



VINOD KOTHARI CONSULTANTS

# A Profile

A premier strategic financial consultancy organisation



# Brief introduction

## WHO ARE WE?

Vinod Kothari Consultants Private Limited (VKCPL) is a company focused on providing consulting services, in diverse financial fields including non-banking financial services, housing finance, housing microfinance, mortgage lending, securitisation, green financing, asset backed financing, corporate finance etc.

VKCPL has been in existence for nearly 30 years, and is currently operating out of offices in Kolkata, Mumbai and Delhi, with a specialized team consisting of MBAs, CFAs, CAs and company secretaries.

In the specialized fields of financial services such as securitization, housing finance, asset-backed financing, etc., VKCPL has had some of India's top companies and banks as its clients.

Apart from consulting, we have also been quite active in the field of financial training; we have been imparting specialized training workshops all over the world.

Among the unique strengths of VKCPL is the ability to put together a multi-faceted team of corporate professionals, to handle an assignment from a range of relevant perspectives-- taxation, accounting, legal and financial.

# About Vinod Kothari

WE ARE HEADED BY MR. VINOD KOTHARI WHO IS INTERNATIONALLY RECOGNIZED AS AN AUTHOR, TRAINER AND CONSULTANT ON SPECIALIZED FINANCIAL SUBJECTS, VIZ., LEASING, HOUSING FINANCE, SECURITISATION, CREDIT DERIVATIVES, ACCOUNTING FOR FINANCIAL INSTRUMENTS, STRUCTURED FINANCE, BANKING REGULATIONS ETC. HE HAS BEEN ENGAGED BY VARIOUS GOVERNMENT AND MULTILATERAL ORGANISATIONS FOR VARIOUS FINANCIAL PROJECTS, BOTH IN INDIA AND ABROAD.

MR. KOTHARI HAS AN IN-DEPTH UNDERSTANDING OF THE HOUSING FINANCE MARKET IN INDIA AND GLOBALLY. HE HAS WORKED CLOSELY WITH HOUSING FINANCE ENTITIES AND HOUSING FINANCE REGULATORS IN VARIOUS COUNTRIES. HIS FUNCTIONAL EXPERIENCE INCLUDE: HOUSING FINANCE, AFFORDABLE HOUSING FINANCE, STRUCTURED FINANCE, LEASING, NON-BANKING FINANCIAL REGULATIONS, SECURITIZATION, ACCOUNTING OF FINANCIAL INSTRUMENTS, CORPORATE DIRECT TAXES AND CORPORATE LAWS.

# Services offered

We have been engaged in a variety of consulting services focusing, primarily, on non-banking financial services, including non-banking financial institutions, housing finance, mortgage lending, housing micro finance, asset-backed financing, securitization, credit derivatives, etc.

## **Consultancy- NBFCs**

- Pre-Incorporation
- Post-Incorporation
- Legal advisory and regulatory compliances
- Drafting services
- Accounting and taxation advisory
- Financial advisory
- Training

# Consultancy NBFCs

## Pre-Incorporation

- Company incorporation and advising on the company structure, board composition etc.
- Preparation of detailed business plan after discussing the segment, geographical regions, marketing and branch outreach, product features, etc. Our detailed business plan captures financial income and net interest margins, operating costs, capital expenditure, etc.
- Making application to RBI for setting up of a NBFC. This will include:
  - o Preparing the application documents to be submitted to RBI;
  - o Preparing business plan and projections for the prospective company;
  - o Liaising with the RBI and other relevant authorities.
  - o Guidance during RBI audit / inspection / any other process before the receipt of COR, if any;
  - o Responses to RBI queries and liaising.

# Consultancy NBFCs

## **Post-Incorporation**

- Recommending / validating and developing / re-engineering loan processes
- Recommending and developing or validating loan policies, including
- appraisal techniques & tools
- Product Development
- Preparation of Standard Operating Procedures (SOP)
- Legal Operations

## **Drafting services**

- Drafting of various business documents including business codes and policies,
- Drafting/vetting of various agreements such as loan agreement, shareholder's agreement etc, sanction letters and any other declarations and affidavits.

