

PART A – SUMMARY TERM SHEET

1.	Security Name	Reliance Financial Limited Market Linked Debentures Series B/190319 – Tranche 3 (“ Debentures ”)
2.	Issuer / Company	Reliance Financial Limited
3.	Category of Debentures	Category B Debentures
4.	Type of Instrument / Kind of Security	Rated, Listed, Secured, Redeemable, Principal Protected, Non-Convertible, Market Linked Debentures
5.	Series Number	B/190319 – Tranche 3
6.	ISIN No.	INE504L07B06
7.	Board Resolution Dated	January 18, 2019
8.	Shareholders’ General Resolution Dated	August 9, 2018
9.	Nature of instrument	Secured
10.	Seniority	Senior The Debentures Holders shall haveparipassu firstcharge over the Security created among the Trustee and the other lenders.
11.	Mode of Issue	Private Placement
12.	Eligible Investor(s)	As mentioned in “Eligible Investors” on page 69 of the Information Memorandum
13.	Proposed time for completion of allotment and Listing	Allotment will be completed as per the applicable provisions of the rules and regulations. The Issuer proposes to submit the listing document relating to the Debentures issued under this Information Memorandum to the Wholesale Debt Market (“WDM”) Segment of the BSE within 15 (fifteen) days of the Date of Allotment
14.	Rating of the Instrument	CARE PP-MLD A (SO) [PP-MLD Single A (Structured Obligation)] (Credit watch with developing implications) by CARE Ratings Limited (“CARE”)
15.	Principal Amount / Face Value per Debenture	INR 1,00,000/- (Rupees One Lakh Only)
16.	Minimum Application and in multiples of Debt securities thereafter	The minimum subscription size for Category I Investors shall be INR 25,00,000/- and in multiples of Rs. 1,00,000/- and the maximum shall not exceed INR 99,00,000/- The minimum subscription size for Category II Investors shall be INR Rs. 1,00,00,000/- and in multiples of Rs. 1,00,000/-.
17.	Issue size / Amount which the Company intends to raise	INR 5,00,00,000/- (Rupees Five Crore only) (i.e. 500 Debentures)
18.	Option to retain oversubscription (amount)	INR 5,00,00,000/- (Rupees Five Crore only)
19.	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 refinancing of the existing debt obligations of the Company.
20.	Details of utilization of the	The issue proceeds shall be utilized in accordance with the “Utilisation of Issue

	Proceeds	Proceeds / Objects of the Issue” provision above.
21.	Interest on Application Money	Not Applicable
22.	Default Interest Rate	Please refer to the “Default in payment” section on page 40 of the Information Memorandum
23.	Call Option (Redemption at the Option of the Company) Call Option Date Call Option Price Call Notification Time	Not Applicable
24.	Put Option (Redemption at the Option of Debenture holders) Put Option Date Put Option Price Put Notification Time	Not Applicable, but see clause 46 below
25.	Issue Timing/ Proposed Time Schedule 1. Issue Open Date 2. Issue Close Date 3. Pay in Date 4. Deemed Date of Allotment	<p>April 10, 2019</p> <p>April 10, 2019</p> <p>Between the Issue Open Date and Issue Close Date (both inclusive)</p> <p>April 10, 2019</p> <p>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.</p>
26.	Issuance mode of the Instrument	These Debentures would be issued only in dematerialized form (Demat) through authorized DP
27.	Trading mode of the Instrument	Demat mode only
28.	Settlement mode of the Instrument	RTGS / NEFT / Fund Transfer to the bank details as per the depositories records.
29.	Depository(ies)	NSDL and CDSL
30.	Business Day Convention	Please refer page to the “Effect of Holidays” section on page 73 of the Information Memorandum
31.	Record Date	15 days prior to each Coupon Payment / Final Redemption Date / Contingent Early Redemption Date (if applicable) / Call Option Date (if applicable) / Put Option Date (if applicable)

