

**PART A – SUMMARY TERM SHEET**

Sr. No.	Details	Particulars
1.	Security Name	Reliance Home Finance Limited Market Linked Debentures Series RHFL M/42 – Tranche 3 (“ <b>Debentures</b> ”)
2.	Issuer / Company	Reliance Home Finance Limited
3.	Type of Instrument	Rated, Listed, Secured, Redeemable, Non-Convertible, Principal Protected Market Linked Debentures
4.	Series Number	RHFL M/42 – Tranche 3
5.	ISIN	INE217K07BH1
6.	Board Resolution Dated	November 1, 2018
7.	Shareholders’ Resolution Dated	April 25, 2017
8.	Nature of instrument	Secured
9.	Seniority	Senior
10.	Mode of Issue	Private Placement
11.	Eligible Investor(s)	As mentioned in “Categories of Investors” on page 72 of the Information Memorandum
12.	Proposed time for completion of allotment and Listing	Allotment will be completed as per the applicable provisions of the rules and regulations.  The Issuer will submit the listing document relating to the Debentures issued under this Information Memorandum to the BSE Limited (“BSE”) within 15 (fifteen) days of the Date of Allotment.
13.	Rating of the Instrument	CARE PP-MLD AA (PP-MLD AA) (Credit watch with developing implications) by Care Ratings Limited (“CARE”)
14.	Principal Amount / Face Value per Debenture	INR 5,00,000/- (Rupees Five Lakh only)
15.	Minimum Application and in multiples of Debt securities thereafter	Minimum application shall be for 5 (Five) Debenture(s) and in multiples of 1 (One) thereafter.
16.	Issue size / Amount which the Company intends to raise	10,00,00,000 (Rupees Ten crore only) (i.e. 200 Debentures)
17.	Option to retain oversubscription (amount)	10,00,00,000 (Rupees Ten crore only)
18.	Utilisation of Issue Proceeds / Objects of the Issue	The Debentures have been issued to raise resources to meet the ongoing funding requirements for the Company’s business activities, for general corporate purposes and re-financing of the existing debt obligations of the Company.
19.	Details of utilization of the Proceeds	The Issue Proceeds shall be utilized in accordance with the “Utilisation of Issue Proceeds / Objects of the Issue” provision above.
20.	Interest on Application Money	Not Applicable

Sr. No.	Details	Particulars
21.	Default Interest Rate	Please refer to the "Default in payment" section on page 44 of the Information Memorandum
22.	Issue Timing/ Proposed Time Schedule	
	1. Issue Open Date	January 17, 2019
	2. Issue Close Date	January 18, 2019
	3. Pay in Date	Between Issue Open Date and Issue Close Date (both inclusive)
	4. Deemed Date of Allotment	January 18, 2019 The Issue Close Date / Pay-in Date / Deemed Date of Allotment may be rescheduled at the sole discretion of the Issuer, to a date falling not later than 07 (seven) working days from the date mentioned herein. The actual Issue Close Date / Pay-in Date / Deemed Date of Allotment shall be communicated to each investor in the Allotment Advice.
23.	Issuance mode of the Instrument	These debentures would be issued only in Dematerialized form (Demat) through authorized DP
24.	Trading mode of the Instrument	Demat mode only
25.	Settlement mode of the Instrument	RTGS / NEFT / Fund Transfer to the bank details as per NSDL records.
26.	Depository(ies)	NSDL / CDSL
27.	Business Day Convention	Please refer to the "Effect of Holidays" section on page 77 of the Information Memorandum
28.	Record Date	15 (Fifteen) days prior to each Coupon Payment / Final Redemption Date / Contingent Early Redemption Date (if applicable)
29.	Security	<p>The Debentures shall be secured on first <i>pari-passu</i> basis by:</p> <p>A. Registered mortgage over immovable property of the Company, charged in favour of the Debenture Trustees, the description of which is as follows: Office No. 4/A, Third Floor, Shiv Complex, Near Panchbhatti, Station Road, Bharuch; and</p> <p>B. Hypothecation charge on book debts / receivables, outstanding monies (loan book), receivable claims of the Company (both present and future) with other secured lenders, except those book debts and receivables charged / to be charged in favour of National Housing Bank for refinance availed / to be availed from them, of Home Finance Business;</p> <p>subject to maintenance of minimum asset coverage of 100% of the issue amount and the above mentioned security shall be shared on <i>pari-passu</i> basis with the existing lenders / charge holders.</p>
30.	Security Cover	The Company shall maintain a minimum asset cover of 100% at all times.

