

TERMS OF ISSUE OF THE NCD SERIES 2

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| Issuer | Phoenix Infocity Private Limited |
| Instrument | Unlisted, secured, non-convertible, redeemable fully paid-up debentures |
| Purpose | To meet the project expenses of the Company |
| Issue Size | Rs. 35,00,00,000 (Rupees Thirty Five Crores) |
| Tenure | 30 (Thirty) years from the Debenture Funding Date |
| Repayment | The facility can be as a single bullet payment at the end of the loan tenor. |
| Face Value of Debenture | Rs. 100 |
| Coupon | 13.75% per annum until H9 is 30% pre-leased and 12.25 per annum on 30% lease (subject to deduction of applicable taxes) |
| Security | (a) creating a first charge on the land and buildings in the Project Land and the Projects on a pari passu basis with the charge created on the Project Land and the Projects pursuant to the Loan Transaction Documents (b) pledge on all the Shares held by the Promoters in the Company. (c) pledge on 21.20% equity Shares of Phoenix Infratech (India) Private Limited [PIIPL] and (d) Corporate guarantee from PIIPL for the Debenture Repayments |
| Depository | National Securities Depository Limited |



 A handwritten signature "Ganesh" is written above a circular blue stamp. The stamp contains the text "Phoenix Infocity Private Limited" around the perimeter and a star symbol in the center.

PHOENIX INFOCITY PRIVATE LIMITED

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