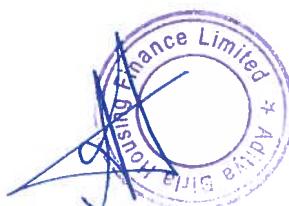


**TERM SHEET**

Private Placement of 200 Secured, Redeemable, Non-Convertible, Debentures of the Face Value of Rs. 10,00,000/- each aggregating to Rupees Twenty crore with a Green Shoe option of up to Rupees Five Hundred crore only

Issuer	Aditya Birla Housing Finance Ltd	
Security Name (Series)	ABHFL NCD 'G1' FY 2018-19	
Type of Instrument	Secured, Rated, Listed, Redeemable Non-Convertible Debentures ("NCDs" or Debentures")	
Nature of Instrument	Secured	
Seniority	Senior	
Mode of Issue	Private placement	
Eligible Investors	Refer to Annexure	
Listing (including name of stock exchange(s) where it will be listed and timeline for listing)	On the Debt Market segment of NSE & BSE within 15 days from date of allotment	
Rating of the Instrument	'IND AAA Stable' from India Ratings and [ICRA]AAA (Stable) from ICRA	
Issue Size	Rs. 20 crore (Rupees Twenty crore only)	
Option to retain oversubscription (Amount)	Rs. 500 crore (Rupees Five Hundred crore only)	
Objects of the issue	Refer to Annexure	
Detail of the utilization of the proceeds	Refer to Annexure	
Coupon Rate	Series G1	0% (Zero Coupon)
YTM	Series G1	9.40% on XIRR basis
Step Up/Step Down Coupon Rate /Coupon Payment Frequency	N.A.	
Coupon Payment Frequency	Series G1	N.A
Coupon Payment Dates	Series G1	N.A
Coupon Type	Series G1	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.).	N.A.	
Bid Book Type	Open	
Pay-in of Funds	Clearing Corporation / Escrow Bank Account	
Type of allotment	Uniform	



Day Count Basis	Actual / Actual	
Interest on Application Money	N.A.	
Default Interest Rate	2% pa over the coupon rate on the defaulted interest and/or principal redemption amount for the duration of default	
Tenor	Series G1	1093 Days
Redemption Date	Series G1	Tuesday, October 26, 2021
Redemption Amount	Rs. 10,00,000/- (Rupees Ten Lakh only) per Debenture	
Redemption Premium per debenture	Series G1	Rs. 3,08,694.00 per debenture
Issue Price	Rs.10,00,000/- (Rupees Ten Lakh only) per Debenture	
Discount at which security is issued and the effective yield as a result of such discount.	N.A.	
Put option Date	N.A.	
Put Option Price	N.A.	
Call Option Date	N.A	
Call Option Price	N.A	
Put Notification Time	N.A.	
Call Notification Time	N.A.	
Face Value	Rs.10,00,000/- (Rupees Ten Lakh only) per Debenture	
Minimum Application & in multiples of Debt securities thereafter	10 Debentures of Rs.10,00,000 each and in multiples of 1 Debenture thereafter	
Issue Timing:		
1. Issue Opening date	Friday, October 26, 2018	
2. Issue Closing Date		
3. Pay in Date	Monday, October 29, 2018	
4. Deemed Date of Allotment		
Issuance mode of the Instrument	Demat only (for private placement)	
Trading mode of the Instrument	Demat only (for private placement)	
EBP	On BSE EBP Platform	
Settlement Cycle	The process of pay-in of funds by investors and pay-out to issuer shall be done on T+1 day basis (i.e. October 29, 2018), where T day is the issue day i.e. October 26, 2018.	



