

September 22, 2020

To,

BRE Coimbatore Retail Holdings Limited
BRE Asia SBS Coimbatore Retail Holding (NQ) Limited
BRE VIII SBS Coimbatore Retail Holding (NQ) Limited

Term sheet in respect of the Non-Convertible Debentures to be issued by Naman Mall Management Company Private Limited ('Company')

Particulars	Details
Parties	
Issuer	Naman Mall Management Company Private Limited
Depository	National Securities Depository Limited
Register and Transfer Agent	Bigshare Services Private Limited
Debenture details	
Security Name	20% Fully Paid Unlisted Unsecured Redeemable Non-Convertible Debentures ('Debentures')
Type of instrument	Non-convertible debentures
Nature of instrument	Fully Paid and Unsecured
Seniority	Subordinate
Mode of issue	Private placement to all Eligible Investors
Eligible investors	<ul style="list-style-type: none"> Individuals Non-banking financial companies incorporated in India; Financial institutions incorporated as companies in India; Foreign investors (including Foreign Portfolio Investors) permitted under applicable law to invest in unlisted non-convertible debentures; Insurance companies incorporated in India; and Any other body corporate incorporated in India, including, public sector undertakings, or any entity permitted under applicable laws to subscribe to non-convertible debentures.
Listing	Unlisted
Issue size	Up to Rs 10,00,00,000 (Upto Rupees Ten crores only).
Face value	Rs 10,000 each
Issue price	At par
Issue Timings	Issue Opening Date – September 28, 2020 Issue Closing Date – September 30, 2020

A Joint Venture Between:

nexus
MALLS

K
KALANI GROUP



Mall Office : Treasure Island Next Mall, 170, R.N.T. Marg, Opposite Naya Mandir, Indore- 452001, India
T: 0731-4751777 | **W:** www.treasureislandnext.com

Registered Address: Naman Mall Management Company Pvt. Ltd. Office- 701, The Capital, G-Block, Bandra Kurla Complex, Behind ICICI Bank Bandra (East), Mumbai City MH 400051

CIN : U70101MH2005PTC153688 | **Email ID :** info@nexusmalls.com

Particulars	Details
	Pay-in Dates – September 30, 2020 Deemed Date of Allotment – September 29, 2020
Final Redemption Date	September 28, 2025
Redemption Date(s)	<p>The redemption of Debentures will be undertaken at the discretion of the Company, subject to applicable laws. However, no redemption shall be undertaken during the first 12 months. Further, between the 12th and the 36th month, the Company shall redeem no more than 25% of the face value of Debentures issued. The period of 12 months should be computed for each Tranche of issue separately, from their respective Deemed Date of Allotment.</p> <p>Further, till the Debentures are fully redeemed, the Company shall not make any payments to holders of its equity shares (whether in the form of dividends or share buybacks or otherwise), without the prior written consent of Debenture-holders holding a majority of the Debentures by value.</p>
Coupon Rate	20% per annum
Interest Payment Frequency	Annually, subject to availability of sufficient funds with the Company, and subject to approval from secured lenders
Interest Payment Date	March 31 until the expiry of term
Security	Not applicable – Unsecured
Redemption Amount	The Debentures are to be redeemed at par.
Premium on Redemption	Not applicable
Objects of the Issue / Details of utilization of the proceeds	<p>The proceeds of the Issue shall be utilized for:</p> <ul style="list-style-type: none"> ▪ working capital requirements of the Company; and ▪ other general corporate purposes.
Option to retain oversubscription amount	No
Payment terms	The Face Value of the Debentures will be payable on the Pay-in Dates
Call option	Call option with the Company which could be exercised anytime during the tenor of the debentures, subject to applicable laws (including the Foreign Exchange Management Act 1999 and Regulations notified thereunder)

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Particulars	Details
Put option	Put option with the Debenture-holders which could be exercised anytime during the tenor of the debentures, subject to applicable laws (including the Foreign Exchange Management Act 1999 and Regulations notified thereunder)
Issuance Mode	The Debentures will be issued in dematerialized form only
Trading Mode	The Debentures will be traded in dematerialized form only
Day account basis	Actual
Minimum application and multiples of debt securities thereafter	<ul style="list-style-type: none"> Minimum application – 10 debentures Multiples thereafter – 1 debenture
Settlement mode of the instrument	All payments must be made through cheque(s) / demand draft(s) / transfers / SWIFT / RTGS
Record date	25 th of the month
Business Day	<p>'Business Day' shall mean days (other than Saturday or Sunday) on which banks are generally open for operation in Mumbai, India.</p> <p>If any Redemption Date falls on a day which is not a Business Day, payment of principal shall be made on preceding day</p>
Default interest rate	2% per annum
Miscellaneous terms	
Transaction documents	Private Placement Offer Letter
Conditions subsequent	The Company shall make all required filings under applicable laws
Governing law and jurisdiction	This term sheet and the Debentures are to be governed by and construed in accordance with the laws of India and the courts at Mumbai shall have the exclusive supervisory jurisdiction in respect of any matters in connection with the same.

For Naman Mall Management Company Private Limited


Company Secretary



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