

APEX HOMES PRIVATE LIMITED

Regd. Office: 136, SFS, Hauz Khas, New Delhi-110 016
CIN-U45200DL2006PTC155595, Email: compliance@ambienceisland.com
Tel No: 011- 26191403, Fax No. +011- 26164757

(T) TERM SHEET:

ISSUE DETAILS

Security Name	11% Apex Homes Private Limited
Issuer	Apex Homes Private Limited
Nature of Instrument	Unrated Unlisted Secured Redeemable Taxable Non-Convertible Debentures.
Type of Instrument	Non-Convertible Debentures (NCD)
Seniority	Senior
Mode of Issue	Private Placement
Instrument form & Settlement mode	De-materialised, settlement through Depository.
Eligible Investors	<p>The following person when specifically approached are eligible to apply for the private placement of the debentures subject to fulfilling compliance of the applicable laws and submitting the application form along with the relevant documents and following procedures setout herewithin</p> <ol style="list-style-type: none">1.Mutual Funds,2.Scheduled Commercial Banks3.Financial Institution and Non-Banking Finance Companies4.Corporate5.Provident Funds, Pension Funds, Gratuity Funds and Superannuation Funds6.Insurance Companies7.Any other person eligible to invest on the Debenture <p>The eligible investors are advised to ensure that they comply with all relevant laws, regulations/guidelines for investing in Debentures and they should seek independent legal and regulatory advice in relation to the compliance of laws with respect to the subscription of Debenture.</p>
Non- Eligible classes of investors	Others except the Eligible Investors as mentioned above.
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing)	Unlisted
Rating of the Instrument	Unrated
Arranger	Trust Investment Advisors Private Limited.
Registrar	Link Intime India Private Limited
Trustees	Beacon Trusteeship Limited
Objects of the Issue	Repayment of existing Unsecured Loans
Details of the utilization of the	The Issue Proceeds will be utilized for repayment of the existing Unsecured loans amounting to INR 200 Crore (Rupees Two



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Proceeds	Hundred Only) Issuer shall provide a CA Certificate within 7 Business Days from the Date of Issuance stating the Use of Issue Proceeds.	
Issue Size	INR 200 Crore (Rupees Two Hundred Crore Only)	
Green Shoe Option to retain oversubscription (Amount)	N.A.	
Option	Option-1	Option-2
Issue Size	INR 100 Crore	INR 100 Crore
Coupon Rate	11% p.a.	11% p.a.
Step Up/Step Down Coupon Rate	N.A.	N.A.
Coupon Payment Frequency	Annual	Annual
Coupon payment dates	The Coupon Payment Date shall be 15 th November every year	The Coupon Payment Date shall be 15 th November every year
Coupon Type	Fixed	Fixed
Day Count Basis	Actual/Actual	Actual/Actual
Interest on Application Money	At coupon rate	At coupon rate
Tenor	18 months from Deemed date of Allotment	36 months from Deemed date of Allotment
Final Redemption Date	14 th May, 2021	15 th November, 2022
Redemption Amount	Rs. 10,00,000/- per debenture	Rs. 10,00,000/- per debenture
Redemption Premium /Discount	N.A.	N.A.
Issue Price	Rs. 10,00,000/- per debenture	Rs. 10,00,000/- per debenture
Face Value	Rs. 10,00,000/- per debenture	Rs. 10,00,000/- per debenture
Put option Date	N.A.	N.A.
Put option Price	N.A.	N.A.
Call Option Date	N.A.	N.A.
Call Option Price	N.A.	N.A.
Put Notification Time	N.A.	N.A.
Call Notification Time	N.A.	N.A.
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc).	None	
Default Interest Rate	In case of default in payment of interest and/or principal redemption on the due dates, additional interest @ 2% p.a. over	



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	the Coupon Rate will be payable by the company for the defaulting period.
Discount at which security is issued and the effective yield as a result of such discount.	N.A.
Minimum Application and in multiples of Debt securities thereafter	Minimum One Debenture and in multiples of one Debenture thereafter
Issue Opening Date	14 th November 2019
Issue Closing Date	14 th November 2019
Pay-in Date	15 th November 2019
Deemed Date of Allotment	15 th November 2019
Payment Mode	The remittance of application money can be made by Electronic transfer of funds through direct credit/ NECS/ RTGS/ NEFT mechanism for credit as per details given hereunder:
Collection Banker:	Oriental Bank of Commerce
Beneficiary A/C Name	Apex Homes Private Limited
Beneficiary A/C Number	03691011001048
IFSC Code	ORBC0100369
Branch Name and Address	Safdarjung Enclave, New Delhi
Issuance mode of the Instrument	Demat
Trading mode of the Instrument	Demat
Settlement mode of the Instrument	Payment of interest and repayment of principal shall be made by way of cheque(s)/ interest/ redemption warrant(s)/ demand draft(s)/ credit through direct credit/ NECS/ RTGS/ NEFT mechanism.
Business Day Convention	Means a day (other than a Sunday and Saturday or a Bank holiday on which banks are open for general business in Mumbai#). 1. If the interest payment date falls on a holiday, the payment may be made on the following working day however the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the security. In other words, the subsequent coupon schedule would not be disturbed merely because the payment date in respect of one particular coupon payment has been postponed earlier because of it having fallen on a holiday.



