

**Annexure- I**
**ISSUE OF COMMERCIAL PAPER (CP)  
 LETTER OF OFFER**
**PART I**

(i)	Name	Barclays Investments & Loans (India) Private Limited
	Address	Level 10, Block B6, Nirlon Knowledge Park, Off Western Express Highway, Goregaon (East), Mumbai - 400063
	Registered Office	Same as above
	Corporate Office	---
	CIN	U93090MH1937FTC291521
	PAN	AAACR3653F
(ii)	Business Segment/Activity	The Company is a non-deposit taking systemically important (ND-SI) Non-Banking Financial Company registered with RBI. The Company is primarily engaged in lending activities thereby offering personalized lending solutions to Ultra High Net worth and High Net Worth families and individuals across the country.
(iii)	Chief Executive:	
	Managing Director/Whole-time Director	Mr. Ruzbeh Sutaria, Whole-time Director
	President	None
	CEO	None
	CFO	None
	Company Secretary	Ms. Noopur Gupta
	Compliance Officer	Mr. Ankit Parikh
(iv)	Group affiliation (if any)	Majority of shares of the Company are held by Barclays Bank PLC (based in UK) and Barclays Mauritius Overseas Holdings Limited (based in Mauritius and is a 100% subsidiary of Barclays Bank PLC, UK).

Nirlon knowledge Park  
 9th Floor, Block B-6  
 Off Western Express Highway  
 Goregaon (East)  
 Mumbai - 400063  
 India

T:91 (0) 22 61754000  
 F: +91 (0)22 61754099  
 bililcompliance@barclayscapital.com

barclays.in/bilil

CIN - U93090MH1937FTC291521

**PART II**

ISIN	: INE704114JWO	
PROPOSED DATE OF ISSUE	: 06-May-25	
AMOUNT	: Rs.3000000000	
Tenor	:91	
Date Of Maturity	:05-Aug-25	
Proposed to be listed/unlisted	:Listed	
End Use Of CP Proposed	:Working Capital	
MARKET CONVENTIONS	: FIMMDA CONVENTIONS	
Credit Rating Details for the proposed Issue	:Credit Rating-1	Credit Rating-2
Credit Rating Issuer & Rating	:ICRA A1 +	CRISIL A1 +
DATE OF RATING	: 10-Apr-25	7-Apr-25
Validity of Issuance	:09-Jul-25	06-Jun-25
Validity period for rating	:03 Months	60 days
For Amount	:6500 crore	
CONDITIONS (if any)	: N.A.	
Long term credit rating obtained by the Issuer	:N.A.	
Unaccepted Credit Rating assigned to the Issuer	:N.A.	
ISSUING AND PAYING AGENT Details Address	: HDFC Bank Ltd, Mumbai :Lodha-I Think Techno Campus, Building-Alpha, 4 <sup>th</sup> Floor- Office Near Kanjur Marg Railway Station, Kanjur Marg East, Mumbai-400 042.	
CREDIT Enhancement Details (if any)	: N.A.	
DESCRIPTION OF INSTRUMENT	: Commercial Paper	
AMOUNT	: Rs.3000000000	
IN FAVOUR OF	: Investor Name	
Name & Address of the Guarantor	:N.A.	
Net Worth of the Guarantor Company	:N.A.	
Extent of The Guarantee Offered by the Guarantor for the Issue	:N.A.	
Conditions under which the guarantee will be invoked	:N.A.	
Name & address of the Trustee	:NA	
Whether guarantor is a group entity	:N.A.	

### PART III

#### A. Issuer Financial Details

CP Borrowing	
Date of Board resolution	:13.02.2025
1. Limit Approved By Board	: 6500 crores
2. Limit as per CRA	:6500 crores
3. Limit Approved by Regulator Concerned (If Applicable)	:N.A.

**B. Details of CP outstanding as on date of Letter of Offer of CP (Including Liabilities not redeemed on due date) : INR 3000000000/-**  
(Annexure for the CP Outstanding is attached)

#### C. Fund-based facilities from banks/Financial institutions, if any

Name of the bank	Nature of the Facility	Limit	O/S Amount	Asset Classification
HDFC Bank	CC/OD	750,000,000	NIL	Standard
Barclays Bank PLC	OD/STL	1600,000,000	NIL	Standard
Bajaj Finance Limited	STL	2500,000,000	750,000,000	Standard

