



TERM SHEET

Security Name	RCPL NCD–Series A
Issuer	Rupeek Capital Private Limited
Type of Instrument	Secured, Rated, Listed, Taxable, Redeemable Non Convertible Debentures on Private Placement basis
Nature of Instrument	Secured
Seniority	Senior
Mode of Issue	Private Placement
Eligible Investors	Please refer to clause <i>“Who can apply”</i> of the Disclosure Document
Listing	<p>The NCDs are proposed to be listed on WDM segment of BSE Limited.</p> <p>The Issuer undertakes to get the Debentures listed on BSE within fifteen (15) days from the Deemed Date of Allotment. In case the Debentures are not listed within fifteen (15) days of Deemed Date of Allotment for any reason whatsoever, then the Issuer shall immediately redeem/buy back the Debentures only from those Debenture Holders for whom applicable regulations including RBI/2011-12/423 A.P.(DIR Series) Circular No. 89 dated March 1, 2012 issued by the RBI, do not permit holding to-be listed debt securities if listing is not done within said fifteen (15) days, and in such an eventuality the Issuer shall reimburse such Debenture Holders for reasonable costs and expenses including all accrued interest, liquidity costs, hedge costs or other break costs, as determined by such Debenture Holders, that the Debenture Holders may have incurred for the investment. The Issuer shall also simultaneously offer to redeem/ buy back the Debentures held by other Debenture Holders, as also similarly reimburse costs and expenses (as indicated above) as determined by such Debenture Holders, that they may have incurred for the investment.</p> <p>In case of delay in listing of the debt securities beyond twenty (20) days from the deemed date of allotment, the Company will pay penal interest of 1% p.a. over the coupon rate from the expiry of thirty (30) days from the Deemed Date of Allotment till the listing of such debt securities to the investor.</p>
Rating of the Instrument	“CRISIL BBB-” by CRISIL Ltd
Issue Size	Rs. 10 Crores
Coupon Rate (% p.a.)	12.50%
Tenor (in Years)	3 years
Coupon Payment Frequency	Quarterly on Actual/Actual basis
Coupon Payment dates/Interest Payment Dates	Payable Quarterly from the Deemed Date of Allotment
Redemption date / Maturity date	3 years from Deemed Date of Allotment
Redemption Amount	On Face value/At Par
Redemption Premium	NIL
Issue Price	Rs 10,00,000/- (Rs Ten Lacs) per unit
Option to retain oversubscription (Amount)	NIL
Objects of the Issue	Please refer to clause <i>“Utilization of the Issue Proceeds”</i> of the Disclosure Document
Details of the utilization of the Proceeds	<p>Please refer to clause <i>“Utilization of the Issue Proceeds”</i> of the Disclosure Document</p> <p><i>Note: - No part of issue will be utilized for speculative purposes.</i></p>
Step Up/Step Down Coupon Rate	Not Applicable
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap	Not Applicable

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and floor etc).	
Day Count Basis	Actual / Actual Interest shall be computed on an "actual/actual basis". In case of leap year, if 29 Feb falls during the tenor of security, then the number of days shall be reckoned as 366 days for a whole one year period in accordance with SEBI circular No CIR/IMD/DF-1/122/2016 dated. November 11, 2016.
Interest on Application Money	At the respective Coupon rate (subject to deduction of tax at source, as applicable.) from the date of realization of cheque (s)/ demand draft(s)/ RTGS upto one day prior to the Deemed Date of Allotment. Such Interest Rate is payable within seven (7) Business Days from the Deemed Date of Allotment.
Delay in execution of Trust Deed and Charge documents	The Company will refund the subscription with agreed rate of interest or will pay penal interest of at least 2% p.a. over the coupon rate till these conditions are complied with at the option of the investor
Default Interest Rate	2% p.a. over the coupon rate will be payable by the Company for the defaulting period
Accelerated Redemption Clause (Minimum Rating to be Maintained for the period of issue)	Investor Shall keep the debenture till 1 notches downgrade / the instrument downgrade till BB+. In case of one notch downgrade from the existing rating of BBB- , there will be a step up coupon of 0.25 % applicable on the principal outstanding from the date of such downgrade. Subsequently if the rating is restored to BBB- the original coupon of 12.50% will prevail. A minimum Coupon of 12.50% will be maintained throughout the tenor of the NCD". In case of 2 notch downgrade of the instrument to BB or below then, "the bondholder will have the right to redeem the bond by giving a notice of 10 days". In case the rating of the instrument is withdrawn by any rating agency on grounds of non-cooperation of the company or due to any acts which can be seen as a potential reason for default, then there is a provision for exercising the accelerated redemption with notice period of 10 days.
Discount at which security is issued and the effective yield as a result of such discount.	Not Applicable
Put Option	Not Applicable
Call Option	Not Applicable
Put Notification Time	Not Applicable
Call Notification Time	Not Applicable
Face Value	Rs 10,00,000/-
Minimum Application and in multiples of Debt securities thereafter	Minimum application of 10 units and in multiples of 1 unit thereafter
Issue Timing	
1. Issue/Tranche Opening Date	June 29, 2020
2. Issue/ Tranche Closing Date	June 29, 2020
3. Pay-in Date	June 29, 2020
4. Deemed Date of Allotment	June 29, 2020
Issuance mode of the Instrument	Demat only
Trading mode of the Instrument	Demat only
Settlement mode of the Instrument	Through RTGS
Manner of Bidding	Not Applicable
Mode of allotment	Demat only
Depository	NSDL/CDSL
Business Day Convention	"Business Days"/ "Working Days" shall be all days on which money market is functioning in Mumbai. However, for the purpose of credit of Demat A/c, Working Days shall be all days on which NSDL/CDSL are open for business.
Effect of holidays	If any Coupon Payment Date falls on a day that is not a Business Day, the payment shall be made by the Issuer on the following working day in line with SEBI circular No CIR/IMD/DF-1/122/2016 dated November 11, 2016.