32.	Security	<p>I. For Debenture Holders subscribing Debentures under Debenture Trust Deed I</p> <p>(a) A first ranking mortgage and charge over the Company's Gujarat Immovable Property more particularly described in the Annexure I; and</p> <p>(b) In addition to the above, for each category of Debentures the following respective security shall be available</p> <p style="padding-left: 40px;">(i) Category A Debentures: a first charge on the present and future investments (excluding investments in equity and preference shares) of the Company; with a minimum asset cover of 100% at all times during the tenor of the Debentures.</p> <p style="padding-left: 40px;">(ii) Category B Debentures: a first charge on present and future book debts and business receivables which includes Fixed Assets, Current Assets (excluding Cash and Bank Balances) and investments of the Company (excluding security towards securing Category A Debentures more specifically described in Clause (b) (i) above); and having a minimum asset cover of 100% at all times during the tenor of the Debentures.</p> <p>Provided that the assets of the Company over and above minimum asset cover as described in Clause (b) above, as may be identified by the Company from time to time in consultation with the Trustees, shall be available to the Company for providing security in favour of other lenders.</p> <p>II. For Debenture Holders subscribing Debentures under Debenture Trust Deed II</p> <p>(a) A first ranking paripassu mortgage and charge over the Company's Gujarat Immovable Property more particularly described in the Annexure I; and</p> <p>(b) In addition to the above, for each category of Debentures the following respective security shall be available:-</p> <p style="padding-left: 40px;">(i) Category A Debentures: a first paripassu charge on the present and future investments (investments includes non-current investments, current investments and stock-in trade and excludes investments in equity and preference shares) of the Company; with a minimum asset cover of 100% at all times during the tenor of the Debentures.</p> <p style="padding-left: 40px;">(ii) Category B Debentures: a first paripassu charge on present and future Non-current assets and Current assets (excluding Cash and Bank Balances and excluding security towards securing Category A Debentures more specifically described in Clause (b) (i) above); and having a minimum asset cover of 100% at all times during the tenor of the Debentures.</p> <p>Provided that the assets of the Company over and above minimum asset cover as described in Clause (b) above, as may be identified by the Company from time to time in consultation with the Trustees shall be available to the Company for providing security in favour of other lenders</p>
33.	Security Cover	The Company shall maintain a minimum security cover of 100% at all times.
34.	Contribution being made by Promoters or directors either as part of the offer or separately in furtherance of such objects	Nil
35.	Transaction Documents	<p>(i) Debenture Trust Deed;</p> <p>(ii) Information Memorandum;</p>

		<ul style="list-style-type: none"> (iii) Rating letter from CARE; (iv) Consent letter of Karvy Fintech Private Limited to act as Registrar & Transfer Agent for the proposed issue; (v) Tripartite agreement between the Company, NSDL/CDSL and the Registrar and Transfer Agent; and (vi) Uniform Listing Agreement with BSE Limited
36.	Conditions Precedent to Disbursement	Not Applicable
37.	Condition Subsequent to Disbursement	Not Applicable
38.	Events of Default	Please refer to the "Main events of default and remedies under the Debenture Trust Deed" section on page 79 of the Information Memorandum
39.	Provisions related to Cross Default Clause	Not Applicable
40.	Role and Responsibilities of Debenture Trustee	Please refer to the "Main events of default and remedies under the Debenture Trust Deed" section on page 79 of the Information Memorandum
41.	Governing Law and Jurisdiction	Please refer to the "Governing Law and Jurisdiction" section on page 82 of the Information Memorandum
42.	Payment Details	Settlement Bank: HDFC Bank Limited Branch: FORT, Mumbai Account Number: 00600340037467 Account Name: Reliance Financial Limited RTGS / IFSC Code: HDFC0000060
43.	Registrar and Transfer Agents	Karvy Fintech Private Limited
44.	Trustees	Vistra ITCL (India) Limited (formerly known as IL&FS Trust Company Limited)
45.	Placement Fee	<p>For each of the Debenture applied for, a placement Fee of up to 3.00% of the Issue Price may be payable to the distributor (if any) by the Investor over and above the Issue Price.</p> <p>Note: For each of the Debenture applied for, the Issuer shall collect the Placement Fee, in addition to the Issue Price of the Debenture, 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.</p>
46.	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, 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 shall be redeemed (such date on which the Debentures 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 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 actually held by such class of Debenture Holders at the relevant time.</p> <p>If the Debentures 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 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>For the purpose of this paragraph, Early Redemption Amount means an amount equal to the fair market value minus associated costs.</p>
<p>47.</p>	<p>Premature Exit</p>	<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> <ul style="list-style-type: none"> (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 (b) the price computed under (a) above shall be further reduced by such amount not exceeding 10.00% of the face value of the Debentures/NCDs to be determined by the Company at its sole discretion. <p>A request for Premature Exit by an Investor shall not be considered if made within 03 (three) months from the Deemed Date of Allotment.</p>

