

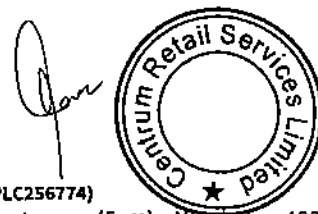
## CENTRUM RETAIL SERVICES LIMITED

## SUMMARY TERM SHEET

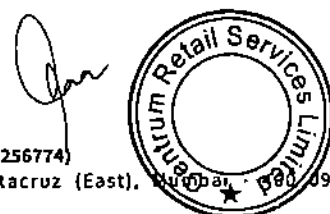
Issuer	Centrum Retail Services Limited
Series & Type	SERIES 9- TYPE 1,2
Issue Size	INR 5,00,00,000/- (Rupees Five Crore Only)
Objects of the Issue	The proceeds of this issue shall be utilized for general corporate purpose, for meeting working capital requirements, for supporting the subsidiaries/ associates/ group companies and new initiatives of the Company and its subsidiaries/ associates/ group companies.
Instrument	Secured, Redeemable, Non-cumulative, Unlisted, Unrated, Non-convertible, Principal protected Market Linked Debentures ("Debentures")
Nature and status of Bonds	Non-Convertible Debentures
Issuance Mode	Unlisted Private Placement
Convertibility	Non-Convertible
Trading Mode	Dematerialized form (Demat) mode or physical form in accordance with section 8 of the Depositories Act, 1996.
Credit Rating	Unrated
Face Value	INR 1,00,000/- (Rupees One Lac Only)
Premium/ Discount on Issue	At Par
Issue Price	INR 1,00,000 per Debenture
Premium/ Discount on redemption	N.A.
Maturity	Type-1- 13 <sup>th</sup> April, 2021 Type-2- 12 <sup>th</sup> April, 2019  Since the Deemed Date of Allotment, Initial Valuation Date/ Fixing Date may be rescheduled at the sole discretion of the Issuer, to a date falling not later than 10 (ten) working days from the respective dates mentioned herein, this could result in change in the Final Redemption Date / Final Maturity Date.
Redemption/ Maturity Date	Type-1- 13 <sup>th</sup> April, 2021 Type-2- 12 <sup>th</sup> April, 2019  Since the Deemed Date of Allotment, Initial Valuation Date/ Fixing Date may be rescheduled at the sole discretion of the Issuer, to a date falling not later than 10 (ten) working days from the respective dates mentioned herein, this could result in change in the Final Redemption Date / Final Maturity Date
Lock-in-Period	Nil
Minimum Application	Minimum application shall be for 25 (Twenty-Five) Debenture(s) and in multiples of 1 (one) thereafter.
Put Option	Not Applicable
Call Option	Not Applicable
Call Option Price	Not Applicable
Call Notification Time	Not Applicable



Coupon Rate	Market Linked
Step Up/ Step Down Coupon Rate	Not Applicable
Coupon Payment Frequency	Redemption Date / Final Maturity Date only
Coupon / Interest Payment Date	Redemption Date / Final Maturity Date only
Coupon Type (a) Reference Index (b) Index Sponsor	Reference Index Linked Nifty 50 India Index Services & Products Limited
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc)	Not Applicable
Default Interest Rate	2% Payable per annum from date of default
Day Count Basis	Actual / 365
Interest on Application Money	Not Applicable
Listing	Debentures will not be listed or sought to be listed on any stock exchange at any time including after issue of the Debentures
Trustees	Vistra ITCL (India) Limited (Formerly Known As IL&FS Trust Company Limited)
Depository	NSDL and CDSL
Registrars	LINK INTIME INDIA PRIVATE LIMITED
Settlement	RTGS / NEFT / Fund Transfer to the bank details as per NSDL record (in case of dematerialized Debentures) or company records (in case of physical debentures)
Business Day Convention	If any of the date(s), including the Record Date, as defined in the Private Placement Offer Letter fall on a Sunday or a public holiday, the next working day shall be considered as the effective date.  However incase Redemption Date (for payment of Principal and Coupon, if any) falls on Sunday or a public holiday, the previous working day shall be considered as the effective date.
Record Date	15 days prior to the Coupon Payment / Final Redemption Date.
Payment Mode	RTGS / NEFT / Fund Transfer to the bank details as per NSDL record (in case of dematerialized Debentures) or company records (in case of physical debentures).
Eligible Investors	Only persons to whom an offer is specifically made under this Private Placement Offer Letter ("Offer Letter") will be eligible to apply including but not limited to:  Investors in the following categories are eligible to apply for Non-Convertible Debentures of the Company under the Offer letter: <ul style="list-style-type: none"> <li>▪ Companies,</li> <li>▪ Body Corporate,</li> <li>▪ Financial Institutions,</li> <li>▪ NBFCs,</li> <li>▪ Statutory Corporations</li> <li>▪ Portfolio Manager registered with SEBI</li> <li>▪ Any other investor permitted to invest in unlisted unrated debentures of an Indian body corporate.</li> </ul>



