

SUMMARY TERM SHEET

Issuer	Xander Finance Private Limited
Issue Size	Rs. 25 crores (Rupees Twenty Five Crores)
Objects of the Issue	Funds will be utilized for ongoing fund requirements of business. The proceeds of the non-convertible debentures shall not be utilised towards activities like investment in capital market, acquisition or purchase of land, or usages that are restricted for bank financing under Reserve Bank of India ('RBI') regulations.
Instrument	Secured, listed, fully redeemable, non-convertible, fully paid up in the nature of Debentures (the "Debenture" /"NCDs")
Nature and status of Bonds	Secured, listed, fully redeemable, non-convertible, fully paid up in the nature of Debentures (the "Debenture" /"NCDs")
Issuance Mode	Demat
Convertibility	Not Applicable
Trading Mode	Demat
Credit Rating	'ICRA A+ (Stable)' by ICRA Limited
Face Value	Rs.10,00,000 (Rupees Ten Lakhs) per Debenture
Premium/ Discount on Issue	Not Applicable
Issue Price	Rs.10,00,000 (Rupees Ten Lakhs) per Debenture
Premium/ Discount on redemption	Not Applicable
Maturity	At Par
Redemption/ Maturity Date	May 26, 2023
Lock-in Period	NA
Minimum Application	10 Debenture(s) and in multiples of 10 Debenture(s) thereafter
Put Option	Not Applicable
Call Option	Not Applicable

For Xander Finance Private Limited

Company Secretary



Call Option Price	Not Applicable
Call Notification Time	Not Applicable
Coupon Rate	10.25% p.a.
Step Up/ Step Down Coupon Rate	Not Applicable
Coupon Payment Frequency	Annually
Coupon / Interest Payment Date	First Coupon Payment Date: May 31, 2021 Second Coupon Payment Date: May 31, 2022 Last Coupon Payment Date: May 26, 2023 (On Redemption Date)
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc)	Not Applicable
Default Interest Rate	In case of default in payment of Interest or Principal on due dates, additional interest @ 2.00% p.a. over the Coupon Rate will be payable by the Company for the defaulting period. In absence of demand such interest shall be payable on the next coupon payment date.
Day Count Basis	Actual/ Actual. It is clarified that in case of Interest payment in a leap year, the same shall be calculated taking the number of days as 366 (three hundred and sixty six) days (per the SEBI Circular dated November 11, 2016 bearing reference CIR/IMD/DF-1/122/2016)
Interest on Application Money	Interest at applicable Coupon Rate will be paid on the application money to the subscriber (subject to the deduction of tax at source at prevailing rates, as applicable). Such interest will be paid for the period commencing from the date of credit of amount in the designated account, up to (but excluding) the Deemed Date of Allotment. Such interest will be paid to the relevant applicants within 7 (seven business) days from the Deemed Date of Allotment.
Listing	BSE WDM Segment within 15 (fifteen) days of the date of the allotment. In case of delay in listing beyond a period of 20 (twenty) days from the Deemed Date of Allotment, the Issuer will pay penal interest of 2% (Two percent) per annum over the Coupon Rate to the Investor for the period from the expiry of 20 (twenty) days from the Deemed Date of Allotment till the listing of such

