2. PARTICULARS OF THE OFFER

a.	Date of passing of board resolution;	03rd March, 2021		
b.	Date of passing of resolution in the general meeting, authorizing the offer of securities	28th August, 2019		
c.	Kinds of securities offered (i.e. whether share or debenture) and class of security	Secured Redeemable Non-Convertible Debenture, which does not form part of the Non-Equity Regulatory Instrument as per Chapter V of the SEBI/NCS Regulation 2021.		
d.	Price at which the security is being offered including the premium, if any, along with justification of the price;	At par		
e.	Name and address of the valuer who performed valuation of the security offered	Not Applicable		
f.	Amount which the company intends to raise by way of securities	Option I	Option II	Option III
		Rs. 900 crore plus Green Shoe option to retain Oversubscription	Rs. 900 crore plus Green Shoe option to retain Oversubscription	Rs. 500 crore plus Green Shoe option to retain Oversubscription
g.	Terms of raising of securities (*)	Ref Term Sheet - Tranche 417 (given here below)		
h.	Proposed time schedule for which the offer letter is valid	November 30, 2021		
i.	Purposes and objects of the offer;	Ref Term Sheet		
j.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	N.A.		
k.	Principle terms of assets charged as security, if applicable	Ref Term Sheet - Tranche 417 (given here below)		

(*) The aforesaid terms and this Tranche Placement Memorandum/PAS-4 is to be read in conjunction with the Shelf Placement Memorandum dated 27th August, 2021 for an amount aggregating to Rs 43,000 crores and addendum dated 22nd October, 2021

Term Sheet (NCD Tr.417)

Security Name	Option I	Option II	Option III
	6.40% LIC Housing Finance Ltd. 30th November,2026	5.32% LIC Housing Finance Ltd. 30th November,2023	7.13% LIC Housing Finance Ltd. 28th November,2031
Issuer	LIC Housing Finance Ltd. (LICHFL)		
Type of Instrument	Secured Redeemable Non-Convertible Debenture, which does not form part of the Non-Equity Regulatory Instrument as per Chapter V of the SEBI/NCS Regulation 2021. Henceforth, the Face value of the issued each Non-convertible Debenture is Rs. 10,00,000/-		
Nature of Instrument	Secured		
Seniority	Senior		
Mode of Issue	Private Placement		
Eligible Investors	Only the persons who are specifically addressed through a communication are eligible to apply for the Debentures. No other person can apply.		
Listing	The Instrument would be listed within 4 days from the date of closure of issue as per the SEBI Circular no. **SEBI/HO/DDHS/P/CIR/2021/613** dated August 10, 2021on the Wholesale Debt Market Segment (WDM) of the National Stock Exchange (NSE).		

