authority (APCRDA)** for a period of one year effective from the date of execution on the terms and conditions of the agreement.

Thanking you,

Yours faithfully,
For **Karvy Computershare Private Limited**


GOPALA KRISHNA K V S
Assistant General Manager
Corporate Registry

**Annexure – 5 Rating rationale from Rating agencies****Ratings****Rating Rationale**

June 21, 2018 | Mumbai

Andhra Pradesh Capital Region Development Authority*'Provisional CRISIL A+(SO)/Stable' assigned to Bond***Rating Action**

Rs.2000 Crore Bond	Provisional CRISIL A+(SO)/Stable (Assigned)^
---------------------------	---

1 crore = 10 million

Refer to annexure for Details of Instruments & Bank Facilities

^AA prefix of 'Provisional' indicates that the rating centrally factors in the strength of specific structures, and will be supported by certain critical documentation by the issuer, without which the rating would either have been different or not assigned ab initio. This is in compliance with a May 6, 2015 directive by Securities and Exchange Board of India (SEBI), 'Standardising the term, rating symbol, and manner of disclosure with regards to conditional/ provisional/ in-principle ratings assigned by credit rating agencies (CRAs).

Detailed Rationale

CRISIL has assigned its '**Provisional CRISIL A+(SO)/Stable**' rating to the proposed Rs.2000 crore bonds of Andhra Pradesh Capital Region Development Authority (APCRDA). The provisional rating will be converted to final rating after receipt of executed documents, in line with the structure outlined below.

The rating reflects the strength of an unconditional and irrevocable guarantee provided by the Government of Andhra Pradesh (GoAP), a trustee-administered escrow and payment mechanism for the bonds and adequate liquidity in the form of a debt service reserve account (DSRA). The rating also factors in the criticality of APCRDA to the GoAP in developing the capital city of Amaravati. The rating also considers the primary cash flows of APCRDA generated through land monetization which would be used to prioritize debt servicing, although timely and adequate monetization could be a constraint, necessitating GoAP support. The ratings are constrained by the moderate economic structure of the State with a small secondary sector, moderate State finances marked by high deficit and indebtedness levels (albeit impacted by the bifurcation of erstwhile unified AP) and periodic use of WMA limits. These weaknesses are offset partly by the good economic management of the state, with high industry friendliness, relatively healthy power sector and well-targeted productive outlays.

Analytical Approach

For arriving at the rating, CRISIL has applied its criteria on rating instruments backed by guarantees.

Key Rating Drivers & Detailed Description**Strengths***** Presence of a guarantee from GoAP along with a strong payment structure**

The issuance benefits from an unconditional and irrevocable guarantee from the GoAP for servicing both interest and principal, the credit enhancement provided by a well-defined T-structured guarantee trigger mechanism, an adequate liquidity buffer, and an independent trustee monitoring mechanism.

The rating is supported by presence of a 2-quarter upfront DSRA as a liquidity cushion, which lowers the risk of any delay in receipt of payment from the State Government. CRISIL believes that the presence of the adequate liquidity buffers and the trustee oversight mechanism strengthens the payment structure and provides adequate protection from any administrative delay.

*** Strong support from GoAP due to APCRDA's critical role**

The GoAP has constituted APCRDA as the core vehicle to build its capital city of Amaravati, which is being developed as an economic hub in addition to being an administrative capital.

APCRDA enjoys legislative status, being constituted under the APCRDA Act, and is the designated body for planning, development and regulation of the city. It has wide ranging powers with most line departments of the government reporting to the APCRDA Commissioner. The Authority of APCRDA is chaired by the Chief Minister of GoAP which helps enable faster decision making. The Chief Minister reviews the project on a weekly basis. CRISIL believes that strong support from the government would be extended to APCRDA when required.

*** Good economic management by Government of Andhra Pradesh**

The rating factors in the good economic management by GoAP. It has undertaken a number of reforms to increase its industry friendliness (it ranks amongst the highest in Ease of Doing Business). It also has relatively healthy power sector compared to other states necessitating lesser amount of funding support from the GoAP. Further, CRISIL believes that the government is targeting its expenditure well towards developmental objectives like education and irrigation, which are



expected to have a positive effect on improving the social and economic indices of the state.

*** Primary cash flows for debt-servicing through land sale, but timely monetisation could be a challenge**

APCRDA's primary cash flows for bond servicing are revenues accrued from land monetisation, with potential additional revenue streams from development charges, utility charges etc. CRISIL believes that timely and adequate monetisation for debt servicing could be a constraint, dependent on land appreciation through expected development of the Amaravati. This is partly mitigated by 1.5 times of debt servicing obligation that will be credited 1 quarter in advance. However, the cash flow streams will likely gather strength only in the medium to long term and support from the government will remain critical in meeting APCRDA's debt obligations on a timely basis.

Weaknesses

*** State has a moderate economic structure**

Andhra Pradesh has a moderate economic structure marked by a lower-than-average share of secondary sector and higher share of primary sector in Gross State Domestic Product (GSDP). This tilt in economic structure has an adverse impact on the tax/GSDP ratio, as secondary and tertiary sector have a higher tax potential. Its socio-economic and human development indicators are moderate (e.g. literacy rate of 67% versus national average of 74%), necessitating higher social outlays. However, CRISIL believes that the economic structure should improve given the state's industry friendliness and investment in infrastructure. AP also has a fairly high per capita income, and has enjoyed fast GSDP growth driven by growth in the tertiary and primary sectors.

*** Moderate state finances marked by high deficits and indebtedness, impacted by bifurcation**

Although erstwhile unified GoAP benefited from revenue surpluses and moderate levels of deficits and indebtedness, residual GoAP's state finances have got impacted due to the state bifurcation in fiscal 2015 with debt apportioned in the population ratio of 58:42 between residual Andhra Pradesh and Telangana. Deficits are on an improving trend'revenue deficit to GSDP is down from 2.43% in FY2017 (Accounts) to 0.5% in FY2018 (Revised estimates) while fiscal deficit to GSDP is down from 4.4% to 3.43%. However, the indebtedness remains high with total debt plus guarantee to GSDP at 32.5% in FY2018 (Revised estimates). CRISIL expects deficits to improve, although continued grants-in-aid by the Central Government would be crucial (30% of total FY2018 revenues). Aggregate debt as share of GSDP should trend down only slowly, given the state's large development needs. The state has moderate liquidity and accesses Ways and Means Advances to manage liquidity and lower interest costs.

