

## SECTION XII SUMMARY TERM SHEET

Company proposes to raise Debentures with Issue Size of up to INR 50 Crores

Security Name	Capri Global Capital Limited Series 7
Issuer	Capri Global Capital Limited
Issue	Secured, Rated, Listed, Redeemable Non-Convertible Debentures
Seniority	Secured, Senior and Unsubordinated Debenture Series 7
Nature of Instrument	Secured
Debenture Trustee	Catalyst Trusteeship Ltd.
Mode of Issue	Private Placement
Eligible Investors	<ol style="list-style-type: none"> <li>1. Mutual Funds</li> <li>2. Public Financial Institutions specified in Section 2(72) of the Companies Act 2013</li> <li>3. Scheduled Commercial Banks</li> <li>4. State Industrial Development Corporations</li> <li>5. Insurance Companies registered with the Insurance Regulatory and Development Authority</li> <li>6. Provident Funds, Pension Funds, Gratuity Funds and Superannuation Funds authorized to invest in the Issue</li> <li>7. National Investment Funds set up by resolution no. F. No. 2/3/2005- DDII dated November 23, 2005 of the Government of India published in the Gazette of India</li> <li>8. Insurance funds set up and managed by army, navy or air force of the Union of India</li> <li>9. Companies and Bodies Corporate authorized to invest in debentures</li> <li>10. Co-operative Banks and Regional Rural Banks authorized to invest in /debentures</li> <li>11. Gratuity Funds and Superannuation Funds</li> <li>12. Societies authorized to invest in debentures</li> <li>13. Trusts authorized to invest in debentures</li> <li>14. Foreign Institutional Investors and sub-accounts registered with SEBI or Foreign Portfolio Investors (not being an individual or family offices)</li> <li>15. Statutory Corporations/ Undertakings established by Central/ State legislature authorized to invest in debentures.</li> <li>16. Hindu Undivided Families</li> <li>17. Partnership firms</li> </ol>
Non-Eligible classes of Investors	<ol style="list-style-type: none"> <li>1. Minors</li> <li>2. Non-resident investors being an individual including NRIs, QFIs(individual), and FPIs (individual or family offices)</li> <li>3. Venture Capital Fund and Foreign Venture Capital Investor</li> </ol>

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	4. Overseas Corporate Bodies 5. Person ineligible to contract under applicable statutory/regulatory requirements
Listing (including name of stock Exchange(s) where it will be listed)	Proposed to be listed on WDM segment of BSE
Rating of the Instrument	CARE A+/ Negative outlook (CARE Single A Plus with Negative Outlook) by CARE Ratings Ltd.
Issue Size	Up to INR 50.00 Crores
Issue Price	At par, i.e. Rs. 10,00,000/- (Rs. Ten Lakh only) per Debenture
Option to retain oversubscription (Amount)	Not Applicable
Objects of the Issue	<p>The funds raised through this issue, after meeting the expenditures of and related to the issue, will be used by the Issuer for its permissible various financing activities, repaying its existing loans and for business operations.</p> <p>The Main Objects clause of the Memorandum of Association of the Company permits the Company to undertake the activities for which the funds are being raised through the present Issue and also the activities which the Company has been carrying on till date.</p>
Details of the utilization of the Proceeds	The funds raised through this private placement are not meant for any specific project as such and therefore the proceeds of this Issue shall be utilized for the regular business activities of Issuer. Therefore, the management shall ensure that the funds raised via this private placement shall be utilized only towards satisfactory fulfillment of the Objects of the Issue.
Coupon Rate	8.25% p.a. payable Annually
Step Up/Step Down Coupon Rate	Not Applicable
Coupon Payment Frequency	Annually and at maturity
Coupon Type	Fixed
Coupon Reset	Not Applicable
Day Count Basis	Actual/Actual
Interest on Application Money	In case Deemed Date of Allotment is different from Pay in Date, the Company shall be liable to pay to the Debenture Holders interest on application money at the Coupon Rate prevailing on the Deemed Date of Allotment for the period commencing on the date of receipt of the application monies by the Company up to one day prior to the Deemed Date of Allotment. The interest on application monies shall be paid by the Company to the Debenture Holders within 7 (Seven) Business Days from

