

CERTIFIED COPY
For Can Fin Homes Ltd.
Veena G Kamath
Company Secretary

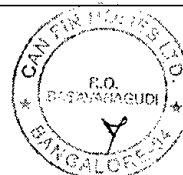


Registered Office
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Near Lalbagh West Gate, Basavanagudi
BANGALORE – 560 004
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Web: www.canfinhomes.com
CIN: L85110KA1987PLC008699

Private Placement of Secured Redeemable Non-Convertible Taxable Debentures (7.68% CFHL SRNCD 2016 – SERIES 5) of face value Rs.10,00,000 (Rupees Ten Lakh) each for cash, at par (Debentures) aggregating to Rs.100 Crore with a right to retain over subscription (green shoe option) of another Rs.100 crore.

TERM SHEET: CAN FIN HOMES LTD.

Security Name	7.68% CFHL SRNCD 2016 – SERIES 5
Issuer	Can Fin Homes Limited
Type of Instrument	Secured Redeemable Non-Convertible Taxable Debentures
Nature of Instrument	Secured
Seniority	Senior
Mode of Issuance	Private Placement(s).
Eligible Investors	Any of the persons who are specifically addressed through a communication. No other person can apply.
Listing	The Issue will be listed on the Wholesale Debt Market (WDM) Segment of the NSE. The Company proposes to obtain the listing approval within 15 days.
Rating of the Instrument	"CARE AAA" by Credit Analysis and Research Ltd. "IND AAA" by India Ratings and Research Private Limited "ICRA AAA" BY ICRA Ltd.
Issue size	Rs.100 Crore
Right to retain Over subscription	Right to retain over subscription (Green Shoe Option) of another Rs.100 Crore.
Object of the Issue & Utilization of Proceeds	The object of the issue is to augment the resources of the Company. The proceeds of the present issue would be utilised for making disbursement to meet the finance requirements of the borrowers of the Company. The funds will be utilised only for purposes permitted by the National Housing Bank (NHB).
Coupon Rate	7.68% p.a.
Step Up/Step Down Coupon Rate	Not Applicable.



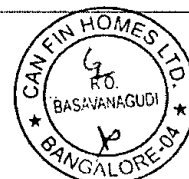
Coupon Payment Frequency	Annual.
Coupon Payment Dates	First Interest Payment on February 27, 2018 and subsequently on February 27, 2019, February 27, 2020 and May 27, 2020 at the time of redemption.
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest cap and floor 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	Interest at the Coupon Rate (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, as applicable) will be paid to the applicants on the application money for the Debentures for the period starting from and including the 'pay in date' as mentioned in the term sheet below upto one day prior to the Deemed Date of Allotment.
Default Interest Rate	Refer to the covenants mentioned elsewhere in the document
Tenure	39 months from the Deemed Date of Allotment
Redemption Date	Bullet payment at par, on completion of the tenor of the instrument.
Redemption Amount	At par
Redemption Premium /Discount	Not Applicable
Issue Price	Rs.10,00,000 lakh per Debenture
Discount at which security is issued and effective yield as a result of such discount	Not Applicable
Put Date	Not Applicable
Put Price	Not Applicable
Call Date	Not Applicable
Call Price	Not Applicable
Put Notification Time	Not Applicable
Call Notification Time	Not Applicable
Face Value	Rs.10,00,000 lakh (Rupees Ten Lakh Only) per Debenture.



Minimum Application and in Multiples of Debt Securities thereafter	10 Debentures and in multiples of 1 Debenture thereafter.
Issue Timing	
i. Issue Opening Date	February 27, 2017
ii. Issue Closing Date	February 27, 2017
iii. Pay in Date	February 27, 2017
iv. Deemed Date of Allotment	February 27, 2017
Issuance Mode of Instrument	In dematerialised mode only
Trading Mode of Instrument	In dematerialised mode only
Settlement Mode of Instrument	Payment of interest and repayment of principal shall be made by way of cheque(s)/ warrant(s)/ demand draft(s)/ direct credit through NECS/ RTGS mechanism or any other approved mode.
Business Day Convention	If the coupon payment date of the debt securities, falls on Second/fourth Saturday, Sunday or a public holiday(ies) the coupon payment shall be made on the next working day. If the maturity date of the debt securities, falls on Second/fourth Saturday, Sunday or a public holiday(ies), the redemption proceeds shall be paid on the previous working day.
Record Date	15 Days prior to each coupon payment/Redemption Date.
Security	Secured by first and exclusive floating charge on specified assets by way of Hypothecation of book debts and receivables.
Asset Cover	1.0 time.
Transaction Documents	1. Term Sheet 2. Rating Letters from ICRA Ltd., CARE Ltd., and India Ratings and Research Private Limited and Rating Rationale 3. Trustee Consent Letter 4. Application Form
Conditions precedent to Disbursement	The subscription from investors shall be accepted for allocation and allotment by the Issuer subject to the following: 1. Letter from the Trustees conveying their consent to act as Trustees for the Debenture holder(s); 2. Letter from NSE conveying its in-principle approval for listing of Debentures. 3. Disclosure Document 4. Rating Letters from ICRA Ltd., CARE Ltd. And India Ratings and Research Private Limited and Rating Rationale.
Conditions subsequent to subscription to Debentures	1. Credit of demat account(s) of the allottees(s) by number of Debentures allotted within 2 working days from the Deemed Date of Allotment; 2. Making application to NSE within 15 days from the Deemed Date of