Rating of the Instrument	"CRISIL AAA/Stable" by CRISIL & "CARE AAA/Stable" by CARE	"CARE AAA/Stable" by CARE	CRISIL AAA/Stable" by CRISIL & "CARE AAA/Stable" by CARE
Issue Size	Option I	Option II	Option III
	Rs. 900 crore plus Green Shoe option to retain Oversubscription	Rs. 900 crore plus Green Shoe option to retain Oversubscription	Rs. 500 crore plus Green Shoe option to retain Oversubscription
Option to retain oversubscription	Option I	Option II	Option III
	Rs. 1100 Crore	Rs. 1600 Crore	Rs. 1000 Crore
Object of the Issue	Funds to be utilized to disburse the funds to meet the housing finance requirements of the borrowers and other business activities of the Company, as per MOA		
Details of the utilization of the Proceeds	Will be utilized in normal course of business.		
Coupon Rate / Frequency	Option I	Option II	Option III
	6.40% p.a.	5.32% p.a.	7.13% p.a.
Step Up/Step Down Coupon Rate	Not Applicable		
Coupon payment dates	Annually from deemed date of allotment.		
Coupon Type	Fixed		
Coupon Reset Process	Not Applicable		
Day Count Basis	Actual / Actual		
Interest on application money	As per Section 42 of the Companies Act, 2013, a company making an offer or invitation shall allot its securities within sixty days from the date of receipt of the application money for such securities and if the company is not able to allot the securities within that period, it shall repay the application money to the subscribers within fifteen days from the expiry of sixty days and if the company fails to repay the application money within the aforesaid period, it shall be liable to repay that money with interest at the rate of twelve per cent. per annum from the expiry of the sixtieth day.		
Tenor	Option I	Option II	Option III
	5 Year from deemed date of allotment	2 Year from deemed date of allotment	9 Year 11 Months 29 Days from deemed date of allotment.
Redemption Date	Option I	Option II	Option III
	30th November 2026	30th November,2023	28th November,2031
Redemption Amount	Option I	Option II	Option III
	Rs. 900 crore plus Green Shoe option to retain Oversubscription	Rs. 900 crore plus Green Shoe option to retain Oversubscription	Rs. 500 crore plus Green Shoe option to retain Oversubscription
Redemption Premium / Discount	None		
Issue Price	Rs. 10,00,000/- per Debenture		
Discount at which Security is issued and the effective yield as a result of such Discount	Not Applicable		
Put Option Date	None		
Put Option Price	None		
Call Option Date	None		
Call Option Price	None		
Put Notification Time	None		
Call Notification Time	None		

Face Value	Rs. 10,00,000/- per Debenture
Minimum Subscription of Debentures	Ten Debentures and in multiples of One Debenture thereafter (i.e. Rupees One Crore and multiple of Rupees Ten lakhs thereafter)
Issue Timing: - Issue opening Date - Issue closing Date - Pay-in Date - Deemed Date of Allotment	 29th November, 2021 29th November, 2021 30th November, 2021 30th November, 2021
Issuance mode of the Instrument	Demat only
Trading mode of the Instrument	Demat only
Settlement mode of the instrument	Through NEFT and / or RTGS
Depository	National Securities Depository Limited (NSDL) and /or Central Depository Services (India) Limited (CDSL)
Business Day Convention	As per Shelf Placement Memorandum dated 27th August, 2021
Record Date	The record date for principal and interest payments will be 15 days before the due date.
All covenants of the issue (including side letters, accelerated payment clause etc.)	The major covenants of the issue include: • Interest rate, computation of interest, payment of interest; • Interest on application money; • Business day, record date; • Redemption, payment of redemption amount; • Listing and Rating; and • Mode of transfer of NCDs. For further details please refer the Debenture Trust Deed dated August, 26, 2021. No side letters are executed pursuant to the said Issue
Security	Secured by a negative lien on the assets of the Company (excluding the company's current and future receivables and book-debt of whatsoever nature of the Company on which a first pari-pasu floating charge by way of hypothecation to secure the borrowings of the company outstanding as on 31st March 2015 and the unavailed sanctions of the term loans, cash credit and refinance as on 31st March 2015), with a minimum asset cover of 100%. Further the Company shall be entitled to dispose of, transact or otherwise deal, in the ordinary course of business upto 5% of the Specific Assets, including by way of a securitization transaction and as may be required under any law, regulations, guidelines or rules. Subject to maintenance of Asset Cover, as may be applicable and in the normal course of business, the Company may without the consent/approval of the Trustee/Debenture Holder(s)/Beneficial Owner(s)/creditors be entitled to make further issue(s) of Debentures, raise further loans and advances and/or avail further deferred payment guarantees or other financial facilities from time to time from any persons/bank/financial institution/body corporate/any other agency. Secured by way of Negative Lien on the Assets, to the extent of Asset Cover, without any encumbrance in favour of the Debenture Trustee except to the extent of the charge created in favour of its depositors of the Company pursuant to the regulatory requirement under Section 29B of the NHB Act. However, the Company shall, from time to time, be entitled to create any charge, mortgage, pledge, security interest, encumber or create lien on its Assets, subject to maintenance of Asset Cover, except to the

