

Term Sheet

26th June, 2019

Dear Sir/Ma'am

We hereby propose our Letter of Offer for private placement of NCD facilities on following terms & conditions, subject to approval of our Committee of Directors.

Terms of Issue:

Particulars	Instrument Details
Nature of the Instrument	Secured, Redeemable, Listed, Non-Convertible Debentures
Issue Size	Rs. 150 Crores (Rupees One Hundred Fifty Crores Only)
Face Value	Rs.10,00,000/- per Debenture
Investor	TECH MAHINDRA LIMITED
Arranger	NA
Eligible Investor	Mutual Funds / Banks / Financial Institutions / Insurance Companies / Pension Funds / Provident Fund/Corporates/Individuals/FIIs
Mode of Offering	Private Placement
Bid Open Date	26 th June, 2019
Bid Close Date	26 th June, 2019
Issue Open date	27 th June, 2019
Issue Close date	27 th June, 2019
Pay in date	27 th June, 2019
Deemed Date of Allotment	The deemed date of Allotment shall be date of receipt of funds towards subscription in EBP or 27 th June, 2019 whichever is later or any other day as the company may decide.
Interest on Application	Not applicable
Day Count Basis	Actual/Actual i.e. The interest shall be computed on the basis of actual number of days elapsed in a year, for this purpose a year to comprise of a period of 365 days. In case of leap year, if February 29 falls during the tenor of a security, then the number of days shall be reckoned as 366 days for a whole one year period.(SEBI Circular - CIR/IMD/DF-1/122/2016 dated November 11, 2016)
Rating	"IND AA+/ Stable" by India Ratings & Research
Tenor	1 years 363 days from Deemed date of Allotment
Redemption	Redemption at premium at the end of 1 Year 363 Days from the deemed date of allotment.
Price per debenture on redemption	Rs 11,76,962 /- (Rupees Eleven Lakhs Seventy Six Thousand Nine Hundred Sixty Two only) at 8.50% on XIRR basis
Coupon rate	0% p.a. (XIRR- 8.50%)
Interest Payable	Not Applicable

Regd. Office:

Mahindra Towers, 4th Floor, Dr. G.M. Bhosale Marg, Worli, Mumbai 400 018 India
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CIN : U65922MH2007PLC169791



Interest Payment Dates	Not Applicable
Put / Call Option	Put option can be exercised on 31 st July 2020
Notice Period for Put Option	Upto 15 calendar days prior to put date by fax to debenture issuer (Fax no -022-24953608)
Price per debenture on exercising Put Option	On 31 st July 2020– Rs 10,90,760 (Rupees Ten Lakhs Ninety Thousand Seven Hundred Sixty only) at 8.25% on XIRR basis
Holiday Convention	If any interest payment date falls on a holiday, the payment may be made on the following working day. If any principal payment date falls on a holiday, principal will be payable on the previous working day. Working days shall be all days on which money market is functioning in Mumbai excluding non- working Saturdays or Sundays or a holiday of commercial banks in Mumbai or a public holiday in India. 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. The Coupon payment convention will be as per SEBI Circular - CIR/IMD/DF-1/122/2016 dated November 11, 2016
Security	Debentures are secured by way of pari passu charge in terms of the registered debenture trust deed dated 28 th June, 2018 on property situated at Office No. 101B carpet area admeasuring 205 Sq Ft on First Floor situated at C.S.T. No. 4534 & 4534/1 to 9, Chinchwad, in "Mayur Trade Center Phase-II" Pune - 19 in the state of Maharashtra along with other Debenture holders and exclusive charge on Books Debts and Future Receivables originating from loan contracts and owned Assets to the extent of 100% of Debenture outstanding
Maturity Date	25 th June 2021
Custodian	NSDL only
Letters of Allotment	The Issuer will issue the Letters of Allotment in dematerialized form within 2 (Two) working days from the Deemed Date of Allotment of Debentures.
Trustees	AXIS Trustee Services Ltd.
Purpose	The proceeds of the Debentures shall be utilised by the Company for the purpose of financing, repayment of dues of other financial institutions / Banks or for long-term working capital/ for financing of Loan Assets/ General Corporate purposes of the Company.
Record Date	The record date for the purpose of determination of the persons entitled to receive interest / Principal in respect of the debentures shall be 14 calendar days before the date of Interest / principal payment.
Listing	To be listed in The Stock Exchange, Mumbai within 20 days. In case of FII/FPI investors to be listed in The Stock Exchange, Mumbai within 15 working days from the deemed date of allotment failing which it shall buy back the bonds from investor. In-principal approval received on 28 December 2018.



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Documents	Copy of Board Resolution for NCD. Certified True Copy of resolution passed by Committee of Directors will be given within 5 working days from the deemed date of allotment.
Minimum Application & in multiples of Debt securities thereafter	10 Debenture and in multiples of 1 thereafter
Validity	The offer is valid till 27 th June, 2019. However the Company reserves the right to change / modify the terms at any time without any notice during the period of this offer.
Mandatory compliance clause	Company reserves right to make multiple issuances under the same ISIN with reference to SEBI Circular CIR/IMD/DF-1/ 67 /2017 dated 30th June 2017. Issue can be made either by way of creation of fresh ISIN or by way of issuance under the existing ISIN at premium /par/discount as the case may be in line with SEBI Circular CIR/IMD/DF-1/ 67 /2017 dated 30th June 2017



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Annexure -A

Illustration of Bond Cash Flows for Series MRHFL-AA2019

Cash Flows	Date	No. of days in Period	Amount per debenture (in Rupees)
On exercising put option	Friday, July 31, 2020	400	10,90,760
On maturity	Friday, June 25, 2021	729	11,76,962

Note: The interest payment should be rounded to nearest rupee.

*If the interest payment date falls on a holiday, the payment may be made on the following working day however the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the security. The interest payment should be rounded to nearest rupee. If the maturity date falls on a holiday, redemption and accrued interest are payable on the immediately previous business day. The Coupon payment convention will be as per SEBI Circular - CIR/IMD/DF-1/122/2016 dated November 11, 2016

*In case of a leap year, if February 29 falls during the tenor of a security, then the number of days shall be reckoned as 366 days (Actual/Actual day count convention) for a whole one year period, irrespective of whether the interest is payable annually, half yearly, quarterly or monthly etc. It is thus emphasized that for a half yearly interest payment, 366 days would be reckoned twice as the denominator; for quarterly interest, four times and for monthly interest payment, twelve times. The leap year convention will be as per SEBI Circular - CIR/IMD/DF-1/122/2016 dated November 11, 2016

Thanking You,
Yours faithfully,
For **Mahindra Rural Housing Finance Limited.**,



Authorised Signatory

