

Annexure B

Terms and Conditions-NCD

Issuer	Sunglow Fininvest Private Limited		
Type and nature of Instrument	Secured Redeemable Non-Convertible Debentures		
Seniority	Senior		
Mode of Issue	Private Placement		
Face Value	Rs. 1,00,000 per NCD		
Issue Price	Rs. 1,00,000 per NCD		
Base Issue	Rs. 15,00,00,000 divided into 1,500 NCD of face value of Rs. 1,00,000 each		
Option to Retain Oversubscription Amount	Rs. 5,00,00,000 divided into 500 NCD of face value of Rs. 1,00,000 each		
Minimum Application Allotment	Rs. 5,00,000/- and in multiple of Rs. 1,00,000 thereafter		
Issuance mode	Demat only		
Object of the Issue	The funds raised through this Issue shall be utilized towards augmenting long term resource requirements of the Issuer for its lending business, meet the general corporate purpose and for repayment of its existing debt/ loans.		
Issue Opens	Thursday, October 24, 2019		
Issue Closes	Thursday, November 14, 2019		
Deemed Date of Allotment	[•]		
Coupon Type	Fixed		
Taxable/ Tax free	Taxable		
Specific terms for each of the NCDs:	Series	I	II
	Nature of Indebtedness	Secured	Secured
	Frequency of Interest payment	Quarterly	Quarterly
	Face Value/ Issue Price(Rs/NCD)	Rs. 1,00,000 per NCD	
	Coupon Rate (% per annum) for all categories	11%	11.50%
	Tenure (in months)	36 months	60 months
	Effective Yield(% per annum) for all categories	11.45%	12.00%
	Redemption Date	36 th months from the deemed date of Allotment	60 th months from the deemed date of Allotment
	Redemption Amount	Repayment of the face Value plus any interest at the applicable	

For Sunglow Fininvest Private Limited

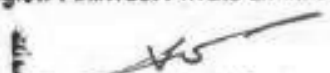
For Sunglow Fininvest Private Limited

Sunglow Fininvest Pvt. Ltd.

Corp. Off. Director Authorised Signatory
Regd. Off. 4353/4C, Madan Mohan Street, Ansari Road, Daryaganj, New Delhi-110002, Tel: 011-23242022, Fax: 011-23241993
Website: www.bonanzasonline.com
CIN: U65993DL1991PTC044541

	(Rs/per NCD) on Maturity	Coupon that may have accrued at the Redemption Date
Day count basis	<p>Actual/ Actual</p> <p><i>Interest shall be computed on an "actual/actual basis". Where the interest period (start date to end date) includes February 29, interest shall be computed on 366 days-a-year basis</i></p>	
Pay-in date	Application Date. The entire Application Amount is payable on Application	
Call and Put Options	None	
Nature of Indebtedness	Secured NCDs	
Security	<p>The principal amount of the NCDs together with all interest accrued on the NCDs shall be secured by way of first charge through hypothecation of the book debts/receivables and/or other assets of the Issuer (excluding the receivables on which a specific charge has already been created by the Issuer) in favor of Debenture Trustee on behalf of the NCD Holders.</p> <p>The Issuer reserves the right to create further charge on such asset cover for its present and future financial requirements or otherwise, without any prior consent of the NCD Holder, or as provided for under the Trust Deed, provided that minimum asset cover of one time is maintained.</p>	
Security Cover	100% of the outstanding NCDs and the interest thereon at any point of time	
Events of Default	<p>If the Issuer commits a default in making payment of any installment of interest or repayment of principal amount of the NCDs on the respective due date(s), the same shall constitute an "Event of Default" by the Issuer, excluding in case of technical errors due to reasons beyond the control of the Company.</p> <p>Besides, it would also constitute an "Event of Default" by the Issuer, if the Issuer does not perform or does not comply with one or more of its material obligations in relation to the NCDs issued in pursuance of terms and conditions stated in the Private Placement Offer Letter. Provisions as contained in The Companies Act, 2013 as amended shall apply, in case of event of default.</p>	
Remedies	Upon the occurrence of any of the Events of Default, the Trustees shall on instructions from majority NCDs Holder(s), declare the amounts outstanding to be due and payable forthwith and the security created under the security documents shall become enforceable, and the Trustees shall have the right to enforce any security created pursuant to the security documents towards repayment of the amounts outstanding and/or exercise such other rights as the Trustees may deem fit under the applicable laws.	
Record Date	The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith	

For Sunglow Fininvest Private Limited


Director/Authorised Signatory

For Sunglow Fininvest Private Limited


Director/Authorised Signatory

	shall be 15 (fifteen) days prior to the date on which interest is due and payable, and/or the date of redemption or such other date as may be determined by the Board of Directors or the Debentures Committee from time to time in accordance with the applicable law.
Business Day convention	Business Day shall be a day on which commercial banks are open for business in the city of Delhi.
Effect of Holiday	<p>If the interest payment date falls on a holiday, the payment would be made on the following business day however the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the security.</p> <p>If the redemption date (also being the last coupon payment date) of the NCDs falls on a day that is not a working day, the redemption proceeds (including the coupon payment) shall be paid on the immediately preceding business day along with interest accrued on the NCDs until but excluding the date of such payment.</p>
Interest on Application Money	<p>The Issuer shall pay to the successful applicants, interest at the rate of 10% p.a. on the Application money, from and including the date of receipt of application money in the Designated Bank Account of the Issuer till one day prior to Date of Allotment, subject to applicable tax laws.</p> <p>However, the Issuer shall not be liable to pay any interest on Application money, in case of:</p> <ol style="list-style-type: none"> Invalid Applications/or Applications liable to be rejected; Applications which are withdrawn by the Applicant(s); Monies paid in excess of the amount of NCDs applied for in the Application Form
Who are eligible to apply	<ol style="list-style-type: none"> Indian Companies and Bodies Corporate registered in India; Trust; Resident Individual Investors; Hindu Undivided Families through Karta; Limited Liability Partnerships, Non-Banking Finance Companies
Who are not eligible to apply	<ol style="list-style-type: none"> Minors without a guardian name*(A guardian may apply on behalf of a minor. However, the name of the guardian will also need to be mentioned on the Application Form); *Applicant shall ensure that guardian is competent to contract under Indian Contract Act,1872 Foreign Nationals; Persons resident outside India; Foreign Institutional Investors Foreign Portfolio Investors; Alternative Investment Funds Non Resident Indians; Qualified Foreign Investors;

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	j) Overseas Corporate Bodies/Bodies Corporate incorporated outside India; k) Multilateral and Bilateral Financial Institutions l) Foreign Venture Capital Funds; and Persons ineligible to contract under applicable statutory/regulatory requirements.
Date of passing Board Resolution	Tuesday, October 01, 2019
Date of passing Shareholders Resolution	Saturday, October 19, 2019
Listing Status	Unlisted
Depositories	CDSL and NSDL
Registrar	Link Intime (India) Private Limited
Debenture Trustee	Orbis Capital Limited
Governing Law and Jurisdiction	The NCDs are governed by and shall be construed in accordance with the existing applicable laws of India. Any dispute arising thereof shall be subject to the jurisdiction of district courts of Delhi.

FOR SUNGLOW FININVEST PRIVATE LIMITED

For Sunglow Fininvest Private Limited

Surendra Kumar Goel
Whole Time Director
Director/Authorised Signatory
DIN: 00824481

For Sunglow Fininvest Private Limited

Shiv Kumar Goel
Director
Director/Authorised Signatory
DIN: 00555588

Date: 18.11.2019

Place: Delhi