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DEWAN HOUSING FINANCE CORPORATION LIMITED

Corporate identity number (CIN) - L65910MH1984PLC032639

(Originally Incorporated as "Dewan Housing Finance & Leasing Company Ltd." on 11th April 1984 under the Companies Act, 1956. The name was subsequently changed to "Dewan Housing Development Finance Ltd." on the 26th September 1984 and later to "Dewan Housing Finance Corporation Ltd." on 25th August 1992.)

Registered Office: Warden House, Sir P M Road, Fort, Mumbai - 400 001;

Toll Free No.: 1800 22 3435, **Customer Care No.:** (0124) 4092750, **Visit us at:** www.dhfl.com,
email – response@dhfl.com

Corporate Office: "TCG Financial Centre", 10th Floor, BKC Road, Bandra Kurla Complex, Bandra (E),
Mumbai -400098;

Tel: 022-66006999; **Fax:** 022-66006998; **E-mail:** info@dhfl.com; **Website:** www.dhfl.com

TERM SHEET

Issuer	Dewan Housing Finance Corporation Limited (the "Issuer / DHFL/Company")
Instrument	Secured Non-Convertible Redeemable Bonds in the nature of Debentures
Nature of Instrument	Secured
Amount	Rs 150 Crores (Rupees One Hundred and Fifty Crores Only)
Mode of Issue	Private Placement
Objects of the Issue	1. For the purpose of onward lending, financing and repayment/prepayment of principal and interest of existing borrowings and 2. General Corporate Purposes
Rating of the Instrument	CARE AAA by CARE and BWR AAA by Brickwork Ratings
Tenor	3 Years
Put Option	At the end of 1 year and 2 days from deemed date of allotment i.e June 25, 2018
Call option	None
Put notification date	15 Calendar days before put Option date
Coupon Rate	8.00% p.a. (Payable Annually)
Redemption Date	June 23, 2020
Step up/ Step Down in Coupon Rate	Coupon will step down to 7.60% (XIRR) in case put option is exercised
Interest Payment Frequency	Annual
Face Value	Rs 10,00,000 (Rs. Ten Lakh per NCD)
Day Count Basis	Actual/ Actual

Issue & Redemption Price	At Par
Security	<ul style="list-style-type: none"> • First Paripassu charge on the business assets of the Company with minimum asset cover of 1.10 times at all times • Also secured by a subservient charge over an immovable property. • The company shall execute the Debenture Trust Deed and create charge within 3 months or any other extended period given by the debenture trustee/regulatory authorities from the issue closure date. In case of delay in execution of trust deed and creation of charge, the company will refund the subscription with agreed rate of interest, or will pay penal interest of 2% p.a. over the coupon rate till these conditions are complied with at the option of the investors.
Holiday Convention	<p>If any interest payment date is not a Business Day in Mumbai , interest will be payable on the next Business day in Mumbai which shall be the interest payment date.</p> <p>If any Principal payment date is not a Business Day in Mumbai, principal will be payable on the previous Business day in Mumbai which shall be the principal payment date. Business Day means a day which is not a Saturday, Sunday or a public holiday and on a day when there is RTGS/NEFT/ECS clearing facility in Mumbai</p>
Issue opening date	June 21,2017
Closing Date	June 23,2017
Pay in Dates	June 21, 2017 to June 23, 2017
Deemed Date of Allotment	June 23, 2017
Interest on Application Money	At coupon rate, i.e., 8.00% p.a.
Form of issuance	Demat only
Letter of Allotment	The Issuer should ensure the Demat Credit is issued to investors within 2 working days from the deemed date of allotment of the NCDs.
Trustees	<p>Catalyst Trusteeship Ltd. (formerly GDA Trusteeship Ltd).</p> <p>The Company shall enter into a Trustee Agreement / Trust Deed , inter-alia specifying the powers , authorities and obligations of the Company and the Trustees in respect of the Debentures</p>
Listing	<p>National Stock Exchange (NSE)</p> <p>NCDs will be listed within 20 days from deemed date of allotment on WDM segment</p> <p>In case of delay in listing of the debt securities beyond 20 days from the deemed date of allotment , the company will pay penal interest of 2% pa over the coupon rate from the expiry of 30 days from the deemed date of allotment till the date of listing</p>
Default Interest Rate	2% pa over the coupon rate will be payable by the Company over the defaulting period

Illustrative Cash Flows

Cash Flows	Date	No. of days in Coupon Period	Amount (Rs.) (If Put Exercised)	Amount (Rs.) (If Put Not Exercised)
1 st Coupon	Monday, June 25, 2018	365	-	80,000
	Monday, June 25, 2018	367	76,432	-
Principal	Monday, June 25, 2018	-	10,00,000	-
2 nd Coupon	Monday, June 24, 2019	365	-	80,000
3 rd Coupon	Tuesday, June 23, 2020	365	-	80,000
Principal	Tuesday, June 23, 2020	-	-	10,00,000
Total			10,76,432	12,40,000

for **Dewan Housing Finance Corporation Limited**

Sd/-

Place: Mumbai
Date : June 21, 2017

P. K. Kumar- Sr. Chief Manager Secretarial