

Term Sheet

Issuer	Indiabulls Housing Finance Limited
Issue Size (Rs.)	Rs. 330 Crores (Rs. Three Hundred and Thirty Crores Only)
Greenshoe Option (Rs.)	NA
Security Name	IHFL, 25 th January 2024
Objects of the Issue	The object of the issue is to augment the long-term resources of the company (deployment of funds on its own balance sheet).
Details of the utilization of the proceeds	The proceeds of the issue will be used for business activities of the company (including lending to the borrowers of the company, working capital requirements, short term cash flow mismatches and other business purposes).. The issuance shall not be utilized for any of the activities of NBFCs for which Bank finance is not permissible as per RBI guidelines.
Instrument	Secured Redeemable Non-Convertible Debentures
Issuance Mode	Dematerialised mode only
Trading Mode	Dematerialised mode only
Credit Rating	“CRISIL AAA” by CRISIL & “CARE AAA” by CARE
Seniority	Senior
Mode of Issue	Private Placement under electronic book mechanism of BSE under SEBI Circular ref SEBI/HO/DDHS/CIR/P/2018/05 dated January 5, 2018 read with “Operational Guidelines for issuance of Securities on Private Placement basis through an Electronic Book Mechanism” issued by BSE vide their Notice No. 20180328-53 dated March 28, 2018 and / or any subsequent guidelines as may be issued by BSE from time to time, in this regard.
Security	Mortgage of the immovable property of the Issuer as identified in the Debenture Trust Deed and a charge by way of hypothecation in favor of the Debenture Trustee, on all current assets (including investments) of the issuer (both present and future) and current and future loan assets of the Issuer and all monies receivable thereunder, on a first pari-passu basis with all other secured lenders to the Issuer holding pari-passu charge over the security.
Security Cover	The security cover will be at least 1 time of the outstanding book value of the NCDs at all times during the tenure of NCDs
Early Redemption Event	<p>The investor will have right to seek full repayment of NCD by giving 30 calendar days’ notice, in case</p> <ul style="list-style-type: none"> Rating is downgraded by two notches or more for current NCD from current rating of CRISIL AAA/ CARE AAA. Mr. Sameer Gehlaut ceases to be on the Board of the Company.
Eligible Investors	All QIBs, and any non-QIB Investors specifically mapped by the Issuer on the BSE BOND – EBP Platform, are eligible to bid / invest / apply for this Issue. All investors are required to comply with the relevant regulations/ guidelines applicable to them for investing in this Issue.
Face Value	Rs. 10,00,000/- per NCD
Minimum bid size and in multiples thereafter	10 Debentures of Rs. 10 lakhs each and in multiple of 1 Debentures thereafter
Issue Price	At Par
Redemption Amount	Rs. 3,33,333.33/- (Rupees Three Lakhs Thirty Three Thousand Three Hundred Thirty Three and Paise Thirty Three) per NCD on 25 th January 2022

	Rs. 3,33,333.33/- (Rupees Three Lakhs Thirty Three Thousand Three Hundred Thirty Three and Paise Thirty Three) per NCD on 25 th January 2023
	Rs. 3,33,333.34/- (Rupees Three Lakhs Thirty Three Thousand Three Hundred Thirty Three and Paise Thirty Four) per NCD on 25 th January 2024
Redemption Premium	At Par
Minimum Application	10 Debentures of Rs. 10 lakhs each and in multiple of 1 Debentures thereafter
Tenor	5 Years
Put Option	N.A.
Put Option Date	N.A.
Put Option Price	N.A.
Put Notification Time	N.A.
Call Option	N.A.
Call Option Date	N.A.
Call Option Price	N.A.
Call Notification Time	N.A.
Redemption/Maturity	25 th January 2024
Coupon Rate	9.05% p.a. (Payable Annually)
Step Up / Step Down Coupon Rate	Coupon rate shall increase by 25 bps for every downgrade in the rating of the debentures by any rating agency.
Coupon Payment Frequency	Payable Annually and At Maturity
Coupon Payment Dates	27 th January 2020, 25 th January 2021, 25 th January 2022, 25 th January 2023, 25 th January 2024
Coupon Type	Fixed
Coupon Reset Process	Not Applicable
Day Count Basis	Actual / Actual
Interest on Application Money	N.A.
Listing	National Stock Exchange of India Limited and BSE Limited
Trustee	IDBI Trusteeship Services Ltd
Depositories	NSDL/CDSL
Registrar	Karvy Computershare Pvt. Ltd.
Settlement	RTGS/NEFT/Fund Transfer
Business Day/ Working Day Convention	If any of date(s) defined in the final term sheet, except the Deemed Date of Allotment, falls on a holiday, the next working day shall be considered as the effective date(s) in line with SEBI circular No CIR/IMD/DF-1/122/2016 dated November 11, 2016.
Record Date	The record date will be 15 days prior to each interest payment / principal repayment date
Effect of Holidays	If any of the interest payment dates is a holiday in Mumbai, interest will be payable on the next succeeding business day in Mumbai and shall be the interest payment date. Such payment on the