	extent of charge created in favour of its depositors pursuant to the regulatory requirement under Section 29B of the NHB Act or as may be required under any law, regulation, guidelines or rules. Date of creation of security: 26th August, 2021. Asset cover available as on 30th September, 2021, for NCDs issued by the Corporation: 1.24 Date of filing of e-form for creation of charge on the security: 07th September, 2021. The Debenture holder will not be paid any interest over and above the coupon rate as specified above
Transaction Documents	Debenture Trust Deed -The Debenture Trust Deed for the Debentures shall be executed in accordance with the timelines specified under applicable laws prior to filing of the application for listing of the NCDs Debenture Trustee Agreement Tranche placement memorandum/ Term Sheet/PAS-4 Rating Letter Rating Rationale Trustee Consent Application Form
Conditions Precedent to Disbursement	None
Conditions Subsequent to Disbursement	None
Creation of Recovery Expense Fund	As per SEBI Circular SEBI /HO /MIRSD /CRADT /CIR/P/2020/207 dated October 22, 2020 the Recovery Expense Fund has been created and deposited with National Stock Exchange.
Conditions for breach of covenants	As set out in the Debenture Trust Deed dated 26th August, 2021
Event of Default	Following are certain events/circumstances which can be an Event of Default: • Default in redemption of debentures and payment of interest; • Default in performance of covenants and conditions; • Supply of misleading information in the application by the Company to the Debenture Holder(s) for financial assistance by way of subscription to the Debentures; and • Proceedings against the company under bankruptcy or insolvency law. • If the security is in jeopardy. For further details on Events of Default, please refer the Debenture Trust Deed dated August 26, 2021
Default in Payment	In case of default in payment of Interest and/or principal redemption on the due dates , additional interest of at least @ 2% p.a. over the coupon rate shall be payable by the company for the defaulting period.
Delay in Listing	In case of delay in listing of the debt securities beyond 4 days from issue closing date, the Company shall pay penal interest of at least @ 1% p.a. over the coupon rate for the period of delay to the Investor (i.e. from date of allotment to the date of listing). The Issuer shall be permitted to utilise the issue proceeds of its subsequent two privately placed issuances of securities only after receiving final listing approval from Stock Exchanges.
Debenture Trustee	Catalyst Trusteeship Limited

Delay in execution of Debenture Trust Deed	Not Applicable, since Debenture Trust Deed has been already executed on 26th August, 2021.
Provisions related to Cross Default Clause	Not Applicable
Role and Responsibilities of Debenture Trustee	Following are certain roles and responsibilities of the Debenture Trustee: • Perform such acts as are necessary for the protection of the interest of the Debenture Holders and resolve the grievances of the Debenture Holders. • Follow up for redemption of Debentures in accordance with the Terms and Conditions of Debentures. • Call for quarterly reports certifying that the Security are sufficient to discharge the Interest and principal amount at all times and that such Security are free from any other encumbrances except as set out under this Deed. • In case the Company commits any breach of the terms of the Deed, the Debenture Trustee in consultation with the Debenture Holders shall take such reasonable steps as maybe necessary to remedy such breach. For further details on roles and responsibilities of Debenture Trustee, please refer the Debenture Trust Deed dated August 26, 2021
Risk Factors pertaining to the issue	**Internal Risks** • Credit Risk: The business of lending carries the risk of default by borrowers; • Market Risk: This risk arises as a result of interest rate volatility; • Asset Liability Management: The risks that arise out of mismatch of assets and liabilities; and • Operational Risk: The risks that arise out of systemic issues within an organization **External Risks** • Regulatory Changes; • Risk of Competition; and • General Risks For detailed risk factors, please refer the Shelf Placement Memorandum dated August 27, 2021.
Arranger	Option I: Axis Bank Ltd Option II: Axis Bank Ltd Option III: ICICI Bank Ltd.
Governing Law & Jurisdiction	The Debentures are governed by and shall be construed in accordance with the existing Indian laws. Any dispute between the Company and the Debenture holder will be subject to the jurisdiction at Mumbai.
Bidding Platform	NSE- Electronic Bidding Platform

Note: While debt securities are secured to the tune of 100% of the principal and interest amount or as per the terms of Shelf Disclosure document in favour of Debenture Trustee, it is the duty of the Trustee to monitor that the security is maintained, however, the recovery of 100% of the amount shall depend on the market scenario at the time of enforcement of the security.

