

TERMSHEET

Issuer	Cholamandalam Investment and Finance Company Limited (CIFCL)
Type of Instrument	Non-Convertible Debentures
Nature of Instrument	Subordinated, Rated Listed Redeemable Non-Convertible Debentures.
Seniority	Subordinated
Mode of Issue	Private Placement
Eligible investors	As provided in the caption titled "Eligible Investors" Of this Shelf Disclosure Document
Listing	The Company shall forward the Listing Application within 15 days from the date of allotment on the Wholesale Debt Market (WDM) Segment of the National Stock Exchange (NSE). In Case of FII the Listing will be done within 15 days from the date of Allotment.
Rating of the instrument	[ICRA]AA with Positive Outlook by ICRA Ltd & IND AA from India Ratings Ltd
Issue Size	Subordinated, Rated, Listed, Redeemable, Non-convertible Debentures of face value of Rs.10,00,000/-(Rupees Ten Lakh only) each, aggregating up to Rs.500,000,000/-(Rupees Fifty crores only) on a private placement basis (the "Issue") in one or more tranches.
Option to retain oversubscription (Amount)	N.A.
Objects & Details of the utilization of the proceeds	The Capital Adequacy Ratio of the Company as on June 30, 2016 is 18.73% . However, considering the growth of assets planned during the current and the subsequent years, the Company desires to raise Tier II capital to maintain the Company's Capital Adequacy Ratio at a level not below the minimum required to be maintained as per RBI guidelines. Accordingly this issue will enhance capital adequacy of the Company from the present level requirements and finance the asset growth of the Company.
Coupon Rate	9.08 % p.a.
Step Up/Step Down Coupon rate	N.A.
Coupon Payment frequency	Annual
Coupon Payment dates	TBD
Coupon Type	Fixed
Coupon Reset process	N.A.
Day Count Basis	Actual / Actual
Interest on Application money	At the Coupon rate, subject to deduction of tax at source, as applicable from the date of realization of cheque (s)/ demand draft(s)/ RTGS upto one day

Cholamandalam Investment and Finance Company Ltd.

Dare House, 2, N.S.C. Bose Road, Parrys, Chennai 600001, India.

Tel : 91.44.30007172 / Fax : 91.44.25346464

Website : www.cholamandalam.com

CIN – L65993TN1978PLC007576



murugappa



Chola
Enter a better life



Default Interest rate	prior to the Date of Allotment.
	Without prejudice to any other rights and remedies available to the Debenture Trustee pursuant to the terms of Transaction Documents:
	<p>a) If, at any time, a Payment Default occurs, the Company agrees to pay additional interest at the rate of 2% (Two Percent) per annum over and above the applicable Interest Rate on all amounts outstanding under the relevant series of Debentures (including the Outstanding Principal Amounts and any accrued but unpaid interest) from the date of occurrence of such a Payment Default until such Payment Default is cured or the Debentures are fully redeemed.</p> <p>b) In the event there is any delay in listing of the Debentures beyond 20 (twenty) calendar days from the Deemed Date of Allotment, the Company will pay additional interest of 1% per annum over the Interest Rate, from the expiry of 30 (thirty) calendar days from the Deemed Date of Allotment till the listing of the Debentures is completed.</p>
Tenor	7 years
Redemption Date	TBD
Redemption Amount	Bullet at par
Redemption Premium / Discount	N.A
Issue Price	Rs.10,00,000/- per Debenture
Discount at which security is issued and the effective yield as a result of such discount	N.A.
Put option Date	N.A
Put option price	N.A
Call option Date	N.A
Call option price	N.A
Put Notification Time	N.A
Call Notification Time	N.A
Face value	Rs.10,00,000/- per Debenture
Minimum Application and in multiples of no. of debt securities thereafter	10 Debentures and in multiples of 1 debenture thereafter
Proposed Issue Timing:	
1. Issue Opening date	1) October 27, 2016
2. Issue Closing date	2) October 27, 2016
3. Pay in date	3) October 27, 2016
4. Deemed date of allotment	4) October 27, 2016
Issuance mode of the instrument	In Dematerialized form

Cholamandalam Investment and Finance Company Ltd.