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

1.	Issue Price per Debenture/ Price of the Debenture & Justification	99.00% of Principal Amount (Face Value) (The security is being issued at a discount, 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 99.00% of the Principal Amount. Please refer to "Coupon Amount/Rate" below
3.	Initial Valuation Date	April 01, 2019
4.	Final Valuation Date	The Stock futures expiry date in the month of March 2021 (i.e. March 25, 2021, 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	July 19, 2021
6.	Tenor	831 (Eight Hundred and Thirty One) days from the Deemed Date of Allotment
7.	Redemption Amount	On the Final 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.	Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)	Not Applicable
11.	Change of Coupon Basis/Step Up/Step Down Coupon Rate	Not Applicable
12.	Coupon Payment Dates/ Frequency	Final Redemption Date / Final Maturity Date Only
13.	Observation Dates	The Initial Observation Date and each Subsequent Observation Date as below. <u>Initial Observation Date:</u> The Initial Valuation Date and the Exchange Business Days as listed below:

		<table border="1"> <thead> <tr> <th>Sr.No. (j)</th> <th>Initial Observation Date(j)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Initial Valuation Date (i.e. April 01, 2019)</td> </tr> <tr> <td>2</td> <td>April 30, 2019</td> </tr> <tr> <td>3</td> <td>May 31, 2019</td> </tr> <tr> <td>4</td> <td>June 28, 2019</td> </tr> </tbody> </table> <p>Subsequent Observation Dates:</p> <p>The Stock futures expiry date in the months of December 2020 to March 2021 (both inclusive), which are expected to be as below*:</p> <table border="1"> <thead> <tr> <th>Sr.No. (i)</th> <th>Subsequent Observation Date(i)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>December 31, 2020</td> </tr> <tr> <td>2</td> <td>January 28, 2021</td> </tr> <tr> <td>3</td> <td>February 25, 2021</td> </tr> <tr> <td>4</td> <td>March 25, 2021</td> </tr> </tbody> </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. April 01, 2019)	2	April 30, 2019	3	May 31, 2019	4	June 28, 2019	Sr.No. (i)	Subsequent Observation Date(i)	1	December 31, 2020	2	January 28, 2021	3	February 25, 2021	4	March 25, 2021
Sr.No. (j)	Initial Observation Date(j)																					
1	Initial Valuation Date (i.e. April 01, 2019)																					
2	April 30, 2019																					
3	May 31, 2019																					
4	June 28, 2019																					
Sr.No. (i)	Subsequent Observation Date(i)																					
1	December 31, 2020																					
2	January 28, 2021																					
3	February 25, 2021																					
4	March 25, 2021																					
14.	Coupon Amount / Rate	<p>A) If Final Index Level >= Initial Index Level, Principal Amount * PR * Max [0, (Final Index Level[^] / Initial Index Level[^] – 1)]</p> <p>Or</p> <p>B) If Final Index Level < Initial Index Level, Nil</p> <p>Where, “PR” = Participation Ratio, which shall be 100.00%</p> <p>“Final Index Level” = $\left[\left(\frac{1}{4} \right) \times \sum_{i=1}^4 \text{Level}(i) \right]$</p> <p>“Level(i)” = Official Closing Level of the Reference Index on the Subsequent Observation Date(i)</p> <p>“Initial Index Level” = $\left[\left(\frac{1}{4} \right) \times \sum_{j=1}^4 \text{Level}(j) \right]$</p> <p>“Level(j)” = Official Closing Level of the Reference Index on the Initial Observation Date (j)</p> <p><i>^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>																				
15.	Valuation Agency	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>In case of ICRA Limited.: 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 https://www.icra.in/MldValuation/ViewMld.</p> <p>In case of CARE Ratings Limited.: 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 http://www.careratings.com/mld-valuation/Index.aspx.</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 http://www.reliancefinancial.co.in/.</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 the Debentures will be published on the website of the Issuer http://www.reliancefinancial.co.in/ and the website of the respective Valuation Agency.</p> <p>Upon request by any DebentureHolder for the valuation of the Debentures, the Issuer shall provide them with the latest valuation.</p>
--	--	---

