

TRACK RECORD OF THE PUBLIC ISSUES MANAGED BY THE MERCHANT BANKER IN THE LAST 3 FINANCIAL YEARS

DEWAN HOUSING FINANCE CORPORATION LIMITED

1. Type of Issue

Public Issue by Dewan Housing Finance Corporation Limited (“Company” or the “Issuer”) of upto 10,00,00,000 Secured , Redeemable , Non Convertible Debentures (“NCDs”) of face value of Rs.1,000 each for for an amount of Rs. 2,000 crores (“Base Issue Size”) with an option to retain oversubscription up to Rs.8,000 crores aggregating up to Rs.10,000 crores (“Shelf Limit”) (“Tranche 1 Issue”) and is being offered by way of this Tranche 1 Prospectus containing, inter alia, the terms and conditions of this Tranche 1 Issue (“Tranche 1 Prospectus”), which should be read together with the Shelf Prospectus dated august 25, 2016 (“Shelf Prospectus”) filed with the Registrar of Companies, Maharashtra, Mumbai (“ROC”), Stock Exchanges and Securities and Exchange Board of India (“SEBI”). The Shelf Prospectus and this Tranche 1 Prospectus constitutes the Prospectus (“Prospectus”).

2. Issue size (Rs crore)

Base Issue size of Rs 2,000 crores with an option to retain oversubscription up to Rs. 8,000 crores aggregating up to Rs.10,000 crores.

**The Company raised Rs. 10,000 crores in the Tranche 1 Issue.*

Source: Minutes of the Meeting between the Company, Registrar to the Issue and Lead Managers to the Issue dated September 8, 2016

3. Rating of instrument alongwith name of the rating agency

Particular	Rating Agency	Rating
(i) As disclosed in the offer document	Credit Analysis and Research Limited	'CARE AAA (Triple A)'
	Brickwork Ratings India Private Limited	BWR AAA (Pronounced as BWR Triple A) Outlook: Stable
(ii) At the end of 1 st FY (March 31, 2017)	Credit Analysis and Research Limited	CARE AAA (Stable)
	Brickwork Ratings India Private Limited	BWR AAA (Stable)
(iii) At the end of 2 nd FY (March 31, 2018)	Credit Analysis and Research Limited	CARE AAA (Stable)
	Brickwork Ratings India Private Limited	BWR AAA (Stable)
(iv) At the end of 3 rd FY (March 31, 2019)	Credit Analysis and Research Limited	CARE A; (under credit watch with developing implications)
	Brickwork Ratings India Private Limited	BWR AA (under credit watch with negative implications)

#Source: Stock Exchange intimation dated May 3, 2017, April 30, 2018 and Annual Report for the year 2018-19

4. Whether the security created is adequate to ensure 100% asset cover for the debt securities : Yes

* Source – Exchange intimation dated October 16, 2017

5. Subscription level (number of times)* : The Issue was subscribed 6.3373 times of the Base Issue Size and 1.2675 times of the Tranche 1 Issue after considering the Cheque Returns and Technical Rejections.

* Source – Minutes of the Meeting between the Company, Registrar to the Issue and Lead Managers to the Issue dated September 8, 2016.

6. Financials of the issuer (as per the annual financial results submitted to stock exchanges under Clause 29 of the listing agreement or debt securities)

Consolidated

(Rs In Crores)

Parameters	1st FY (March 31, 2017)#	2nd FY (March 31, 2018)#	3rd FY (March 31, 2019)*
Income from operations	9,615.64	10514.74	NA
Net Profit for the period	2,806.30	1165.65	NA
Paid-up equity share capital	313.15	313.66	NA
Reserves excluding revaluation reserves	7,417.45	8246.18	NA

#Source: Stock Exchange intimation dated May 3, 2017 and April 30, 2018

*Financials not disclosed as reporting for the relevant fiscal years has not been completed

7. Status of the debt securities (whether traded, delisted, suspended by any stock exchange, etc.)#

Particular	
(i) At the end of 1st FY (March 31, 2017)	Traded
(ii) At the end of 2nd FY (March 31, 2018)	Traded
(iii) At the end of 3rd FY (March 31, 2019)	Traded