Dare House, 2, N.S.C. Bose Road, Parrys, Chennai 600001, India.

Tel : 91.44.30007172 / Fax : 91.44.25346464

Website : www.cholamandalam.com

CIN – L65993TN1978PLC007576



murugappa

Trading mode of the instrument	In Dematerialized form
Settlement mode of the instrument	Payment of interest and principal will be made by way of Cheque(s)/interest warrant (s)/demand draft(s)/ RTGS.
Depository	National Securities Depository Ltd. And Central Depository Services (India) Ltd.
Business Day convention	Should any of the date(s), including the Date of Allotment/Deemed Date of Allotment, Record Date or the Interest Payment date, as defined in this SHELF DISCLOSURE DOCUMENT, fall on Saturday, Sunday or a public holiday or RTGS is not available for any reason whatsoever at a place where the Registered/Corporate Office is situated, the next Working Day for interest payment date shall be considered as the effective date and the preceding day for Maturity date or Redemption Date.
Record date	15 Calendar days prior to each coupon payment / put option date / call option date / redemption date
Transaction documents	<ul style="list-style-type: none"> • Debenture Trustee Agreement, which will confirm the appointment of IDBI Trusteeship Limited as the Debenture Trustee ("Debenture Trustee Agreement"); • Debenture Trust Deed, which will set out the terms upon which the Debentures are being issued and shall include the representations and warranties and the covenants to be provided by the Issuer ("Debenture Trust Deed");and <p>Such other documents as agreed between the Issuer and the Debenture Trustee.</p>
Conditions precedent to disbursement	<ol style="list-style-type: none"> 1. Execution of Shelf Disclosure Document 2. Credit Rating Letter 3. Trustee Consent Letter 4. Execution of Debenture trustee agreement
Conditions subsequent to disbursement	<ol style="list-style-type: none"> 1. Filing of the relevant documents inter alia private placement offer letter, return of allotment etc. with the ROC within the timelines specified under the rules under the Companies Act, 2013. 2. Execution of Debenture Trust Deed within 90 days of deemed date of allotment
Events of Default	As mentioned in the caption titled " Events of Default " in the Shelf Disclosure document
Role and responsibilities of debenture trustee	As mentioned in the caption titled " Role and responsibilities of debenture trustee " in the Shelf Disclosure Document
Governing law and jurisdictions	As mentioned in the caption titled " Governing law and jurisdictions " in the Shelf Disclosure Document.

Cholamandalam Investment and Finance Company Ltd.

Dare House, 2, N.S.C. Bose Road, Parrys, Chennai 600001, India.

Tel : 91.44.30007172 / Fax : 91.44.25346464

Website : www.cholamandalam.com

CIN – L65993TN1978PLC007576




murugappa

Cashflow of the NCD*:

Tenor		7 Years				
Face value of the Debenture		1,000,000				
Coupon Rate		9.0800%				
Months	Date	Net Cash Flow	Principal	Interest	Principal O/s	Days of Interest payment
	Thursday, October 27, 2016	(1,000,000)			1,000,000	
12	Friday, October 27, 2017	90,800	-	90,800	1,000,000	365
24	Monday, October 29, 2018	91,298	-	91,298	1,000,000	367
36	Monday, October 28, 2019	90,551	-	90,551	1,000,000	364
48	Tuesday, October 27, 2020	90,552	-	90,552	1,000,000	365
60	Wednesday, October 27, 2021	90,800	-	90,800	1,000,000	365
72	Thursday, October 27, 2022	90,800	-	90,800	1,000,000	365
84	Friday, October 27, 2023	1,090,800	1,000,000	90,800	-	365

*Assuming October 27, 2016 is the proposed Deemed Date of Allotment.

For **CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED**


 (Authorised Signatory)

Cholamandalam Investment and Finance Company Ltd.

Dare House, 2, N.S.C. Bose Road, Parrys, Chennai 600001, India.

Tel : 91.44.30007172 / Fax : 91.44.25346464

Website : www.cholamandalam.com

CIN – L65993TN1978PLC007576