Outlook: Stable

CRISIL believes APCRDA's bonds will continue to benefit from its strong payment structure and support from GoAP.

Upside scenario

* Sustained improvement in state's deficit levels and its indebtedness

Downside scenario

* Deterioration in GoAP's fiscal performance over the medium term.
* Narrowing of liquidity buffers or non-adherence to payment structure

About the organisation:

Andhra Pradesh Capital Regional Development Authority (APCRDA) was formed under the APCRDA Act, 2014 for the planning, co-ordination, execution, supervision, financing, funding of the Capital Region and Capital City Area for the State of Andhra Pradesh.

Key Financial Indicators - CRISIL Adjusted APCRDA's standalone financials

Particulars	Unit	2018	2017
Revenue	Rs crore	392	76
Profit after tax	Rs crore	310	(4)
PAT margin	%	79.2	NM
Adjusted debt/Adjusted networth	Times	0.52	0.12
Interest coverage	Times	NM	NM

Government of Andhra Pradesh reported financials:

Particulars	Unit	2018*	2017#
Revenue Receipts	Rs crore	123,254	98,984
Revenue Deficit	Rs crore	4,018	17,194
Gross Fiscal Deficit	Rs crore	27,603	30,909
GFD/GSDP	%	3.4%	4.4%
Debt [^] /GSDP	%	32.5%	30.2%
RR/Interest	Times	8.35	8.46

*Revised Estimates

#Accounts

[^]including guarantees

**Any other information:**

The 'provisional' rating will be converted to a 'final' rating, on receipt of the following executed documents:

- Debenture trustee agreement,
- Debenture trust deed
- Deed of guarantee
- Accounts agreement
- Debenture trustee consent letter
- Representations and warranties letter

Additional documents, if any, executed for the transaction will also have to be provided. A rating rationale/report indicating conversion of the 'provisional' rating to 'final' rating will be published on the CRISIL website on receipt of the required documents.

Salient features of the bond backed by the State Government guarantee:

- The NCD will have quarterly interest and principal payments
- The tenure will be for 10 years. The principal will have a moratorium of 5 years, and have an equal amortising profile thereafter.
- Upfront creation of liquidity facility in the form of DSRA for next two quarterly debt service payments (in the form of cash or Fixed Deposit lien marked to Trustee).
- The State government also has a obligation along with APCRDA to replenish the DSRA, if used, in a time bound manner under the terms of their guarantee.

Transaction structure:

Assuming T1 and T2 are the first and subsequent quarter payments in the scheduled bond servicing dates:

Annexure - Details of Instrument(s)

Date	Particulars
T1-90	Advance crediting of the bond servicing account, of 1.5x the upcoming debt servicing obligation ¹
T1-15	Trustee to monitor the adequacy of collection (interest and principal) in APCRDA bond servicing account on T1-15th day and intimates the issuer/ GoAP in case of any shortfall.
T1-7	If the shortfall is not made good by T1-7th day, the Debenture Trustee shall utilize funds from DSRA account to meet the shortfall.
T1	Debt Servicing date, when payments are made to the investors
T1+5	In case there is a continued shortfall in DSRA account due to utilization of funds, issuer/GoAP undertakes to restore DSRA account within 5 working days.
T1+10	In case Issuer fails to replenish the DSRA, trustees to inform the GoAP in writing regarding the shortfall in DSRA account so that necessary arrangements shall be made for replenishment of DSRA by the issuer or GoAP.
T1+15	The DSRA to be replenished by APCRDA/GoAP
T1+30	If the DSRA is not replenished to the requisite extent by T1+30th day, the Trustees shall send soft notice to GoAP intimating that Guarantee shall be invoked, if Government fails to replenish the DSRA
T1+75	The debenture trustee should independently monitor the adequacy of collection (interest and principal) in APCRDA Bond Servicing account on T2-15 (i.e. 15 days prior to next debt servicing date) day and intimate the issuer in case of any shortfall.
T1+83	If the shortfall is not made good by T2-7 day, the Debenture Trustee shall utilize funds from DSRA account to meet the shortfall.
T1+90	1. Debt Servicing 2. Trustee shall send notice to GoAP to replenish full DSRA of two quarters within 30 days
T1+120	Invocation of GoAP guarantee by trustee for redemption of outstanding principal and interest
T1+130	Last date by which GoAP shall transfer requisite funds in the designated escrow account as per the notice of invocation served by the trustees.

Any major change in the salient features or transaction structure in the final documents would be a rating sensitivity factor

¹Standing Instruction to the Principal banker

Note on complexity levels of the rated instrument:

CRISIL complexity levels are assigned to various types of financial instruments. The CRISIL complexity levels are available



on www.crisil.com/complexity-levels. Users are advised to refer to the CRISIL complexity levels for instruments that they consider for investment. Users may also call the Customer Service Helpdesk with queries on specific instruments.

Annexure - Details of Instrument(s)

ISIN	Type of instrument	Date of allotment	Coupon	Maturity date	Issue Size (Rs crore)	Rating Assigned with Outlook
NA	Bond [^]	NA	NA	NA	2000	Provisional CRISIL A+ (SO)/Stable

[^]Not yet placed

Annexure - Rating History for last 3 Years

Instrument	Current			2018 (History)		2017		2016		2015		Start of 2015
	Type	Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
Bond	LT	0.00 21-06-18	Provisional CRISIL A+ (SO)/Stable		--		--		--		--	--

All amounts are in Rs. Cr.

Links to related criteria

[Criteria for rating instruments backed by guarantees](#)

[Rating Criteria for State Governments](#)

[Criteria for Notching up Stand Alone Ratings of Entities Based on Government Support](#)

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Press Release

Andhra Pradesh Capital Region Development Authority

June 29, 2018

Rating Reaffirmed



Bond Programme*	Rs. 2000.00 Cr.
Long Term Rating	ACUITE AA- (SO) / Outlook: Stable (Reaffirmed)

* Refer Annexure for details

Rating Rationale

Acuite has reaffirmed the long term rating of '**ACUITE AA- (SO)**' (read as **ACUITE double A (Structured Obligation)**) on the Rs.2000.00 crore proposed bonds Andhra Pradesh Capital Region Development Authority (APCRDA). The outlook is '**Stable**'.