<b>Settlement mode of the Instrument (Designated Bank Accounts of ICCL)</b>	<b>ICICI Bank</b> Beneficiary Name: INDIAN CLEARING CORPORATION LTD Account Number: ICCLEB IFSC Code : ICIC0000106 Mode: NEFT/RTGS  <b>YES Bank</b> Beneficiary Name: INDIAN CLEARING CORPORATION LTD Account Number: ICCLEB IFSC Code : YESB0CMSNOC Mode: NEFT/RTGS  <b>HDFC Bank</b> Beneficiary Name: INDIAN CLEARING CORPORATION LTD Account Number: ICCLEB IFSC Code : HDFC0000060 Mode: NEFT/RTGS
<b>Depository(ies)</b>	NSDL / CDSL
<b>Business Day Convention</b>	If the coupon payment date falls on Saturday, Sunday or a public holiday the payment will be made on the next working day. However, the last coupon payment will be made with the principal redemption and business day convention followed will be that of principal repayment, i.e. paid on the previous working day. Interest will be paid up to previous day of the redemption. If the maturity date fall on Saturday, Sunday or a public holiday, the redemption proceeds will be paid on the previous working day. In case of failure of RBI's system for RTGS / NEFT payment, the same will be made on the next business day. The Company will not be liable to pay any additional interest on account of same.
<b>Record Date</b>	15 days prior to each Coupon Payment / Principal repayment. If the record date is non-business day, then the previous working day will be considered.
<b>Security (where applicable) (Including description, type of security, type of charge, likely date of creation of security, minimum security cover, revaluation, replacement of security)</b>	As per Debenture Trust Deed dated September 21, 2015  <b>1 time security cover covering principal and interest</b>
<b>Transaction Documents</b>	Refer Annexure
<b>Conditions Precedent to Disbursement</b>	N.A.
<b>Condition Subsequent to Disbursement</b>	N.A.



Events of Default	As per Debenture Trust Deed dated September 21, 2015 Default is committed in payment of the principal amount of the Debenture on the due date(s) and not rectified within a period of 90 days
Provisions related to Cross Default Clause	N.A.
Role and Responsibilities of Debenture Trustee	As per Debenture Trust Deed dated September 21, 2015
Governing Law and Jurisdiction	Indian Law, Ahmedabad
Covenants	<ul style="list-style-type: none"> <li>i) In case of delay in execution of Trust Deed and Charge documents, the Company will refund the subscription with agreed rate of interest or will pay penal interest of at least 2% p.a. over the coupon rate till these conditions are complied with at the option of the investor.</li> <li>ii) 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.</li> </ul>



**Cash Flow – Series G1**

Company	Aditya Birla Housing Finance Ltd.
Face Value (per security) (in Rs.)	10,00,000.00
Issue Date / Deemed Date of Allotment	Monday, October 29, 2018
Redemption Date	Tuesday, October 26, 2021
Coupon Rate	0% (Zero Coupon)
Yield	9.40% on XIRR basis
Frequency of Interest payment with specified date	N.A
Day count Convention	Actual / Actual

Cash Flows	Date	No. of days in Coupon Period	Amount per Debenture (In Rupees)
Principal Inflow	Monday, October 29, 2018	-	10,00,000
Principal Outflow	Tuesday, October 26, 2021	1093	10,00,000
Redemption Premium	Tuesday, October 26, 2021		3,08,694

**Notes to Term Sheet:**

1. The Company reserves the right to change the Series timetable. The Company reserves the right to further issue debentures under aforesaid series / ISIN
2. Series G1: Zero Coupon basis, Bidding on Yield basis



## Annexure

### A. Who Can Apply

As decided vide the Board resolution, only the following categories of investors, when specifically contacted, are eligible to invest in these Debentures:

1. Qualified Institutional Buyer as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009;
2. Company as defined under Companies Act, 2013;
3. Provident fund(s), pension fund(s) and gratuity fund(s) (with no restriction on their corpus amount);
4. Individual, HUF, Partnership firm, Limited Liability Partnership (LLP) with a minimum subscription for NCDs of Rs. 1 Crore;
5. Any Non-Banking Finance company registered with RBI
6. International / multilateral / bilateral agencies
7. Sovereign wealth funds and
8. Foreign portfolio investor as defined under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014

All investors are required to comply with the relevant regulations / guidelines applicable to them for investing in this issue of NCDs.

Every application is to be accompanied by bank account details and MICR code of the bank for the purpose of availing direct credit of interest and all amounts through electronic transfer of funds or RTGS.