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	the Deemed Date of Allotment, under the terms of this Deed and the other Transaction Documents.
Interest on Refunded Money against which Allotment is not made	In respect of applications, which are valid but rejected on account of oversubscription, interest on refunded money shall be paid at the Coupon Rate (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, as applicable) (excluding the valid rejections) for the period starting from and including the date of realization of Application Money in Issuer's Bank Account up to but excluding the Deemed Date of Allotment. The refund amounts together with interest thereon shall be paid by the Issuer to the relevant Applicants within 15 days from the Deemed Date of Allotment.
Default Interest Rate	2% p.a. over the coupon rate will be payable by the Company for the defaulting period in case of default in payment of interest/redemption amount.
Tenor	18 Months
Redemption Date	Bullet Repayment at the end of 18 months
Redemption Amount	Rs. 10,00,000/- (Rs. Ten Lakhs Only) per debenture
Redemption Premium /Discount	Nil, redemption at par
Issue Premium/Discount	Not Applicable
Discount at which security is issued and the effective yield as a result of such discount.	Not Applicable
Put option Date	Not Applicable
Put option Price	Not Applicable
Call Option Date	Not Applicable
Call Option Price	Not Applicable
Put Notification Time	Not Applicable
Call Notification Time	Not Applicable
Face Value	Rs. 10,00,000/- (Rs. Ten Lakh only) per Debenture
Minimum Application and in multiples of Debt securities thereafter	10 Debentures and in multiples of 1 Debenture thereafter

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Issue Timing	
1. Issue Opening Date	15 July 2020
2. Issue Closing Date	15 July 2020
3. Pay-in Date	16 July 2020
4. Deemed Date of Allotment	16 July 2020
Manner of Bidding	Close Book Bidding
Mode of Settlement	ICCL
Mode of Allotment/Allocation Option	Uniform Yield
Issuance mode of the Instrument	In Dematerialized mode
Trading mode of the Instrument	In Dematerialized mode
Settlement mode of the Instrument	NEFT / RTGS
Depository	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Effect of Holidays	<p>If the interest payment date falls on a holiday, the payment of interest up to original scheduled date, will 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 accordance with SEBI Circular CIR/IMD/DF-1/122/2016 dated November 11, 2016.</p> <p>If the Redemption Date (also being the last Coupon Payment Date) of the Debenture falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the immediately preceding Business Day along with interest accrued on the Debenture until but excluding the date of such payment</p>
Record Date	<p>15 days prior to each Coupon Payment Date/ Redemption Date/Put option Date/Call Option Date.</p> <p>In the event the Record Date falls on a day which is not a Business Day, the next Business Day will be considered as the Record Date.</p>
Security & Security Cover	<p>The NCDs being issued shall be secured through a first pari passu charge by hypothecation over the Hypothecated Assets of the Company.</p> <p>The Company shall maintain security cover of at least 1.00 times of the entire</p>

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	redemption amount throughout the tenure of the NCDs..
Transaction Documents	<p>The Issuer has executed/ shall execute the documents including but not limited to the following in connection with the Issue:</p> <ol style="list-style-type: none"> <li>1. Letter appointing Trustees to the Debenture holders;</li> <li>2. Debenture Trusteeship Agreement</li> <li>3. Debenture Trust Deed/Agreement</li> <li>4. Rating letter</li> <li>5. Tripartite Agreement between the Issuer; Registrar and NSDL for issue of Debentures in dematerialized form</li> <li>6. Tripartite Agreement between the Issuer; Registrar and CDSL for issue of Debentures in dematerialized form</li> <li>7. Letter appointing Registrar</li> <li>8. Application made to BSE for seeking their in-principle approval for listing of Debentures</li> <li>9. Listing Agreement with BSE</li> </ol>
Additional Covenants	<p>In case of default in payment of interest and/ or principal redemption on the due dates, the Company shall pay additional interest at the rate of 2.00% p.a. over and above the Coupon Rate for the defaulting period i.e. the period commencing from and including the date on which such amount becomes due and up to but excluding the date on which such amount is paid.</p> <p>Listing: The Issuer shall complete all the formalities and seek listing permission within 20 days from the Deemed Date of Allotment.</p> <p>The NCDs shall be listed on BSE/NSE. In case of delay in listing of the Debentures beyond 20 days from the deemed date of allotment, the issuer will pay penal interest of at least @ 1% p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debentures to the investor.</p> <p>In case the Debentures issued to the SEBI registered FIIs / sub-accounts of FIIs/FPIs are not listed within 15 days of issuance to the SEBI registered FIIs / sub-accounts of FIIs/FPIs, for any reason, then the FII/sub-account of FII/FPIs shall immediately dispose of the Debentures either by way of sale to a third party or to the Issuer and in case of failure to list the Debentures issued to SEBI registered FIIs/ sub-accounts of FIIs/FPIs within 15 days of issuance, the Issuer shall immediately redeem / buyback such Debentures from the FIIs/sub-accounts of FIIs/FPIs.</p> <p>In case the long term rating of the Debentures issued by the company is</p>

