

**SUHANI TRADING AND INVESTMENT CONSULTANTS PRIVATE  
LIMITED**

**CORPORATE ACTION INFORMATION FORM**

(For Debt instruments - Allotment)

Ref. No. : \_\_\_\_\_

Date: 22-03-2018

National Securities Depository Limited  
Trade World, A Wing  
Kamala Mills Compound, Lower Parel  
Mumbai – 400013.

We wish to execute corporate action to **credit** the following securities to the accounts in NSDL. The details of the securities allotted are given below:

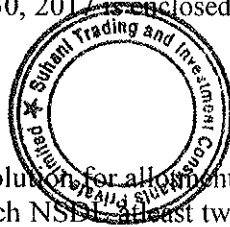
ISIN	INE241Z07032
Security Description	Secured, Redeemable Non-Convertible Debentures
Allotment Date	19 <sup>th</sup> March, 2018
Face Value per security	Rs. 10,00,000/- (Rupees Ten Lakhs only)
Distinctive Numbers	2501-4000 (Both Inclusive)

<i>Allotment Details</i>	<i>No. of records</i>	<i>No. of Securities (Quantity)</i>
Electronic Form – NSDL	2	1,500
Electronic Form – CDSL	-	-
Physical Form	-	-
<i>Total Allotted</i>	<b>2</b>	<b>1,500</b>

I, Rajesh Pathak, Compliance officer of Suhani Trading and Investment Consultants Pvt Ltd (Issuer) declare that the issuer has obtained all the necessary approvals for the aforesaid issue of securities. The allotment is in terms of Board Resolution dated 19<sup>th</sup> March, 2018 (*copy enclosed*)

Further, the details of issue of aforesaid securities & declaration as per SEBI Circular No. CIR/IMD/DF-1/67/2017 dated June 30, 2017 is enclosed at Annexure – A.

Signature: \_\_\_\_\_



Notes:

1. Enclose a copy of the Board Resolution for allotment of the above securities.
2. Ensure that the above details reach NSDL at least two days before execution of corporate action.
3. The form should be signed by the Company Secretary or Compliance Officer or Managing Director.
4. After submitting the Corporate Action Information Form and payment of fees to NSDL, you may advise your R & T Agent / Registry Division to execute the corporate action.

Knowledge House, Shyam Nagar, Off. Jogeshwari -Vikhroli Link Road, Jogeshwari (East),  
Mumbai-400060(CIN: U74140MH2007PTC175603)

# SUHANI TRADING AND INVESTMENT CONSULTANTS PRIVATE LIMITED

Annexure A

Date: 22/03/2018

To,  
The Managing Director,  
National Securities Depository Limited.  
Trade World, 4<sup>th</sup> floor,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel,  
Mumbai - 400 013

Dear Sir,

We intend to issue securities under existing ISIN as per details given below. We hereby declare that there is no modification in terms or structure of the issue viz. change in terms of payment, change in interest pay-out frequency etc. for following ISIN wherein the new securities being issued.

## Details of current issue:

ISIN	INE241Z07032
Date of Allotment (in DD-MM-YYYY)	19-03-2018
Date of Maturity (in DD-MM-YYYY)	18-03-2021
Allotment Quantity	1500
Issue Price (in Rs.)	10,00,000/-
Face Value (in Rs.)	10,00,000/-
Issue Size (in Rs. Crs.)	150.00
Certificate Nos./Distinctive Nos. (From - To)	2501-4000

## Issuance history under the aforesaid ISIN (including current issue):

Sr. No.	Date of Allotment	Allotment Quantity	Cumulative Quantity	Issue Price (in Rs.)	Issue Size (in Rs. Crs.)	Cumulative Issue Size (in Rs. Crs.)
1	07-03-2018	2500	-	10,00,000/-	250.00	-
2	19-03-2018	1500	4000	10,00,000/-	150.00	400.00

Note: Add rows, if applicable

For Suhani Trading and Investment Consultants Private Limited

Name: Rajesh Pathak  
Designation: Compliance Officer



Knowledge House, Shyam Nagar, Off. Jogeshwari -Vikhroli Link Road, Jogeshwari (East),  
Mumbai-400060(CIN: U74140MH2007PTC175603)

**SUHANI TRADING AND INVESTMENT CONSULTANTS  
PRIVATE LIMITED**

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS ("BOARD") OF SUHANI TRADING AND INVESTMENT CONSULTANTS PRIVATE LIMITED ("COMPANY") HELD ON MONDAY 19<sup>TH</sup> MARCH, 2018 at 5:00 PM.

