

ANNEXURE "1"

TERM SHEET

Terms and conditions of the Second Tranche Debentures:

The terms and condition of Debentures set forth in the Disclosure Document shall apply to the issue of Second Tranche Debentures being made under this Addendum. The specific issue related terms for the Second Tranche Debentures being issued under this Addendum are set out herein below:

Security Name	TRL 12% 19
Issuer	Truewin Realty Limited, a public limited company incorporated under the Companies Act, 1956 and having its registered office at Peninsula Spenta, Mathuradas Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400 013, Maharashtra.
Type of Instrument	Listed, Rated, Redeemable Non-Convertible Debentures to be listed on wholesale debt market segment of BSE.
Nature of Instrument	The Second Tranche Debentures are not 'secured debentures' from the perspective of the Companies Act, 2013 and the rules framed thereunder. However the Security as described in the Disclosure Document has been created to secure the Second Tranche Debentures.
Seniority	As provided in the Disclosure Document
Mode of issue	Private placement
Eligible Investors	As provided in the Disclosure Document
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing)	The Issuer shall list the Second Tranche Debentures on the WDM of BSE within 20 (Twenty) days from the Deemed Date of Allotment. In case the Second Tranche Debentures allotted to the Debenture Holders are not listed within 20 (Twenty) days from the Deemed Date of Allotment, for any reason, then the Issuer would immediately redeem / buy back the Second Tranche Debentures from the Debenture Holders such that the Debenture Holders receive the Debenture Subscription Amount. In case of delay of listing of the Debentures beyond 20 (Twenty) days from the Deemed Date of Allotment, then the Issuer shall be liable to pay the Default Interest till the listing of the Second Tranche Debentures.
Rating of Instrument	'BB'
Issue Size	Rs.20,00,00,000/- (Rupees Twenty Crores Only)
Issue Price	Rs.1,00,000/- (Rupees One Lac Only) per Second Tranche Debenture
Face Value	Rs.1,00,000/- (Rupees One Lac Only) per Second Tranche Debenture
Minimum Application	1 (one) Debenture and in multiple of 1 (one) Debenture thereof.
Issue Opening Date of the Second Tranche Debentures	March 17, 2016
Issue Closing Date of the Second Tranche Debentures	March 24, 2016



Pay-in Date of the Second Tranche Debentures	Anytime between the Issue Opening Date and Issue Closing Date
Deemed Date of Allotment of the Second Tranche Debentures	The date of receipt of the entire Second Tranche Debenture Subscription Amount
Issuance mode of the Instrument	Demat only
Trading mode of the Instrument	Demat only
Settlement mode of the Instrument	Cheque(s)/Direct Credit/ electronic clearing services (ECS)/credit through RTGS system/funds transfer
Depositories	NSDL and CDSL
Conditions Precedent to Second Tranche Debentures	As provided in the Disclosure Document
Conditions Subsequent to Second Tranche Debentures	As provided in the Disclosure Document