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31.	Contribution being made by Promoters or directors either as part of the offer or separately in furtherance of such objects	Nil
32.	Transaction Documents	1. Debenture Trust Deed; 2. Information Memorandum; 3. Rating letters from CARE; 4. Consent letter of Karvy Fintech Private Limited to act as Registrar & Transfer Agent for the proposed issue; 5. Tripartite agreement between the Company, Depositories and the Registrar and Transfer Agent; and 6. Uniform Listing Agreement with BSE Limited.
33.	Conditions Precedent to Disbursement	Not Applicable
34.	Condition Subsequent to Disbursement	Not Applicable
35.	Events of Default	Please refer to the "Main events of default and remedies under the Debenture Trust Deed" section on page 85 of the Information Memorandum
36.	Provisions related to Cross Default Clause	Not Applicable
37.	Role and Responsibilities of Debenture Trustee	Please refer to the "Main events of default and remedies under the Debenture Trust Deed" section on page 85 of the Information Memorandum
38.	Governing Law and Jurisdiction	Please refer to the "Governing Law and Jurisdiction" section on page 88 of the Information memorandum
39.	Payment Details: Payment Mode: the payment can be made through Cheque / DD / Other banking channels	Settlement Bank : HDFC Bank Limited Branch Fort : 400 023 Account No. : 00600310036128 Account Name : Reliance Home Finance Limited IFSC Code : HDFC0000060
40.	Registrars and Transfer Agents	Karvy Fintech Private Limited
41.	Trustees	IDBI Trusteeship Services Limited
42.	Placement Fee	For each of the Debentures applied for, a placement Fee of upto 3.00% of the Issue Price may be payable to the Distributor (if any) by the Investor over and above the Issue Price. Note: For each of the Debentures / NCDs applied for, the Issuer shall collect the Placement Fee, in addition to the Issue Price of the Debentures / NCDs, from the Investor and credit such Placement Fee to the account of the Distributor (if any). For the avoidance of doubt such Placement Fee is not and should not be construed as payment of commission as mentioned under Section 40 of the Companies Act, 2013 and the rules made thereunder.

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43.	Early Redemption	<p>If, for reasons beyond the control of the Company, the performance of the Company's obligations under this Issue is prevented by reason of force majeure including but not limited to an act of state or situations beyond the reasonable control of the Company, occurring after such obligation is entered into, or has become illegal or impossible in whole or in part or in the exercising of its rights, the Company may at its discretion and without obligation to do so, redeem and/or arrange for the purchase of all but not some of the Debentures/NCDs, by giving notice of not less than 5 (five) Business Days to the Debenture Holders which notice shall be irrevocable and shall specify the date upon which The Debentures/NCDs shall be redeemed (such date on which The Debentures/NCDs become immediately due and payable, the "Early Redemption Date").</p> <p>Provided however if the Company believes or is advised that it is necessary to only redeem and/or arrange for the purchase of the Debentures/NCDs held by only certain class of Debenture Holders to overcome or mitigate any such force majeure, then the Company may without obligation to do so, redeem and/or arrange for the purchase of only such number of The Debentures/NCDs actually held by such class of Debenture Holders at the relevant time.</p> <p>If the Debentures/NCDs are bought by the Company, the Company will, if and to the extent permitted by applicable law, pay to each Debenture Holder in respect of each of the Debentures/NCDs held by such Debenture Holder an amount equal to the Early Redemption Amount of a Debenture notwithstanding the illegality or impracticability, as determined by the Company in its sole and absolute discretion.</p> <p>Early Redemption Amount means fair market value minus associated costs.</p>
44.	Premature Exit	<p>At the request of an Investor, the Company shall at its discretion and without being obliged to do so, arrange for the buyback ("Premature Exit") of such number of Debentures as the Investor shall request.</p> <p>Such Premature Exit shall occur at a price:</p> <p>(a) which shall take into consideration the market value of the Debentures, all costs incurred by the Company (including costs of unwinding any hedge); and</p> <p>(b) the price computed under (a) above shall be further reduced by such amount not exceeding 10% of the face value of the Debentures/NCDs to be determined by the Company at its sole discretion.</p> <p>A request for Premature Exit by an Investor shall not be considered if made within 12 (twelve) months from the Deemed Date of Allotment.</p>