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	<p>downgraded at any point of time during the currency of the Debentures the Debenture Holders:</p> <ol style="list-style-type: none"> <li>reserves the right to reset the interest rate based on the downgraded rating with effect from the date of downgrading.</li> <li>reserve the right to recall its outstanding principal amount on the aforesaid debentures along with all other monies / accrued interest due in respect thereof including compensation for all real / notional losses calculated on the basis as the Corporation may deem fit;</li> </ol> <p>In case the Debentures issued to the SEBI registered FII / sub-accounts of FIIs/FPIs are not listed within 15 days of issuance to the SEBI registered FIIs / sub-accounts of FIIs/FPIs, for any reason, then the FII/sub-account of FII/FPIs shall immediately dispose of the Debentures either by way of sale to a third party or to the Issuer and in case of failure to list the Debentures issued to SEBI registered FIIs/ sub-accounts of FIIs/FPIs within 15 days of issuance, the Issuer shall immediately redeem / buyback such Debentures from the FIIs/sub-accounts of FIIs/FPIs.</p>
Events of Default	As specified in Debenture Trust Deed/Agreement
Remedies	As mentioned in Debenture Trust Deed/Agreement
Cross Default	<p>An Event of Default shall arise if the Issuer:</p> <ol style="list-style-type: none"> <li>defaults in any payment of Indebtedness beyond the period of grace if any, provided in the instrument or agreement under which such Indebtedness was created; or</li> <li>any Indebtedness of the Company is declared to become due and payable prior to its specified maturity as a result of an event of default (however described).</li> <li>any encumbrance over any assets of the Company to secure any Financial Indebtedness (other than the Debentures) is enforced by any lender</li> </ol>
Registrars	Link Intime India Private Limited
Role and Responsibilities of Debenture Trustee	To oversee and monitor the overall transaction for and on behalf of the Debenture Holders as is customary for transactions of a similar nature and size and as detailed under the appropriate Transaction Documents.
Conditions precedent to subscription of Debentures	<p>The subscription from investors shall be accepted for allocation and allotment by the Issuer subject to the following:</p> <ol style="list-style-type: none"> <li>Rating letters not being more than one month old from the issue opening date;</li> <li>Seek a written consent letter from the Trustees conveying their consent to act as Trustees for the Debenture holders;</li> </ol>

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	i. Making an application to BSE for seeking their in-principle approval for listing of Debentures.
Conditions subsequent to subscription of Debentures	<p>In addition to the Private Placement Guidelines, the Issuer shall ensure that the following documents are executed/ activities are completed as per time frame mentioned elsewhere in the respective Series 7:</p> <ol style="list-style-type: none"> <li>1. Maintaining a complete record of private placement offers in Form PAS-5 and filing the such record along with Private Placement Offer Letter in Form PAS-4 with the Registrar of Companies, Mumbai with fee as provided in Companies (Registration Offices and Fees) Rules, 2014 and with Securities and Exchange Board of India, within a period of thirty days of circulation of the Private Placement Offer Letter</li> <li>2. Security shall be created and perfected in favour of Debenture Trustee within 90 days from the date of issuance of NCDs.</li> </ol> <p>Filing a return of allotment of Debentures with complete list of all Debenture holders in Form PAS-3 under Section 42(9) of the Companies Act, 2013, with the Registrar of Companies, Mumbai within thirty days of the Deemed Date of Allotment along with fee as provided in the Companies (Registration Offices and Fees) Rules, 2014.</p> <p>Besides, the Issuer shall perform all activities, whether mandatory or otherwise, as mentioned elsewhere in this Private Placement Offer Letter.</p>
Mode of Subscription	<p>Private Placement/as per EBP Guidelines</p> <p>Successful bidders are required to do the funds pay-in from their same bank account which is updated by them in the BSE Bond - EBP Platform (as applicable) while placing the bids and into the relevant designated bank account. In case of mismatch in the bank account details between BSE Bond -EBP Platform (as applicable) and the bank account from which payment is done by the successful bidder, the payment will be returned back. Payment should be made by the deadline specified by the BSE. Successful bidders should do the funds pay-in to the bank accounts of the clearing corporation of the relevant Exchanges as further set out under "Particulars of the Offer" Section of the Private Placement Offer Letter.</p>
Governing Law and Jurisdiction	<p>The Debentures are governed by and will be construed in accordance with the Indian Law. The Debentures and documentation will be governed by and construed in accordance with the laws of India and the parties submit to the exclusive jurisdiction of the courts and tribunals in Mumbai.</p>

For, Capri Global Capital Limited



Authorized signatory

**Capri Global Capital Limited**

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