**Allotment of secured, redeemable, non-convertible debentures**

The Board was informed that the private placement offer letter dated 15<sup>th</sup> March, 2018 ("Offer Letters") were issued to following:

1. ECL Finance Limited
2. Edelweiss Finvest Pvt Ltd

(the "Investor's") and the Investor's have accepted the offer on 19<sup>th</sup> March, 2018. Following the acceptance of the Offer, the Company has received the initial subscription amount aggregating to INR 150,00,00,000 (Indian Rupees One Hundred and Fifty crores) towards subscription to the 1,500 secured, redeemable, non-convertible debentures (the "Debentures") for a face value of INR 10,00,000 (Rupees Ten Lakh) per Debenture, issued by the Company in terms of the Debenture Trust Deed dated 21<sup>st</sup> February 2018 entered into by and between the Company and Catalyst Trusteeship Limited ("Debenture Trustee"), the Offer Letter and other Transaction Documents (as defined in the Debenture Trust Deed) in relation to the issuance of the Debentures.

Further, it was noted that the Company shall also issue a Debenture Certificate created and issued for the limited purpose of evidencing payment of stamp duty on and in connection with the issue of the Debentures and the Debentures shall be eventually issued in electronic/dematerialized form.

After discussion, the Board passed the following Resolution:

"RESOLVED THAT pursuant to the resolution dated 12<sup>th</sup> February, 2018 and 14<sup>th</sup> March, 2018 passed by the Board and the special resolution passed by the Members of the Company at the Extraordinary General Meeting held on 12<sup>th</sup> February, 2018 and in terms of the applicable provisions of the Companies Act, 2013 and the rules and regulations framed thereunder, the Memorandum and Articles of Association of the Company and the Offer Letter, the consent of the Board be and is hereby accorded to the allotment of the 1500 (One Thousand Five Hundred) secured, redeemable, non-convertible debentures having face value of INR 10,00,000 (Indian Rupees ten lakhs) each aggregating to INR 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores) ("Debentures") on a private placement basis issued on the terms and conditions set out in the Offer Letter, the Debenture Trust Deed and other Transaction Documents:-

Name and address of the Investors/allottees	Face Value of each Debenture (INR)	No. of Debentures	Coupon Rate
ECL Finance Limited Address: Edelweiss House, Off CST Road, Kalina, Mumbai - 400098	10,00,000	400	As set out in the First Schedule to the Debenture Trust Deed (Terms and Conditions)
Edelweiss Finvest Private Limited Address: Edelweiss	10,00,000	1,100	As set out in the First Schedule to the Debenture Trust Deed (Terms and Conditions)

1 | 2

Knowledge House, Shyam Nagar, Off. Jogeshwari - Vikhroli Link Road,  
Jogeshwari (East), Mumbai- 400060(CIN: U74140MH2007PTC175603)

*Vijay Bhatnagar*



**SUHANI TRADING AND INVESTMENT CONSULTANTS  
PRIVATE LIMITED**

Name and address of the Investors/allottees	Face Value of each Debenture (INR)	No. of Debentures	Coupon Rate
House, Off CST Road, Kalina, Mumbai - 400098			
<b>Total</b>		<b>1500</b>	

"RESOLVED FURTHER THAT Mr. Vijay Biyani, Mr. Anil Biyani, Mr. Gopikishan Biyani, Mr. P.P. Sharma, Mr. Rahul Gupta, Mr. Rajkumar Pande, Mr. Rajesh Pathak, Mr Rajesh Kalyani and Mr. P.D. Sharma (the "Authorized Signatories"), is hereby severally authorized to take all corporate actions, including payment of stamp duty, signing and issuing the duly stamped Debenture Certificate in respect of the Debentures to the aforementioned Investor in the form as placed before the Board, making representations to and filing necessary forms with the Registrar of Companies, and any other regulatory/ statutory/governmental bodies on behalf of the Company in connection with the aforesaid actions and doing all such acts and things incidental and expedient for giving effect to the above resolution and for, *inter alia*, crediting the Debentures to the Investor in dematerialized form including making requisite filings with the depository participants."

