

SUMMARY TERM SHEET

Issuer	Futurefone Limited
Issue Size	INR 350,00,00,000 (Indian Rupees Three Hundred and Fifty Crores only)
Objects of the Issue	Investing in BrandCo, in compliance with Applicable Law.
Instrument	Redeemable, rated, listed, principal protected, secured, non-convertible bonds
Nature and status of Bonds	Secured
Issuance Mode	Demat Only
Convertibility	NA
Trading Mode	Demat Only
Credit Rating	BBB- pronounced by Brickwork Ratings India Pvt Ltd.
Face Value	INR 10,00,000 (Indian Rupees Ten Lakhs) per Bond
Premium/ Discount on Issue	NA
Issue Price	INR 350,00,00,000 (Indian Rupees Three Hundred and Fifty Crores only)
Premium/ Discount on redemption	A premium payable to the Bond Holders in INR such that the Bond Holders receive an IRR equal to 16.75% (sixteen point seven five percent) on the face value of the Bonds, after considering any Interest (which has already been paid) and Make-whole Amount (considered and calculated in the manner set out in paragraph 2.2(b) (Redemption Premium and Make-Whole Amounts) of Schedule 1 (Terms and Conditions) of the Bond Trust Deed); provided that any other payments required to be made by any Transaction Party to the Bond Holders (including, without limitation, any costs, upfront fees, expenses, indemnity payments, remuneration, Default Interest and Early Redemption Costs) shall not be taken into account for such calculation.
Maturity	The date falling 48 (forty eight) months from the Deemed Date of Allotment
Redemption/ Maturity Date	(a) An Early Redemption Date; or (b) Final Redemption Date: The date falling at the end of 48 (forty eight) months from the Deemed Date of Allotment.



Lock-in Period	NA
Minimum Application	Minimum of 10 (ten) Bonds and in multiples of 1 (one) Bond thereafter.
Put Option	The date falling on the expiry of 33 (thirty-three) months from the Deemed Date of Allotment
Call Option	The date falling on the expiry of 33 (thirty-three) months from the deemed date of allotment under the Bond Trust Deed
Call Option Price	As per Schedule 1 (<i>Terms and Conditions</i>) of the Bond Trust Deed.
Call Notification Time	As per Schedule 1 (<i>Terms and Conditions</i>) of the Bond Trust Deed.
Coupon Rate	7% (seven percent) per annum
Step Up/ Step Down Coupon Rate	NA
Coupon Payment Frequency	The coupon shall be payable annually, on any Early Redemption Date and Final Redemption Date
Coupon / Interest Payment Date	Each period of 12 (twelve) months, where the first period shall commence on the Deemed Date of Allotment; provided however that the last Interest Period shall end on the Final Redemption Date
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc)	NA
Default Interest Rate	2% per annum over and above the Interest Rate
Day Count Basis	Actual
Interest on Application Money	NA
Listing	The Bonds will be listed on the Wholesale Debt Market Segment of BSE Limited within 15 days from the Deemed Date of Allotment. If the Bonds are not listed within 15 days of the Deemed Date of Allotment for any reason whatsoever, the Company shall immediately redeem the Bonds in full as per the Bond Trust



	Deed.
Trustees	Catalyst Trusteeship Limited
Depository	National Securities Depositories Limited
Registrars	Linkin Time India Private Limited
Settlement	T+1
Business Day Convention	<p>Any interest, Redemption Premium, commission or fee accruing under a Transaction Document will accrue from day to day and is calculated on the basis of 365 days' year or where the year is a leap year a 366 days' year, and the actual number of days elapsed.</p> <p>Any payment (including payment of Interest, Redemption Premium or Redemption Amounts) which is due to be made on a day that is not a Business Day shall, subject to Applicable Law, be made on the preceding Business Day</p>
Record Date	The date falling 2 (two) calendar days prior to the date on which the Interest is due and payable on the Bonds or the date of redemption of the Bonds
Payment Mode	ECS/ RTGS / NEFT and if direct credit / ECS/ RTGS / NEFT is not available such payment shall be made by way of bank or demand drafts.
Eligible Investors	<ul style="list-style-type: none"> • Companies and bodies corporate including public sector undertakings • Scheduled commercial banks • Non-Banking Finance Company • Mutual Funds • Urban / Central / State / District / Primary Co-operative Banks • Regional rural banks • Financial institutions including development financial institutions • Insurance companies • Foreign Institutional Investors/ foreign portfolio investors • Other Government / Non-Government Agencies / Boards / Institutions • Trusts • Any other investor(s) authorised to invest in these Bonds, subject to the compliance with the relevant regulations/guidelines applicable to them for investing in this Issue.
Non-Eligible classes of Investors	The Bonds will be listed on the Wholesale Debt Market Segment of BSE Limited within 15 days from the Deemed Date of Allotment. If the Bonds are not listed within 15 days of the Deemed Date of Allotment for any reason whatsoever, the Company shall immediately redeem the Bonds in full as per the Bond Trust



	Deed.
Transaction Documents	<ol style="list-style-type: none"> 1. Bond Trust Deed; 2. Bond Trustee Agreement; 3. Company Undertaking; 4. Information Memorandum; 5. Options cum Indemnity Agreement; 6. Options Power of Attorney; 7. Personal Guarantee; 8. each Fee Letter; 9. each Security Document; and 10. any other document that may be designated in writing as a Transaction Document by the Trustee and the Company.
Conditions precedent to subscription of Bonds	As set out in Schedule 5 of the Bond Trust Deed
Conditions subsequent to subscription of Bonds	As set out in Schedule 6 of the Bond Trust Deed
Cross Default	Cross Default in relation to Financial Indebtedness of the Company and any member of the Relevant Group as per the provisions of the Bond Trust Deed
Role and Responsibilities of Trustees	As per SEBI (Debenture Trustee) Regulations, 1993, SEBI (Issue and Listing of Debt Securities) Regulation, 2008, Companies Act, the simplified listing agreement(s), each as amended from time to time and in accordance with the Bond Trust Deed
Governing Law and Jurisdiction	<p>Indian Law with the exclusive jurisdiction of courts and tribunals in New Delhi.</p> <p>The Secured Parties shall not be prevented from taking proceedings relating to a dispute in any other court and tribunal with jurisdiction. To the extent allowed</p>



	by Applicable Law, the Secured Parties may take concurrent proceedings in any number of jurisdictions.
Additional Covenants	As per the Bond Trust Deed
Applicable RBI Guidelines	As per applicable RBI Laws.
Prohibition on Purchase/ Funding of Bonds	NA
Issue Opening Date	3 rd February, 2020
Issue Closing Date	3 rd February, 2020
Pay In Dates	4 th February, 2020
Deemed Date of Allotment	4 th February, 2020

