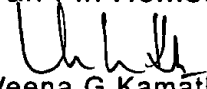


**CERTIFIED COPY**  
**For Can Fin Homes Ltd.**

  
Veena G Kamath  
Company Secretary



Registered Office  
No. 29/1, 1<sup>st</sup> Floor, M N Krishna Rao Road  
Near Lalbagh West Gate, Basavanagudi  
BANGALORE – 560 004  
E-mail :sathyaprakash@canfinhomes.com  
Tel :26565736, 26564259,42201704 Fax:26565746  
Web: [www.canfinhomes.com](http://www.canfinhomes.com)  
CIN: L85110KA1987PLC008699

**Private Placement of Secured Redeemable Non-Convertible Taxable Debentures (7.32% CFHL SRNCD2017 – SERIES 1) of face value Rs.10,00,000 (Rupees Ten Lakh) each for cash, at par (Debentures) aggregating to Rs.200 Crore with a right to retain over subscription (green shoe option) of another Rs.400 crore.**

**TERM SHEET: CAN FIN HOMES LTD.**

Security Name	7.32% CFHL SRNCD 2017 – SERIES 1
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 Care Ratings Limited "IND AAA" by India Ratings and Research Private Limited "ICRA AAA" BY ICRA Ltd.
Issue size	Rs.200 Crore
Right to retain Over subscription	Right to retain over subscription (Green Shoe Option) of another Rs.400 Crore.
Object of the Issue & Utilization of Proceeds	The object of the issue(s) is to augment the resources of the Company during availability of funds in the market at low coupon rate(s). The proceeds of the issue(s) to be utilised for making disbursement to meet the finance requirements of the borrowers of the Company. The funds to be utilised only for purposes permitted by the National Housing Bank (NHB). Whenever excess funds are available, the same may be temporarily invested by the Company subject to the provisions of the Companies Act, 2013 and related Rules and the applicable directions of NHB
Coupon Rate	7.32% p.a.
Step Up/Step Down Coupon Rate	Not Applicable.



Verna G. Kamath  
Company Secretary

Coupon Payment Frequency	Annual
Coupon Payment Dates	First Interest Payment on July 26, 2018 and subsequently on July 26, 2019, July 27, 2020, and Oct 26, 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.
<b>Issue Timing</b>	
i. Issue Opening Date	July 26, 2017
ii. Issue Closing Date	July 26, 2017
iii. <u>Pay in Date</u>	July 26, 2017
iv. <u>Deemed Date of Allotment</u>	July 26, 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	<ol style="list-style-type: none"> <li>1. Term Sheet</li> <li>2. Rating Letters from ICRA Ltd., CARE Ratings Ltd., and India Ratings and Research Private Limited and Rating Rationale</li> <li>3. Trustee Consent Letter</li> <li>4. Application Form</li> </ol>
Conditions precedent to Disbursement	<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"> <li>1. Letter from the Trustees conveying their consent to act as Trustees for the Debenture holder(s);</li> <li>2. Letter from NSE conveying its in-principle approval for listing of Debentures.</li> <li>3. Disclosure Document</li> <li>4. Rating Letters from ICRA Ltd., CARE Ratings Ltd. And India Ratings and Research Private Limited and Rating Rationale.</li> </ol>
Conditions subsequent to subscription to Debentures	<ol style="list-style-type: none"> <li>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;</li> <li>2. Making application to NSE within 15 days from the Deemed Date of Allotment to list the Debentures and seek listing permission within 20 days</li> </ol>




	from the Deemed Date of Allotment; 3. Execution of Debenture Trust Deed and 4. Creation of Security i.e., Execution of Hypothecation deed.
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 2017 – SERIES 1' Bank A/c Details: Canara Bank Lalbagh West Branch, Basavanagudi, Bangalore-560004 A/c No. 0684201001863 IFSC Code number CNRB0000684
Nominated Officers of the Issuer	Any two members of the Executive Committee comprising the Managing Director/ Whole-time Director, Dy. General Managers and Asst. General Managers of the Company, are authorised by the Board to jointly do all the acts, deeds and things necessary for issue of the above debentures.

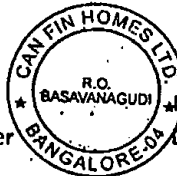


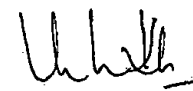
*Illustrative Cash Flows Working*

<b>Name of Issuer</b>	Can Fin Homes Limited			
<b>Face value per Debenture</b>	Rs.10,00,000 each			
<b>Deemed Date of Allotment</b>	July 26, 2017			
<b>Redemption Date/Maturity Date</b>	October 26, 2020			
<b>Coupon/Interest Rate</b>	7.32%			
<b>Frequency of Coupon/ Interest Payment with specified dates</b>	Annual July 26, 2018, July 26, 2019, July 27, 2020, Oct 26, 2020			
<b>Day Count Convention</b>	Actual/Actual			
<b>Interest Payment Date</b>	<b>Day of Week</b>	<b>No of Days for Coupon Calculation</b>	<b>No of Days in Year</b>	<b>Interest Amount Rs Per Debenture</b>
July 26, 2018	Thursday	365	365	73,200
July 26, 2019	Friday	365	365	73,200
July 27, 2020	Monday	366	366	73,200
Oct 26, 2020	Monday	91	91	18,250

For Can Fin Homes Ltd.

Signature :   
Name : Atanu Bagchi  
Designation : Deputy General Manager



Signature :   
Name : Veena G Kamath  
Designation : Company Secretary

**AUTHORISED SIGNATORIES**

Place : Bengaluru  
Date : 26/07/17