"RESOLVED FURTHER THAT any one of the Mr. Vijay Biyani, Mr. Anil Biyani, Mr. Gopikishan Biyani, Mr. P.P. Sharma, Mr. Rahul Gupta, Mr. Rajkumar Pande, Mr. Rajesh Pathak, Mr Rajesh Kalyani and Mr. P.D. Sharma (the "Authorized Signatories") be and are hereby severally authorized to update the records and the Register of Debenture holders of the Company to include the name of the aforesaid Investors as the owners of above mentioned Debentures of the Company that have been allotted to them."

**Certified True Copy**  
For Suhani Trading and Investment Consultants Private Limited

*Vijay Biyani*  
Vijay Biyani  
Director  
DIN: 00005827



Date: 19<sup>th</sup> March, 2018  
Place: Mumbai

**SUHANI TRADING AND INVESTMENT CONSULTANTS PRIVATE LIMITED**

(A private company incorporated under the Companies Act, 1956 and validly existing under the Companies Act, 2013 (as amended))

CIN: U74140VH2007110275403

Registered Office: 10, Jogeshwar Road, Shyam Nagar, Jogeshwar (East), Mumbai - 400 001

**TERM SHEET**

<b>Security Name</b>	Suhani Trading and Investment Consultants Private Limited 13.65% Secured, Redeemable Non-Convertible Debentures aggregating upto Rs.150 Crores
<b>Issuer</b>	Suhani Trading and Investment Consultants Private Limited
<b>Type of Instrument</b>	Secured, Redeemable Non Convertible Debentures (NCD)
<b>Nature of Instrument</b>	Secured
<b>Seniority</b>	Senior
<b>Mode of Issue</b>	Private Placement
<b>Eligible Investors</b>	<p>The following person when specifically approached are eligible to apply for the private placement of the Debenture subject to fulfilling compliance of applicable laws and by submitting the Application Form along with the relevant documents and following procedure set out herein (the Eligible Investors):</p> <ul style="list-style-type: none"><li>(i) Mutual Funds</li><li>(ii) Banks</li><li>(iii) Financial Institutions and NonBanking Finance Companies</li><li>(iv) Corporate</li><li>(v) Provident Funds and Pension Funds</li><li>(vi) Insurance Companies</li><li>(vii) Any other person eligible to invest on the Debentures.</li></ul> <p>The Eligible Investors are advised to ensure that they comply with all relevant laws, regulations/ guidelines for investing in the Debentures and they should seek independent legal and regulatory advise in relation to compliance of laws with respect to the subscription of Debenture.</p>
<b>Listing (including name of stock exchange(s) where its will be listed and timeline for listing)</b>	The Debentures are not proposed to be listed. However, the Debenture Trustee may at its sole discretion require the Issuer to get the Debenture listed at a later date.
<b>Rating of the Instrument</b>	The Debentures are not proposed to be rated. However, the Debenture Trustee may at its sole discretion require the



**SUHANI TRADING AND INVESTMENT CONSULTANTS PRIVATE LIMITED**

(A private company incorporated under the Companies Act, 1956 and validly existing under the Companies Act, 2013 (as amended))

