

ANNEXURE I: TERM SHEET

Security Name	8.62% HDFC Credila, June 17, 2024
Issuer	HDFC Credila Financial Services Private Limited
Type of Instrument	Secured, Rated, Listed, Redeemable, Non-Convertible Debentures
Nature of Instrument	Secured, Rated, Listed, Redeemable, Non-Convertible Debentures
Seniority	Senior
Mode of Issue	Private placement
Eligible/Identified Investors	As provided in Clause 9.14
Listing	<p>The Debentures are to be listed on the WDM of BSE within a maximum period of 20 (Twenty) days from the Deemed Date of Allotment.</p> <p>In the event of the Issuer's failure to do so, to the extent that any Debenture Holders are Foreign Institutional Investors or sub-accounts of Foreign Institutional Investors, or Qualified Foreign Investors, the Issuer shall immediately redeem any and all Debentures which are held by such Foreign Institutional Investor(s) or such sub-account(s) of Foreign Institutional Investor(s) or Qualified Foreign Investors.</p> <p>In case of delay in listing of the Debentures beyond 20 (Twenty) days from the Deemed Date of Allotment, the Issuer will pay penal interest of at least 1 % p.a. over the Coupon Rate from the expiry of 30 (Thirty) days from the Deemed Date of Allotment till the listing of such Debentures.</p>
Rating of Instrument	"CRISIL AAA" by CRISIL and "ICRA AAA" by ICRA
Issue Size	₹ 100,00,00,000/- (Rupees One Hundred Crores only)
Option to retain oversubscription	N.A.
Objects of the Issue	As mentioned in Section 6.21
Details of the utilization of the Proceeds	As mentioned in Section 6.21
Coupon Rate	8.62% (Eight Point Six Two Percent) per annum payable annually (withholding taxes as applicable)
Step Up/ Step Down Coupon Rate	N.A.
Coupon Payment Frequency	Annually
Coupon Payment Dates	June 17, 2020, June 17, 2021, June 17, 2022, June 17, 2023 and June 17, 2024
Coupon Type	Fixed Coupon Rate
Coupon Reset	N. A.
Day Count Basis	Actual / Actual
Interest on Application Money	8.62% (Eight Point Six Two Percent) per annum withholding taxes as applicable. Interest on application money shall be paid by the Issuer to the applicants at the respective Coupon Rate



	from and including the date of realization of the application money upto one day prior to the Deemed Date of Allotment. Such interest shall be payable by the issuer within 7 (Seven) working days from the Deemed Date of Allotment.
Default Interest Rate	In the event of a payment default of the amounts due under this Issue, the Issuer shall pay an additional 2% (Two Percent) per annum over and above the applicable Coupon Rate on the outstanding principal amount of the Debentures, calculated from the date of the occurrence of the default until the Debentures are redeemed pursuant to such default, as applicable.
Delay Penalty	In the case of a delay in the execution of Debenture Trust Deed, the Issuer shall refund the subscription with the agreed rate of interest or shall pay penalty interest of 2% (Two Percent) per annum over the and above the applicable Coupon Rate until such time the conditions have been complied with at the option of the Investor.
Tenor	5 Years
Redemption Date	June 17, 2024
Redemption Amount	₹ 10,00,000/- (Rupees Ten Lakhs Only) per Debenture on the Redemption Date plus accrued coupon if any.
Redemption Premium/ Discount	N.A.
Issue Price	₹ 10,00,000/- (Rupees Ten Lakhs Only) per Debenture
Issue of the Debentures	The Issuer shall issue the Debenture / Letters of Allotment in dematerialized form within 2 (Two) Business days from the Deemed Date of Allotment
Discount at which security is issued and the effective yield as a result of such discount	N.A.
Put Date	N.A.
Put Price	N.A.
Call Date	N.A.
Call Price	N.A.
Put Notification Time	N.A.
Call Notification Time	N.A.
Face Value	₹ 10,00,000 /- (Rupees Ten Lakhs Only) per Debenture
Minimum Application size	10 Debentures and in multiples of 1 Debentures thereafter
Issue Timing	Bidding / Issue Opens on: June 14, 2019 Bidding / Issue Closing on: June 14, 2019 Pay-in Date to the Exchange: June 17, 2019 Pay-out Date to the Issuer: June 17, 2019 Deemed Date of Allotment: June 17, 2019
Manner of Bidding	Close Book Bidding
Mode of Allotment	Uniform Yield
Mode of Settlement	ICCL



Issuance mode of the Instrument	Demat only
Trading mode of the Instrument	Demat only
Settlement mode of the Instrument	RTGS / Online Transfer
Depositories	NSDL/CDSL
Business Days	Means a day (other than a Sunday or a Bank holiday) on which banks are open for general business in Mumbai.
Business Day Convention	If the due date for any Coupon falls on a Sunday or a day which is a bank holiday in Mumbai, then the immediately succeeding Business Day shall be the due date for such payment. If any other due date for all other monies payable under this Deed falls on a Sunday or a day which is a bank holiday in Mumbai then the immediately preceding Business Day shall be the due date for such payment.
Record Date	The date which will be used for determining the Debenture Holders who shall be entitled to receive the amounts due on any Due Date, which shall be the date falling 15 (fifteen) calendar days prior to any Coupon Payment Date.
Security	<i>pari passu</i> charge with other existing lenders on the loan receivables of the Company's underlying portfolio of loans having minimum asset cover of 1.05 times of the principal outstanding and interest accrued but not paid, to be maintained throughout the tenure of the Debentures.
Transaction Documents	Information Memorandum Rating Letters Rating Rational Trustee Consent Application Form Debenture Trustee Agreement Debenture Trust Deed Deed of Hypothecation
Conditions Precedent to Disbursement	This transaction is subject to standard conditions precedent, including submission of this Disclosure Document/Information Memorandum to the BSE prior to listing
Conditions Subsequent to Disbursement	This transaction is subject to standard conditions subsequent, including submission of this Disclosure Document/Information Memorandum to the ROC and to SEBI and listing of the Debentures, within the stipulated statutory time-frames
Events of Default	As per Debenture Trust Deed
Provisions related to Cross Default Clause	N.A.
Role and Responsibilities of Debenture Trustee	As per Debenture Trust Deed
Governing Law	The Debentures and documentation will be governed by and construed in accordance with the laws of India and the parties submit to the exclusive jurisdiction of the courts in Mumbai.

