

## Material Contracts and Agreements

Set out below is the statement containing particulars of, dates of, and parties to all material contracts and agreements of the Company:

- a) Memorandum of Association and Articles of Association of the Company
- b) Certificate of Registration issued by Reserve Bank of India under Section 45IA of Reserve Bank of India Act 1934.
- c) Annual Reports for the five years ended 31 March 2018, 2017, 2016, 2015 and 2014.
- d) Letter dated 13 May 2019 from CRISIL Limited assigning "CRISIL AAA /Stable"
- e) Shareholders' Resolution dated 19 July 2018 authorizing the board to make offers or invitations to the eligible persons to subscribe to the NCDs of the company on private placement basis within the overall borrowing limits approved by the members from time to time and Board Resolution dated 13 March 2019 delegating the authority for borrowing of funds.
- 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 7 June 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

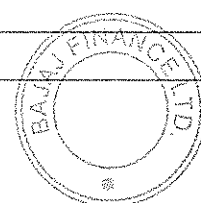
### Authority for the placement

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.

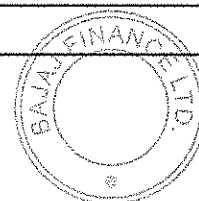
The present issue of Debentures is within the general borrowing limits in terms of the resolution passed under Section 180(1) (c) of the Companies Act, 2013, at the General Meeting of the shareholders of the Company held on 8 March 2019 giving their consent to the borrowing by the Directors of the Company from time to time not exceeding ₹1,30,000 Crores.

### Bajaj Finance Limited Partly Paid Unsecured Redeemable Non-Convertible Debentures (NCD) Summary Term Sheet

Security Name	Bajaj Finance Limited Partly Paid Unsecured Redeemable Non-Convertible Debentures (NCD)
Issuer	Bajaj Finance Limited
Issue Series	250
Type of Instrument	Partly Paid Unsecured Redeemable Non-Convertible Debentures
Nature of Instrument	Unsecured
Seniority	Senior to Subordinate Debentures
ISIN No (In case of further issuance)	INE296A08888
Mode of Issue	Private Placement
Date of Allotment (Further issuance)	7 June 2019
Tenor	5262 days (Residual Maturity)
Coupon Rate	9.11% p.a.
Maturity	2 November 2033

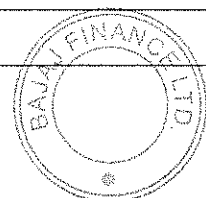


Eligible Investors	<ul style="list-style-type: none"> <li>• Companies and Bodies Corporate including Public Sector Undertakings;</li> <li>• Commercial Bank,</li> <li>• Regional Rural Banks,</li> <li>• Financial Institutions,</li> <li>• Insurance Companies,</li> <li>• Non-banking finance companies and 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. 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	₹ 10 Crores with a green shoe option to retain oversubscription up to ₹ 2,940 Crores (face value) to be issued in one or more tranches
Option to retain oversubscription	₹ 2,940 Crores
Issue Price	Clean Price: ₹2,43,722 per ₹2,00,000 per NCD. Accrued interest of ₹10632 per ₹ 2,00,000 per NCD. (Accrued interest calculated for 125days i.e. 6 November 18 to 6 June 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 ₹43,722 per ₹2,00,000 per NCD
Payment of issue price/face value in tranches and pay-in dates therefore	<p>First tranche- Issue prices of ₹2,43,722/- per ₹2,00,000 per NCD and accrued interest of ₹10632 per ₹2,00,000 per NCD payable along with application form on 07 June 2019</p> <p>Second tranche- ₹ 2,00,000/- of face value per NCD payable on 6 November 2019</p> <p>Third tranche- ₹ 2,00,000/- of face value per NCD payable on 6 November 2020</p> <p>Fourth tranche- ₹ 2,00,000/- of face value per NCD payable on 5 November 2021</p> <p>Fifth tranche- ₹ 2,00,000/- of face value per NCD on 4 November 2022</p>
Redemption Price	₹ 10,00,000/- per NCD
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				
ISIN ( In case of further issuance)		INE296A08888		
1st Coupon Date	Date*	06 November 2019		
	No of Days	365		
	Amount (₹) Per NCD	18,220/-		
2nd Coupon Date	Date*	06 November 2020		
	No of Days	366		
	Amount (₹) Per NCD	36,440/-		
3rd Coupon Date	Date*	06 November 2021		
	No of Days	365		
	Amount (₹) Per NCD	54,660/-		
4th Coupon Date	Date*	06 November 2022		
	No of Days	72,930/-	365	366
	Amount (₹) Per NCD		On FV 6 Lacs- 54,660/-	On FV 2 Lacs- 18,270/-
5th Coupon Date	Date*	06 November 2023		
	No of Days	91,200/-	365	367
	Amount (₹) Per NCD		On FV 8 Lacs- 72,880/-	On FV 2 Lacs- 18,320/-
6th Coupon Date	Date*	06 November 2024		
	No of Days	366		
	Amount (₹) Per NCD	91,100/-		
7th Coupon Date	Date*	06 November 2025		
	No of Days	365		
	Amount (₹) Per NCD	91,100/-		
8th Coupon Date	Date*	06 November 2026		
	No of Days	365		
	Amount (₹) Per NCD	91,100/-		
9th Coupon Date	Date*	06 November 2027		
	No of Days	365		
	Amount (₹) Per NCD	91,100/-		
10th Coupon Date	Date*	06 November 2028		
	No of Days	366		
	Amount (₹) Per NCD	91,100/-		