	<p><b>All Investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue.</b></p> <p><b>No foreign investor is allowed to invest in these debentures.</b></p>
Non-Eligible classes of Investors	Any investor other than the Eligible Investors (mentioned above). Further, no foreign investor is allowed to invest in the Debentures.
Transaction Documents	<ul style="list-style-type: none"> <li>(i) Debenture Trust Deed</li> <li>(ii) Private Placement Offer Letter</li> <li>(iii) Debenture Trustee Appointment Agreement</li> <li>(iv) Deed of Hypothecation</li> <li>(v) Consent letter of the Debenture Trustee and Registrar &amp; Transfer Agent for the proposed issue;</li> <li>(vi) Tripartite agreement between the Company, NSDL/CDSL and the Registrar and Transfer Agent;</li> <li>(vii) Application form</li> </ul>
Conditions precedent to subscription of Bonds	Customary Conditions precedent required under applicable law will be applied
Conditions subsequent to subscription of Bonds	<p>The Company shall:</p> <ul style="list-style-type: none"> <li>(i) Execute the Debenture Trust Deed not later than 60 days from the Allotment of Debentures;</li> <li>(ii) Obtain Consent from Income tax authorities for creation of security under Section 281 of Income Tax Act, 1961 prior to security creation or a chartered accountant certificate in relation to no dues under income tax act;;</li> <li>(iii) register and perfect the Security as contemplated above and file Form CHG-9 with the ROC no later than 30 (thirty) days from the execution of the Debenture Trust Deed;</li> <li>(iv) ensure that the Debentures are credited into the demat accounts of the Debenture Holders of each series of Debentures within 10 (ten) Business Days from the Deemed Date of Allotment;</li> <li>(v) ROC filings as required by applicable laws will be made.</li> </ul>
Cross Default / Event Default	<p>Customary of a transaction of such nature, including but not limited to:</p> <ul style="list-style-type: none"> <li>▪ Non-payment of any amount when due;</li> <li>▪ Breach of representations, warranties, covenants and undertakings under any of the Transaction Documents;</li> <li>▪ Failure on part the Issuer to comply with the terms of the Transaction Documents;</li> <li>▪ Repudiation of any Transaction Documents;</li> <li>▪ Illegality for the Issuer to perform any of its obligations under the Transaction Documents;</li> <li>▪ Material adverse change;</li> <li>▪ Ceasing to carry on business and</li> </ul>



	▪ Commencement of insolvency proceedings
Role and Responsibilities of Trustees	To be detailed in the Debenture Trust Deed
Governing Law and Jurisdiction	Indian law, courts of Mumbai to have jurisdiction to settle disputes
Additional Covenants	Please refer to the Private Placement Offer Letter of Series 5
Applicable RBI Guidelines	N.A.
Prohibition on Purchase/ Funding of Bonds	N.A.
Issue Opening Date	6 <sup>th</sup> October, 2017
Issue Closing Date	10 <sup>th</sup> October, 2017  The Issue Close Date / Pay-in Date / Deemed Date of Allotment may be rescheduled, at the sole discretion of the Issuer, to a date falling not later than 10 (Ten) working days from the date mentioned herein. The actual Issue Close Date / Pay-in Date / Deemed Date of Allotment shall be communicated to each investor in the Allotment Advice.
Pay In Dates	10 <sup>th</sup> October, 2017  The Issue Close Date / Pay-in Date / Deemed Date of Allotment may be rescheduled, at the sole discretion of the Issuer, to a date falling not later than 10 (Ten) working days from the date mentioned herein. The actual Issue Close Date / Pay-in Date / Deemed Date of Allotment shall be communicated to each investor in the Allotment Advice.
Deemed Date of Allotment	10 <sup>th</sup> October, 2017  The Issue Close Date / Pay-in Date / Deemed Date of Allotment may be rescheduled, at the sole discretion of the Issuer, to a date falling not later than 10 (Ten) working days from the date mentioned herein. The actual Issue Close Date / Pay-in Date / Deemed Date of Allotment shall be communicated to each investor in the Allotment Advice.
Actual Date of Allotment	11 <sup>th</sup> October, 2017
Tenor	Type 1- 1281 (One Thousand Two Hundred and Eighty-one) days from Deemed day of Allotment.  Type 2- 549 (Five Hundred and Forty -Nine) Days from the Deemed Date of Allotment.