Update

Acuite had assigned the rating of ACUITE AA- (SO) / Stable on 31 May, 2018 based on the initial term sheet received from APCRDA. Subsequently, APCRDA has revised the term sheet with regard to the timelines for invocation of guarantee by GoAP. As per the initial term sheet, a DSRA equivalent to two quarters of debt servicing obligations was required to be maintained at all times during the tenure of the bonds. In the event of shortfall in DSRA, the debenture trustee was to invoke the guarantee of GoAP on T+15 days (T being the due date for servicing interest/principal). As per the revised term sheet, the timelines for invocation are set at T+120days (Please refer Section below on "Unconditional & Irrevocable Guarantee from GoAP" for details)

Introduction of waterfall mechanism:

The amounts lying to the credit of Designated Revenue shall be first utilised towards bond servicing amount equivalent to 1.5 times of debt servicing due for particular quarter, then towards debt servicing or transfer to any other account relevant to servicing of other debt

About the Authority

The erstwhile state of Andhra Pradesh was bifurcated in to the successor states of Andhra Pradesh (AP) and Telangana in June 2014 vide the Andhra Pradesh Reorganization Act, 2014 act of the Indian Parliament. Andhra Pradesh Capital Region Development Authority (APCRDA) was formed in 2014 under 'AP Capital Region Development Act 2014' and is a statutory body under GoAP. The objectives of APCRDA are planning, coordination, execution, and financing for the development of Amaravati. Amaravati is located in Guntur district with area of ~217 sq. km. and is strategically located within 30 minutes of driving distance of two major urban centres viz. Vijayawada and Guntur.

Key Rating Drivers

Strengths

- **Unconditional and irrevocable guarantee from GoAP along with a structured payment mechanism**

The interest and the principal payments on the NCDs are backed by an unconditional and irrevocable guarantee from the Government of Andhra Pradesh (GoAP).

The structure mechanism entails maintenance of Debt Service Reserve Account (DSRA), and Bond Servicing Account (BSA), the salient aspects being:

- I. The DSRA shall be created and maintained in form of cash or fixed deposits equivalent to total debt servicing obligation of the outstanding bonds for the next 2 quarters
- II. BSA shall be funded at the start of each quarter, amount equivalent to 1.5 times the amount of debt servicing requirement (interest and principal), from its own revenue sources
- III. The debenture trustee will independently monitor the adequacy of collection (interest and principal) in BSA. In case of a shortfall on T-15th day, it shall intimate the APCRDA. In case the shortfall is not met by T-7th day, the debenture trustee shall draw the funds from DSRA by that day.
- IV. In case there is a shortfall in DSRA due to drawal of funds to BSA, the shortfall in DSRA is to be met by APCRDA within 5 days of the utilisation of the funds
- V. If the DSRA is not replenished to the requisite extent within 135 days of the shortfall by issuer or by GoAP, then the Trustees shall invoke the GoAP Guarantee by sending a Notice of Invocation to GoAP, the debenture trustee shall invoke the GoAP's Guarantee for the shortfall amount^

The adherence to the structured payment mechanism will be a key rating sensitivity factor for ACUITE.

• **Pivotal role of APCRDA in development of the new state capital**

The erstwhile state of Andhra Pradesh was bifurcated in to the successor states of Andhra Pradesh (AP) and Telangana in June 2014 vide the Andhra Pradesh Reorganization Act, 2014 Act of the Indian Parliament. It was decided that both the states of Telangana and Andhra Pradesh would share the Capital of Hyderabad as Capital City for a maximum period of 10 years, during which Andhra Pradesh would identify and develop its own capital city. GoAP had identified Amaravati as its new capital. The state government has a vision to be one of the top three performing states of India by 2022 and a preferred global investment destination. The timely and planned development of its capital city is critical for establishing the investment attraction ability of Andhra Pradesh. The role of Andhra Pradesh Capital Region Development Authority (APCRDA), therefore in the context of development of Amravati is significant.

Andhra Pradesh Capital Region Development Authority (APCRDA) was formed in 2014 under 'AP Capital Region Development Act 2014' and is a statutory body under GoAP. The objectives of APCRDA are planning, coordination, execution, and financing for the development of Amaravati. Amaravati is located in the district of Guntur with an area of ~217 sq. km. and is strategically located near two major urban centers viz. Vijayawada and Guntur. GoAP plans to make Amaravati a state of the art, modern, efficient, sustainable and environment friendly city.

One of the primary role of APCRDA's is to pool land from individual owners under Land Pooling Scheme (LPS). The total land available under LPS is around 33,000 acres which has been fully acquired by APCRDA. The unique features of LPS include a guaranteed return to the original landowners of about 20% of developed land for residential use and up to 10% for commercial use within the city, besides annuity payment for 10 years with a provision of yearly increase based on the extent of land handed over under LPS. The other benefits for land owners include waiver of agricultural loans, interest free loans for self-employment, pension to landless laborers, increased wage labor under Employment Guarantee program, free education / medical facilities, etc. The funding for such land acquisition and further development will primarily accrue from sale of developed lands, borrowings from financial institutions and multi-lateral agencies as well as grants from GoAP and Gol.

ACUITE believes that APCRDA will be the primary vehicle for the implementation of GoAP's plans and programmes for the capital city. Therefore, APCRDA will be a strategically important entity for GoAP particularly in the early phase of development of the city. Given such strategic importance and also APCRDA's status as a statutory body, the expectations of timely support

from GoAP are very high.

- **Improving socio-economic profile of Andhra Pradesh**

Andhra Pradesh is the 8th largest state in India (which includes 13 districts) with a geographical area of 160,205 sq. km. The percentage of urban population to the total population in the State is 29.47 percent. The literacy rate of the state stood at 67.35 percent (based on last census, 2011). The state has a healthy mix of economic activity in industry, agriculture and services.