	<p>next day would not constitute non-payment on due date.</p> <p>In case the maturity date falls on a holiday, the payment will be made on the previous working day, without any interest for subsequent period outstanding.</p>
Transaction Documents	<ul style="list-style-type: none"> • Term Sheet dated 22nd January 2019 issued by IDFC First Bank Limited and accepted by IBHFL (hereinafter referred to as “Term Sheet”) • Rating Letter • Rating Rationale • Trustee Consent • Application Form
Conditions Precedent to Disbursement	As per the Term sheet
Conditions Subsequent to Disbursement	<ul style="list-style-type: none"> • The charge on the current assets and loan assets by way of hypothecation to be created upfront and to be registered with the ROC within 30 days of creation of security. • Debenture Trust Deed (DTD) to be executed within 60 days from the deemed date of allotment. • The debentures to be listed within 15 days from the Deemed Date of Allotment.
Future Borrowings and Automatic Approvals to the Issuer	<p>As long as the Company maintains the stipulated security cover in respect of NCD's, the Company shall be entitled to borrow/ raise loans or avail of financial assistance in whatever form and also issue Debentures / Notes / other securities in any manner and to change its capital structure without the consent of Debenture holders/Debenture Trustee.</p> <p>Further, the Company shall not be required to obtain debenture holders/ debenture trustee consent for creating pari-passu charge on the assets given as a security for further borrowings till the time stipulated security cover is maintained.</p>
General covenants and conditions attached to the Debentures	As per the Term sheet and Debenture Trust Deed
Events of Default	As per the Term sheet and Debenture Trust Deed
Remedies	As per the Term sheet and Debenture Trust Deed
Cross Default	As per the Term sheet and Debenture Trust Deed
Role and Responsibilities of Trustees	As per the Term sheet and Debenture Trust Deed
Governing Law and Jurisdiction	Refer “Governing Law” in the Disclosure Document
Mode of Subscription	As per SEBI circular dated 5 th January 2018 and operational guidelines of BSE
Issue / Bid Opening Date	24 th January 2019
Issue / Bid Closing Date	24 th January 2019
Pay-in Date	25 th January 2019
Deemed Date of Allotment	25 th January 2019
Manner of Bidding	Open Bidding
Mode of Allotment	Uniform Allotment
Settlement Mode	Indian Clearing Corporation Limited
Arrangers to the Issue	N.A.

The company reserves the right to change the series timetable

Cash Flows	Date	No. of days in Coupon	Amount (Rs.)
Coupon I	Monday, 27 January 2020	365	90,500.00
Coupon II	Monday, 25 January 2021	366	90,500.00
Coupon III	Tuesday, 25 January 2022	365	90,500.00
Principal Repayment I	Tuesday, 25 January 2022		3,33,333.33
Coupon IV	Wednesday, 25 January 2023	365	60,333.33
Principal Repayment II	Wednesday, 25 January 2023		3,33,333.33
Coupon V	Thursday, 25 January 2024	365	30,166.67
Principal Repayment III	Thursday, 25 January 2024		3,33,333.34
Total			13,62,000.00

The above tables are illustrative and indicative. The actual dates and maturity amount will be in accordance to and in compliance with the provisions of SEBI circular CIR/IMD/DF-1/122/2016 dated November 11, 2016 giving effect to actual holidays and dates of maturity which qualifies the SEBI requirement.

OTHER CONFIRMATIONS

No part of the proceeds from this Issue will be paid by us as consideration to our Promoters, our Directors, Key Managerial Personnel, or companies promoted by our Promoters.

Financial or other material interest of the directors, promoters, or key managerial personnel in the offer:

Except as otherwise stated in the Transaction Documents, none of the Directors, or the Promoters, or any Senior Management of our Company have any financial or other material interest in this Issue.

Litigation or legal action against our Promoters taken by any ministry, department of Government or any statutory authority

Except as disclosed below, there are no litigations or legal actions pending or taken by any ministry; or department of the Government; or any statutory authority against the Promoters during the last three years immediately preceding the year of the circulation of this Disclosure Document and no directions have been issued by such ministry; or department of the Government; or statutory authority upon conclusion of such litigation or legal action.

Details of any inquiry inspections or investigations

Inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous companies law in the last five years immediately preceding the year of issue of this Disclosure Document against our Company and our Subsidiary;

Details of acts of material frauds committed against our Company in the last five years, if any, and if so, the action taken by our Company

There have been instances of fraud, which are inherent in the nature of the business of our Company. However, there is no material fraud committed against our Company in the last five Fiscals.

DECLARATION

The Company, hereby declare that all the relevant provisions of the Companies Act, 2013, Securities Contracts (Regulations) Act, 1956, OF SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 (SEBI Regulations), have been complied with and no statement made in this Disclosure Document is contrary to the provisions of the said Act and/or the SEBI Regulations.

The compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government.

The monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter. The Company accepts no responsibility for statements made otherwise than in this Disclosure Document and anyone placing reliance on any other source of information will be doing so at his own risk.

Signed by Mr. Harshil Suvamkar, Head - Markets for and on behalf of the Board of Directors of the Company, pursuant to the authority granted by the Board of Directors of the Company at its meeting held on October 15, 2018.

Authorized Signatory



For Indiabulls Housing Finance Limited

