

- f) Two Tripartite agreements have been signed as below:
- a) Between the Company, M/s. Karvy Computershare Pvt. Ltd., and NSDL dated 27 June 2008.
- b) Between the Company, M/s. Karvy Computershare Pvt. Ltd., and CDSL dated 11 July 2008.
- g) Consent letter dated 26 March 2019 given by Catalyst Trusteeship Limited (formerly known as GDA Trusteeship Ltd) for acting as trustees for the debentures offered under this issue.
- h) The above material documents contracts will be available for inspection between 10.00 a.m. and 4.00 p.m. on all working days at the Corporate office Extension of the Company at : 3rd Floor, Panchshil Tech Park, Viman Nagar, Pune 411 014.

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 2018, authorizing the board to borrow monies by way of issue of debentures, and resolution of the Board of Directors at its meeting held on 13 March 2019, 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 March 2019 giving their consent to the borrowing by the Directors of the Company from time to time not exceeding ₹1,30,000 Crores.

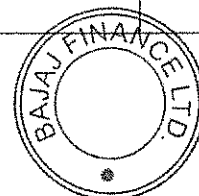
Bajaj Finance Limited Secured Redeemable Non-Convertible Debentures (NCD) Summary Term Sheet

Security Name	Bajaj Finance Limited Secured Redeemable Non-Convertible Debentures (NCD)			
Issuer	Bajaj Finance Limited			
Issue Series				
Type of Instrument	Secured Redeemable Non-Convertible Debentures			
Nature of Instrument	Secured			
Seniority	Senior			
Mode of Issue	Private Placement			
	Option I	Option II	Option III	Option IV
ISIN (In case of further issuance)	INE296A07QQ5	NEW ISSUE	INE296A07QN2	INE296A07QT9
Maturity	05 April 2022	07 June 2022	02 September 2022	06 February 2024
Tenor	1104 (Residual Maturity)	1167 Days	1254 (Residual Maturity)	1776 (Residual Maturity)
Coupon Rate	Zero Coupon	8.5383% p.a.	Zero Coupon	8.8538% p.a.
Redemption Value	₹ 13,42,662/- per NCD	₹ 10,00,000/- per NCD	₹ 13,97,691/- per NCD	₹ 10,00,000/- per NCD
Coupon Type	Not Applicable	Fixed	Not Applicable	Fixed
Coupon Frequency	Not Applicable	First coupon payable on 7 th June 2019 and annually thereafter	Not Applicable	First coupon payable on 6 th February 2020 and annually thereafter
Redemption Premium / Discount	Applicable	Not Applicable	Applicable	Not Applicable



Eligible Investors	<ul style="list-style-type: none"> • Companies and Bodies Corporate including Public Sector Undertakings; • Commercial Bank, • Regional Rural Banks, • Financial Institutions, • Insurance Companies, • Non-banking finance companies and Residuary NBFCs • Mutual funds • Foreign institutional investors • Foreign portfolio investors as permitted under the SEBI (Foreign Portfolio Investors) Regulations, 2014 • Venture Capital Funds • National Investment Funds • Provident Funds, Gratuity, Superannuation and Pension Funds, subject to their Investment guidelines • Any other investor authorized to invest in these Debentures
Listing	Proposed to be listed on the WDM segment of BSE Limited within a maximum period of 15 days from Date of Allotment. In case of further issuance where the bond is already listed on the exchange, necessary arrangements will be made to give effect of further issuance.
Rating of Instrument	“CRISIL AAA/Stable” by Crisil Limited. This rating indicates [highest degree of safety regarding timely payment of financial obligations].
Issue size	₹ 35 Crores with a green shoe option to retain oversubscription up to ₹ 5965 Crores to be issued in one or more tranches
Option to retain oversubscription	₹ 5965 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.

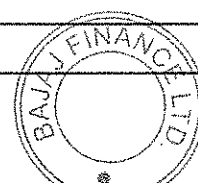
CASH FLOWS		OPTION I	OPTION II	OPTION III	OPTION IV
1st Coupon Date	Date*		07-06-19		06-02-20
	No of Days		71		358
	Amount (₹) Per NCD		16609		86840
2nd Coupon Date	Date*		07-06-20		06-02-21
	No of Days		366		366
	Amount (₹) Per NCD		85383		88538
3rd Coupon Date	Date*		07-06-21		06-02-22
	No of Days		365		365
	Amount (₹) Per NCD		85383		88538



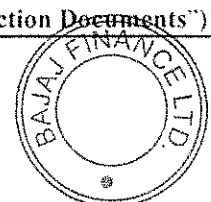
4th Coupon Date	Date*		07-06-22		06-02-23
	No of Days		365		365
	Amount (₹) Per NCD		85383		88538
5th Coupon Date	Date*				06-02-24
	No of Days				365
	Amount (₹) Per NCD				88538
Principal/ Redemption Amount	Date*	05-04-22	07-06-22	02-09-22	06-02-24
	No of Days	1222	1167	1449	1819
	Amount (₹) Per NCD	1342662	1000000	1397691	1000000
Coupon Rate	Zero Coupon		8.5383% p.a.	Zero Coupon	8.8538% p.a.
Tenor (Days)- Issue series 246	1104(Residual)		1167	1254(Residual)	1776 (Residual)
Redemption Date	05-04-22		07-06-22	02-09-22	06-02-24
Redemption Premium/Discount	Applicable		N.A.	Applicable	N.A.
Coupon Payment Frequency	N.A.		First Coupon payable on 7th June 2019 and annually there after	N.A.	First Coupon payable on 6th Feb 2020 and annually there after
Coupon Type	Zero Coupon		Fixed	Zero Coupon	Fixed
Issue Price	₹104.7608 per ₹100 per NCD		₹1000000 per NCD	₹105.4389 per ₹100 per NCD	Clean Price: ₹100.7296 per ₹100 per NCD. Accrued interest of ₹ 1.0431 per ₹100 per NCD. (Accrued interest calculated for 43 days ie 13 February 19 to 27 March 19)
Premium/ Discount at which security is issued and the effective yield as a result of such premium/ discount (In case of Further issuance)	Premium of ₹4.7608 per ₹100 per NCD		Not Applicable	Premium of ₹5.4389 per ₹100 per NCD	Premium of ₹0.7296 per ₹100 per NCD

* 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
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	27 March 2019
2. Issue Closing Date	27 March 2019
3. Pay-in- Date	28 March 2019
4. Deemed Date of Allotment	28 March 2019
Issuance mode of the Instrument	Demat mode
Trading mode of the Instrument	Demat mode
Settlement mode of the Instrument	RTGS / NEFT/ FUND TRANSFER
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"> • Information Memorandum; • Debenture Trust Deed; • Debenture Trustee Agreement; • Any other document as agreed between the Company and the Debenture Trustee. (Together referred to as "Transaction Documents")



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 at least 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 at least @ 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 at least 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 dispatched 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 –

- a. The Company has complied with the provisions of the Companies Act, 2013 and Rules made thereunder.
- b. 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 [17 September 2018] 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.

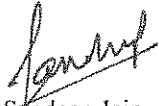
Place: Pune



For Bajaj Finance Limited

Date : 26 March 2019


M M Muralidharan
Executive Vice President, Treasury


Sandeep Jain
Chief Financial Officer

Attachments:

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