The Gross State Domestic Product (GSDP) of the state at constant (2011-12) Prices for the year 2017-18 is estimated at Rs. 6,07,388 Cr.(prev: Rs.5,46,104 Cr. for 2016-17 (First Revised Estimate)) indicating a growth of 11.22 percent as compared to India's GDP growth of 6.6 percent for FY2017-18 (Advance Estimate). The Per Capita Income (NSDP) of Andhra Pradesh at current prices increased to Rs.1,42,054 from Rs.1,22,664 in 2016-17 registering a growth of 14.87 percent. The sectoral growth rates of GVA of Andhra Pradesh for 2017-18 at constant (2011-12) prices are Agriculture: 17.76 per cent, Industry: 8.49 per cent and Services sector: 9.11 per cent. The total debt as a percentage of GSDP (at constant (2011-12) Prices) stood at 28.40 as on 2017-18 (revised estimates) (prev: 28.79). The fiscal deficit to GSDP (at constant (2011-12) Prices) stood at 4.54 as on 2017-18 (revised estimate) (prev: 5.66).

Government of Andhra Pradesh (GoAP) has demonstrated an ability to attract investment from wide range of industries. The region has a well balanced mix of industries like food and agro, Iron and steel, shipbuilding, textile among others. Andhra Pradesh currently has 29 operational Special Economic Zones (SEZs) in the state across diversified sectors including textiles and apparel, food processing, footwear and leather products, multi-product, pharma, and IT. The region also provides significant opportunities for setting up mining nature of business since the state offers mineral resources such as asbestos, mica, manganese, barite, high grade coal and low grade iron ore. Andhra Pradesh has established itself as logistics hub which includes the presence of Visakhapatnam port which connects South East Asian countries.

Apart from industrial activity, agriculture is the most important sector of Andhra Pradesh's economy. Around 70 percent of the population works in agriculture and the state is one of the India's main rice producing areas and is also known as Rice Bowl of India. The GoAP has been attracting various MSME's under New MSME Policy 2015-2020, industries under Industries Investment Promotion Policy 2015-2020.

ACUITE believes the initiatives being taken by the Government of Andhra Pradesh to boost the economic activities within the state will in-turn benefit the state to generate healthy revenue in terms of taxes. Further, ACUITE is of the opinion that with leadership qualities and steps taken by GoAP to promote investments in the state, it will be able to attract more investments from domestic and international investors and generate employment opportunities in the state which should contribute towards higher per capita income and higher Gross State Domestic Product (GSDP) in the medium to long term.

Weaknesses

- **Credit profile linked with balancing of growth and fiscal discipline of Andhra Pradesh**

The positioning of Andhra Pradesh as an attractive major destination for various local and international investors will require significant investments in infrastructure development in Amaravati – the proposed people's capital of the state. The high developmental expenditure is required for execution of these mega plans which will be funded largely through long term investments and borrowings from various domestic and international investors. Andhra Pradesh has already signed 734 Memoranda of Understanding (MoU) involving an amount of Rs.4.39 lakh Cr. at the Sunrise AP Summit held in February 2018. The state has announced a range of policies such as Textile and Apparel Policy, Biotechnology policy, Retail Trade Policy, IT policy, Aerospace & Defense Manufacturing policy. Besides the participation of the private sector through Public-Private Partnership (PPP), the State Government and the Central Government are expected to support these development plans through various fiscal

sops, equity contributions, soft loans and issuance of guarantees in favor of the lenders to these projects.

The socio economic benefits from this developmental expenditure, in terms of better quality of life and higher revenues are expected to accrue gradually, whereas the capital expenditure plans are mostly front ended. Further, the fiscal flexibility of GoAP is relatively limited given the high fiscal deficit of 4.54 per cent of the state's GSDP as on 2017-18 (RE) albeit it has improved from 5.66 per cent for the previous year. The ability of Andhra Pradesh to maintain the trade-off between growth and fiscal discipline will be a key determinant of its future credit profile. The debt burden of Andhra Pradesh state has increased to Rs. 225,234 Cr. (28.40% of GSDP) from Rs. 201,314 Cr. (28.79% of GSDP) during 2016-17. The state's revenue deficit for 2017-18 (RE) is at 0.66% of GSDP (previous year 3.15%). With the general elections expected in FY20, the state's ability to curb its expenditure programmes is limited thereby precluding the possibility of any significant improvement in fiscal metrics. The influence of adverse macro-economic factors such as cutbacks in capex plans by corporates, and hardening of interest rates may impinge on the investment flows into the state in the near term thereby increasing the pressure on the Government to step up its expenditure plans.

ACUITE believes that Andhra Pradesh's blue print for growth and development within the next 5-10 years are steps in the right direction. The timely and efficient implementation of these plans against the backdrop of a competitive macroeconomic environment, and the balancing of the growth objectives vis a vis fiscal targets will be crucial determinants of the state's credit profile over the medium to long term.

Analytical Approach

ACUITE has considered the standalone business and financial risk profiles of APCRDA and has factored in support extended by GoAP (through an unconditional and irrevocable guarantee) as well as the presence of the Structured Payment Mechanism while arriving at the rating.

Outlook: Stable

ACUITE believes APCRDA will maintain a stable outlook given the healthy economy of the state of Andhra Pradesh and the economic prospects of the new capital city, Amravati. The outlook may be revised to 'Positive' in case APCRDA is able to generate and sustain cash surpluses or in case of any improvement in the credit profile of GoAP. Conversely, the outlook may be revised to 'Negative' in case of any unexpected deterioration in the financial health of GoAP.