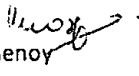
	<p>Allotment to list the Debentures and seek listing permission within 20 days from the Deemed Date of Allotment;</p> <p>3. Execution of Debenture Trust Deed and</p> <p>4. Creation of Security i.e., Execution of Hypothecation deed.</p>
Events of Default	If the Issuer commits a default in making payment of any interest or repayment of principal amount of the Debentures on the respective due date(s), the same shall constitute an "Event of Default" by the Issuer. The complete list of events of default shall be as specified in the Debenture Trust Deed.
Provision related to Cross Default Clause	Not Applicable
Role and Responsibilities of Debenture Trustee	As per the Debenture Trust Deed executed between the Issuer and the Debenture Trustee.
Governing Law and Jurisdiction	The Debentures are governed by and shall be construed in accordance with the Indian laws. Any dispute arising thereof will be subject to the jurisdiction at the city of Bengaluru, Karnataka.
Security Creation	In case of delay in execution of Trust Deed and Charge documents, the Company will refund the subscription with agreed rate of interest or will pay penal interest of 2.00% p.a. over the coupon rate till these conditions are complied with at the option of the investor.
Default in Payment	In the event of delay in the payment of interest amount and/ or redemption of principal amount on the due date(s), the Issuer shall pay additional interest of 2.00% per annum in addition to the Coupon Rate payable on the Debentures, on such amounts due, for the defaulting period i.e. the period commencing from and including the date on which such amount becomes due and upto but excluding the date on which such amount is actually paid.
Delay in Listing	The Issuer shall complete all the formalities and seek/apply for listing permission within 15 days from the Deemed Date of Allotment. In the event of delay in listing of Debentures beyond 20 days from the Deemed Date of Allotment, the Issuer shall pay penal interest of 1.00% per annum over the Coupon Rate from the expiry of 30 days from the Deemed Date of Allotment till the listing of Debentures to the Debentures holder(s).
Name of the Trustees	SBICAP Trustee Company Limited
Depository	NSDL and CDSL
Registrars	Canbank Computer Services Ltd.
Collection Banker	Canara Bank
RTGS Details	Beneficiary Name: Can Fin Homes Ltd SRNCD 2016 – SERIES 5' Bank A/c Details: Canara Bank Lalbagh West Branch, Basavanagudi, Bangalore-560004 A/c No. 0684201001848 IFSC Code number CNRB0000684
Nominated Officers of the Issuer	Any two members of the Committee of Dy.General Managers, Asst. General Managers and Key Managerial Personnel of the Company, are authorised by the Board to jointly do all the acts, deeds and things necessary for issue of the above debentures.

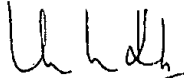


Illustrative Cash Flows Working

Name of Issuer	Can Fin Homes Limited				
Face value per Debenture	Rs.10,00,000 each				
Deemed Date of Allotment	February 27, 2017				
Redemption Date/Maturity Date	May 27, 2020				
Coupon/Interest Rate	7.68%				
Frequency of Coupon/ Interest Payment with specified dates	Annual February 27, 2018, February 27, 2019, February 27, 2020 and May 27, 2020.				
Day Count Convention	Actual/Actual				
Interest Payment Date	Day of Week	No of Days for Coupon Calculation	No of Days In Year	Interest Amount Rs Per Debenture	
February 27, 2018	Tuesday	365	365	76800	
February 27, 2019	Wednesday	365	365	76800	
February 27, 2020	Thursday	365	365	76800	
May 27, 2020	Wednesday	90	90	18885	

For Can Fin Homes Ltd.

Signature : 
Name : Prashanth Shenoy
Designation : Asst. General Manager

Signature : 
Name : Veena G Kamath
Designation : Company Secretary

AUTHORISED SIGNATORIES

Place : Bengaluru
Date : 27/02/17

