

Brigade Estates & Projects Pvt. Ltd.

CIN: U70101KA2006PTC041132

Regd. Office: 29th Floor, World Trade Center, Brigade Gateway Campus
26/1, Dr.Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560 055
Ph: No. : +91-80-4137 9200 Fax: +91-80-2221 0784

TERM SHEET:

The terms of issue of the A Series 0.001% unsecured unlisted Fully Convertible Debentures (FCDs) are as follows:

1. Face Value

The FCDs shall have a face value of Rs. 100.

2. Tenure

The term of the A Series 0.001% FCDs shall be 5 years from the Date of Allotment(**Tenure**).

3. Transferability

Any of the A Series 0.001% FCDs may be transferred in the manner permitted under the Offer document.

4. Distributions

The A Series 0.001% FCDs will be entitled to distributions, as set out in the Offer document and the Articles.

5. Interest

5.1 The A Series 0.001% FCDs shall carry interest at the rate of 0.001 per cent per cent per annum or such other rate as may be decided by the Board, on the Interest Due Date on an 'as able basis' and in the manner set out in this paragraph.

5.2 Except in case of default or breach by the Company of any of the terms and conditions of the Definitive Documents, until the A Series 0.001% FCDs are fully converted, the Interest shall be payable on an annual basis on March 31 of every year starting from 31st March, 2022 or such other date ("**Interest Start Date**") as may be approved by the Board ("**Interest Start Date**").

5.3 The Company shall, until the A Series 0.001% FCDs are fully converted, pay to the Debenture Holders, Interest on the principal amount of the FCDs outstanding from time to time by the Interest Due Date.

5.4 Interest, Default Interest and all other charges shall be computed on the basis of actual day count convention.

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5.5 The Interest payable on the A Series 0.001% FCDs shall be calculated from (and including) the Interest Start Date to (but excluding) the immediately subsequent Interest Due Date and thereafter shall be computed from (and including) an Interest Due Date to (but excluding) the immediately subsequent Interest Due Date. No interest shall be accrued / become payable from the date of issuance of A Series 0.001% FCDs until the Interest Start Date.

6. Conversion

6.1 The A Series 0.001% FCDs shall, at the expiry of 5 years from the date of their issue, be fully convertible into Equity Shares. However, the Company may at any time prior to the expiry of 5 years convert the A Series 0.001% FCDs to Equity Shares. The conversion of the FCDs shall be solely in accordance with the provisions of the Offer document and the Articles.

6.2 Subject to applicable Law, Every A Series 0.001% FCD shall be convertible into 10 (Ten) Equity Share.

7. Modification of Rights of the Debenture Holder

7.1 The rights, privileges and conditions attached to the A Series 0.001% FCDs may be varied, modified or abrogated in accordance with the Offer document, the Articles and applicable Law.

7.2 The A Series 0.001% FCDs shall be subject to the terms and conditions contained herein and the Offer document and the Articles.

8. Taxation

Any Interest Payment shall be reduced by the amount of Tax that is required to be made under applicable Law by the Company, and then paid to the Debenture Holders.

For **Brigade Estates & Projects Pvt Limited**

P. Om Prakash
Authorised Signatory