

**BRIEF TERMS OF ISSUE OF ZERO COUPON OPTIONALLY CONVERTIBLE
DEBENTURES OF RS. 1,000/- EACH**

Objects of the issue	To restructure the Company's existing debts.
Name of the Lender (proposed allottee) total number of securities to be issued, price, amount of debt to be converted into debenture	18589600 Zero Coupon Optionally Converted Debentures of face value Rs. 1,000/- each at par to be issued and allotted to M/s. Edelweiss Asset Reconstruction Company Limited. Since the transaction is that of conversion of existing debt, there is no fresh amount raised by way of such issue of OCDs. The OCDs shall be converted into equity shares of the Company in the event of exercising the option of conversion by the debenture holder.
Face value	Rs. 1,000/- each
Issue Price	At par
Tenor	20 Years
Security	The OCDs shall be unsecured
Coupon Rate	The OCDs will not carry any coupon rate
Call Option	Company has a right to call upon for repayment or get it assigned to any investor at any point of time at an agreed discounted rate of 22% p.a. The investors to be identified by the company through a special resolution Such Call Option shall be exercised with a written notice of 15 days at a value determined by discounting the present value with the agreed Discounting Rate.
Discounting Rate	22.00%
Voting Rights	The OCDs shall not carry any voting rights. The equity shares allotted upon conversion of the OCDs shall carry the same voting rights as are available on the existing equity shares of the Company.
Transferability	Company has a right to call upon for repayment or get it assigned to any investor at any point of time at an agreed discounted rate of 22% p.a.

