

PRIUS COMMERCIAL PROJECTS PRIVATE LIMITED

CIN: U45200DL2006PTC156368

Regd. Office: D-3, District Centre, Saket, New Delhi – 110017

SUMMARY TERM SHEET

Issuer	Prius Commercial Projects Private Limited
Issue Size	44,07,446 (forty-four lakh seven thousand four hundred and forty six only) non-convertible, unsecured, redeemable debentures of face value of Rs. 1000/- (Rupees one thousand only) each, aggregating to Rs. 440,74,46,000/-
Objects of the Issue	Issuance Of non-convertible debentures to resolution applicants upon conversion of the Related Party Financial Debt acquired as per the terms of the approved resolution plan dated January 4, 2021 <i>vide</i> order of the NCLT
Instrument	44,07,446 (forty-four lakh seven thousand four hundred and forty six only) non-convertible, unsecured, redeemable debentures of face value of Rs. 1000/- (Rupees one thousand only) each (NCD2)
Nature and status of Bonds	Non-Convertible, Unsecured, Redeemable Debentures
Issuance Mode	Demat
Convertibility	Non-Convertible
Trading Mode	NA
Credit Rating	NA
Face Value	Rs. 1000/-
Premium/ Discount on Issue	NA
Issue Price	Rs. 440,74,46,000
Premium/ Discount on redemption	NA
Maturity	NA
Redemption/ Maturity Date	20 (twenty) years i.e.02.03.2041
Lock-in Period	NA
Minimum Application	NA

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Put Option	After expiry of 4 (four) years 10 (ten) months from the Deemed Date of Allotment, the Debenture Holders shall have a right to seek early redemption of all or part of the Debentures by the Company
Call Option	NA
Call Option Price	NA
Call Notification Time	NA
Coupon Rate	No interest
Step Up/ Step Down Coupon Rate	NA
Coupon Payment Frequency	N.A.
Coupon / Interest Payment Date	NA
Coupon Type	NA
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc)	NA
Default Interest Rate	NA
Day Count Basis	365 days
Interest on Application Money	NA
Listing	Unlisted
Trustees	NA
Depository	National Securities Depository Limited
Registrars	Linkintime India Private Limited
Settlement	NA

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Business Day Convention	NA
Record Date	seven (7) Business Days prior to the proposed date of payment.
Payment Mode	Other Than Cash Upon conversion of the Related Party Financial Debt acquired as per the terms of the approved resolution plan dated January 4, 2021 <i>vide</i> order of the NCLT
Eligible Investors	Kotak Special Situations Fund and Elita Capital Advisors LLP
Non-Eligible classes of Investors	NA
Transaction Documents	Debenture Agreement (“DA”)
Conditions precedent to allotment of Bonds	As per Annexure 2
Conditions subsequent to allotment of Bonds	As per Annexure 3
Cross Default	NA
Role and Responsibilities of Trustees	NA
Governing Law and Jurisdiction	India
Additional Covenants	-
Applicable RBI Guidelines	-
Prohibition on Purchase/ Funding	-

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of Bonds	
Issue Opening Date	N.A.
Issue Closing Date	N.A.
Pay In Dates	N.A.
Date of Allotment	02.03.2021

For Prius Commercial Projects Private Limited

Authorised Signatory

Date: 03.03.2021

Place: New Delhi

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ANNEXURE – 2

CONDITIONS PRECEDENT

The Company shall provide/fulfil the following documents/conditions prior to the Closing Date and shall provide all necessary confirmations or the documents and / or evidence of compliance with the said conditions:

1. CORPORATE AUTHORIZATIONS AND DOCUMENTS

(a) Monitoring Committee Resolutions of the Company

A certified true copy of the resolutions of the Monitoring Committee inter alia:

- (i) approving the conversion of Related Financial Creditors Debt and allotment of the Debentures in accordance with the terms of the Transaction Documents;
- (ii) approving the terms of, and the transactions contemplated by, the Transaction Documents to which it is a party and resolving that it execute the Transaction Documents to which it is a party; and
- (iii) authorising a specified Person or Persons, on its behalf, to execute, sign and / or dispatch all documents and notices to be signed and / or dispatched by it under or in connection with the Transaction Documents to which it is a party.

2. THE TRANSACTION DOCUMENTS

- (i) Execution, registration and stamping (as may be necessary) of other Transaction Documents in the form and format as acceptable to the Debenture Holders.
- (ii) Due and valid execution and / or issuance of any documents, notices, communications and agreements that may be required under any of the Transaction Documents to be executed on or prior to the conversion and allotment of the Debentures by the Debenture Holders.

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ANNEXURE – 3

CONDITIONS SUBSEQUENT

The Company hereby irrevocably and unconditionally, and undertake to do the following:

1. DEMATERIALISATION OF THE DEBENTURES

The Company shall enter into depository arrangements with the Depository for the conversion of the Debentures in dematerialized form. The Debentures shall be credited to the demat account of such Debenture Holders specified by the Debenture Holders in writing, in not more than 60 (sixty) days from Closing Date.

2. OTHER FILINGS WITH THE ROC

- (a) File with the ROC the offer letter and Form PAS- 5 (as provided for under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and deliver to the Debenture Holders, acknowledged copies of such filing along with payment challan for the same, within 30 (thirty) days from the Closing Date.
- (b) The Company shall file with the Registrar of Companies (ROC) the Form PAS – 3 (as provided for under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and deliver to the Debenture Holders, acknowledged copies of such filing along with payment challan for the same, within 15 (fifteen) days from the Closing Date.
- (c) File form MGT- 14 with the ROC with respect to the resolutions passed hereunder and/or in connection with the Transaction Documents and any aspects thereof and deliver to the Debenture Holders, acknowledged copies of such filing along with payment challan for the same, within 30 (Thirty) days from the Closing Date.
- (d) The Company shall make all other necessary filings with the ROC as required in accordance with Applicable Law and deliver to the Debenture Holders, acknowledged copies of such filings along with payment challan for the same, within a period of 30 (Thirty) days from the Closing Date.