

PRIVATE AND CONFIDENTIAL (For Addressee Only)

**TERM SHEET- SERIES 78**

1000 (ONE THOUSAND) (OR SUCH HIGHER NUMBER IN THE EVENT OF EXERCISE OF THE GREENSHOE OPTION, IF ANY) RATED, LISTED, SECURED, REDEEMABLE, TRANSFERABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE INR 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO INR 100,00,00,000/- (RUPEES ONE HUNDRED CRORE ONLY) WHICH MAY BE INCREASED TO INR 300,00,00,000/- (RUPEES THREE HUNDRED CRORE ONLY) IN THE EVENT THE GREENSHOE OPTION IS EXERCISED, ISSUED AT PAR BY FULLERTON INDIA CREDIT COMPANY LIMITED ON PRIVATE PLACEMENT BASIS.

<b>Issuer</b>	<b>Fullerton India Credit Company Limited</b>	
<b>Instrument</b>	<b>Rated, Listed, Secured, Transferrable, Redeemable, Non-Convertible Debentures.</b>	
<b>Issue Size</b>	1000 (ONE THOUSAND) (OR SUCH HIGHER NUMBER IN THE EVENT OF EXERCISE OF THE GREENSHOE OPTION, IF ANY) RATED, LISTED, SECURED, REDEEMABLE, TRANSFERABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE INR 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH AGGREGATING TO INR 100,00,00,000/- (RUPEES ONE HUNDRED CRORE ONLY) WHICH MAY BE INCREASED TO INR 300,00,00,000/- (RUPEES THREE HUNDRED CRORE ONLY) IN THE EVENT THE GREENSHOE OPTION IS EXERCISED, ISSUED AT PAR BY FULLERTON INDIA CREDIT COMPANY LIMITED ON PRIVATE PLACEMENT BASIS.	
<b>Issuance Form</b>	In Dematerialized Form	
<b>Credit Rating</b>	'AAA' by CRISIL Limited	
<b>Face Value/ Issue Price/ Redemption Price</b>	Rs. 10,00,000/- each	
<b>Minimum Application</b>	10 Debenture and in multiples of 1 Debenture thereafter	
<b>Max Issue Size</b>	<b>INR 50 CRS PLUS GREEN SHOE OF INR 100 CRS IN EACH OPTION</b>	
<b>Tenure</b>	Option I	Option II
	2 Years and 3 Months	3 Years 3 Months and 25 days
<b>Maturity Date</b>	Option I	Option II
	19 <sup>th</sup> March 2021	13 <sup>th</sup> April 2022
<b>Multiple Bidding/ Uniform Bidding</b>	Uniform bidding	
<b>Coupon Rate</b>	Option I	Option II
	9.3292% p.a.	Zero coupon (Issued at par and redeemed at premium)-XIRR of 9.40% p.a.
<b>Redemption Premium for Option II</b>	INR 3,47,260.00 per debenture	
<b>Redemption Value including premium</b>	At premium Rs.13,47,260.00 per debenture	
<b>Default Interest rate</b>	2% p.a. over the interest rate/ premium price	

<b>Put &amp; Call Option</b>	None
<b>Interest on application money</b>	Option I- 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. Option II-Not Applicable
<b>Listing</b>	The debentures are proposed to be listed on WDM segment of NSE
<b>Trustee</b>	<b>"CATALYST TRUSTEESHIP LIMITED"</b>
<b>Security</b>	<ol style="list-style-type: none"> <li>1. 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 as more particularly described in the debenture documents to be executed</li> <li>2. 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. 18,693.7 Crores as on 30<sup>th</sup> November 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.</li> </ol> <p>The security over loan receivables shall provide a minimum cover of 100% of the total principal, interest and proportionate premium payable amount of Debentures outstanding at any point of time.</p> <p>The above security shall rank pari-passu between the present charge holders and the Debenture Holders</p>
<b>Holiday Convention</b>	<p>Option I- 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 working day and interest will be calculated till one day prior to the original interest payment date.</p> <p>Option II-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) and the premium component shall be calculated and paid up to one day prior to such preceding working day.</p>
<b>Settlement</b>	Payment of premium and principal will be made by way of Cheques/ DD's/ 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 ended
<b>Pay in to Exchange</b>	T+1 from bidding date
<b>Issue/ Bid Opens on</b>	18 <sup>th</sup> December 2018
<b>Issue/ Bid Closing Date</b>	18 <sup>th</sup> December 2018
<b>Deemed Date of Allotment</b>	19 <sup>th</sup> December 2018

**Bond Cash Flow  
Series 78**

Company	Fullerton India Credit Company Limited	
Face Value (per security)	Rs. 10,00,000	
Issue/ Bid open date	18 <sup>th</sup> December 2018	
Issue/ Bid close date	18 <sup>th</sup> December 2018	
Pay in date of Investor to Exchange	19 <sup>th</sup> December 2018	
Date of Allotment	19 <sup>th</sup> December 2018	
Redemption date	Option I	Option II
	19 <sup>th</sup> March 2021	13 <sup>th</sup> April 2022
Coupon Rate	Option I	Option II
	9.3292% p.a.	Zero Coupon (Issued at par and redeemed at premium)-XIRR 9.40% p.a.
Redemption Premium for Option II	INR 3,47,260.00 per debenture	
Day Count Convention	Actual/ Actual	

**Option I**

Cash Flows	Date	No of days in coupon period	Amount in Rs.
Interest	19 <sup>th</sup> December 2019	365	93,292,000
Interest	19 <sup>th</sup> December 2020	366	93,292,000
Interest	19 <sup>th</sup> March 2021	90	23,003,507
Principal	19 <sup>th</sup> March 2021		100,00,00,000
<b>Total</b>	<b>(Principal + Interest)</b>	<b>821</b>	<b>1,209,587,506.80</b>

On subscription of Rs. 100,00,00,000 (Rupees One Hundred Crores Only)

**Option II**

Cash Flows	Date	No of days in coupon period	Amount in Rs.
Premium	13 <sup>th</sup> April 2022	1211	17,36,30,000
Principal	13 <sup>th</sup> April 2022		50,00,00,000
<b>Total</b>	<b>(Principal+Premium)</b>		<b>67,36,30,000</b>

Fullerton India Credit Company Limited

Authorised Signatory