About the Rated Entity - Key Financials

	Unit	FY18 (Provisional)	FY17 (Actual)	FY16 (Actual)
Operating Income	Rs. Cr.	391.55	124.61	50.71
EBITDA	Rs. Cr.	308.54	40.78	(2.73)
PAT	Rs. Cr.	319.57	44.85	10.80
EBITDA Margin	(%)	78.80	32.73	(5.39)
PAT Margin	(%)	81.62	35.99	21.30
ROCE	(%)	14.23	2.95	1.24
Total Debt/Tangible Net Worth	Times	0.52	0.12	0.00
PBDIT/Interest	Times	NA	NA	NA
Total Debt/PBDIT	Times	2.80	4.13	0.02
Gross Current Assets (Days)	Days	NA	NA	NA

Status of non-cooperation with previous CRA (if applicable)

None

Any other information

None

Transaction structure:

Date	Particulars
T-90	Advance crediting of the bond servicing account, of 1.5x the upcoming debt servicing obligation (Interest + Principal (whenever applicable))
T-15	Trustee to monitor the adequacy of collection (interest and principal) in APCRDA bond servicing account on T-15th day and intimates the issuer/ GoAP in case of any shortfall.
T-7	If the shortfall is not made good by T-7th day, the Debenture Trustee shall utilize funds from DSRA account to meet the shortfall.
T	Debt Servicing date, when payments are made to the investors
T+5	In case there is a continued shortfall in DSRA account due to utilization of funds, issuer/GoAP undertakes to restore DSRA account within 5 working days.
T+10	In case Issuer fails to replenish the DSRA, trustees to inform the GoAP in writing regarding the shortfall in DSRA account so that necessary arrangements shall be made for replenishment of DSRA by the issuer or GoAP.
T+15	The DSRA to be replenished by APCRDA/GoAP
T+30	If the DSRA is not replenished to the requisite extent by T+30th day, the Trustees shall send soft notice to GoAP intimating that Guarantee shall be invoked, if Government fails to replenish the DSRA
T+75	The debenture trustee should independently monitor the adequacy of collection (interest and principal) in APCRDA Bond Servicing account on T2-15 (i.e. 15 days prior to next debt servicing date) day and intimate the issuer in case of any shortfall.
T+83	If the shortfall is not made good by T+83 day, the Debenture Trustee shall utilize funds from DSRA account to meet the shortfall.
T+90	<ol style="list-style-type: none"> 1. Debt Servicing 2. Trustee shall send notice to GoAP to replenish full DSRA of two quarters within 30 days
T+120	Invocation of GoAP guarantee by trustee for redemption of outstanding principal and interest
T+130	Last date by which GoAP shall transfer requisite funds in the designated escrow account as per the notice of invocation served by the trustees.

Applicable Criteria

- Default Recognition - <https://www.acuite.in/view-rating-criteria-17.htm>
- Financial Ratios And Adjustments - <https://www.acuite.in/view-rating-criteria-20.htm>
- State Government Support - <http://acuite.in/view-rating-criteria-26.htm>
- Service Entities - <http://acuite.in/view-rating-criteria-8.htm>
- Securitized Transactions - <http://acuite.in/view-rating-criteria-29.htm>

Note on complexity levels of the rated instrument

<https://www.acuite.in/criteria-complexity-levels.htm>

Rating History (Upto last three years)

Date	Name of Instrument / Facilities	Term	Amount (Rs. Cr)	Ratings/Outlook
31-May-18	Proposed Bond	Long Term	2000.00	ACUITE AA – (SO) / Stable

***Annexure – Details of instruments rated**

Name of the Facilities	Date of Issuance	Coupon Rate	Maturity Date	Size of the Issue (Rs. Cr.)	Ratings/Outlook
Proposed Bond	Not Applicable	Not Applicable	Not Applicable	2000.00	ACUITE AA- (SO) / Stable (Reaffirmed)

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Amended Rating Rationale

Andhra Pradesh Capital Region Development Authority (APCRDA)

22 Jun 2018

Brickwork Ratings assigns the ratings for the Proposed Non-Convertible Debentures Issue of ₹2000.00 Crores of Andhra Pradesh Capital Region Development Authority ('APCRDA' or The Authority')

Particulars

Instrument	Facility	Amount (₹ Crores)	Tenure	Rating*
Proposed NCD	Fund Based	2000.00	Long Term	Prov BWR AA- (SO) Pronounced as Provisional BWR Double A Minus (Structured Obligation) (Outlook: Stable)
Total		2000.00	₹ Two Thousand Crores Only	

Note:

- Structured Obligation is assigned due to the structured payment mechanism for the proposed NCD issue of ₹2000.00 Crores and Guarantee from Government of Andhra Pradesh.
- Provisional Rating will be affirmed once the State Government Guarantee/Documentation for proposed NCDs of Rs.2000.00 Crores is provided/executed.

*Please refer to BWR website www.brickworkratings.com/ for definition of the ratings

Rationale/Description of Key Rating Drivers/Rating sensitivities:

BWR has essentially relied upon the audited financials upto FY17, provisional financials of FY18, projected cash flows upto FY23, publicly available information and information/clarifications provided by APCRDA's management.

The ratings assigned takes into account the priority accorded to the development of Amaravati as a capital city by GoAP, strong financial and operational support from Government of Andhra Pradesh and Government of India, authority members of APCRDA, 90% of land procurement being already completed under Land Pooling Scheme, collaborations /MOUs for infrastructure development and 1260 acres already being allotted to 54 Institutions enabling economic and demographic development in the capital city. The rating is further strengthened due to the credit enhancement from the structured payment mechanism and the guarantee provided for payment of principal and interest by the Government of Andhra Pradesh. BWR has noted that the guarantee issued is within the overall limit prescribed for GoAP.

The ratings assigned are constrained by the implementation risks for the development of the city as the infrastructure development is at a nascent stage, timely implementation of the various projects



undertaken, timely availability of funds for the development of capital city, additional fiscal burden on the State finances due to the provisions under UDAY and increasing revenue and fiscal deficits as per revised estimates for 2017-18 of Andhra Pradesh State Government.

Going forward, ability of APCRDA to develop the infrastructure as per the master plan as scheduled, land ensuring adequate availability of funds for the development which includes additional grants from GoAP, GOI and other financing options from various organizations and attracting adequate institutions and investors to the city and revenue buoyancy and the fiscal position of Andhra Pradesh will remain key rating sensitivities.

