

**IDFC Infrastructure Finance Limited**

Formerly IDFC Infra Debt Fund Limited

Private Placement Document (PP 7/ 2018)

Dated NOVEMBER 23, 2017

"For Private Circulation Only"

**DISCLOSURES IN RESPECT OF THE ISSUE OF BONDS IN THE NATURE OF DEBENTURES ON A PRIVATE PLACEMENT BASIS –IDFC IFL PP 7/ 2018 DATED NOVEMBER 23, 2017****Tranche Document for IDFC IFL PP 7/ 2018- Issue Details:**

The following is a tranche term sheet containing specific information relating the private placement issue of Secured Redeemable Non-Convertible Debentures of IDFC Infrastructure Finance Limited for an issue size of Rs. 75 crores plus green shoe (IDFC IFL PP 7/ 2018). This tranche term sheet is to be read along-with the Shelf Disclosure Document dated August 8, 2017 for an amount not exceeding Rs.1698 crores filed with the National Stock Exchange of India Limited (NSE) on August 11, 2017 ("Shelf Disclosure Document")

Issuer	IDFC Infrastructure Finance Limited. ("IDFC IFL" or the "Issuer" or "Company")
Security name(Series)	IDFC IFL PP 7/ 2018 ( 7.99% IDFC IFL November 28, 2024)
Type of Instrument	Secured Redeemable Non-Convertible Debentures ("Debenture(s)")
Nature of Instrument	Secured Redeemable Non-Convertible Debentures
Seniority	First pari-passu
Mode of Issue	Private Placement
Eligible Investors	<p>Only the persons who are specifically addressed through direct communication by or on behalf of the Company are eligible to apply for the Debentures. An application made by any other person will be deemed as an invalid application and rejected.</p> <p>Note: Each of eligible investor(s) is required to check and comply with extant rules/regulations/ guidelines, etc. governing or regulating their investments as issued by their respective regulatory authorities, and the Company is not, in any way, directly or indirectly, responsible for any statutory or regulatory breaches by any investor, neither is the Company required to check or confirm the same.</p>
Listing	Proposed on the NSE.
Rating	ICRA (AAA)" from ICRA and "CARE AAA" from CARE Ratings
Issue Size (at Face Value)	Rs.75 crores plus green shoe
Option to retain oversubscriptions	Yes
Objects of the Issue	As mentioned in the Shelf Disclosure Document and Addendum thereto, if any
Utilisation of Issue Proceeds	The proceeds of the Issue will be utilized for refinancing/lending/investing in infrastructure sector and general corporate purposes including augmenting long-term financing requirements of the Company for its business and also for other purposes as may be decided by our Board and as permissible under applicable laws and government policies.
Coupon Rate	7.99% p.a
Step Up/Step Down Coupon Rate	Not Applicable
Coupon Payment Frequency	Annually and on Maturity



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Coupon payment dates (subject to Business Day convention – Refer Cash flows in Annexure- A)	Annually on November 28 <sup>th</sup> and on Maturity
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc).	Not Applicable
Day Count Basis	Refer section "Computation of Interest" in the Shelf Disclosure Document
Interest on Application Money	Not Applicable
Default Interest Rate	In case of default in payment of Interest and/or principal redemption on the due dates, an additional interest of at least @ 2% p.a. over the coupon rate will be paid for the defaulting period by the Company
Total Tenor	2557 days
Redemption Date	November 28, 2024
Redemption Amount	Rs. 10,00,000/- per Debenture
Redemption Premium /Discount	Not Applicable
Effective yield as a result of such Premium	Not Applicable
Issue Price	Rs. 10,00,000/- per debenture
Discount at which security is issued and the effective yield as a result of such discount.	Not Applicable
Put Option Date	Not Applicable
Put Option Price	Not Applicable
Call Option Date	Not Applicable
Call Option Price	Not Applicable
Put Notification Time	Not Applicable
Call Notification Time	Not Applicable
Face Value	Rs. 10,00,000/- per Debenture



