

Term sheet in respect of the Non-Convertible Debentures to be issued by **Westerly Retail Private Limited (the 'Company')**

Sr No	Particulars	Details
Parties		
1.	Issuer	: Westerly Retail Private Limited
2.	Debenture Trustee	: Vistra ITCL (India) Limited (formerly known as IL&FS Trust Company Limited)
3.	Registrar and Transfer Agent	: Link Intime India Private Limited
4.	Depository	: National Securities Depository Limited
Provisions relating to the Debentures		
1.	Security name	: 8% Unlisted Unrated Unsecured Redeemable Non-Convertible Debentures
2.	Type of instrument	: Non-Convertible Debentures
3.	Nature of instrument	: Unsecured
4.	Seniority	: Pari passu with other unsecured indebtedness of the Company
5.	Mode of Issue	: On private placement basis to all Eligible Investors
6.	Eligible Investors	: All investors eligible to invest under applicable laws including but not limited to: <ol style="list-style-type: none"> 1. scheduled commercial banks; 2. financial institutions which are companies; 3. asset management companies; 4. companies or bodies corporate; 5. non-banking financial companies; 6. insurance companies; regional/ rural banks; and 7. primary/state/district/central co-operative banks; or 8. foreign portfolio investors, qualified financial investor and foreign institutional investors under the erstwhile regime.
7.	Listing	: Unlisted
8.	Issue Size	: Up to INR 50,00,00,000 (Indian Rupees Fifty crores)

SEAWOODS GRAND CENTRAL MALL,
 PLOT NO R-1, SECTOR 40,
 SEAWOODS RAILWAY STATION,
 NAVI MUMBAI 400 706.
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For Westerly Retail Pvt. Ltd.

Vikram G
Director/Authorised Signatory

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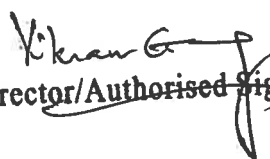
Westerly Retail Private Limited

Registered Office: Seawoods Grand Central, Mall Management Office, Lower Ground Floor, Plot No. R-1, Sector 40 Node Nerul, Navi Mumbai Thane MH-400706.

CIN: U45201MH2016FTC282287 | **Email ID:** info@nexusmalls.com

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		only)
9.	Option to retain oversubscription	: None
10.	Objects of the issue	: The proceeds of the issue will be utilized for general corporate purposes of the Issuer.
11.	Details of the utilization of the Proceeds	: The proceeds of the issue will be utilized for general corporate purposes of the Issuer.
12.	Coupon Rate	: 8% per annum
13.	Step Up/Step Down Coupon Rate	: Not Applicable
14.	Coupon Payment Frequency	: Annually
15.	Coupon Payment Dates	: Annually, on March 31, of each financial year beginning from March 31, 2020 The Coupon will be accrued by the issuer on a year-on-year basis but paid only subject to the availability of the adequate cash flows in the company to service coupon payments
16.	Day Count Basis	: Actual
17.	Tenor	: 10 years from the Deemed Date of Allotment
18.	Redemption Date(s)	: September 27, 2029 (tentative)
19.	Redemption Amount	: Face value at par
20.	Redemption Premium	: Not applicable
21.	Issue Price	: INR 10,000 each
22.	Discount at which security is issued and the effective as a result of such discount	: Not applicable
23.	Put option / Call option	: Subject to applicable law (including the Foreign Exchange Management Act 1999 and Regulations notified thereunder), holders of the debentures shall have the right to require the Company to redeem the Debentures at any point of time.
24.	Face value	: INR 10,000

For Westerly Retail Pvt. Ltd.


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25.	Minimum Application	: 1 (one) Debenture
26.	Integral multiples of Debentures required for transfer	: A minimum of 1 (One) Debenture with 1 (One) Debenture multiples thereafter
27.	Issue Opening Date	: September 26, 2019
28.	Issue Closing Date	: November 09, 2019
29.	Pay-in Date	: September 27, 2019 (tentative)
30.	Deemed Date of Allotment	: September 27, 2019 (tentative)
31.	Issuance Mode	: The Debentures will be issued in dematerialized form only
32.	Trading Mode	: The Debentures will be traded in dematerialized form only
33.	Settlement Mode	: Payment of return on redemption will be made by way of credit through RTGS system, ECS, Direct Credit or NEFT
34.	Business Day / Business Day Convention	: Following Business Day
35.	Record Date	: 15 (fifteen) days prior to Redemption Date
36.	Security	: Not Applicable – Unsecured
37.	Creation of security	: Not Applicable – Unsecured
38.	Transaction Documents	: 1. Private Placement Offer Letter 2. Debenture Trust Deed 3. Debenture Trustee Appointment Agreement
39.	Number of Debentures	: 50,000
Miscellaneous provisions		
1.	Governing law and jurisdiction	: Indian law Exclusive jurisdiction of the Courts / Tribunals of Mumbai

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