NCDs are listed on BSE Limited and National Stock Exchange of India Limited w.e.f September 14, 2016

8. Change, if any, in directors of issuer from the disclosures in the offer document

Particular	Name of Director	Date	Appointment / Resignation
(i) At the end of 1st FY (March 31, 2017)		NIL	
(ii) At the end of 2nd FY (March 31, 2018)*^	Dr. Rajiv Kumar	11/09/2017	Resignation
(iii) At the end of 3rd FY (March 31, 2019)*	G.P. Kohli	March 29, 2019	Resigned
	Mannil Venugopalan	March 29, 2019	Resigned
	Sunjoy Joshi	March 26, 2019	Appointed
	Alok Kumar Misra	March 26, 2019	Appointed
	Srinath Sridharan	March 26, 2019	Appointed
	V. K. Chopra	March 11, 2019	Resigned
	Harshil Mehta	February 14, 2019	Resigned
	Vijaya Sampath	February 12, 2019	Resigned

#Source: Stock Exchange Filings

9. Status of utilization of issue proceeds

(i) As disclosed in the offer document	<p>The Net Proceeds raised through this Issue will be utilised for following activities in the ratio provided as below:-</p> <ol style="list-style-type: none"> 1. For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company– At least 75% 2. For General Corporate Purposes* – Maximum of upto 25% <p><i>*The Net Proceeds will be first utilized towards the Objects mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount raised in the Tranche 1 Issue, in compliance with the SEBI Debt Regulations.</i></p>
(ii) Actual utilization	The proceeds of the aforesaid issuances were utilized for the purpose for which they were raised, largely towards business purposes, pre-payment/repayment of high cost borrowings
(iii) Reasons for deviation, if any	NA

* Source – Annual report for financial year 2016-17

10. Delay or default in payment of interest/ principal amount (Yes/ No) (If yes, further details of the same may be given)

(i)	Disclosures in the offer document on terms of issue	No
(ii)	Delay in payment from the due date	Yes
(iii)	Reasons for delay/ non-payment, if any	The Company is undergoing substantial financial stress since second half of the previous financial year. The company has suffered consistent downgrade in its credit rating since February 2019. On June 5, 2019 the credit rating was reduced to 'Default Grade'. As a result, the Company's ability to raise funds has been substantially impaired and the business has been brought to a standstill with there being minimal / virtually no disbursements.

11. Any other material information

Announcement	Date
Allotment of shares against warrants issued to a promoter entity, Wadhawan Global Capital Private Limited resulting in its shareholding increasing to 37.39% and shareholding of promoter group increased to 39.31%.	September 30, 2016
The Special Committee of the Board of Directors of Dewan Housing Finance Corporation Limited at its meeting held, considered and accorded approval to disinvest to BCP Topco VII Pte. Ltd., which is controlled by private equity funds managed by Blackstone (NYSE:BX), 23,01,090 (9.15%) equity shares ie. its entire shareholding held in Aadhar Housing Finance Limited	February 2, 2019
The rating committee of the rating agency CARE, downgraded the long-term rating of the Company to 'CARE AA+ (credit watch with developing implications)' from its earlier assigned rating of 'CARE AAA Outlook: Stable'	February 4, 2019
The rating agency Brickwork Ratings, downgraded the long-term rating of the Company to 'BWR AA+ (under credit watch with developing implications)' from its earlier assigned rating of 'BWR AAA Outlook: Stable'.	February 4, 2019
The board of directors of the Company at their meeting held on 18 December 2018, entered into a binding term sheet with DHFL Advisory & Investments Private Limited ("DAIPL") and PGLH of Delaware, Inc. ("Acquirer") on 18 December, 2018 regarding: i. divestment of the Company's stake in DHFL Pramerica Asset Managers Private Limited ("DPAM") (17.12% stake held directly, and 32.88% stake held through the Company's wholly-owned subsidiary, DAIPL) to the Acquirer; and ii. divestment of the Company's stake in DHFL Pramerica Trustees Private Limited ("DPTL") (50% stake held directly) to the Acquirer. The Company, DAIPL, Acquirer, DPAM and DPTL have entered into a share purchase agreement on 21st February 2019 for the proposed transaction	February 21, 2019
The rating committee of the rating agency CARE, downgraded the long-term rating of the Company to 'CARE AA- (credit watch with developing implications)' from its earlier assigned rating of 'CARE AA- (credit watch with developing implications)'	March 7, 2019
The rating agency Brickwork Ratings, downgraded the long-term rating of the Company to 'BWR AA (under credit watch with developing implications)' from its earlier assigned rating of 'BWR AA+ (under credit watch with developing implications)'	March 9, 2019

