MARIPOSA AGRI VENTURES AND HOSPITALITIES PRIVATE LIMITED

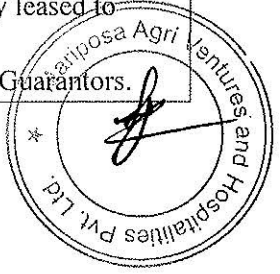
First Floor, Door No.F-2/A-2,
Sector-9, Vashi, Navi Mumbai,
Maharashtra- 407 003
CIN: U55204MH2010PTC207835

TERM SHEET

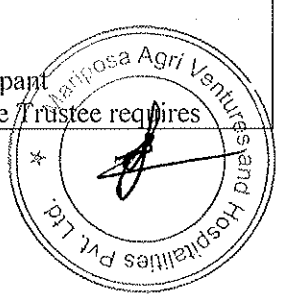
Issuer	Mariposa Agri Ventures and Hospitalities Private Limited
Name of the Instrument	unlisted, unrated, senior, secured, redeemable, taxable, non-convertible debentures
Seniority	Senior
Mode of Issue	Private placement
Eligible Investor	Eligible Investors who are eligible to invest in these Debentures, which shall include: (i) scheduled commercial banks; (ii) financial institutions which are companies; (iii) asset management companies; (iv) insurance companies; (v) mutual funds; (vi) companies or body corporates authorized to invest in debentures; and (vii) any other investor(s), other than a retail investor, authorised to invest in these Debentures, subject to the compliance with the relevant regulations/guidelines applicable to them for investing in the Debentures
Listing	Unlisted
Rating	Unrated
Issue Size (in Rs. Cr.)	Rs. 100,00,00,000/- (Rupees One Hundred Crores only)
Objects of the issue	To raise monies through debentures aggregating to Rs.350,00,00,000/-(Rupees Three Hundred and Fifty Crores only) issued in four series, with Series II for INR 100,00,00,000/-(Rupees One Hundred Crore only)
Details of utilisation of proceeds	The proceeds realized by the Company from the issue of Debentures shall be utilized for the redemption of the Existing Debentures, reimbursement towards amount paid for pre-payment of Existing Debentures and towards maintaining the DSR Amount.
Rate of Interest/ Coupon	Coupon of 12.0% per annum compounded monthly; payable quarterly - to be computed on the basis of actual/actual convention.
Proposed time schedule for which thc Issue is valid	The Issue will open on 4th June 2021 and close on 7th June 2021
Tenor	41 months
Redemption date	01.11.2024
Redemption Premium Details	Issuer shall pay such amounts as redemption premium such that each Investor receives an IRR of 17.3% per annum on the par value of Series II debentures.



Partial Redemption	Issuer may Voluntarily decide to redeem partly or fully at any time, except during a period of 24 (twenty-four) months commencing from the first Deemed Date of Allotment of Series 1
Issue Price (in Rs.) (per security)	Rs. 10,00,000/- (Rupees Ten Lakhs only) each
Put Date	NA
Put price	NA
Call date	NA
Call price	NA
Put notification time	NA
Call notification time	NA
Face Value (in Rs.) (per security)	Rs. 10,00,000/- (Rupees Ten Lakhs only) each
Put Option	NA
Repayment option	The Company has the option to voluntary repay/redeem the amount after expiry of 24 months of first deemed date of allotment.
Series	II(Two)
Issue Price (in Rs.) (per security)	Rs. 10,00,000/- (Rupees Ten Lakhs only) each
Allotment date	7th June 2021
Redemption date/Conversion date	01/11/2024
Allotment Quantity	1000(One Thousand)
Certificate Nos./Distinctive No From – To	Certificate No. not applicable since issued in demat mode.
Minimum Subscription	Rs. 10,00,000/-
Issue timing	
Issue opening date	4th June 2021
Issue closing date	7th June 2021
Pay in date	7th June 2021
Deemed date of allotment	7th June 2021
Issuance mode of instrument	Demat
Trading mode	Demat only
Settlement mode	ECS
Depository	NSDL
Business Day Convention/Effect of Holidays	A day (other than a Saturday or a Sunday) on which money market institutions and scheduled commercial banks are generally open for business in New Delhi, Trivandrum and Mumbai, India. Any payment relating to Interest or Default Interest, which is required to be made on a day that is not a Business Day shall be made on the immediately succeeding Business Day
Record Date	Date falling on the second last Friday which is immediately prior to the Coupon Payment Date.
Security	• Non-Disposal Agreement on 15% shares of MFL. • First charge on a 4.05 acres land which is adjacent to the Taj Kovalam resort owned by Muthoot Hotels Private Limited(MHPL) • First charge on 23800 sq ft of completed commercial office spaces in Bangalore and currently leased to Amazon owned by the promoters. • Personal Guarantees from the Personal Guarantors.



	• Guarantees from the Corporate Guarantor • First pari passu charge on: o Hypothecation on following identified receivables: ▯ All kinds of remuneration received by Promoters from MFL ▯ Entire dividend from MFL received by Promoters and Personal Guarantors ▯ Monetisation proceeds from sale of Identified Assets o Charge on the Escrow Accounts • Charge on DSRA and designated account. • Demand Promissory Note and Letter of Continuity from Obligors. • Second charge on Land, Structures and installations forming part of operational resort (Taj Kovalam) owned by MHPL • Pledge over 20% shareholding of Muthoot Fincorp Limited (MFL) held by Ms. Preethi John Muthoot, Ms. Nina George, Ms. Remmy Thomas. • Pledge over 100% shareholding of the issuer • Hypothecation of all moveable assets (including book debts, loans & advances etc) of the Issuer.
Transaction document	The Issuer has executed/ shall execute the documents including but not limited to the following, as required, in connection with the Issue as per latest SEBI guidelines / Companies Act 2013 (as applicable) for issuance of NCDs through Private Placement: 1. Letter appointing Trustees to the Debenture Holders; 2. Debenture Trusteeship Agreement; 3. Debenture Trust Deed; 4. Deed of Hypothecations 5. Drag Along Rights Agreement 6. Documents to create Equitable Mortgage / Deposit of Title Deeds 7. Directors Declaration 8. Deed of Corporate Guarantee 9. Deed of Personal Guarantee 10. Private Placement Offer Letter (Form PAS 4); 11. Board Resolution authorizing this Issuance; 12. Applicable Shareholder Resolutions under the Companies Act 2013; 13. Escrow Agreement 14. Accounts Agreement 15. Share Pledge Agreements 16. NDU & Power of Attorney 17. DPN 18. Letter of Continuity 19. Letter to Depository Participant Any other Document that Debenture Trustee requires



Events of default	As provided in the trust deed executed between the trustee and the company
Role and responsibilities of Debenture Trustee	As provided in the trust deed executed between the trustee and the company
Governing Law & Jurisdiction	The Definitive Agreements will be governed by, and construed in accordance with Indian law. The place of jurisdiction would be Thiruvananthapuram, Kerala.

For MARIPOSA AGRI VENTURES AND HOSPITALITIES PRIVATE LIMITED

Subha joseph
Authorised Signatory

Mariposa Agri Ventures and Hospitalities Pvt. Ltd.