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Minimum Application and in multiples of Debt securities thereafter	10 Debenture(s) and in multiples of 10 Debenture(s) thereafter
Issue Timing 1. Issue Opening Date 2. Issue Closing Date 3. Pay in Date 4. Deemed Date of Allotment	November 27, 2017 November 27, 2017 November 28, 2017 November 28, 2017
Issuance mode of the Instrument	Demat only
Trading mode of the Instrument	Demat only
Settlement mode of the Instrument	Payment of interest and repayment of principal shall be made by way of cheque(s)/ interest warrants/ demand draft(s)/ credit through direct credit/ NECS/ RTGS/ NEFT mechanism as may be decided by the Company
Depository	NSDL & CDSL
Business Day Convention	Refer section "Effect of Holidays" in the Shelf Disclosure Document
Record Date	Refer section "Record Date" in the Shelf Disclosure Document
Security	Refer section "Security" in the Shelf Disclosure Document
Transaction Documents	As mentioned in the Shelf Disclosure Document
Conditions Precedent to Disbursement	Not Applicable
Condition Subsequent to Disbursement	Not Applicable
Events of Default	Refer section "Application process and Information relating to the terms of offer or purchase" in the Shelf Disclosure Document
Provisions related to Cross Default Clause	Not Applicable
Role and Responsibilities of Debenture Trustee	Refer section "Application process and Information relating to the terms of offer or purchase" in the Shelf Disclosure Document
Governing Law and Jurisdiction	As mentioned in the Shelf Disclosure Document
Cash Flow	Please refer Annexure- A

For IDFC Infrastructure Finance Limited

  
Authorized Signatories



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Annexure A- Cashflow

Bond Cash Flows	
Company	IDFC Infrastructure Finance Limited
Face Value (per security)	Rs. 10,00,000.00
Issue Date/Date of Allotment	November 28, 2017
Redemption Date	November 28, 2024
Coupon Rate	7.99% p.a
Frequency of the Interest Payment with specified dates	Annually on November 28 <sup>th</sup> and on Maturity
Day Count Convention	Actual / Actual

Cash Flow (Please refer notes below)

Cash Flows	Day	Coupon Payment Date (Subject to "Effect of Holidays")	No. of days in coupon period	Amount (in Rupees)
1st Coupon	Wednesday	November 28, 2018	365	79,900
2nd Coupon	Thursday	November 28, 2019	365	79,900
3rd Coupon	Monday	November 30, 2020	366	79,900
4th Coupon	Monday	November 29, 2021	365	79,900
5th Coupon	Monday	November 28, 2022	365	79,900
6th Coupon	Tuesday	November 28, 2023	365	79,900
7th Coupon	Thursday	November 28, 2024	366	79,900
Principal	Thursday	November 28, 2024		10,00,000
			2557 days	

1. The Cash Flow displayed above is calculated per bond (face value of Rs. 1,000,000)
2. The Cash Flow assumes that the call options available on this bond (if any) have not been exercised by the company.



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3. The interest payment shall be rounded to nearest rupee as per FIMMDA 'Handbook on market practices'.
4. Please note the following "Effect of Holidays"
  - a. In case if the interest payment date as mentioned falls on a holiday, the payment will be made on the following working day. However the dates of the future coupon payments would be as per the schedule originally stipulated. In the respective tranche documents. The interest amount on the outstanding value of Debentures is calculated on Actual/Actual day count basis. In case of a leap year, if February 29 falls during the tenor of a security, then the number of days shall be reckoned as 366 days.
  - b. If any due date for payment of part redemption proceeds/final redemption proceeds of the Debentures, falls on a Sunday or a holiday, the previous Business Day shall be considered as the effective payment date and on such date, the part or full redemption proceeds (as applicable as per the structure of the Debenture) shall be paid along with the interest amount on the outstanding value of Debentures computed on Actual/Actual day count basis.
  - c. In case of exercise of Call/Put option, any redemption falling on a Sunday or a holiday, such redemption proceeds (as applicable as per the structure of the Debenture) shall be paid on the preceding day along with the interest amount calculated on the outstanding value of Debentures computed on Actual/Actual day count basis.
5. The cashflow has been prepared based on the best available information on holidays and could further undergo change(s) in case of any scheduled and unscheduled holiday(s) and/or changes in money market settlement day conventions by the RBI / SEBI