

SUPPLEMENTAL INFORMATION MEMORANDUM

Series: 66 (Reissuance I)

Dated: 04-Apr-2018

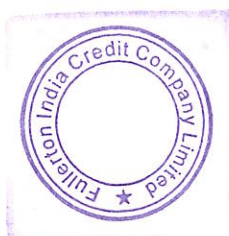
PRIVATE PLACEMENT OF 250 (TWO HUNDRED AND FIFTY) RATED, LISTED, SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE RS. 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO Rs. 25,00,00,000/- (RUPEES TWENTY FIVE CRORE ONLY), WHICH MAY BE INCREASED UPTO INR 50,00,00,000/- (RUPEES FIFTY CRORE ONLY) IN EVENT THE GREENSHOE OPTION IS EXERCISED; ISSUED UNDER THE INFORMATION MEMORANDUM DATED MARCH 19, 2018 (as amended/ supplemented from time to time) BY FULLERTON INDIA CREDIT COMPANY LIMITED

This Supplemental Information Memorandum ('Supplemental IM') is issued in terms of and pursuant to the Information Memorandum ('IM') dated March 19, 2018. All the terms, conditions, information and stipulations contained in the IM and any other previous Supplemental Information Memorandums issued pursuant thereto are incorporated herein by reference as if the same were set out herein. Investors are advised to refer to the same to the extent applicable. This Supplemental IM must be read in conjunction with the IM and any other previous Supplemental Information Memorandums issued pursuant thereto.

It is hereby confirmed that the Articles of Association of the Company does not include any clause which restricts consolidation and/ or re-issuance of Non-Convertible Debentures.

This Supplemental IM contains any material changes and relevant details to the information provided in the IM (*Refer Annexures*) and the following Supplemental Term Sheet for this further issuance/ tranche of debt securities under the **ISIN No. INE535H07AG6**.

Issuer	Fullerton India Credit Company Limited (the 'Issuer' or the 'Company')
Instrument	Listed, Secured, Redeemable, Zero Coupon, Non-Convertible Debentures
Issue Size	<p>250 (TWO HUNDRED AND FIFTY) RATED, LISTED, SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE RS. 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO Rs. 25,00,00,000/- (RUPEES TWENTY FIVE CRORE ONLY), WHICH MAY BE INCREASED UPTO INR 50,00,00,000/- (RUPEES FIFTY CRORE ONLY) IN EVENT THE GREENSHOE OPTION IS EXERCISED</p> <p>Upon issuance of these NCDs and with effect from the Deemed Date of Allotment (of this Reissuance) mentioned below, the existing aggregate</p>



	outstanding principal amount of the Listed, Secured, Redeemable, Zero-Coupon, Non-Convertible Debentures under the ISIN No. INE535H07AG6 shall stand increased from Rs. 149,00,00,000/- (RUPEES ONE HUNDRED AND FORTY NINE CRORE ONLY) to Rs. 174,00,00,000/- (RUPEES ONE HUNDRED AND SEVENTY FOUR CRORE ONLY) with a green shoe option to retain additional Rs. 25,00,00,000/- (RUPEES TWENTY FIVE CRORES ONLY)		
Issuance Mode/ Form	Private Placement/ In Dematerialized Form		
Credit Rating	'AAA' by CARE Limited		
Face/ Par Value	Rs. 10,00,000/- each		
Reissuance Price	At Premium (i.e. Rs. 10,04,231/-) per NCD		
Issue Consideration (Rs.)	Cash flow basis INR 50Crores of subscription	Per NCD	Total
	Clean Price (A)	10,00,000	50,00,00,000
	Reissuance Premium/ (Discount) (B)	4,231	21,15,500
	(Accrued Interest) (C)	(N. A)	(N. A)
	Reissuance Price (A+B+C)	10,04,231	50,21,15,500
Redemption Price	At Premium (i.e. Rs. 12,80,920.00 /-) per NCD		
Minimum Application	10 Debenture and in multiples of 1 Debenture thereafter		
Residual Tenor (of this Reissuance)	1095 days from deemed date of allotment of Re-issuance		
Maturity Date	08-April-2021		
Coupon Rate (of this Reissuance)	Zero coupon (Reissued at premium and redeemed at premium) - XIRR of 8.45% p.a.		
Interest dates/ Coupon	Payment Frequency/ Payment	N. A	