Description of Key Rating Drivers

Credit Strengths:

- **Authority members of APCRDA:** Honorable Chief Minister of Andhra Pradesh acts as chairman of APCRDA and Honorable Minister of Municipal Administration and Urban Development (MA & UD) acts as Vice Chairman of the advisory committee members of APCRDA. Other members of the Committee include Chief Secretary, GoAP, Special Chief Secretary(s), Principal Secretary (Energy/Infrastructure and Urban development and Municipal Commissioners of Vijayawada and Guntur with other members. Inclusion of all the major stakeholders is expected to ensure better coordination and timely implementation.
- **Financial and operational support from GoI and GoAP:** As on 31 March 2018, grants from Government of India (GoI) stood at Rs.500.00 Crores As per APCRDA's management, during May 2018, additional grant of ₹ 1000 Crores has been received from Government of India. A total amount of Rs.1743.29 crs has been infused in APCRDA by way of grants from GoAP/other state and central government institutions as on FY18.
- **Credit Enhancement:** The proposed NCD issue of ₹2000.00 Crores has been given an SO (structured obligation) rating on account of the structured payment mechanism including an escrow account (bond servicing account), Debt servicing reserve account (DSRA) and the guarantee for servicing of interest and principal by Government of Andhra Pradesh (GoAP).
- **Progress of the Land Pooling Scheme (LPS):** Government of Andhra Pradesh has already procured ~90% of the demarcated land for development of capital city- Amaravati from the farmers.
- **Collaborations/Memorandums of Understanding :** Government of Andhra Pradesh (GoAP) has entered into collaborations/entered into MoUs with various institutions for development of various aspects of the Capital City. A Singapore Consortium has formed a project SPV, Amaravati Development Partner (ADP) with Amaravati Development Corporation (ADC) which will develop land of 1690 Acres as a Start up city.
- **Land allotment to Institutions:** Out of the total saleable area of approximately 9534 Acres, 1,260 Acres of land has been allotted to 54 Institutions/departments till 31 March 2018 for development. Establishment of the institutions in the city will enable economic and commercial development of the city and attract other tertiary businesses and settlements into the city.

Credit Risks:

- **Project execution risks :** APCRDA's development of Amaravati faces implementation risk as the infrastructure and institutional development is at a nascent stage. Timely execution of the master plan as per schedule is key to the success of the development of the city.
- **Financing arrangement:** APCRDA has to ensure raising of funds from various sources by way of grants and loans from the GoAP, GoI, multilateral institutions and other agencies. Any delay in tying up of funds from the various sources, may delay the project execution.
- **State Finances:** The fiscal position of Andhra Pradesh has shown improvement since the bifurcation of the States in 2014. However there have been revenue deficits in 2017 Actuals as well as 2018 revised estimates. However the budget estimates for 2018-19 show a revenue surplus and consequent improvement in fiscal position. In 2018-19, the outstanding liabilities of the state for the last two fiscal year is ~28% of the GSDP due to additional burdens on the State finances from UDAY and other schemes

Draft Terms of Proposed NCD Issue of ₹ 2000.00 Crores:

- Unsecured, rated, listed, redeemable, taxable Non- Convertible Debentures in the nature of bonds
- Tenor of the loan is 10 years.
- **Repayment Schedule:** STRIP Structure with 5 STRIPS – A, B, C, D & E with maturity ranging from 6 years to 10 years. Principal repayment to happen quarterly, from 6th year onwards in 20 equal quarterly instalments.
- **Structured Payment Mechanism:**
 - The issuer will be required to open a designated Escrow Account – APCRDA Bond Servicing account for the benefit and charged to debenture trustee. APCRDA undertakes to transfer 1.5 times the amount of debt servicing requirement for the ensuing quarter at the start of each quarter to APCRDA Bonds Servicing Account. The transfer to APCRDA Bond Servicing Account shall be strictly in line with the waterfall mechanism.
 - **Waterfall Mechanism:**
 - Firstly towards transfer to designated escrow account for bond servicing amount equivalent to 1.5X of debt servicing due for particular quarter
 - Secondly towards other debt servicing or transfer to any other account relevant to servicing of other debt after which the money will be drawn for other expenses.
 - The debenture trustee should independently monitor the adequacy of collection (interest and principal) in APCRDA Bond Servicing account on T-15 th day and intimate the issuer in case of any shortfall. If the shortfall is not made good by T-7 th day, the Debenture Trustee shall utilize funds from DSRA account to meet the shortfall.
 - Timelines of Structured Payment mechanism is provided in Annexure
- **Debt service reserve account:**
 - Issuer to create and fund DSRA account upfront. The DSRA would be in the form of Cash or invested in the form of an FD in the favour of Debenture trustee.
 - An amount equivalent to total debt servicing obligation of the outstanding bonds for the next 2 quarters to be maintained by the issuer in the DSRA account on rolling basis. In case there is a shortfall in DSRA account due to utilization of funds, issuer undertakes to restore DSRA account within 5 days.



- **Government Guarantee:**

The debentures would have further collateral support by way of Unconditional & Irrevocable guarantee for principal and Interest as a continuing obligation by the Government of Andhra Pradesh. If the DSRA is not replenished to the requisite extent by T+120th day from the date of T Date by Authority or by GoAP, then trustee shall invoke the state government guarantee for the entire principal and interest outstanding. “T” Date refers to the date when DSRA has been utilised for servicing of debt obligation.

Analytical Approach

For arriving at its ratings, BWR has applied its rating methodology as detailed in the Rating Criteria detailed below (hyperlinks provided at the end of this rationale).

Rating Outlook: Stable

BWR believes the **Andhra Pradesh Capital Region Development Authority (APCRDA)** business risk profile will be maintained over the medium term. The ‘Stable’ outlook indicates a low likelihood of rating change over the medium term. The rating outlook may be revised to 'Positive' in case the implementation and revenues show sustained improvement. The rating outlook may be revised to 'Negative' if the implementation is delayed, state fiscal position undergoes a drastic change, revenues go down and profit margins show lower than expected figures.

About the Authority

The Government of Andhra Pradesh enacted the ‘AP Capital Region Development Act 2014’ and has formed AP Capital Region Development Authority (APCRDA) for the purposes of planning, coordination, execution, supervision, financing, funding and for promoting and securing the planned development of the capital region development area, undertaking the construction of the new capital region development area, undertaking the construction of the new capital for the state of Andhra Pradesh and for managing and supervising urban services in the new capital area and for matters ancillary thereto. Under the provisions of APCRDA Act, the Government has notified an area of 217.23 Sq Km in Thullur, Tadepalli and Mangalagiri Mandals as the Capital City area and the capital city has been named as Amaravati. Capital Region of Andhra Pradesh will be spread across an area of 8,603 Sq.Km. Approximately 53,748 Acres of Land has been allocated for development of Capital City- Amaravati.