CIN: U74140M-2007-11175AG2

Registered Office: 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000

	Issuer to get the Debenture rated at a later date from a rating agency registered with SEBI and listed.
<b>Issue Size</b>	Rs. 150 crores
<b>Option to retain oversubscription (Amount)</b>	NA
<b>Objects of the Issue</b>	The proceeds of NCDs shall be utilized for the following purposes only: Towards payment of fees, cost, charges and expenses pertaining to the Issue including but not limited to the advocate fees, Debenture Trustee fess, DP charges etc; and Refinancing of existing debt / liability
<b>Details of Utilisation of the Proceeds</b>	The proceeds of NCDs shall be utilized for the following purposes only: I. Towards payment of fees, cost, charges and expenses pertaining to the Issue including but not limited to the advocate fees, Debenture Trustee fess, DP charges etc; and II. Refinancing of existing debt / liability;
<b>Coupon Rate</b>	13.65% per annum payable monthly
<b>Stepup/Step Down Coupon Rate</b>	NA
<b>Coupon Payment Frequency</b>	Monthly
<b>Coupon Payment Dates</b>	30 <sup>th</sup> Day or last day of each month whichever is earlier
<b>Coupon Type</b>	Fixed
<b>Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)</b>	NA
<b>Day Count Basis</b>	Actual/Actual
<b>Interest on Application Money</b>	Interest shall be paid on the Application Money from the date of receipt/realisation of Application Money by Issuer till one day prior to the Deemed Date of Allotment.
<b>Default Interest Rate</b>	@ 2.00% p.a. for the period of default over the entire outstanding Obligation
<b>Tenor</b>	36months from the Date of Allotment.
<b>Redemption Amount</b>	The Tenure of the Debenture Issue shall be 3 year from the Date of Allotment. The redemption of Debentures on the Redemption Date shall occur by payment of the principal amount of the Debentures to the Debenture Holder(s) along with the outstanding Coupon, Default interest Rate, Cost, charges



**SUHANI TRADING AND INVESTMENT CONSULTANTS PRIVATE LIMITED**

(A private company incorporated under the Companies Act, 1955 and validly existing under the Companies Act, 2013 (as amended))

CIN: U74140M-UP-2017-PTC-1756-3

Registered Office: Newraj House, Shyam Naga, Jagan, Sector 19, Phase 1, Road, Jaganwari (East), Lucknow-226006

	and expenses, if any.
<b>Redemption Premium/Discount</b>	N.A.
<b>Issue Price</b>	At par
<b>Discount at which security is issued and the effective yield as a result of such discount</b>	NA
<b>Put Option Date</b>	<p>The debenture holder shall have the right to Put (Put Option) the debenture either in full or in multiples of Rs. 10 crore at every 90 days from the Date of Allotment of Debentures, by giving 20 business days prior notice in writing to the Debenture Trustee. Such put option shall be exercised on pro-rata basis between debenture holders.</p> <p>On the said Put Option Date, the Issuer shall make the payment of the obligation in full together with outstanding interest, coupon and any other dues payable as per commercial clauses set out under the agreed terms.</p> <p>The Issuer shall make the prepayment of the NCD in full together with outstanding interest and other dues payable thereon on the Put Option Date set out in the aforesaid notice without any prepayment premium/fee.</p>
<b>Put Option Price</b>	As per DTD Terms
<b>Call Option</b>	<p>The Issuer shall have the right to redeem the Debentures (Call Option) either in full or in multiples of Rs. 10 crore at every 90 days from the Date of Allotment of Debentures, by giving 20 business days prior notice in writing to the Debenture Trustee. Such call option shall be exercised on pro-rata basis between debenture holders.</p> <p>On the said Call Option Date, the Issuer shall make the payment of the obligation in full together with outstanding interest, coupon and any other dues payable as per commercial clauses set out under the agreed terms.</p>
<b>Call Option Price</b>	As per DTD Terms
<b>Put Notification Time</b>	The debenture holder shall have the right to Put (Put Option) the debenture either in full or in multiples of Rs. 10 crore at every 90 days from the Date of Allotment of Debentures, by giving 20 business days prior notice in writing to the Debenture Trustee
<b>Call Notification Time</b>	The Issuer shall have the right to redeem the Debentures (Call Option) either in full or in multiples of Rs. 10 crore at



**SUHANI TRADING AND INVESTMENT CONSULTANTS PRIVATE LIMITED**

(A private company incorporated under the Companies Act, 1956 and validly existing under the Companies Act, 2013 (as amended))

