

## SUPPLEMENTAL INFORMATION MEMORANDUM

Series: 68 (Reissuance I-Option I)

Dated: 28-Nov-2018

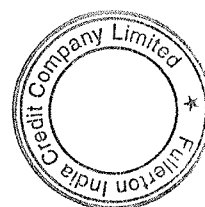
PRIVATE PLACEMENT OF 1000 (ONE THOUSAND) RATED, LISTED, SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE RS. 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO Rs. 100,00,00,000/- (RUPEES ONE HUNDRED CRORE ONLY), WHICH MAY BE INCREASED UPTO INR 200,00,00,000/- (RUPEES TWO HUNDRED CRORE ONLY) IN EVENT THE GREENSHOE OPTION IS EXERCISED; ISSUED UNDER THE INFORMATION MEMORANDUM DATED JUNE 05, 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 June 05, 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.

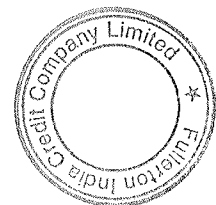
It is hereby confirmed that the Articles of Association of the Company does not include any clause which restricts consolidation and/ or re-issuance of Non-Convertible Debentures.

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. **INE535H07A12**.

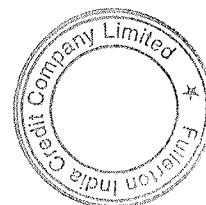
<b>Issuer</b>	Fullerton India Credit Company Limited (the 'Issuer' or the 'Company')
<b>Instrument</b>	Listed, Secured, Redeemable, Non-Convertible Debentures
<b>Issue Size</b>	<p>1000 (ONE THOUSAND) RATED, LISTED, SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE RS. 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO Rs. 100,00,00,000/- (RUPEES ONE HUNDRED CRORE ONLY), WHICH MAY BE INCREASED UPTO INR 200,00,00,000/- (RUPEES TWO HUNDRED 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 outstanding principal amount of the Listed, Secured, Redeemable, Non-</p>



	Convertible Debentures under the ISIN No. INE535H07AI2 shall stand increased from Rs. 100,00,00,000/- (RUPEES ONE HUNDRED CRORE ONLY) to Rs. 200,00,00,000/- (RUPEES TWO HUNDRED CRORE ONLY) with a green shoe option to retain additional Rs. 100,00,00,000/- (RUPEES FIFTY CRORES ONLY)		
Issuance Mode/ Form	Private Placement/ In Dematerialized Form		
Credit Rating	'AAA' by CRISIL Limited		
Face/ Par Value	Rs. 10,00,000/- each		
Issue price (Clean price)	Rs. 9,87,011 per debenture		
Issue price including accrued interest (Dirty price)	Rs. 10,31,638.40 per debenture		
Issue Consideration (Rs.)		Per NCD	Total on INR 100Cr
	Clean Price (A)	987011	987011000
	(Accrued Interest) (B)	44627	44627397
	Reissuance Price (A+B)	1031638.4	1031638397.26
Redemption Price	At Par		
Minimum Application	10 Debenture and in multiples of 1 Debenture thereafter		
Residual Tenor (of this Reissuance)	1094 days from deemed date of allotment of Re-issuance		
Maturity Date	1-December-2021		
Coupon Rate (of this Reissuance)	9.10% p.a. (Reissued at discount and redeemed at par - XIRR of 9.60% p.a.)		
Interest Payment dates/ Frequency/ Coupon Payment	Every year on 7 <sup>th</sup> June and on maturity		



<b>Default Interest rate</b>	2% p.a. over the coupon rate
<b>Call Option</b>	None
<b>Put Option</b>	None
<b>Interest application money</b>	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.
<b>Listing</b>	The debentures are proposed to be listed on WDM segment of NSE
<b>Early event</b>	<b>Redemption</b> 'In the event of a long term rating downgrade of these Debentures to AA- or below, the primary debenture-holder(s) under this Reissuance series will have an option to request early redemption of these Debentures. The Issuer within 60 business days from the receipt of such request, shall prepay the outstanding principal and accrued interest on these Debentures due thereunder to the said primary debenture-holder(s).'
<b>Trustee</b>	'CATALYST TRUSTEESHIP LIMITED' (Formerly GDA TRSUTEESHIP LIMITED)
<b>Security</b>	<p>First Pari-Passu mortgage inter se among 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. 18,679.8 Crore as on 31<sup>st</sup> October 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>
<b>Holiday Convention</b>	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)  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 working day
<b>Settlement</b>	Payment of interest and principal will be made by way of Cheques/ DDs/ Electronic mode
<b>Record Date</b>	The 'Record Date' for the Debentures shall be 15 days prior to each interest payment and/ or principal repayment date
<b>Depository</b>	National Securities Depository Ltd. and Central Depository Services (India) Ltd. (NSDL/ CDSL)
<b>Bidding Type</b>	Open Book Bidding
<b>Pay in to Exchange</b>	T+1 from bidding date
<b>Issue Opening Date (of this Reissuance)</b>	30-November-2018
<b>Issue Closing Date (of this Reissuance)</b>	30-November-2018
<b>Pay in Dates (of this Reissuance)</b>	3-December-2018
<b>Deemed Date of Allotment (of this Reissuance)</b>	3-December-2018

**Redemption Payment Date**

In order to ensure uniformity with respect to debt securities issued under this ISIN, it has been decided that redemption payment dates shall remain same as in the Original Information Memorandum dated June 05, 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

Authorized Signatory

**Annexure - I****Bond Cash Flow\*****Series 68 (Reissuance I)-Option I**

Company	Fullerton India Credit Company Limited
Face Value (per security)	Rs. 10,00,000
Date of allotment	3-December-2018
Redemption date	1-Dec-2021
Coupon Rate	9.10% p.a. (Reissued at discount and redeemed at par - XIRR of 9.60% p.a.)
Interest payment dates	Every year on 7 <sup>th</sup> June and on maturity
Day Count Convention	Actual/ Actual

Cash Flows	Date	No. of days in coupon period	Amount in Rs.
Interest	07 <sup>th</sup> June 2019	365	91,00,000
Interest	07 <sup>th</sup> June 2020	366	91,00,000
Interest	07 <sup>th</sup> June 2021	365	91,00,000
Interest	1 <sup>st</sup> December 2021	177	4,412,877
Principal	1 <sup>st</sup> December 2021		10,00,00,000
<b>Total</b>	<b>(Principal + Interest)</b>		<b>13,17,12,877</b>

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