- **Land Pooling Scheme:** Government of Andhra Pradesh (GoAP) has brought up an innovative Land Pooling Scheme for procuring the land from farmers/landlords. ~90% (33,036 Acres) procured from farmers of the land has already procured by GoAP under Land Pooling Scheme (LPS). As per the LPS, farmers/landlords have been allotted/will be allotted proportionate residential and Commercial plots. LPS also has committed annuity payments for a period of ten years with 10% adjustment per year towards inflation.
- **Theme Cities:** APCRDA has planned to develop capital city as 9 theme cities(Sub Cities); which have been defined as the pillars of the new capital city. The 9 sub cities identified as Tourism, Sports, Media, Justice, Electronics, Health, Knowledge, Government and Finance Cities.
- **Current status of Capex:** Andhra Pradesh temporary Legislative assembly and some administrative buildings have been completed as on date. As on 31 March 2018, APCRDA has completed capex of ₹ 829.46 Crores comprising of capital region capex of ₹ 135.06 Crores and

Capital city Capex of ₹ 694.40 Crores. Currently, the construction of government offices/staff housing and complexes are being assigned to EPC Contractors. APCRDA is also taking up other infrastructure development .

APCRDA Financial Performance

As per FY17, audited financials, total development charges and fees collected were at ₹ 124.53 Crores as against ₹ 50.40 Crores in FY16. Authority has reported Excess income over expenditure of ₹ 44.85 Crores in FY17 as against ₹ 10.80 Crores in FY16. Authority has reported Equity and Reserves at ₹ 1621.62 Crores as against ₹ 1205.69 Crores. As per FY18 provisional financials, Authority has reported total development charges and fees at ₹ 124.00 Crores. Equity and Reserves of the Authority stood at ₹ 1743.29 Crores as on 31 March 2018. APCRDA has availed ₹ 908.00 Crores debt as on 31 March 2018.

State Government Finances:

- Andhra Pradesh State has a literacy rate of 67% and population density of 304 /Sq.Km. The growth rate in GSDP of Andhra Pradesh has been increasing from 7% in 2013-14 to 11.2% in 2017-18. Total receipts (excluding borrowings) for 2018-19 have increased by 25.4% as compared to the revised estimates of 2017-18. Revenue surplus for the current financial year is targeted at 0.6% of the GSDP which indicate higher revenue receipts over expenditure.
- The fiscal deficit to GSDP of the state is budgeted to improve to 2.78% from 3.43% in 2018 revised estimates which is within the 3% limit prescribed by the 14th Finance Commission.
- Out of the total expenditure, state has spent three fourth of its expenditure on Social Services and Economic Services on account of increase in allocation to the departments of education, municipal administration. Urban development, health, medical and family welfare have witnessed the highest increase in allocations over the previous year. The State has allocated ₹14,705 crore for rural development which is 6.7% of its expenditure.

Rating History for the last three years

S.No	Instrument /Facility	Current Rating (2018)			Rating History		
		Type (Long Term/ Short Term)	Amount (₹ Crs)	Rating	2017	2016	2015
1	Proposed NCD Fund Based	Long Term	2000.00	Prov BWR AA- (SO) Pronounced as Provisional BWR Double A Minus (Structured Obligation) (Outlook: Stable)	-	-	-
Total			2000.00	₹ Two Thousand Crores Only			

- Structured Obligation is assigned due to the structured payment mechanism for the proposed NCD issue of ₹2000.00 Crores and Guarantee from Government of Andhra Pradesh.
- Provisional Rating will be affirmed once the State Government Guarantee/Documentation for proposed NCDs of Rs.2000.00 Crores is provided/executed.

Key Financial Indicators

Key Parameters	Units	2016	2017
Result Type		Audited	Audited
Development Charges and Fees	₹ Cr	50.40	124.53
EBITDA	₹ Cr	(3.05)	40.70
PAT	₹ Cr	10.80	44.85
Equity and Reserves	₹ Cr	1205.69	1621.63
Total Debt/Tangible Net worth	Times	0.01	0.13

Hyperlink/Reference to applicable Criteria

- [General Criteria](#)
- [Approach to Financial Ratios](#)
- [Infrastructure Sector](#)
- [Ratings based on Government Support](#)

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For print and digital media

The Rating Rationale is sent to you for the sole purpose of dissemination through your print, digital or electronic media. While it may be used by you acknowledging credit to BWR, please do not change the wordings in the rationale to avoid conveying a meaning different from what was intended by BWR. BWR alone has the sole right of sharing (both direct and indirect) its rationales for consideration or otherwise through any print or electronic or digital media.

Note on complexity levels of the rated instrument:

BWR complexity levels are meant for educating investors. The BWR complexity levels are available at www.brickworkratings.com/download/ComplexityLevels.pdf Investors queries can be sent to info@brickworkratings.com.

About Brickwork Ratings

Brickwork Ratings (BWR), a SEBI registered Credit Rating Agency, has also been accredited by RBI and empaneled by NSIC, offers Bank Loan, NCD, Commercial Paper, MSME ratings and grading services. NABARD has empaneled Brickwork for MFI and NGO grading. BWR is accredited by IREDA & the Ministry of New and Renewable Energy (MNRE), Government of India. Brickwork Ratings has Canara Bank, a Nationalized Bank, as its promoter and strategic partner.



BWR has its corporate office in Bengaluru and a country-wide presence with its offices in Ahmedabad, Chandigarh, Chennai, Guwahati, Hyderabad, Kolkata, Mumbai and New Delhi along with representatives in 150+ locations. BWR has rated debt instruments/bonds/bank loans, securitized paper of over ₹ 10,00,000 Cr. In addition, BWR has rated over 6300 MSMEs. Also, Fixed Deposits and Commercial Papers etc. worth over ₹24,440 Cr have been rated.

DISCLAIMER

Brickwork Ratings (BWR) has assigned the rating based on the information obtained from the issuer and other reliable sources, which are deemed to be accurate. BWR has taken considerable steps to avoid any data distortion; however, it does not examine the precision or completeness of the information obtained. And hence, the information in this report is presented “as is” without any express or implied warranty of any kind. BWR does not make any representation in respect to the truth or accuracy of any such information. The rating assigned by BWR should be treated as an opinion rather than a recommendation to buy, sell or hold the rated instrument and BWR shall not be liable for any losses incurred by users from any use of this report or its contents. BWR has the right to change, suspend or withdraw the ratings at any time for any reasons.