For Xander Finance Private Limited

Pamela R. L. L.
Company Secretary



	Debentures.
Trustees	Catalyst Trusteeship Limited
Depository	NSDL/CDSL
Registrars	Link Intime India Private Limited
Settlement	Electronic
Business Day Convention	<ul style="list-style-type: none"> • Should any of the date(s), including the Date of Allotment/Deemed Date of Allotment, or the Record Date, as defined in the Disclosure Document, fall on a day which is not a Working Day, the next Working Day shall be considered as the effective date. • Should the Maturity Date or Redemption Date or Interest servicing date of the debt securities fall on a day which is not a Working Day, the Interest payments and/or redemption proceeds (as the case may be) shall be paid on the previous working day.
Record Date	The date, as may be fixed by the Company, which would be atleast 7 days (or such other date as the Board may decide) before the Interest Payment Date and/or the Redemption Date (as the case may be), for determination of the persons entitled to amounts in respect of the Debentures.
Payment Mode	RTGS
Eligible Investors	<p>The following categories of investors, when specifically approached, are eligible to apply for this private placement of Debentures:</p> <ul style="list-style-type: none"> • Individuals • Hindu Undivided Family • Trust • Limited Liability Partnerships • Partnership Firm(s) • Portfolio Managers registered with SEBI • Association of Persons • Companies and Bodies Corporate including Public Sector Undertakings • Commercial Banks • Regional Rural Banks • Financial Institutions • Insurance Companies • Mutual Funds • Foreign Institutional Investors • Other foreign entities allowed by SEBI and RBI • Any other investor eligible to invest in these Debenture <p>All investors are required to comply with the relevant regulations / guidelines applicable to them for investing in this Issue of Debentures.</p> <p>Prospective subscribers must make their own independent evaluation and judgment regarding their eligibility to invest in the issue.</p>

Non-Eligible classes of Investors	Not Applicable
Transaction Documents	<ul style="list-style-type: none"> • Letter of appointment appointing Catalyst Trusteeship Limited as Debenture Trustee to the Debenture holders • Debenture Trust Deed • Debenture Trustee Agreement • Deed of Hypothecation • Letter of appointment appointing Link Intime India Private Limited as Registrar and Transfer Agent ("Registrar"). • Memorandum & Articles of Association of the Company. • Latest Board Resolution authorizing issue of Debentures offered under terms of the Disclosure Document. • Latest Credit Rating Letter from rating agency conveying the credit rating for the Debentures of the Company • Rating rationale pertaining to the NCDs • Any other document designated as "Material Transaction Document" by the Debenture Trustee after the Deemed Date of Allotment.
Conditions precedent to subscription of Bonds	<p>The following documents shall have been submitted with the Debenture Trustee:</p> <ul style="list-style-type: none"> • Certified true copy of latest Memorandum and Articles of the Company; • Certified copy of Board Resolution authorizing issue of Debentures offered under terms of Shelf Disclosure Document and the list of authorized signatories; • Certified true copy of the resolutions of the shareholders of the Issuer for private placement of the Debentures; • Copy of the consent letter from Link Intime India Private Limited for acting as registrar to the issue; • Copy of the credit rating letter from ICRA reaffirming the rating of the Debentures and the rating rationale pertaining thereto; • Copy of the in-principle approval by BSE Ltd for listing of Debentures; • Copy of the tripartite agreement between the Company, National Securities Depository Ltd/Central Depository Services (India) Ltd and the Registrar to the Issue of Debentures in dematerialized form.
Conditions subsequent to subscription of Bonds	Deed of Hypothecation and the Debenture Trust Deed, shall be executed within 60 days from the Deemed Date of Allotment
Cross Default	A default in any of the existing credit facility to XFPL will be construed as an event of default for the Facility and Lender will have right to call back the entire facility with 30 days' notice.

For Xander Finance Private Limited
Pamela Patel
 Company Secretary



Role and Responsibilities of Trustees	As may be particularly prescribed in the Debenture Trust Deed.
Governing Law and Jurisdiction	The Debentures are governed by and will be construed in accordance with the Indian law. The Company, the Debentures and Company's obligations under the Debentures shall, at all times, be subject to the directions of SEBI. The Debenture holders, by purchasing the Debentures, agree that the Mumbai Courts shall have exclusive jurisdiction with respect to matters relating to the Debentures.
Additional Covenants	As per Debenture Trust Deed
Applicable RBI Guidelines	Not Applicable
Prohibition on Purchase/ Funding of Bonds	Not Applicable
Issue Opening Date	May 26, 2020
Issue Closing Date	May 26, 2020
Pay In Dates	May 26, 2020
Deemed Date of Allotment	May 26, 2020

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