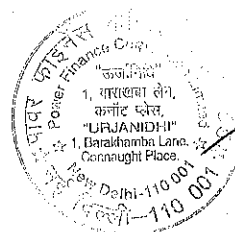


SUMMARY TERM SHEET FOR PFC BOND SERIES 156

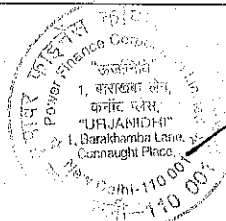
Security Name	PFC Bond Series 156 - GoI Fully Serviced
Issuer	Power Finance Corporation Limited
Type of Instrument	Government of India fully serviced bonds, Redeemable, Unsecured, Taxable, Non-Convertible bonds
Nature of Instrument	Unsecured
Seniority	Since the Maturity value and the coupon payment throughout the tenure is to be funded by Govt. in separate dedicated account, this is not applicable
Mode of Issue	Private placement basis
Eligible investors	As per applicable RBI Regulations for Government NBFC-ND
Listing (including name of stock exchange where it will be listed & timeline for listing)	On the wholesale Debt Market segment of NSE and / or BSE Further, in case of investment by FIIs investor, it shall be ensured by the company that the bonds are listed within 15 days of allotment. In case bonds are not listed within 15 days, company shall refund the allotment money to investor
Rating	'AAA/Stable' by CRISIL, 'AAA' by ICRA, & 'AAA' by CARE
Issue size	` 200 crore
Object of the Issue	To meet Government of India's requirement for the purpose of central sector schemes.
Details of utilization of the proceeds	The funds raised through private placement shall be utilised to meet Government of India's requirement for the purpose of central sector schemes.
Tenor	10 years
Coupon Rate	7.10% p.a.
Step up/step down coupon rate	Not applicable
Coupon Payment frequency	Semi Annual every year
Coupon payment dates:-	
First interest date	11 th July 2017
Subsequent interest payment date	Thereafter semi - annually till maturity
Coupon type	Fixed



Coupon Reset process (including rates, spread, effective date, interest rate cap & floor etc)	Not applicable
Day count basis	Actual/Actual Interest shall be computed on an "actual/actual basis". Where the interest period (start date to end date) includes February 29, interest shall be computed on 366 days-a-year basis
Interest on Application money	7.10% p.a. The interest on application money shall be paid from the date of receipt of application money in PFC's account till one day prior to the date of allotment on the aggregate face value amount of Bonds. No interest on application money would be paid if the date of receipt of application money and allotment is same.
Interest on Refunded Money against which Allotment is not made	No interest on Application Money will be paid in respect of applications which are invalid and / or rejected by PFC due to any reason.
Date of Redemption	11 th January 2027
Redemption amount	At par
Redemption Premium/Discount	Not applicable
Issue Price	At par
Discount at which security is issued & the effective yield as a result of such discount	Not applicable
Put Option Date	Not applicable
Put Option Price	Not applicable
Call Option Date	Not applicable
Call Option Price	Not applicable
Put Notification Time	Not applicable
Call Notification Time	Not applicable
Face Value	Rs. 10,00,000 (Rupees Ten lacs only) per bond
Minimum application size	100 bonds (Rs 10 crore) and then in multiple of 10 bond (Rs 1 crore)

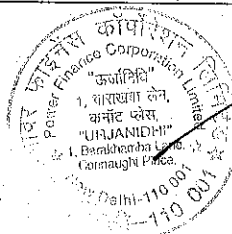


Issue Opening date& closing date	11.01.2017
Pay-in-date	11.01.2017
Deemed Date of allotment	11.01.2017(The credit of debt securities into the demat a/c within 2 working days of allotment)
Issuance & trading mode of instrument	In demat Only
Settlement mode of the instrument	By way of RTGS/ Fund Transfer or any other electronic mode offered by the Banks
Depository	National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL")
Business Days/Working Days	"Business Days"/ "Working Days" shall be all days on which money market is functioning in Mumbai. However, for the purpose of credit of Demat A/c, Working Days shall be all days on which NSDL/CDSL are open for business.
Effect of holidays	<p>If any Coupon Payment Date falls on a day that is not a Business Day, the payment shall be made by the Issuer on the following working day in line with SEBI circular No CIR/IMD/DF-1/122/2016 dtd November 11, 2016.</p> <p>If the Redemption Date (also being the last Coupon Payment Date) of the Bonds falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the preceding Business Day along with interest accrued on the Bonds until but excluding the date of such payment.</p> <p>In the event the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day will be considered as the Record Date.</p>
Record Date	15 calendar days prior to actual interest/principal payment date.
Security	N.A. (Unsecured)
Payment Mechanism	As per Ministry of Finance OM dtd 20 th October 2016, these bonds will be fully serviced (principal + interest) by Government of India through General Budget.
Transaction Documents	<p>The Issuer has executed/ shall execute the documents including but not limited to the following in connection with the Issue:</p> <ol style="list-style-type: none"> 1. Letter appointing Trustees to the Bondholders; 2. Debenture Trusteeship Agreement; 3. Tripartite Agreement between the Issuer; Registrar and NSDL for issue of Bonds in dematerialized form; 4. Tripartite Agreement between the Issuer, Registrar and CDSL for issue of Bonds in dematerialized form; 5. Letter appointing Registrar and MoU entered into between the Issuer