11th Coupon Date	Date*	06 November 2029
	No of Days	365
	Amount (₹) Per NCD	91,100/-
12th Coupon Date	Date*	06 November 2030
	No of Days	365
	Amount (₹) Per NCD	91,100/-
13th Coupon Date	Date*	06 November 2031
	No of Days	365
	Amount (₹) Per NCD	91,100/-
14th Coupon Date	Date*	06 November 2032
	No of Days	366
	Amount (₹) Per NCD	91,100/-
15th Coupon Date	Date*	02 November 2033
	No of Days	361
	Amount (₹) Per NCD	90,102/-
Principal/ Redemption Amount	Date*	02 November 2033
	No of Days	5475
	Amount (₹) Per NCD	10,00,000/-
Coupon Rate		9.11% p.a.
Tenor (Days)		5262 (Residual Maturity)
Redemption Date		02 November 2033
Redemption Premium/ Par		At Par
Coupon Payment Frequency		Annual & on Maturity
Coupon Type		Fixed

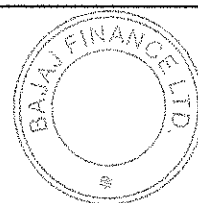
\* Payment dates subject to change as per the holidays declared in that particular year. Payment convention to be followed as per SEBI circular CIR/IMD.DF/18/2013 dated 29 October 2013 read with SEBI's clarificatory circular no.CIR/MD/DF-1/122/2016 dated 11 November 2016.

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
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	6 June 2019
2. Issue Closing Date	6 June 2019
3. Pay-in- Date	7 June 2019
4. Deemed Date of Allotment	7 June 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).	Not applicable since the issue is of Partly Paid Unsecured Redeemable Non-Convertible Debentures.
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> (together referred to as “ <b>Transaction Documents</b> ”)]
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. 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>2. 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>3. 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> <p>4. Failure to pay balance amount in full respect of any debenture on a business day (which excludes Saturday, Sunday and holidays) beyond 15 days of the dates mentioned in the payment terms will result in such debentures for which only 1<sup>st</sup> tranche of the issue price or a part of 2<sup>nd</sup> tranche or 3<sup>rd</sup> tranche or 4<sup>th</sup> tranche or 5<sup>th</sup> tranche of the issue price has been paid, being forfeited. Investors shall not be entitled to any redemption rights or the coupon accrued on the forfeited debentures.</p> <p>5. The debenture holder hereby expressly waives its right to institute any claim in relations to the debenture forfeited by the Issuer on account of failure to pay the balance amount.</p> <p>6. In case of default in payment of balance amount on the due dates, interest of 2% p.a. over the coupon rate will be payable by the debenture holder for the duration of non-payment of balance amount, till the date of payment.</p>
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#### 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 [ 13 March 2019 ] 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 : 6 June 2019



For Bajaj Finance Limited

  
M M Muralidharan  
Executive Vice President, Treasury

  
R Vijay  
Company Secretary

Attachments:

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