The Board of Directors of the Company at its meeting held today inter alia, considered and accorded approval to disinvest to Olive Vine Investment Limited an affiliate of the Warburg Pincus Group ("Acquirer"), 1,92,50,719 (One Crore ninety two lakhs fifty thousand seven hundred and nineteen) equity shares constituting 30.63% (Thirty point Sixty Three percent) of the paid up capital of Avanse Financial Services Limited ("Avanse") i.e. its entire shareholding held in Avanse	March 16, 2019
The rating agency Brickwork Ratings, downgraded the long-term rating of the Company to 'BWR AA- (under credit watch with developing implications)' from its earlier assigned rating of 'BWR AA (under credit watch with developing implications)'	April 11, 2019
In- principle approval received from National Housing Bank for the proposed acquisition by BCP Topco VII Pte. Ltd., which is controlled by private equity funds managed by Blackstone (NYSE:BX) and consequent change in management of the Company	May 7, 2019
The rating committee of the rating agency CARE, downgraded the long-term rating of the Company to 'CARE A (credit watch with developing implications)' from its earlier assigned rating of 'CARE BBB- (credit watch with developing implications)'	May 15, 2019
The rating agency Brickwork Ratings, downgraded the long-term rating of the Company to 'BWR AA- (under credit watch with developing implications)' from its earlier assigned rating of 'BWR BBB+ (under credit watch with developing implications)'	May 18, 2019
The rating agencies, ICRA Limited (ICRA), CRISIL Limited (CRISIL), CARE Ratings Ltd. (CARE) and Brickwork Ratings (Brickwork) have all downgraded the long-term rating of the Company to D Reserve Bank of India (RBI) vide its letters received by Avanse Financial Services Limited on June 4, 2019 has granted its prior approval for change in control / ownership and management of Avanse to Olive Vine Investment Limited an affiliate of the Warburg Pincus Group	June 5, 2019
Reserve Bank of India (RBI) vide its letters received by Avanse Financial Services Limited on June 4, 2019 has granted its prior approval for change in control / ownership and management of Avanse to Olive Vine Investment Limited an affiliate of the Warburg Pincus Group	June 6, 2019
The transaction of sale/transfer of 23,01,090 (9.15%) equity shares i.e. entire stake held by the Company in Aadhar Housing Finance Limited ("Aadhar") to BCP Topco VII Pte. Ltd. ("Acquirer"), which is controlled by private equity funds managed by Blackstone (NYSE:BX), is completed	June 10, 2019
SEBI vide its letters June 25, 2019 addressed to DHFL Pramerica Asset Managers Private Limited (DPAMPL) has granted its prior approval for proposed change in controlling interest of DPAMPL and for amendment in Trust Deed under the applicable provisions of SEBI (Mutual Funds) Regulations, 1996 subject to certain conditions	June 26, 2019
The Company vide letter dated December 03, 2019, the Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC/Code) was initiated against the Corporate Debtor under Section 227 read with clause (zk) of sub - section (2) of section 239 of the Code by an order dated December 3, 2019 (Insolvency Commencement Date) of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT/Adjudicating Authority"). The Adjudicating Authority, vide the above order, appointed Mr. R. Subramaniakumar, as the Administrator of the Corporate Debtor to perform all the functions of a resolution professional to complete the CIRP of the Corporate Debtor.	January 6, 2020

Source: Stock Exchange Filings

All the above information is updated as on January 27, 2020 unless indicated otherwise.