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	<p>2. If the Redemption Date and Coupon Payment Date of the debentures falls together on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on previous working Business Day along with interest accrued on the debentures until but excluding the date of such payment.</p> <p>#In terms of the SEBI Circular No. CIR/MD/DF-1/122/2016 dated 11 Nov, 2016, interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.</p>
Record Date	3 days prior to each Coupon Payment/Redemption Date
Depository	NSDL & CDSL
Security (where applicable)	<p>Second charge over below mentioned assets mortgaged with Syndicate Bank:</p> <ul style="list-style-type: none">• UREM of Land and super structure thereon situated at Plot No.3, Sector-A, Pocket-II, Vasant Kunj, New Delhi having estimated market value of INR 339.20 Crore• Assignment of monthly lease rentals from the subject commercial complex.
Transaction Documents	<p>Debenture Trust Deed Debenture Trustee Agreement Board Resolution Shareholders Resolution</p>
Conditions Precedent to Disbursement	Financial and Legal Due Diligence of the Issuer
Condition Subsequent to Disbursement	Execution of Debenture Trust Deed within 45 days from Date of Allotment of Debentures
Events of Default	<p>I. Default in payment of monies due in respect of interest/principal owing upon the Debentures;</p> <p>II. Default in payment of any other monies including costs, charges and expenses incurred by the Trustees.</p>
Consequence of Event of Default	On the occurrence of an Event of Default (beyond Cure Period), the Debenture Holders shall have a right to claim returns of additional interest @ 2% p.a. over the Coupon Rate ("Default Interest")
Early Redemption	The Issuer can prepay the Debentures in part or full before the Redemption Date by giving a notice of 3 days.
Provisions related to Cross Default Clause	N.A.
Role and Responsibilities of	The Trustees shall perform its duties and obligations and exercise its rights and discretions, as mentioned in Debenture Trust Deed.



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Debenture Trustee	
Legal & Regulatory Compliance	The operations and the activities of the Issuer will be carried on in compliance with all applicable laws, regulations and guidelines in India.
Governing Law and Jurisdiction	This Term Sheet and Definitive Agreements shall be governed by the laws of India.
Dispute Resolution	<p>Any disputes and differences whatsoever which could not be settled by Parties through negotiations, after the period of thirty 30 days from the service of a "Notice of Dispute", will be finally settled by arbitration in accordance with the Indian Arbitration and Conciliation Act, 1996.</p> <p>Promoter shall be entitled to nominate one arbitrator and the Trustee shall nominate one arbitrator, and the two arbitrators so nominated shall together appoint a third arbitrator who shall be the Chairman of the arbitral panel.</p> <p>The venue of the arbitration shall be Mumbai, India.</p> <p>The language of arbitration shall be English.</p>
Indemnification	Each Party will indemnify, and hold harmless the other Parties from and against any material claim, liability, demand, loss, damage, judgment or other obligation or right of action which may arise as a result of Breach of this Term Sheet by such Party.
Binding Obligation	<p>In consideration of the Arranger agreeing to evaluate the proposed transaction including undertaking a due diligence on the Project, the provisions relating to exclusivity, confidentiality and indemnity shall be binding. Except for the provisions in relation to exclusivity, confidentiality and indemnity, this Term Sheet shall be non-binding on the Parties.</p> <p>The rights and obligations of each Party with respect to the Objective shall be more fully set out in the Definitive Agreements, which shall supersede all prior agreements and understandings between the Parties. The Parties shall endeavour to incorporate the terms of this Term Sheet in the Definitive Agreements.</p>

For Apex Homes Private Limited


Authorised Signatory

Date: 06-11-2019



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Illustration of Cash Flow. As per SEBI Circular No: CIR/IMD/DF/18/2013 dated October 29, 2013 and SEBI Circular No. CIR/IMD/DF-1/122/2016 dated November 11, 2016.

Option-1

Cash Flows	Due Date	Actual Payment Date	No. of days in Coupon Period	Amount (in Rupees)
1st Coupon	Sunday, 15 November, 2020	Monday, 16 November, 2020	366	1,10,000
2nd Coupon	Friday, 14 May, 2021	Friday, 14 May, 2021	180	54,247
Principal	Friday, 14 May, 2021	Friday, 14 May, 2021		10,00,000
			TOTAL	11,64,247

Option-2

Cash Flows	Due Date	Actual Payment Date	No. of days in Coupon Period	Amount (in Rupees)
1st Coupon	Sunday, 15 November, 2020	Monday, 16 November, 2020	366	1,10,000
2nd Coupon	Monday, 15 November, 2021	Monday, 15 November, 2021	365	1,10,000
3rd Coupon	Tuesday, 15 November, 2022	Tuesday, 15 November, 2022	365	1,10,000
Principal	Tuesday, 15 November, 2022	Tuesday, 15 November, 2022		10,00,000
			TOTAL	13,30,000

Notes:

- * The Cash Flow displayed above is calculated per debenture (face value of Rs. 10,00,000).
- * The Cash Flow is calculated considering year 2020 as Leap year. Hence number of days taken as 366 days for interest calculations. (Actual/ Actual - CIR/IMD/DF-1/122/2016 dated November 11, 2016).
- * If the date of payment of interest happens to be holiday, the Interest payment will be made on the next working day.
- * If the maturity date and interest payment date falls together on a holiday, redemption and accrued interest payment will be made on the previous working day.
- * The cash flow has been prepared based on the best available information on holidays and could further undergo change(s) in case of any scheduled and unscheduled holiday(s) and/or changes in money market settlement day conventions by the Reserve bank of India/ SEBI.
- * Interest payments are rounded-off to nearest rupee as per the FIMMDA 'Handbook on market practices'.



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