

Issuer	Sanghi Industries Limited
Issue Size	Rs. 256 crores
Objects of the Issue	For refinancing NCD held by Piramal
Instrument	Listed Secured Redeemable Non-Convertible Debentures ("Debentures" / "NCDs")
Nature and status of Bonds	Secured
Issuance Mode	Private placement to eligible investors
Convertibility	Non Convertible
Trading Mode	Demat only
Credit Rating	ICRA Limited [ICRA] A- (pronounced as ICRA A minus)
Face Value	Rs. 10,00,000 (Rupees Ten Lakhs only) per NCD
Premium/ Discount on Issue	N.A.
Issue Price	At Par. Each NCD will be issued at its Face Value of Rs. 10,00,000 (Rupees Ten Lakhs) only
Premium/ Discount on redemption	N.A.
Maturity	7 th March 2023
Redemption/ Maturity Date	7 th March 2023 (Final Redemption Date)
Lock-in-Period	N.A.
Minimum Application	1 NCD and in multiples of 1 NCDs thereafter
Put Option	N.A.
Call Option	N.A.
Call Option Price	N.A.
Call Notification Time	N.A.
Coupon Rate	10.50% Per annum payable semi annually
Step Up/ Step Down Coupon Rate	<p>In the event of a rating downgrade of the Issuer / Debentures issued by the Issuer by any rating agency, and the Investors do not exercise their option to demand an accelerated redemption of the NCDs, the coupon will be increased by 0.50 % p.a. for every notch rating downgrade.</p> <p>The increased Coupon Rate shall be effective on and from the date on which the downgrade / new assignment occurs by any of the rating agencies (whether publicly or privately).</p> <p>At all times, the revised Coupon Rate shall apply on and from the date of such revision in credit rating.</p> <p>For the avoidance of doubt, it is hereby clarified that the revision of Coupon Rate as aforesaid, shall be determined on the basis of the lowest rating assigned by the Rating Agencies.</p>
Coupon Payment	Semi - Annual

Frequency	
Coupon / Interest Payment Date	10.50% per annum
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc)	Refer "Step Up Coupon Rate" above
Default Interest Rate	<ul style="list-style-type: none"> • Amounts unpaid on due date will attract default rate at 2.00% per annum, from the date on which such payment is actually due to the date on which the relevant overdue amounts are repaid. • In case of delay in execution of the Debenture Trust Deed or other Financing Documents or the Security is not perfected within the timelines specified therefor, Issuer will pay additional interest (over and above the Coupon payable) at the rate of 2.00% p.a. of the principal amounts outstanding in respect of the Debentures till these conditions are complied with • In case of delay in listing of debt securities beyond 20 days from Deemed Date of Allotment, the Issuer shall pay additional interest (over and above the Coupon payable) at the rate of 1.00% p.a. of the principal amounts outstanding in respect of the Debentures from expiry of 30 (Thirty) calendar days from the Deemed Date of Allotment till the listing of such debt securities • Any breach of covenants / undertakings / conditions under the Transaction Documents not cured within the agreed cure period (if any) for that breach, will attract default rate at 1.00% per annum except in case of breach of financial covenants where default rate at 2% per annum will be applicable, from the date on which such breach has occurred till the breach is cured or the NCDs are redeemed fully, whichever is earlier. <p>The default interest payable by the Issuer shall be required to be paid on the immediately succeeding Coupon Payment Date.</p>
Day Count Basis	Actual
Interest on Application Money	N.A.
Listing	BSE Limited
Trustees	IDBI Trusteeship Services Limited
Depository	NSDL and CDSL
Registrars	LINK INTIME INDIA PRIVATE LIMITED
Settlement	Demat
Business Day Convention	Business days in Mumbai.
Record Date	15 days prior to each Coupon Payment / Put Option / Call Option / Redemption Date.
Payment Mode	Semi - Annual
Eligible Investors	<ul style="list-style-type: none"> • Companies and bodies corporate including public sector undertakings

	<ul style="list-style-type: none"> Scheduled commercial banks Urban / Central / State / District / Primary Co-operative Banks Regional rural banks Financial institutions including development financial institutions Insurance companies Mutual funds Provident funds, pension funds, superannuation funds and gratuity funds Other Government / Non-Government Agencies / Boards / Institutions Any other investor(s) authorised to invest in these Debentures, subject to the compliance with the relevant regulations/guidelines applicable to them for investing in this Issue.
Non-Eligible classes of Investors	Other than Eligible Investors
Transaction Documents	<p>Transaction documentation customary to facilities of this nature, including but not limited to the following, are made available to Investor and Debenture Trustee on or prior to the Issue Date:</p> <ul style="list-style-type: none"> Signed Disclosure Document including the signed summary term sheet; PAS-4 Board Resolution authorizing the borrowing via NCDs; Special Shareholders' Resolution authorizing the issue of NCDs; Authorised Signatory List; Rating Letter; Rating Rationale; Debenture Trustee Consent Letter; Debenture Trusteeship Agreement; Tripartite agreement between the Issuer Registrar and NSDL for issue of Debentures in dematerialized form; Listing Agreement with the stock exchange where the NCDs are proposed to be listed; In-principle approval to list the debentures from the exchange where the NCDs are proposed to be listed; In addition to above, the Issuer shall provide a copy of the executed Debenture Trust Deed to the Investors and Debenture Trustee not later than 60 days from the Deemed Date of Allotment.
Conditions precedent to subscription of Bonds	<p>Customary to facilities of this nature, the Issuer shall provide documents in form and substance satisfactory to the Debenture Trustee, including but not limited to:</p> <ul style="list-style-type: none"> Certified true copy of the memorandum of association (including the certificate(s) of incorporation) and articles of association of the Issuer; Certified true copy of the resolution passed by the Board under Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, dated 3rd February, 2018, authorizing this issue of Debentures and authorizing execution of all issue related documents; Certified true copy of the special resolution of the shareholders of the Issuer dated 3rd March, 2018 passed in accordance with Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013; Authorized Signatory List with specimen signatures

