

## PARTICULARS OF THE OFFER

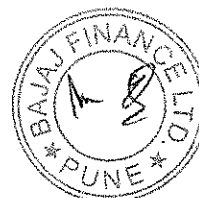
### Authority for the placement

This private placement of Debentures is being made pursuant to the special resolution of the shareholders dated **19 July 2017**, authorizing the board to borrow monies by way of issue of debentures, and resolution of the Board of Directors at its meeting held on **14 March 2017**, which approved the placement of debentures in one or more series or tranches.

The present issue of Debentures is within the general borrowing limits in terms of the resolution passed under Section 180(1) (c) of the Companies Act, 2013, at the General Meeting of the shareholders of the Company held on **8 December 2016** giving their consent to the borrowing by the Directors of the Company from time to time not exceeding ₹75,000 Crores.

### **Bajaj Finance Limited Secured Redeemable Non-Convertible Debentures (NCD) Summary Term Sheet**

Security Name	<b>Bajaj Finance Limited Secured Redeemable Non-Convertible Debentures (NCD) – [ Issue Series 225]</b>
Issuer	Bajaj Finance Limited
Type of Instrument	Secured Redeemable Non-Convertible Debentures
Nature of Instrument	Secured
Seniority	Senior
Mode of Issue	Private Placement
Date of Allotment	31 October 2017
Tenor	1136 days
Coupon Rate	7.4486% p.a.
Maturity	10 December 2020
Eligible Investors	<ul style="list-style-type: none"> <li>• Companies and Bodies Corporate including Public Sector Undertakings;</li> <li>• Commercial Bank,</li> <li>• Regional Rural Banks,</li> <li>• Financial Institutions,</li> <li>• Insurance Companies,</li> <li>• Non-banking finance companies and Residuary NBFCs</li> <li>• Mutual funds</li> <li>• Foreign institutional investors</li> <li>• Foreign portfolio investors as permitted under the SEBI (Foreign Portfolio Investors) Regulations, 2014</li> <li>• Venture Capital Funds</li> <li>• National Investment Funds</li> <li>• Provident Funds, Gratuity, Superannuation and Pension Funds, subject to their Investment guidelines</li> <li>• Any other investor authorized to invest in these Debentures</li> </ul>
Listing	Proposed to be listed on the WDM segment of BSE Limited within a maximum period of 15 days from Date of Allotment
Rating of Instrument	“CRISIL AAA/Stable” by Crisil Limited. This rating indicates [highest degree of safety regarding timely payment of financial obligations].
Issue size	₹ 300 Crores with a green shoe option to retain oversubscription up to ₹ 2500 Crores
Option to retain oversubscription	₹ 2500 Crores
Objects of the Issue including reason to retain green shoe option, if any	Objects of this issue including green shoe option, if any, is to augment the long term resources of the Company. The funds raised through this issue will be utilized for general business purpose of the Company including various financing activities, to repay our existing loans, investments for liquidity and statutory requirements, capital expenditure and working capital requirements.

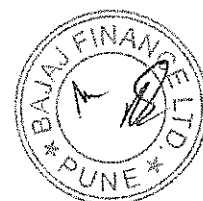


Details of the utilization of the Proceeds	The funds will be utilized for the objects of the issue.
Step Up/ Step Down Coupon Rate	N.A.
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.,)	N.A.
Day Count Basis	Actual/Actual Interest shall be computed on an "actual/actual basis". Where the interest period (start date to end date) includes February 29, interest shall be computed on 366 days-a-year-basis.

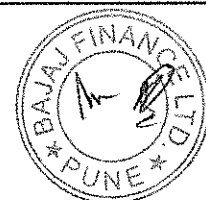
CASH FLOWS		
1st Coupon Date	Date*	31 October 2018
	No of Days	365
	Amount (₹) Per NCD	74,486/-
2nd Coupon Date	Date*	31 October 2019
	No of Days	365
	Amount (₹) Per NCD	74,486/-
3 <sup>rd</sup> Coupon Date	Date*	31 October 2020
	No of Days	366
	Amount (₹) Per NCD	74,486/-
4th Coupon Date	Date*	10 December 2020
	No of Days	40
	Amount (₹) Per NCD	8,163/-
Principal/ Redemption Amount	Date*	10 December 2020
	No of Days	1136
	Amount (₹) Per NCD	10,00,000/-
Coupon Rate		7.4486%
Tenor (Days)		1136
Redemption Date		10 December 2020
Redemption Premium/Discount		N.A.
Coupon Payment Frequency		Annual & on maturity
Coupon Type		Fixed

\* Payment dates subject to change as per the holidays declared in that particular year. Payment convention to be followed as per SEBI circular CIR/IMD.DF/18/2013 dated 29 October 2013 read with SEBI's clarificatory circular no.CIR/MD/DF-1/122/2016 dated 11 November 2016.