Sr. No.	Details	Particulars
45.	Call Option (Redemption at the option of the Company) Call Option Date Call Option Price Call Notification Time	Not Applicable
46.	Put Option (Redemption at the option of the Company) Put Option Date Put Option Price Put Notification Time	Not Applicable but see point 44 above
47.	Day Count Basis	Not Applicable

**PROVISIONS RELATING TO COUPON (IF ANY) AND REDEMPTION AMOUNT PAYABLE**

1.	Issue Price per Debenture/ Price of the Debenture & Justification	101.25% of Principal Amount (Face Value)  (The security is being issued at a premium, with the Coupon Amount / Rate and Coupon Payment Frequency as mentioned below which is in accordance with the prevailing market conditions at the time of issue)
2.	Discount at which security is issued and the effective yield as a result of such discount	The security is being issued at 101.25% of the Principal Amount. Please refer to "Coupon Amount/Rate" below
3.	Initial Valuation Date / Fixing Date	December 06, 2018
4.	Final Valuation Date	The Stock futures expiry date in the month of July 2022  (i.e. July 28, 2022, provided that, if such date is not a scheduled Stock futures expiry date, then the Stock futures expiry date as notified by the National Stock Exchange for that month will be considered as the Final Valuation Date)
5.	Final Redemption Date / Final Maturity Date	December 06, 2022
6.	Tenor	46 (Forty Six) months and 18 (Eighteen) days from the Deemed Date of Allotment  (i.e. 1,418 (One Thousand Four Hundred and Eighteen) days from the Deemed Date of Allotment)
7.	Redemption Amount	On the Redemption Date / Final Maturity Date, each Debenture holder will receive per Debenture held an amount equal to 100% of Principal Amount + Coupon Amount
8.	Redemption Premium / Discount	Not Applicable
9.	Coupon Type / Basis (a) Reference Index (b) Index Sponsor (also known as Index Administrator) (c) Index Calculation Agent	Reference Index Linked ASK High Conviction Index ASK Investment Manager Private Limited India Index Services & Products Limited (IISL)
10.	Change of Coupon Basis/Step Up/Step Down Coupon Rate	Not Applicable
11.	Coupon Payment Dates/ Frequency	Final Redemption Date / Final Maturity Date only
12.	Observation Dates	The Initial Observation Date and each Subsequent Observation Date as below.  <b><u>Initial Observation Date:</u></b>  The Initial Valuation Date and the Exchange Business Days as listed below:

