

Tesseract Imaging Limited

(formerly known as Tesseract Imaging Private limited)

Registered Office: 44/4, Shivaji Chowk Mulund Colony, Mulund (W), Mumbai - 400082

CIN: U33209MH2015PLC262820 || **Email:** kshtj22@gmail.com || **Tel:** +91 22 7965 7482

Term Sheet

Face Value	Each OFCD shall have a face value of Rs. 10,000
Issue Price	Each OFCD shall have an issue price of Rs. 10,000
Interest	The OFCD shall carry a cumulative interest of 0.0001% per annum. The interest on the OFCD shall accrue and be payable on maturity/redemption.
Option for Conversion	The Company shall have an option for conversion at any time after allotment of the OFCD by giving one month notice to the OFCD holder, into such equal number of Equity Shares/such securities, based on the conversion ratio provided herein below, Number of Equity Shares/such securities issued upon conversion of 1 (one) OFCD = Face Value of 1 OFCD / Fair Market Value ("FMV") of 1 Equity Share/such securities at the time of conversion
Tenure / Redemption	The tenure of each OFCD shall be 10 (ten) years from the date of its allotment. The OFCD may be redeemed at any time earlier than 10 years (at any date after expiry of 30 days from the date of allotment of the OFCD) at the option of the Company. The OFCD shall be redeemable at par with the interest.
Transfer	The OFCD shall be transferrable, subject to the provisions of the Act, the Investment Agreement, the Articles of Association, and any other statutory provisions, rules, directions as may be applicable to the Company, transferor and transferee concerned, as per applicable Law.
Listing/Trading	These OFCD will not be listed / traded in any stock exchange in India
Renunciation	Equity Shareholders shall be entitled to renounce OFCD offered to them in full or in part, in favour of any other person or persons.
Security	Since the OFCD are unsecured, no security shall be created
Disposal of un-subscribed portion	The Board shall decide at its absolute discretion
Ranking of equity shares on conversion	The equity shares arising out of conversion of the OFCD will rank <i>pari passu</i> in all respects with the then outstanding equity shares of the Company on the date of such conversion, except for dividend, if declared, shall be paid on pro-rata basis from the date of allotment of such equity shares.

For Tesseract Imaging Limited



Kshitij Marwah
Whole- time Director
DIN: 07028072

Date: July 5, 2021