Annexure
Timelines to be followed for structured payment mechanism

Trigger Date	Action
(T-15 th) day	The debenture trustee should independently monitor the adequacy of collection (interest and principal) in APCRDA Bond Servicing account on T-15th day and intimate the issuer in case of any shortfall.
(T-7 th Day)	If the shortfall is not made good by T-7th day, the Debenture Trustee shall utilize funds from DSRA account to meet the shortfall.
T [^]	Debt Servicing date
(T + 5 Days) [^]	In case there is a shortfall in DSRA account due to utilization of funds, issuer undertakes to restore DSRA account within 5 working days.
(T + 10) th day [^]	In case Issuer fails to replenish the DSRA, trustees to inform the GOAP in writing regarding the shortfall in DSRA account so that necessary arrangements shall be made for replenishment of DSRA by the issuer or GoAP.
(T + 15) th day [^]	The DSRA to be replenished by APCRDA/GoAP to the tune defined in above mentioned structured payment mechanism
(T + 30) th day [^]	If the DSRA is not replenished to the requisite extent by T+30 th day, the Trustees shall send soft notice to GoAP intimating that Government shall be invoked, if Government fails to replenish the DSRA
(T + 75) th day [^]	The debenture trustee should independently monitor the adequacy of collection (interest and principal) in APCRDA Bond Servicing account on T1-15th (I.e. 15 days prior to next debt servicing date) day and intimate the issuer in case of any shortfall.
(T + 83) th day [^]	If the shortfall is not made good by T1-7th day, the Debenture Trustee shall utilize funds from DSRA account to meet the shortfall.
(T + 90) th day [^]	<ol style="list-style-type: none"> 1. Debt Servicing 2. Trustee shall send notice to GoAP to replenish full DSRA of two quarter with in 30 days
(T + 120) th day [^]	Final Notice by trustees to GoAP of invocation of Government Guarantee
(T + 130) th day [^]	Last date by which GOAP shall transfer requisite funds in the Designated ESCROW Account as per the Notice of Invocation served by the Trustees.

[^]In the event of the mentioned day not being a business day as per the convention followed in the Mumbai city and Vijayawada city, it would be taken to indicate the last business day prior to the mentioned day and interest would be paid



Annexure 8 BSE Settlement mode

Settlement on BSE BOND

Funds Settlement:

- The participants should complete the funds pay-in to the designated bank account of Indian Clearing Corporation Ltd (ICCL) by 10:30 am on T+1 day.
- The participants must ensure to do the funds pay-in from their same bank account which is updated by them in the BSE BOND (EBP) platform while placing the bids.

The Designated Bank Accounts of ICCL are as under:

➤ **ICICI Bank :**

Beneficiary Name: INDIAN CLEARING CORPORATION LTD
Account Number: ICCLEB
IFSC Code : ICIC0000106
Mode: NEFT/RTGS

➤ **YES Bank :**

Beneficiary Name: INDIAN CLEARING CORPORATION LTD
Account Number: ICCLEB
IFSC Code : YESB0CMSNOC
Mode: NEFT/RTGS

➤ **HDFC Bank**

Beneficiary Name: INDIAN CLEARING CORPORATION LTD
Account Number: ICCLEB
IFSC Code : HDFC0000060
Mode: NEFT/RTGS

- For each issue, separate funds payment instructions should be given by the participants.
- Funds payment for each issue has to be initiated separately. The funds should not be clubbed for two different issues settling on the same day.
- In the event of the issue getting withdrawn, the funds refund would be initiated on T + 1 day.
- In case of mismatch in the bank account details between bidding platform and the bank account from which payment is done by the participants, the payment would be returned back.
- The funds pay-out to the issuer bank account (as per the bank account details received from the EBP platform) would be initiated on T + 1 day.

Securities Settlement:

- Depositories will credit the securities to the demat account of the respective participant.

**Annexure – 9 BSE In principle approval for listing**

DCS/COMP/VM/IP-PPDI/114/18-19
August 02, 2018

The Company Secretary
Andhra Pradesh Capital Region Development Authority
Lenin Center, Governor Pet,
Vijayawada – 520002,
Andhra Pradesh (INDIA)

Dear Sir,

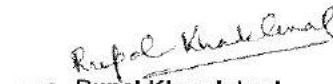
Re: Private Placement of State Government Guaranteed, Listed, Unsecured, Redeemable, Non-convertible, Taxable bonds in the nature of Debentures in the form of Separately Transferable Redeemable Principal parts issued at par for amount aggregating upto Rs. 1,300 Crore with option to retain amounts so that the final Issue size is upto Rs. 2,000 Crore

We acknowledge receipt of your application on the online portal on August 01, 2018 seeking In-principle approval for issue of captioned security. In this regard, the Exchange is pleased to grant in-principle approval for listing subject to fulfilling the following conditions:

1. Filing of listing application and execution of Listing Agreement.
2. Payment of fees as may be prescribed from time to time.
3. Compliance with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended 2012, and submission of Disclosures and Documents as per Regulations 21, in the format specified in Schedule I of the said Regulations and also Compliance with provisions of Companies Act 2013.
4. Receipt of Statutory & other approvals & compliance of guidelines issued by the statutory authorities including SEBI, RBI, DCA etc. as may be applicable.
5. Compliance with change in the guidelines, regulations directions of the Exchange or any statutory authorities, documentary requirements from time to time

This In Principle Approval is valid for a period of 1 year from the date of issue of this letter. The Exchange reserves its right to withdraw its in-principle approval at any later stage if the information submitted to the Exchange is found to be incomplete/ incorrect/misleading/false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Guidelines/Regulations issued by the statutory authorities etc. Further, it is subject to payment of all applicable charges levied by the Exchange for usage of any system, software or similar such facilities provided by BSE which the Company shall avail to process the application of securities for which approval is given vide this letter.

Yours faithfully,
For BSE Limited


Rupal Khandelwal
Manager


Hemanta Agarwal
Associate Manager



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Corporate Identity Number : J 67120(M)-2005/PLC/55138