## **Accounting and taxation advisory**

- GST related advisory;
- Ind AS implementation (Ind AS 109) and advisory;
- Other event-based accounting and taxation advisory.

# Consultancy NBFCs

## Legal advisory and regulatory compliances

- Advisory w.r.t compliance as per RBI guidelines and regulations;
  - Devising a compliance calendar in relation to compliances under the regulatory framework for NBFCs and other directions, guidelines, circulars, notifications etc issued by the RBI with respect to NBFCs;
  - Assisting in all periodic as well as event-based RBI compliances;
- Advising on transactions including financial transactions like identifying probable “deposits”;
- Advising on constitution of various committees and their charter/terms of reference;
- Recommending / validating and developing / re-engineering loan processes;
- Recommending and developing or validating loan policies, including appraisal techniques & tools;
- Advisory w.r.t Product Development;
- General opinion and advisory in the matter of the Companies Act, 2013 and rules issued thereunder (not detailed legal opinion);
- Alerting the Company on the changes in the relevant acts, rules, notifications, circulars, guidelines, etc. as regards the matters referred above;
- Assisting to attain best practices for better legal and statutory compliance;
- Due Diligence to meet RBI standards.



# Our past experience

THE FOLLOWING ARE SOME OF THE  
RECENT CONSULTING  
ASSIGNMENTS HANDLED BY VKCPL

Vinod Kothari Consultants



# HANDLING REGISTRATIONS

Umeed Housing Finance  
Private Limited

Khush Housing Finance  
Private Limited

Canso Fund Management  
Limited

Canso Masala Fund

The project required us to provide end-to-end services for setting up a housing finance company including filing of application with the RBI for registration of housing finance company, drafting of various documents for registration, making of business plan and liaison with the NHB.

We have successfully completed the registration process.

# RETAINERSHIP AND FINANCIAL ADVISORY

TATA Capital  
Financial Services Limited

SREI Equipment Finance  
Limited

- Advisory on various aspects of accounting business including legal and various issue
  - Reviewing any lease deal and commenting on the transaction
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- Advising about strategic planning, business segments, evaluating existing business strategies or practices and generally to make suggestion about the growth of the company.
  - Advising about leasing business, asset renting business and other areas of asset finance.
  - Advising about securitisation structures, structures for any innovative financing options.
  - Reviewing lease transactions and giving a pre-determined checklist with our views on the transactions.
  - Advising on technical matters of having an asset finance business including legal issues accounting standards and such other issues from both global as well as local view point.
  - Advising on structures of receivables transaction.
  - Drafting or vetting of regular business documents for routine asset backed finance transactions.



# RETAINERSHIP AND FINANCIAL ADVISORY

Finquest Financial  
Solutions Private Limited

- Advisory services in relation to compliance under the revised regulatory framework for NBFCs and other directions, guidelines, circulars, notifications etc. issued by the RBI with respect to NBFCs
- Legal and regulatory assistance as and when required;
- RBI periodic filing and compliances.

Moneywise Financial  
Services Private Limited

- Legal and regulatory assistance with respect to the operations as and when required
- Strategic advisory on various avenues to grow the business
- Drafting of business documents and related advisory

Garagepreneurs Internet  
Pvt Ltd. ('SlicePay')

- Reviewing the existing business model of the Company and providing inputs from our end;
- Advisory and consultancy on various aspects of the business;
- Day to day advisory on RBI regulations
- Drafting of policies required by the NBFC in the group
- Opinion on providing of guarantee by an NBFC

# RETAINERSHIP AND FINANCIAL ADVISORY

Branch International  
Financial Services P. Ltd.

- Reviewing the existing business model of the Company and providing inputs from our end;
- Advisory and consultancy on various aspects of the business;
- Day to day advisory on RBI regulations.