		<table><tr><th>Sr.No. (j)</th><th>Initial Observation Date(j)</th></tr><tr><td>1</td><td>Initial Valuation Date (i.e. December 06, 2018)</td></tr><tr><td>2</td><td>December 31, 2018</td></tr><tr><td>3</td><td>February 1, 2019</td></tr><tr><td>4</td><td>March 1, 2019</td></tr></table> <p><b>Subsequent Observation Dates:</b></p> <p>The Stock futures expiry date in the months of April 2022 to July 2022 (both inclusive), which are expected to be as below*:</p> <table><tr><th>Sr.No. (i)</th><th>Subsequent Observation Date(i)</th></tr><tr><td>1</td><td>April 28, 2022</td></tr><tr><td>2</td><td>May 26, 2022</td></tr><tr><td>3</td><td>June 30, 2022</td></tr><tr><td>4</td><td>July 28, 2022</td></tr></table> <p>*Provided that, if any such date is not a scheduled Stock futures expiry date, then the Stock futures expiry date as notified by the National Stock Exchange for that month will be considered as the observation date</p>	Sr.No. (j)	Initial Observation Date(j)	1	Initial Valuation Date (i.e. December 06, 2018)	2	December 31, 2018	3	February 1, 2019	4	March 1, 2019	Sr.No. (i)	Subsequent Observation Date(i)	1	April 28, 2022	2	May 26, 2022	3	June 30, 2022	4	July 28, 2022
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13.	Coupon Amount / Rate	<p><b>A) If Final Index Level &gt;= Initial Index Level,</b></p> <p>Principal Amount * PR * Max [0, (Final Index Level<sup>^</sup> / Initial Index Level<sup>^</sup> – 1)]</p> <p>Or</p> <p><b>B) If Final Index Level &lt; Initial Index Level,</b></p> <p>Nil</p> <p>Where,</p> <p>“PR” = Participation Ratio, which shall be <b>120.00%</b></p> <p>“Final Index Level” = <math display="block">\left[\left(\frac{1}{4}\right) \times \sum_{i=1}^4 \text{Level(i)}\right]</math></p> <p>“Level(i)” = Official Closing Level of the Reference Index on the Subsequent Observation Date(i)</p> <p>“Initial Index Level” = <math display="block">\left[\left(\frac{1}{4}\right) \times \sum_{j=1}^4 \text{Level(j)}\right]</math></p> <p>“Level(j)” = Official Closing Level of the Reference Index on the Initial Observation Date (j)</p> <p><i><sup>^</sup>The Final Index Level and the Initial Index Level will be decreased and increased (respectively) to the extent of 0.236% (i.e. 0.20%*1.18).</i></p>																				

14.	Valuation Agency	<p>The Valuation Agency i.e. ICRA Limited or CARE Ratings Limited shall be appointed by the Issuer, and communicated to each Investor in the Allotment Advice</p> <p>The Valuation Agency will publish a valuation on its website at least once every calendar week. The valuation shall be available on the website of the Valuation Agency at <a href="https://www.icra.in/MldValuation/ViewMld">https://www.icra.in/MldValuation/ViewMld</a> or <a href="https://researchreports.careratings.com/mld-valuation/">https://researchreports.careratings.com/mld-valuation/</a></p> <p>The Issuer will also make available, as soon as practicable, the valuation provided by the Valuation Agency on the website of the Issuer at <a href="https://www.reliancehomefinance.com/corporate-governance/market-linked-debentures">https://www.reliancehomefinance.com/corporate-governance/market-linked-debentures</a>.</p> <p>The cost of valuation shall be in the range of 0.04% p.a. to 0.12% p.a. of issue size and shall be borne by the Issuer.</p> <p>The latest and historical valuations for the Debentures will be published on the website of the Issuer at <a href="https://www.reliancehomefinance.com/corporate-governance/market-linked-debentures">https://www.reliancehomefinance.com/corporate-governance/market-linked-debentures</a> and the website of the Valuation Agency at <a href="https://www.icra.in/MldValuation/ViewMld">https://www.icra.in/MldValuation/ViewMld</a> or <a href="https://researchreports.careratings.com/mld-valuation/">https://researchreports.careratings.com/mld-valuation/</a>.</p> <p>Upon a request by any Debenture Holder for the valuation of these Debentures, the Issuer shall provide them with the latest valuation.</p>
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**Disclosure of Cash Flows as per SEBI Circular No. CIR/IMD/DF/18/2013 dated October 29, 2013**

Company	Reliance Home Finance Limited
Principal Amount / Face Value per debenture	Rs. 5,00,000/- (Rupees Five Lakh only)
Issue Date	January 17, 2019
Date of Allotment	January 18, 2019
Final Redemption Date	December 06, 2022
Coupon Rate	Market Linked
Frequency of Coupon Payment with specified dates	On the Final Maturity Date / Final Redemption Date only
Day Count Convention	Not Applicable

Cash Flows	Date (of actual payment)	No. of Days in Coupon Period	Amount in Rupees
Coupon	December 06, 2022	1,418	Market Linked
Principal Redemption	December 06, 2022	1,418	INR 5,00,000
<b>Total</b>			<b>INR 5,00,000 + Market Linked Coupon</b>

Note: Payment dates are subject to change as per holidays declared in that particular year. Payment convention as specified in SEBI Circular CIR/IMD/DF/18/2013 dated October 29, 2013 shall be followed.