Disclosure of Cash Flows as per SEBI Circular No. CIR/IMD/DF/18/2013 dated October 29, 2013

Company	Reliance Financial Limited
Principal Amount / Face Value per Debenture	Rs. 1,00,000/- (Rupees One Lakh Only)
Issue Date	April 10, 2019
Date of Allotment	April 10, 2019
Final Redemption Date	July 19, 2021
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	July 19, 2021	831	Market Linked
Principal Redemption	July 19, 2021	831	INR 1,00,000
Total			INR 1,00,000 + Market Linked Coupon

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 1,000)

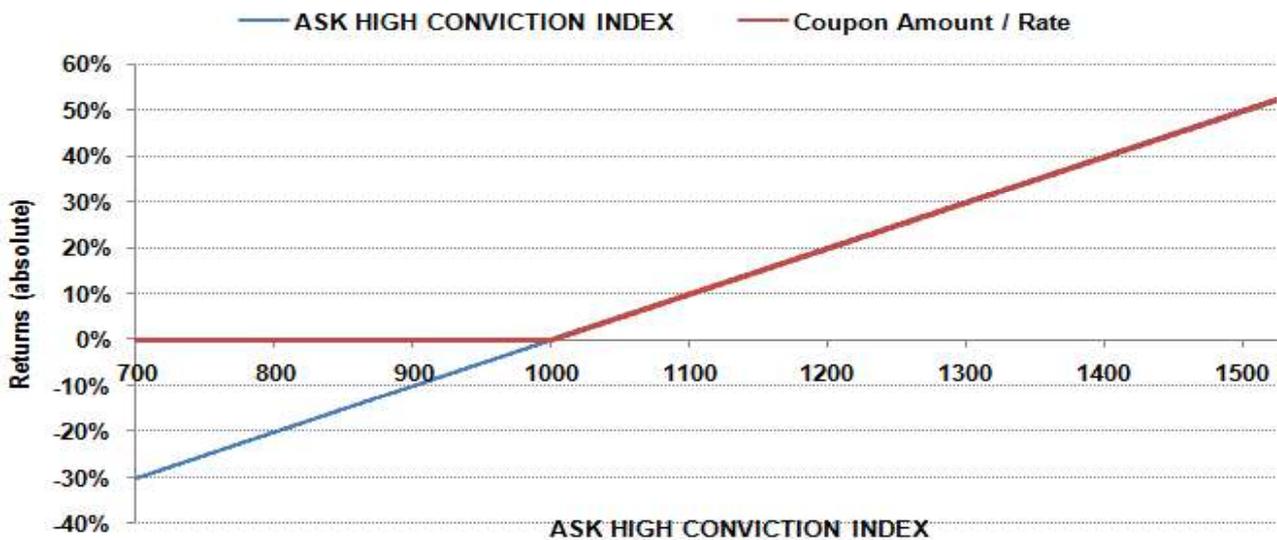
A. Tabular Representation

Scenarios	Initial Index Level [^]	Final Index Level [^]	Performance of Reference Index	Coupon Amount / Rate	Initial Investment Amount*	Redemption Amount	Return on Debenture (Annualized) ^{^^}
					(in INR)	(in INR)	
Rising Market Conditions	1,000	1,750	75.00%	75.00%	9,900,000	17,500,000	27.86%
	1,000	1,650	65.00%	65.00%	9,900,000	16,500,000	24.60%
	1,000	1,550	55.00%	55.00%	9,900,000	15,500,000	21.23%
	1,000	1,450	45.00%	45.00%	9,900,000	14,500,000	17.73%
Stable Market Conditions	1,000	1,350	35.00%	35.00%	9,900,000	13,500,000	14.09%
	1,000	1,250	25.00%	25.00%	9,900,000	12,500,000	10.30%
	1,000	1,150	15.00%	15.00%	9,900,000	11,500,000	6.33%
Falling Market Conditions	1,000	900	-10.00%	0.00%	9,900,000	10,000,000	0.00%
	1,000	800	-20.00%	0.00%	9,900,000	10,000,000	0.00%
	1,000	700	-30.00%	0.00%	9,900,000	10,000,000	0.00%

[^]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)

*The Issue price of the Debenture is assumed at 99.00% of the Face Value of the Debenture

^{^^}Return on Debenture (Annualised) is calculated on the Face Value of the Debenture

B. Graphical Representation


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