

March 17, 2017

To,
 Mr. K.K. Mahajan
Bank of Baroda,
GM-Treasury Branch
 Mumbai

Sub: Non Convertible Debenture Issue of Cholamandalam Investment and Finance Co. Ltd.

With reference to the above, we wish to inform you that our company **Cholamandalam Investment and Finance Co. Ltd.** is interested in issuing secured redeemable non-convertible debentures aggregating up to Rs. 500 Crores. The proposed terms of the issue are as follows:

Issuer	Cholamandalam Investment and Finance Company Ltd.
Instrument	Secured Redeemable Non Convertible Debentures ("NCDs" or Debentures")
Issue Amount	Rs. 500 Crores
Issue open, close, value & allotment dates	20-Mar-2017
Tenure	2 years from deemed date of allotment
Coupon Rate	8.27% p.a.
Coupon Payment Frequency	Annual & On Maturity
Coupon Payment Dates	20-Mar-18 & 20-Mar-19
Rating	AA (Positive) from ICRA (Pronounced AA (Positive) by ICRA)
Tenure	730 days from the date of allotment
Redemption Date	20-Mar-2019
Redemption Amount per NCD	Rs. 10,00,000/-
Maturity Amount	At Par
Put / Call Option	None
Issuance & Trading	Only in Dematerialized form
Face Value	Rs.10,00,000/- per Debenture (Rupees Ten Lacs only)
Minimum Application Size	10 Debentures (Rs. 10 lakhs) & 1 Debenture thereafter
Debenture Trustee	IDBI Trusteeship Services Ltd
Security	The Debenture shall be secured by way of an Exclusive Charge on Standard Receivables of the Company, with minimum asset coverage of 1.15 times of the outstanding NCDs, and a subservient charge over an immovable

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



Security creation	property
Entire term life	The Security for the said Debentures shall be created in favour of Debenture Trustee within a period of 60 days from the date of disbursement, failing which an additional interest @ 2% p.a. on the outstanding amount of Debentures shall be payable from the date of disbursement till such creation of security to the satisfaction of the Debenture holder(s)
Interest Calculation	Interest for each of the interest periods shall be calculated, on 'actual/ 365 (366 in case of a leap year) days' basis, on the face value of principal outstanding on the Debentures at the coupon rate rounded off to the nearest Rupee
Listing	The Debentures are proposed to be listed on the WDM segment of NSE
Depository	NSDL/CDSL
Clear Market Provision	All offers covered under this Issue/placement shall be made only to such persons whose names are approved and recorded by the company (PAS-5) prior to the invitation to subscribe, and that such persons shall receive the offer by name
Record Date	Record Date for the Debentures shall be 15 calendar days prior to each interest payment and / or principal repayment date

The current issuance of private placement of NCDs is covered under the category, wherein minimum subscription per investor is of Rs.1 Crore and above (in accordance with RBI/2014-15/475 DNBR (PD) CC No.021/03.10.001/2014-15 dated February 20, 2015)

We request you to kindly consider our proposal and should you need any further information/clarification we shall be pleased to furnish the same.

Thanking you,

Yours faithfully,

For Cholamandalam Investment and Finance Co. Ltd.,



Sanjay Chaturvedi
Sr. AVP- Treasury

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