Hiveloop Capital Private  
Limited (Udaan)

- Reviewing the existing business model of the Company and providing inputs from our end;
- Advisory and consultancy on various aspects of the business;
- Day to day advisory on RBI regulations.

Lendingkart Finance  
Limited

- Reviewing the existing business model of the Company and providing inputs from our end;
- Strategic advisory on various avenues to grow the business
- Drafting of business documents and related advisory;
- Advisory and consultancy on various aspects of the business;
- Day to day advisory on RBI regulations and Companies Act, 2013.



# FINANCIAL ADVISORY AS ONE-OFF ASSIGNMENTS

## Satin Credit Care Network Limited

Advisory with respect to lending transactions

## GKW Limited

Opinion on classification as an NBFC

## Jindal Consultancy Services Ltd

- Assistance for surrender of NBFC registration certificate
- Calculation of NOF of group companies

## Godawari E-mobility Limited

- Note on lease classification
- Advisory on lease activities

## Indian Railway Finance Corporation

Study on impact of raising invoices for railway projects

## ECL Finance Ltd

Report on Internal Capital Adequacy Assessment

## The Karur Vysya Bank Limited

Advisory services on securitisation transactions

## DBS Bank India Limited

Report on Arm's Length Pricing Rationale

# DRAFTING AND VETTING SERVICES

Tata Capital Financial Services Ltd.

Vetting of documents/ agreements pertaining to lease transactions.

WheelsEMI

Sany Finance Private Limited  
Maanveeya Development and Finance Pvt Ltd.

Drafting of term sheet, lease agreement along with annexures and other ancillary documents.

Sugmya Finance Pvt Ltd  
Emami Group  
TAB Capital

Drafting of term sheet, loan agreement along with loan application form and other ancillary documents.

Poonawalla Finance Private Limited

- Vetting of supplementary agreements and review of waterfall mechanism related to PTC/DA Transactions
- Vetting of escrow agreements



# VALUATION SERVICES

## LNB Group Of Companies

Valuation of financial instruments group companies

## Transform Steel Private Limited

Valuation of Compulsory Convertible Preference Shares for Narbheram Power and Steel Private Limited and GV Mines Minerals and Metals Private Limited

## GV Mines Minerals and Metals Private Limited

Valuation of equity shares of GV mines under rule 11UA of income tax act, 1961

# ACADEMIC AND RESEARCH WORK

**National Company for Development of Housing (Ministry of Public Works and Housing, Government of Amman)**  
In this project, we had to suggest a funding method for an affordable housing finance initiative of the Royal Government.

**National Housing Bank**  
We were retained by NHB for providing assistance to promote covered bonds in India

**Magma Housing Finance**  
The project required us to conduct ground level research in the affordable housing finance space in the North East India, and bring out the problems faced by both the borrowers and the lenders to tap in to finance for buying/ construction of homes. Based on the research a report on "State of Affordable Housing Finance in North East India" was prepared

**Musa Capital, Johannesburg, South Africa**  
In this project, we had to handhold the investment bank into acquiring and securitisation of low-cost housing loans in South Africa. The project involved understanding of the dynamics of low-cost housing finance business and structuring of low-cost housing finance mortgage securitization.

**The World Bank (International Bank for Reconstruction and Development)**  
In this series of projects, we were engaged as consultants to provide a report on corporate bonds market in India in FY 19-20. In the current financial year, we are engaged as consultants for an assignment to build India's mortgage securitisation market.



# SECRETARIAL AUDIT

Our sister concern, Vinod Kothari and Company has been the secretarial auditor of:

Fullerton India Credit Company Limited

HDFC Credila Financial Services Private Limited

HDFC Limited

Fullerton India Home Finance Company Limited

Kiran Vyapar Limited

Capital First Home Finance

Rabo India Finance Limited

India Infoline Housing

Finance Limited

Daimler Financial Services India Private Ltd

Dewan Housing Finance Corporation Limited & subsidiaries (DIL and DAIPPL)

DBS Bank India Limited