Interest on Application Money	N.A.
Default Interest Rate	2% p.a. over the coupon rate will be payable by the Company for the defaulting period
Issue Price	₹ 10 Lakh per NCD
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	₹10 Lakh per NCD
Minimum Application	10 Debentures of face value ₹10 Lakh each i.e. ₹1 Crore and in multiples of one debenture (₹10 Lakh each) thereafter.
Issue Timing 1. Issue Opening Date 2. Issue Closing Date 3. Pay-in- Date 4. Deemed Date of Allotment	31 October 2017 31 October 2017 31 October 2017 31 October 2017
Issuance mode of the Instrument	Demat mode
Trading mode of the Instrument	Demat mode
Settlement mode of the Instrument	RTGS / NEFT
Depository	NSDL and CDSL
Business Day Convention	As per SEBI circular no. CIR/IMD.DF/18/2013 dated 29 October 2013 read with SEBI circular no. CIR/MD/DF-1/122/2016 dated 11 November 2016 – a) If any interest payment falls due on a holiday, such interest (as calculated up to the day preceding the original date of payment) will be paid on the next working day. Date of subsequent interest payment(s) shall remain unchanged. b) If payment of redemption proceeds (i.e. principal amount along with last interest payment) falls due on a holiday, such redemption proceeds will be paid on the preceding working day. The amount of interest in such case will be calculated upto the date preceding the actual date of payment of redemption proceeds.
Record Date	15 Calendar days before payment date
Security (Including description, type of security, type of charge, likely date of creation of security, minimum security cover, revaluation, replacement of security).	The Debentures repayment, interest thereon, Trustees' remuneration and all other monies relating thereto will be secured by a first pari-passu charge by mortgage of Company's Office at Unit No.806, admeasuring 2280 sq. ft. 8th Floor, Block, A of Wing Delta, bearing old Door nos. 113 to 121 and 123 to 134 and New Door No.177/21, Raheja Towers, Anna Salai, Mount Road, Chennai – 600 002 of nominal value and book debts / loan receivables. The Company shall maintain a security cover equivalent to 1 time the aggregate of sums outstanding of the debentures to be issued under this information memorandum, provided that such security cover shall be calculated only in relation to the security created on such book debts and loan receivables. The security will be created within the prescribed time limit.



Transaction Documents	<ul style="list-style-type: none"> <li>• Information Memorandum;</li> <li>• Debenture Trust Deed;</li> <li>• Debenture Trustee Agreement;</li> <li>• Any other document as agreed between the Company and the Debenture Trustee.</li> </ul> <p>(together referred to as "<b>Transaction Documents</b>")]</p>
Conditions Precedent to Disbursement	Nil
Conditions Subsequent to Disbursement	Nil
Events of Default	As set out in Annexure E
Provisions related to Cross Default Clause	Not Applicable
Role and Responsibilities of Debenture Trustee	To oversee and monitor the overall transaction for and on behalf of the Debenture Holders.
Governing Law and Jurisdiction	The Debentures will be governed by and shall be construed in accordance with the existing Indian laws. Any dispute between the Company and the Debenture holder will be subject to the jurisdiction at Pune.
Covenants	<p>1. Security Creation (where applicable): In case of delay in execution of Trust Deed and Charge documents, the Company will refund the subscription with agreed rate of interest or will pay penal interest of atleast 2% p.a. over the coupon rate till these conditions are complied with at the option of the investor.</p> <p>2. Default in Payment: In case of default in payment of Interest and/or principal redemption on the due dates, additional interest of atleast @ 2% p.a. over the coupon rate will be payable by the Company for the defaulting period.</p> <p>3. Delay in Listing: 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 atleast 1 % p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor.</p> <p>4. The company shall pay interest for the delayed period as per the provision of Companies Act / SEBI (ICDR) Regulations, if the allotment is not made within the prescribed time limit and / or the Refund Orders are not despatched to the investors within 15 days from the date of the closure of the Issue, for the delay beyond the 15 days' period.</p> <p>The Company will make available adequate funds for this purpose.</p>

**A DECLARATION BY THE DIRECTORS THAT –**

- The Company has complied with the provisions of the Companies Act, 2013 and Rules made thereunder.
- The compliance with the Companies Act, 2013 and Rules made thereunder does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government.



- c. The monies received under the Offer shall be used only for the purposes and objects indicated in the Information Memorandum.

We are authorized by the Board of Directors of the Company by resolution dated [14 March 2017] to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.


It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Place: Pune

Date : 30 October 2017



For Bajaj Finance Limited

  
M.M. Muralidharan  
Executive Vice President, Treasury

  
Anant Damle  
Company Secretary

Attachments:

- Application Form
- Credit rating letter
- Consent letter of Trustee
- Board and Shareholders' resolution for the Issue