**Scenario Analysis**

The scenario analysis set out below is an illustrative representation of the returns on the Debentures in the following scenarios. (Assuming Initial Index Level of the Reference Index is 975)

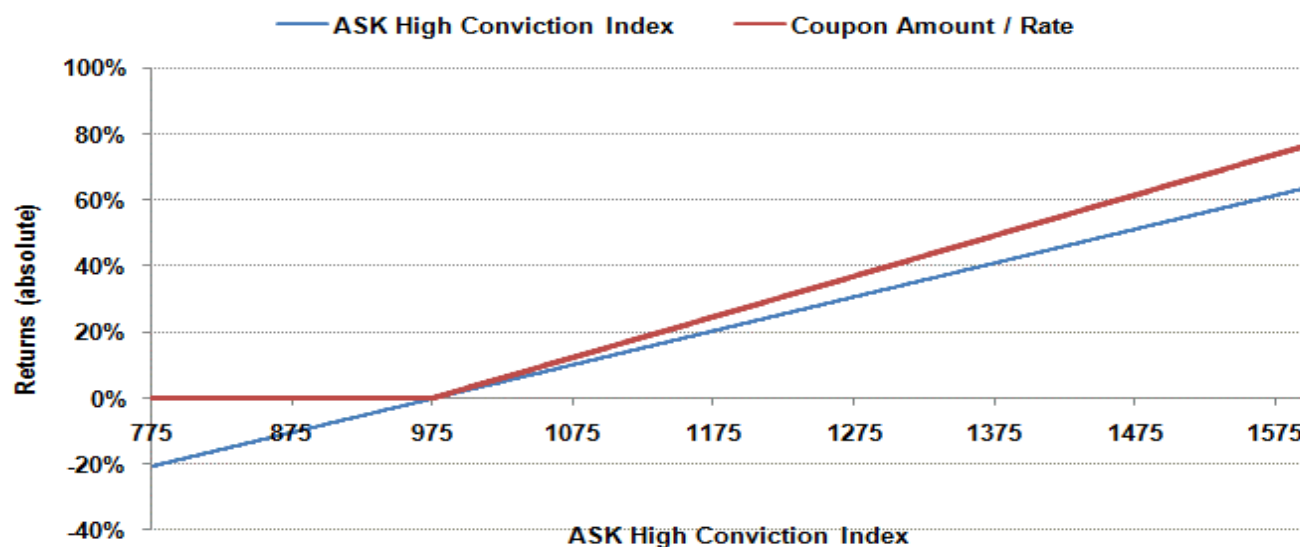
**A. Tabular Representation**

Scenarios	Initial Index Level <sup>^</sup>	Final Index Level <sup>^</sup>	Performance of Reference Index	Coupon Amount / Rate	Initial Investment Amount <sup>*</sup>	Redemption Amount	Return on Debenture (Annualized) <sup>^^</sup>
					(in INR)	(in INR)	
Rising Market Conditions	975	2,194	125.00%	150.00%	10,125,000	25,000,000	26.20%
	975	1,853	90.00%	108.00%	10,125,000	20,800,000	20.36%
	975	1,463	50.00%	60.00%	10,125,000	16,000,000	12.50%
Stable Market Conditions	975	1,219	25.00%	30.00%	10,125,000	13,000,000	6.65%
	975	1,121	15.00%	18.00%	10,125,000	11,800,000	4.02%
	975	1,024	5.00%	6.00%	10,125,000	10,600,000	1.19%
Falling Market Conditions	975	878	-10.00%	0.00%	10,125,000	10,000,000	N.A.
	975	780	-20.00%	0.00%	10,125,000	10,000,000	N.A.
	975	683	-30.00%	0.00%	10,125,000	10,000,000	N.A.

<sup>^</sup>The Final Index Level and the Initial Index Level above are after decrease and increase (respectively) to the extent of 0.236% (i.e. 0.20%\*1.18)

<sup>\*</sup>The Issue price of the Debenture is assumed at 101.25% of the Face Value of the Debenture

<sup>^^</sup>Return on Debenture (Annualised) is calculated on the Issue Price of the Debenture

**B. Graphical Representation**


**NOTE:** This scenario analysis is being provided for illustrative purposes only. It does not represent all possible outcomes.