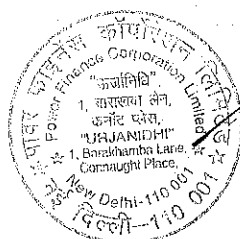


Handwritten signature

	<p>and the Registrar;</p> <ol style="list-style-type: none"> 6. Application made to NSE for seeking its in-principle approval for listing of Bonds; 7. Listing Agreement with NSE and /or BSE; 8. Letters appointing Arrangers to the Issue.
Conditions precedent to subscription of Bonds	<p>The subscription from investors shall be accepted for allocation and allotment by the Issuer subject to the following:</p> <ol style="list-style-type: none"> 1. Rating letters from CRISIL, ICRA and CARE not being more than one month old from the issue opening date; 2. Seek a written consent letter from the Trustees conveying their consent to act as Trustees for the Bondholders; <p>Making an application to NSE and BSE for seeking its in-principle approval for listing of Bonds.</p>
Conditions subsequent to subscription of Bonds	<p>The Issuer shall ensure that the following documents are executed/ activities are completed as per time frame mentioned elsewhere in this Private Placement Offer Letter:-</p> <ol style="list-style-type: none"> 1. Maintaining a complete record of private placement offers in Form PAS-5 and filing such record along with Private Placement Offer Letter in Form PAS-4 with the Registrar of Companies and with Securities and Exchange Board of India ("SEBI") within a period of thirty days of circulation of the Private Placement Offer Letter; 2. Filing a return of allotment of Bonds with complete list of all Bondholders in Form PAS-3 under section 42 of the Companies Act, 2013, with the Registrar of Companies, within thirty days of the Deemed Date of Allotment; 3. Credit of demat account(s) of the allottee(s) by number of Bonds allotted within two working days from the Deemed Date of Allotment; 4. Making listing application to NSE/ BSE within 15 days from the Deemed Date of Allotment of Bonds. 5. Execution of trust deed within 3 months of the closure of the issue or offer and sending the same to NSE and BSE within five working days of execution for uploading on their website. <p>Besides, the Issuer shall perform all activities, whether mandatory or otherwise, as mentioned elsewhere in this Private Placement Offer Letter.</p>
Events of Default	<p>Default in payment of interest / principal redemption / delay in listing / delay in execution of trust deed or as may be detailed in respective trust deed / trustee agreement,</p> <p>In case of event of default , penal interest will be paid in accordance with provisions of SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2012.</p>
Additional Covenants	<p>Default in payment: In case of default in payment of interest and/ or principal redemption on the due dates, the Company shall pay additional interest at the rate of 2.00% p.a. over the Coupon Rate for the defaulting period i.e. the period commencing from and including the date on which such amount becomes due and up to but excluding the date on which such amount is actually paid.</p> <p>Listing: In case of delay in listing of the Bonds beyond 20 days from the Deemed Date of Allotment, the Company shall pay penal interest at the</p>



	rate of 1.00% p.a. over the Coupon Rate from the expiry of 30 days from the Deemed Date of Allotment till the listing of Bonds to the Bondholder(s).														
Provisions related to cross default clause	Not applicable														
Registrar & Transfer Agent	RCMC Share Registry Pvt Ltd.														
Mode of Subscription	<p>Applicants may make remittance of application money through electronic mode only:</p> <table> <tr> <td colspan="2">Electronic transfer of funds through RTGS/ Funds Transfer mechanism for credit of account as per details given hereunder:</td></tr> <tr> <td>Name of the Banker</td><td>HDFC Bank</td></tr> <tr> <td>Account Name</td><td>PFC Bond Collection Account</td></tr> <tr> <td>Credit into Current A/c No.</td><td>00030350003676</td></tr> <tr> <td>IFSC Code</td><td>HDFC0000060</td></tr> <tr> <td>Address of the Branch</td><td>Address: Fort Mumbai Branch</td></tr> <tr> <td>Narration</td><td>Subscription for PFC Bond Series 156-Gol fully Serviced bond</td></tr> </table>	Electronic transfer of funds through RTGS/ Funds Transfer mechanism for credit of account as per details given hereunder:		Name of the Banker	HDFC Bank	Account Name	PFC Bond Collection Account	Credit into Current A/c No.	00030350003676	IFSC Code	HDFC0000060	Address of the Branch	Address: Fort Mumbai Branch	Narration	Subscription for PFC Bond Series 156-Gol fully Serviced bond
Electronic transfer of funds through RTGS/ Funds Transfer mechanism for credit of account as per details given hereunder:															
Name of the Banker	HDFC Bank														
Account Name	PFC Bond Collection Account														
Credit into Current A/c No.	00030350003676														
IFSC Code	HDFC0000060														
Address of the Branch	Address: Fort Mumbai Branch														
Narration	Subscription for PFC Bond Series 156-Gol fully Serviced bond														
Trustees	<p>Milestone Trusteeship Services Pvt Ltd. 602, Hallmark Business Plaza, Sant Dnyaneshwar Marg, Opp. Guru Nanak Hospital Bandra (E), Mumbai-400 051.</p>														
Role and Responsibilities of Debenture Trustees	<p>The trustees will be responsible for all action as per SEBI regulation and Companies Act 2013.</p> <p>The Trustees shall carry out its duties and perform its functions as required to discharge its obligations under the terms of the Companies Act, 2013, SEBI Debt Regulations, the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, Debenture Trusteeship Agreement, Private Placement Offer Letter and all other related transaction documents, with due care, diligence and loyalty.</p>														
Governing Law and Jurisdiction	<p>The Bonds shall be construed to be governed in accordance with Indian Law. The competent Courts in New Delhi alone shall have jurisdiction in connection with any matter arising out of or under these precincts.</p>														



Samidh