#### i. Application by Scheduled Commercial Banks

The application must be accompanied by certified true copies of (i) Board Resolution authorising investments; (ii) Letter of Authorization or Power of Attorney and (iii) specimen signatures of authorised signatories

#### ii. Application by Co-operative Banks

The application must be accompanied by certified true copies of: (i) Resolution authorizing investment along with operating instructions/power of attorney; and (ii) specimen signatures of authorised signatories



### **iii. Applications Companies/Financial Institutions**

The applications must be accompanied by certified true copies of (i) Memorandum and Articles of Association/Constitution/Bye-laws (ii) resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorised signatories.

### **iv. Application by Mutual Funds**

- (i) A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications.
- (ii) Applications made by the AMCs or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which application is being made. The applications must be accompanied by certified true copies of (i) SEBI Registration Certificate and Trust Deed (iii) resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorised signatories.

### **v. Application by Insurance Companies**

The applications must be accompanied by certified copies of (i) Memorandum and Articles of Association (ii) Power of Attorney (iii) Resolution authorising investment and containing operating instructions (iv) Specimen signatures of authorised signatories.

### **vi. Application by Provident, Gratuity, Pension and Superannuation Funds**

The applications must be accompanied by certified true copies of (i) Trust Deed / Bye Laws / Resolutions, (ii) Resolution authorising investment and (iii) Specimen signatures of the authorised signatories.

### **vii. Applications under Power of Attorney/Relevant Authority**

In case of an application made under a Power of Attorney or resolution or authority, a certified true copy thereof along with Document and Articles of Association and/or Bye laws must be attached to the Application Form at the time of making the application, failing which, the Company reserves the full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason thereto. Names and specimen signatures of all the authorized signatories must also be lodged along with the submission of the completed application.

## **B. Objects of the Issue**

The fund raised through this Issue, after meeting the expenditure of and related to the Issue, will be used for our various financing activities, to repay our existing loans and our business operations including for our capital expenditure and working capital requirements.

The Main Objects clause of the Memorandum of Association of the Company permits the Company to undertake the activities for which the funds are being raised through the present Issue and also the activities which the Company has been carrying on till date.



### **C. Interim Use of Proceeds**

The management of the Company, in accordance with the policies formulated by it from time to time, will have flexibility in deploying the proceeds received from the Issue. Pending utilization of the proceeds out of the Issue for the purposes described above, the Company intends to temporarily invest funds in high quality interest bearing liquid instruments including money market mutual funds, deposits with banks or temporarily deploy the funds in investment grade interest bearing securities.

### **D. Security / Further Borrowings**

The Secured, Redeemable Non-Convertible Debentures including payment of all interest, liquidated damages, remuneration of the Debenture Trustee and all other fees, costs, charges, expenses and other monies payable are secured by way of creation of first pari-passu:-

1. Mortgage in favour of the Debenture Trustee the all and singular the Immovable Property of the Company
2. Receivables arising from unsecured loans / receivable on bill / LC discounting, trade advances given by the Company.
3. Securities held by the Company (such as NCDs, CPs, PSU bonds etc)
4. Such other assets which the Company may add from time to time.

To the extent of a shortfall in asset cover charge on the other Current Assets of the Company

Current Assets defined as:

- i. All receivables of the Company arising out of loan, lease and hire purchase transactions
- ii. All other book debts
- iii. Such other current assets as may be identified by the Company from time to time and accepted by the Debenture Trustee.

ABHFL shall be entitled, from time to time, to make further issue of Debentures or such other instrument to the Public, members of the Company or to any other person(s) and/or raise further loans/advances and/or avail of further financial and/or guarantee(s) facilities from Indian or International Financial Institutions, Banks and/or any other person(s) on the security of the said properties or any part thereof and/ or such other assets and properties and having such ranking including ranking in priority to the security to be created in favour of the Trustees as may be decided by the Company from time to time.

The Company shall not create further Encumbrances on the Security without the consent of the Debenture Trustee. The Company shall provide, as and when required, a CA certificate to the Debenture Trustee confirming that the Required Security Cover for the outstanding Debenture is maintained.

The Debenture Trust Deed between the Debenture Trustee and the Company for Non-convertible Debentures aggregating to Rs. 2000 crore to be issued from time to time in one or more series was executed on September 21, 2015.