CIN: U74140MH2017PTC23603

Registered Office: Knowledge Park, Shyam Nagar, Jajur Road, Powai, Mumbai - 400076 (East) Maharashtra

	every 90 days from the Date of Allotment of Debentures, by giving 20 business days prior notice in writing to the Debenture Trustee
<b>Face Value</b>	Rs. 10 lakh per Debenture
<b>Minimum Application Size</b>	Rs. 10,00,000/- (Rupees ten lakhs only) and thereafter in multiple of Rs. 10,00,000/- (Rupees ten lakhs only)
<b>Issuance mode of the Instrument</b>	Demat only
<b>Trading mode of the Instrument</b>	Demat only
<b>Settlement mode of Instrument</b>	Preferably RTGS/Electronic Fund Transfer.
<b>Depository</b>	NSDL and CDSL.
<b>Business Day Convention</b>	Should any of the dates defined above or elsewhere in this Information Memorandum save and except for the Date of Allotment, fall on a day which is not a Business Day at Mumbai, the immediate preceding Business Day shall be considered as the effective date.
<b>Record Date</b>	7business days prior to each Coupon Payment/Put Option Date/Call Option Date/Redemption Date
<b>Security</b>	<p>The Obligations shall be secured by:</p> <ul style="list-style-type: none"><li>(i) A first ranking pledge of 49.8% of equity shares of Shendra Advisory Services Private Limited;</li><li>(ii) A first ranking pledge of 49.8% of equity shares of Sprint Advisory Services Private Limited;</li><li>(iii) A first ranking charge on the Escrow Account and any moneys lying therein from time to time in terms of the Deed of Hypothecation;</li><li>(iv) Irrevocable and unconditional personal Guarantees of Shri Kishore Biyani and Shri Rakesh Biyani in terms of the Guarantee Agreements.</li><li>(v) Any other security provided to secure Debentures upon Event of Default as may be acceptable to the Debenture Trustee.</li><li>(vi) Any other security as may be acceptable to the Debenture Trustee.</li></ul> <p>(collectively, the "Security")</p> <p>The Security stipulated in (i), (ii), (iii) and (iv) above shall be created and perfected in favour of the Debenture Trustee prior to the Deemed Date of Allotment of</p>



**SUHANI TRADING AND INVESTMENT CONSULTANTS PRIVATE LIMITED**

(A private company incorporated under the Companies Act, 1956 and validly existing under the Companies Act, 2013 (as amended))

CIN: U74141DL2007PTC175803

Registered Office: Khar, Pooja House, Bhamburda, New Market, Link Road, Jogeshwari East, Mumbai, 400050

	<p>Tranche I Issue.</p> <p>The Security mentioned in (i) and (ii) shall be pari passu with below:-</p> <p>Issue of redeemable non-convertible debentures with the face value of Rs 10,00,000/- (Rupees Ten Lakhs only) for an aggregate amount of Rs. 100,00,00,000/- (Rupees One Hundred Crore only), on a private placement basis by Future Capital Investment Private Limited</p>
<b>Transaction Documents</b>	<p>The Debenture Trustee Agreement, Debenture Trust Deed, Agreement for Pledge of Shares, Escrow Accounts Agreements, Guarantee Agreement, Monitoring Agreement, Calculation Agreement and any other document or agreement executed to secure the Debentures.</p>
<b>Conditions Precedent to Disbursement</b>	<p>PI see Section 5.30</p>
<b>Conditions Subsequent to Disbursements</b>	<p>PI see Section 5.31</p>
<b>Events of Default</b>	<p>PI see Section 5.33</p>
<b>Role and Responsibilities of Debenture Trustee</b>	<p>To oversee and monitor the overall transaction for and on behalf of the Debenture Holders, give NoC/approvals, approve release, operate Escrow Account and do all such acts and deeds as are specifically provided in the Transaction Documents including but not limited to taking of enforcement action after obtaining the consent of the Debentureholders.</p>
<b>Governing Law and Jurisdiction</b>	<p>The NCD will be governed by, and construed in accordance with Indian law. The place of jurisdiction would be New Delhi/Mumbai.</p>