	<p>If the Redemption Date (also being the last Coupon Payment Date) of the Bonds falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the preceding Business Day along with interest accrued on the Bonds until but excluding the date of such payment.</p> <p>In the event the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day will be considered as the Record Date.</p>
Record Date	15 Calendar days prior to each Coupon Payment / Redemption date, if any
Transaction Documents	(a) the Debenture Trustee Agreement; (b) the Debenture Trust Deed; (c) the Disclosure Document; and (d) any other document that may be designated as a transaction document by the Debenture Trustee;
Security	<p>The Debenture will be secured by a first and exclusive charge on identified receivables of the company. The company shall maintain a security cover equivalent to 1.10 time of the aggregate of sums outstanding of the Debentures issued under this disclosure document. The Receivables shall not be overdue for more than 90 days. Further, in the event the aforesaid security cover falls below 1.10 time, the Company shall hypothecate additional receivables to replenish the security cover within 30 days. The default interest at the rate of 2% p.a. over the coupon rate will be payable by the Company for the defaulting period during which such replenishment does not happen.</p>
Conditions Precedent to Disbursement	<ul style="list-style-type: none"> • Rating letter from aforesaid rating agency not more than 1 month old from the Issue opening date • Trustee consent letter to act as the trustee for the debenture holders • Executed Debenture Trustee Agreement • Disclosure Document
Condition Subsequent to Disbursement	Credit of demat account of the allottees by no of bonds allotted within 1 working day from the deemed date of allotment
Events of Default	Please refer clause <i>“Event of Default”</i> of the Disclosure Document
Compliance	a) Company reserves right to make multiple issuances under the same ISIN with reference to SEBI Circular CIR/IMD/DF-1/67/2017 dated 30 th June, 2017 and SEBI Circular CIR/DDHS/P/59/2018 dated 28 th March, 2018. b) Issue can be made either by way of creation of fresh ISIN or by way of issuance under the existing ISIN at premium/ par/discount as the case may be in line with SEBI Circular CIR/IMD/DF-1/67/2017 dated 30 th June, 2017 and SEBI Circular CIR/DDHS/P/59/2018 dated 28 th March, 2018.
Role and Responsibilities of Debenture Trustee	Please refer clause <i>“Name of Debenture Trustee- Role and Responsibilities of Debenture Trustee”</i> of the Disclosure Document
Governing Law and Jurisdiction	<p>This Disclosure Document and the Debentures offered herein are governed by and shall be construed in accordance with laws of India including Companies Act, 2013 as amended, Securities Contract Regulation Act, 1956, Depositories Act 1996 and the laws as applicable, guidelines, notifications and regulations relating to the allotment & issue of capital and listing of securities issued from time to time by the Government of India (GoI), RBI, SEBI, concerned Stock Exchange or any other authorities and other documents that may be executed in respect of the Debentures. Any disputes arising out of this issue will be subject to the non-exclusive jurisdiction of the Court at Karnataka</p>