Dates	
Redemption	The Debentures will be redeemed in full at premium on the Maturity Date
Default Interest rate	2% p.a. over the coupon rate
Call Option	None
Put Option	None
Interest application money	on At the respective coupon rate (subject to deduction of tax of source, as applicable) from the date of realization of cheque(s)/ demand draft(s) up to one day prior to the Deemed Date of Allotment.
Listing	The debentures are proposed to be listed on WDM segment of NSE
Trustee	'CATALYST TRUSTEESHIP LIMITED' (Formerly GDA TRSUTEESHIP LIMITED)
Security	<p>First Pari-Passu Mortgage charge inter se the Debenture Holders over the company's Immovable Property situated at plot No. 248 in Lakshmi Nagar, Sriperumbudur, Kancheepuram, Chennai and</p> <p>Pari-Passu First charge on present and future assets of the Company comprising of Loan receivables of the Company arising out of Business Loans, Personal Loans and Rural Loans Lease and Hire Purchase transactions currently aggregating to Rs. 14,614.1 Crore as on February 28, 2018 by way of hypothecation. The Company shall submit to the Debenture Trustee the list of loan receivables over which a first pari-passu charge has been created in favour of the Debenture Trustee (for the benefit of the Debenture Holders) as on the last day of each calendar quarter</p> <p>The security over loan receivables shall provide a minimum cover of 100% of the total principal and interest payable amount of Debentures outstanding at any point of time</p>
Holiday Convention	<p>In case the redemption date falls on a day which is not a Business Day, the payment due shall be made on the preceding working day (the effective date as mentioned above)</p> <p>In case any of the Interest payment date falls on a day which is not a Business Day, the payment due shall be made on the succeeding</p>



Annexure - I**Bond Cash Flow*****Series 66 (Reissuance I)**

Company	Fullerton India Credit Company Limited
Face Value (per security)	Rs. 10,00,000
Re-Issuance date/ Date of allotment	09-April-2018
Redemption date	08-April-2021
Coupon Rate	Zero coupon (Reissued at premium and redeemed at premium) - XIRR of 8.45% p.a.
Interest payment dates	N. A
Day Count Convention	Actual/ Actual

Cash Flows	Date	No. of days in coupon period	Amount in Rs.
Premium	09 th April 2021	1095	-2,80,920.00
Principal	08 th April 2021		10,00,000.00
Total	(Principal + Premium)		1,280,920.00

****On subscription of one bond of face value Rs. 10,00,000 (Rupees Ten lakhs Only) issued under this Supplemental IM (at the Reissuance Price mentioned above under 'Issue Consideration')***



	working day
Settlement	Payment of interest and principal will be made by way of Cheques/ DDs/ Electronic mode
Record Date	The 'Record Date' for the Debentures shall be 15 days prior to each interest payment and/ or principal repayment date
Depository	National Securities Depository Ltd. and Central Depository Services (India) Ltd. (NSDL/ CDSL)
Issue Opening Date (of this Reissuance)	09-April-2018
Pay in Dates (of this Reissuance)	From Issue Opening Date to Issue Closing Date
Issue Closing Date (of this Reissuance)	09-April-2018
Deemed Date of Allotment (of this Reissuance)	09-April-2018

Redemption/ Payment of Premium

In order to ensure uniformity with respect to debt securities issued under this ISIN, it has been decided that premium/ redemption payment dates shall remain same as in the Original Information Memorandum dated March 19, 2018.

(The Issuer reserves the right to vary any of the above at its sole discretion without giving any reasons or prior notice)

For Fullerton India Credit Company Limited

Authorized Signatory

DATE:- 06/04/2018.



Authorized Signatory