Cash Flow of the issue

Company	LIC Housing Finance Limited		
Tranche – 417	Option I	Option II	Option III
Face Value (per security)	Rs.10,00,000.00	Rs.10,00,000.00	Rs.10,00,000.00
Issue Date/Date of Allotment	30/11/2021	30/11/2021	30/11/2021
Redemption	30/11/2026	30/11/2023	28/11/2031
Coupon Rate	6.40% p.a.	5.32% p.a.	7.13% p.a.
Frequency of the Interest Payment with specified Dates	As given below	As given below	As given below
Day Count Convention	Actual / Actual	Actual / Actual	Actual / Actual

Cash Flow for NCD-417 Option I

Cash Flow	Date	No. of Days in coupon Period	Amount per debenture (in Rupees)
1st Coupon	Wednesday 30th November, 2022	365	64,000.00
2nd Coupon	Thursday 30th November, 2023	365	64,000.00
3rd Coupon	Saturday 30th November, 2024	366	64,000.00
4th Coupon	Sunday 30th November, 2025	365	64,000.00
5th Coupon	Monday 30th November, 2026	365	64,000.00
Principal	Monday 30th November, 2026		10,00,000.00
Total		1826	13,20,000.00

Cash Flow for NCD-417 Option II

Cash Flow	Date	No. of Days in coupon Period	Amount per debenture (in Rupees)
1st Coupon	Wednesday 30th November, 2022	365	53,200.00
2nd Coupon	Thursday 30th November, 2023	365	53,200.00
Principal	Thursday 30th November, 2023		10,00,000.00
Total		730	11,06,400.00

Cash Flow for NCD-417 Option III

Cash Flow	Date	No. of Days in coupon Period	Amount per debenture (in Rupees)
1st Coupon	Wednesday 30th November, 2022	365	71,300.00
2nd Coupon	Thursday 30th November, 2023	365	71,300.00
3rd Coupon	Saturday 30th November, 2024	366	71,300.00
4th Coupon	Sunday 30th November, 2025	365	71,300.00

5th Coupon	Monday 30th November, 2026	365	71,300.00
6th Coupon	Tuesday 30th November, 2027	365	71,300.00
7th Coupon	Thursday 30th November, 2028	366	71,300.00
8th Coupon	Friday 30th November, 2029	365	71,300.00
9th Coupon	Saturday 30th November, 2030	365	71,300.00
10th Coupon	Friday 28th November, 2031	363	70,909.00
Principal	Friday 28th November, 2031		10,00,000.00
Total		3650	17,12,609.00

(If any of the coupon payment dates, put option date or maturity date mentioned above declared as non-business day in Mumbai, in such cases cash flow will change as per business day convention.)

DEBT EQUITY RATIO

Long Term Debt/Equity Ratio before the issue	**9.23**
Long Term Debt/Equity Ratio after the issue*	**9.33**

3. **Disclosure with Regard to Interest of Directors, Litigation ETC.**

I. Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons: NIL

II. Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed: **NIL**

III. Remuneration of directors (during the current year and last three financial years) :

F.Y. 2020-21	The remuneration of directors for F.Y. 2020-21 was Rs 59.03 lacs (Rounded off)
F.Y. 2019-20	The remuneration of directors for F.Y. 2019-20 was Rs 60.58 lacs (Rounded off)
F.Y. 2018-19	The remuneration of directors for F.Y. 2018-19 was Rs 56.75 lacs (Rounded off)

IV. Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided: **As per Annexure I**

V. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark: **NIL**

VI. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last