#### D. Shareholding of the issuer's promoters and the details of the shares pledged by the promoters, if any –

##### PROMOTERS SHAREHOLDING OF BARCLAYS INVESTMENTS & LOANS (INDIA) PRIVATE LIMITED AS ON MARCH 31, 2025

Particulars	No. of Shares Issued	Value	Percentage Shareholding
<b>A. Equity Shares</b>			
Barclays Bank PLC, UK (including six nominee shareholders)	126,134,137*	5,045,365,480	57.84%
Barclays Mauritius Overseas Holdings Limited	91,930,466	3,677,218,640	42.15%
<b>Total (Equity)</b>	<b>218,064,603</b>	<b>8,722,584,120</b>	<b>100%</b>
<b>B. Preference Shares</b>			
Barclays Bank PLC, UK	458,875	458,875	100%
<b>Total (Preference)</b>	<b>458,875</b>	<b>458,875</b>	<b>100%</b>

\*includes 6 shares held by nominee shareholders and the beneficial interest of these shares is with BBPLC, UK

**E. Financial Summary-**

Financial summary (INR Mio)	Mar 24 - Audited	Mar 23 - Audited	Mar 22 - Audited
Equity (Including preference capital of INR 0.46 mio)	8722.63	10,903.29	10,903.29
Net worth (As per Companies Act, 2013)	10,064.45	9,821.96	9,643.05
Investment in			
Subsidiaries/Affiliates	446.25	245.41	245.41
<b>Total Debt outstanding</b>	<b>28,020.71</b>	<b>21,007.91</b>	<b>23,202.23</b>
Short Term debt (less than 1 year)	27,984.71	20,975.23	23,172.57
Other debt	36.01	32.67	29.66
Gross Income	2,947.94	2,418.61	1,754.19
Operating profit (PBITD)	2,031.14	1,694.23	1,741.36
Gross Profit (PBSD)	350.93	258.93	849.98
Net Profit (Post Tax)	235.5	185.44	598.58

**F.Details of statutory auditor and changes thereof in the last three financial years-**

Name and address	Date of appointment	Remarks
M/s. Suresh Surana & Associates LLP, 8th Floor, Bakhtawar, 229, Nariman Point, Mumbai – 400021	24/09/2021	Appointed for a term of 3 consecutive years for auditing the financials of the Company from FY 2021-22 to FY 2023-24
M/s. Borkar & Muzumdar, Chartered Accountants, 21/168, Anand Nagar Om CHS, Anand Nagar Lane, Off Nehru Road, Vakola, Santacruz (East), Mumbai - 400055	30/09/2024	Appointed for a term of 3 consecutive years for auditing the financials of the Company from FY 2024-25 to FY 2026-27

**G.Details of default in repayment of CP, NCD or any other debt instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year- NIL**

**H. Details of any other material event / development having implications for the financials / credit quality resulting in material liability , corporate restructuring event or such other matters affecting the issue or investor's decision: NIL**

**I. Material Litigation , If any:**

**J. Regulatory Strictures , If any:**

**K. An issuer which is either an NBFC or an HFC shall disclose the residual maturity profile of its assets and liabilities in the following format:**

LR Dec 2024 ( Amt in Mio)	Upto one month	Over one month to upto 2 months	Over 2 months to upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto to 3 years	Over 3 years and upto 5 years	Over 5 years	Total
Fixed Deposits	-	-	-	-	-	-	-	-	-
Advances (Gross)	9,456.25	10,638.75	4,440.78	9,300.71	3,922.81	-	-	-	37,759.30
Investments	-	-	-	-	-	-	-	446.25	446.25
Borrowings- Other than Debt Securities (Discounted)	7,854.77	13,105.63	9,361.35	5,719.80	-	-	-	-	36,041.55
Other Borrowings	751.81	-	-	-	-	-	-	-	751.81
Foreign Currency liabilities	22.02	-	-	-	-	-	-	-	22.02

**For and on behalf of**

**Barclays Investments & Loans (India) Private Ltd**

April 30, 2025

**HDFC Bank Ltd**  
Mumbai 400 042.**Sub: Issuance of Commercial Paper in Dematerialised form.**

We refer to the Issuing and Paying Agency Agreement executed with you in connection with the issue of Commercial Paper in dematerialised form as per the guidelines issued by Reserve Bank of India

In connection with the above , We would like to confirm that

- a) We are eligible to issue commercial Paper as per the norms fixed by Reserve Bank of India.
- b) The amount of Rs.3000000000 proposed to be raised by us by issue of Commercial Paper including the amounts already raised is within the amounts mentioned by ICRA Ltd vide their letter dated 10-Apr-25, by CRISIL vide their letter dated 7-Apr-25 and amounts approved by the Board.
- c) In terms of (i) Net worth (ii) working capital facilities sanctioned by banks / financial institutions.

**For Barclays Investments & Loans (India) Private Limited****Authorized Signatories.**