

Term Sheet

The OFCDs would be issued on the following terms and conditions:

- a) Issuer: Futuristic Media and Entertainment Limited
- b) Use of proceeds: General Purpose
- c) Issue price: Each OFCD shall have an issue price of Rs. 350/-
- d) Interest rate: Zero coupon.
- e) Tenure: 20 years from the date of allotment of the OFCD, unless converted or redeemed earlier.
- f) Conversion Terms: The amount subscribed / paid on each OFCD shall be converted into 1 (one) Equity Share of Rs. 10/- each at a premium of Rs.340/- per equity share at any time after 5 years from date of issue (unless mutually agreed between Holder and Issuer), at the option of the Issuer or the Holder, but not later than 20 years from the date of allotment of the OFCD.

In the event the Issuer restructure their share capital by way of share split/ consolidation/ issue of bonus shares, the conversion ratio set out above shall be adjusted accordingly to consider the effect of such corporate action.

- g) Redemption Terms: If not opted for conversion each OFCD shall be redeemable at Rs. 350/- at any time after expiry of 30 days from the date of allotment at the option of the Issuer, but not later than 20 years from the date of allotment of the OFCD.
- h) Ranking of Equity Shares arising out of conversion of OFCD: The equity shares arising out of conversion of the OFCDs will rank *pari passu* in all respects with the then outstanding equity shares of the Issuer on the date of such conversion, except for dividend, which if declared, shall be paid on pro-rata basis from the date of allotment of such Equity Shares.
- i) Representations and warranties: Each Party will make representations and warranties, including but not limited to binding obligations, no conflict with other obligations, power and authority, no default, no misleading information.
- j) Security: Unsecured.

For Futuristic Media and Entertainment Limited

Munish Singla
Director
DIN No. 02703417

Futuristic Media and Entertainment Limited
(Formerly known as 'Futuristic Media and Entertainment Private Limited' and before that 'Den Futuristic Cable Networks Private Limited')
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