

**(IV) TERM SHEET**

Private Placement of 2000 Secured, Redeemable, Non-Convertible, Debentures of the Face Value of Rs. 10,00,000/- each aggregating to Rs. Two Hundred Crore with a green shoe option of upto Rs. One Hundred Fifty Crore only.

Issuer	Aditya Birla Finance Ltd	
Security Name (Series)	ABFL NCD 'L2' FY2016-17	
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 Pg. No. 65 & 66	
Listing (including name of stock exchange(s) where it will be listed and timeline for listing)	On the Wholesale Debt Market (WDM) segment of National Stock Exchange of India Limited within 15 days from date of allotment	
Rating of the Instrument	[ICRA]AA+ (Stable) from ICRA & 'IND AA+ Stable' from India Ratings	
Issue Size	Rs. 200 Crore (Rupees Two Hundred Crore only)	
Option to retain oversubscription (Amount)	Rs. 150 Crore (Rupees One Hundred Fifty Crore only)	
Objects of the issue	Refer to Pg. No. 44	
Detail of the utilization of the proceeds	Refer to Pg. No. 44	
Coupon Rate	Series L2 : 7.90% p.a.	
Yield	N.A.	
Step Up/Step Down Coupon Rate /Coupon Payment Frequency	N.A.	
Coupon Payment Frequency	Series L2	Annual and on Maturity
Coupon Payment Dates	Series L2	March 03, 2018, March 03, 2019, March 03, 2020 and on maturity May 26, 2020
Coupon Type	Series L2	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.).	N.A.	
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 L2	3 Years 3 mts (1180 days)
Redemption Date	Series L2	May 26, 2020
Redemption Amount	Rs. 10,00,000/- (Rupees Ten Lakh only) per Debenture	



Redemption Premium per debenture	N.A.
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	March 03, 2017
2. Issue Closing Date	
3. Pay in Date	
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)
Settlement mode of the Instrument	IndusInd Bank Ltd Opera House Branch, IndusInd House, 425, DB Marg, Mumbai 400 004 IFSC Code INDB0000001 A/c 200999130997
Depository(ies)	NSDL / CDSL
Business Day Convention	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 upto 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.





Record Date	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.
Security (where applicable) (Including description, type of security, type of charge, likely date of creation of security, minimum security cover, revaluation, replacement of security)	As per Debenture Trust Deed dated April 26, 2016 <b>1 time security cover covering principal and interest</b>
Transaction Documents	Refer to Pg. No. 66 & 67
Conditions Precedent to Disbursement	N.A.
Condition Subsequent to Disbursement	N.A.
Events of Default	As per Debenture Trust Deed dated April 26, 2016 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 April 26, 2016
Governing Law and Jurisdiction	Indian Law, Ahmedabad
Covenants	<p>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.</p> <p>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.</p>

**Notes: The Company reserves the right to change the Series timetable.**

#### Cash Flow – Series L2

Company	Aditya Birla Finance Ltd.
Face Value (per security) (in Rs.)	10,00,000.00
Issue Date / Deemed Date of Allotment	March 03, 2017
Redemption Date	May 26, 2020
Coupon Rate	7.900% p.a.
Yield	N.A.



Frequency of Interest payment with specified date	Annual on March 03, 2018, March 03, 2019, March 03, 2020 and on maturity May 26, 2020
Day count Convention	Actual / Actual

Cash Flows	Date	No. of days in Coupon Period	Amount per Debenture (In Rupees)
Principal Inflows	Friday, March 03, 2017	-	10,00,000
1st Coupon	Saturday, March 03, 2018	365	79,000
2nd Coupon	Sunday, March 03, 2019	365	79,000
3rd Coupon	Tuesday, March 03, 2020	366	79,000
4th Coupon	Tuesday, May 26, 2020	84	18,181
Principal Outflow	Tuesday, May 26, 2020	-	10,00,000

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