	<ul style="list-style-type: none"> • Certificate from an independent chartered accountant / Company Secretary of the issuer dated [●], stating that the borrowings of the Issuer (including by the way of this Issue) does not breach the borrowing limit of the Issuer • Credit Rating Letter dated 27th February 2018 from ICRA Ltd. assigning the rating of [ICRA] A- (pronounced as ICRA A minus) for the Debentures, being issued less than one month prior to the Issue Opening Date • Consent Letter from the Debenture Trustee bearing no No./s 9678/ITSL/OPR/CL/17-18/1046 dated February 26, 2018 . • Consent Letter from the Registrar to the Issue issued on [●] • In-principle approval from the stock exchange dated [●], to list this NCD issue on the stock exchange • Signed of Information Memorandum and PAS-4 • Certified true copy of the latest financial statements of the Issuer • Undertaking from the Company stating that no Event of Default has occurred and is continuing • Undertaking from the Company stating that the funds will be used for purposes permitted by RBI for Bank Finance. Issuer undertakes not to use the proceeds for investment in any capital market, real estate, on lending, speculative purposes and other activities not permitted by RBI for bank finance. NCD proceeds will not be used for on-lending or investment in Group Companies, Associates, SPV and JVs. • Execution of transaction documents in form and manner mutually acceptable to Sole Arranger & Issuer & Investor.
Conditions subsequent to subscription of Bonds	<ul style="list-style-type: none"> • The Issuer shall issue the Letters of Allotment / Debentures in dematerialized form to the credit of the demat account (s) of the investor(s) within 2 working days from the Deemed Date of Allotment. • The Issuer will submit listing documents to the BSE and ensure that the NCDs are listed on the exchange within 14 days from the Deemed Date of Allotment. • Enter the names of the Debenture Holders into the register of Debenture Holders in Form MGT 2 of the Companies (Management and Administration) Rules, 2014 within 7 days from the date of the resolution of the COD for the allotment of the Debentures; • A copy of the Form PAS-5 of the PAS Rules in respect of the issue of Debentures along with a copy of the Information Memorandum shall be filed with the ROC with fee as provided in Companies (Registration Offices and Fees) Rules, 2014 and SEBI within a period of 30 (thirty) days of circulation of this Information Memorandum. • The Issuer shall file a return of allotment of securities under Section 42 of the Companies Act, 2013 with the ROC within 15 (fifteen) days of allotment in Form PAS-3 of the PAS Rules and with the fee as provided in the Companies (Registration Offices and Fees) Rules, 2014 along with a complete list of all Debenture Holders • Comply with Financial and Other Covenants and all other conditions set forth

	<p>in the Debenture Trust Deed</p> <ul style="list-style-type: none"> The Issuer shall provide a copy of the executed and registered trust deed (to the satisfaction of the investors) to the investors and arrangers not later than [60] days from the Deemed Date of Allotment The Issuer shall file Form CHG-9 with the relevant Registrar of Companies within 30 (Thirty) days from the date of creation of Security The Issuer shall get the credit rating of the Debentures reviewed and published at least once within a maximum period of 1 year from the immediately previous review of the credit rating by the same rating agency Once issued by the Lenders' Independent Engineer , the Issuer shall provide initial Lenders' Independent Engineer report for proposed project debt covering details of approvals as required for the project being in place Besides the above, the Issuer shall perform all activities whether mandatory or otherwise, as mentioned elsewhere in the Disclosure Document Comply with all the applicable regulatory requirements
Cross Default	Cross default - Other than default under the present issue, if the issuer is in default under the terms and conditions of any issuance's/obligations under other facilities constituting a default and receives such notice of event of default from such lender/investor, then that shall also constitute an event of default under the present issue as well.
Role and Responsibilities of Trustees	Customary to the transaction of this nature
Governing Law and Jurisdiction	The Term Sheet and the Transaction Documents for this NCD issue shall be governed by Indian Law and shall be subject to the jurisdiction of courts of Mumbai
Additional Covenants	N.A.
Applicable RBI Guidelines	The funds will be used for purposes permitted by RBI for Bank Finance. Issuer undertakes not to use proceeds for investment in any capital market, real estate, on lending, speculative purposes and other activities not permitted by RBI for Bank Finance.
Prohibition on Purchase/ Funding of Bonds	N.A.
Issue Opening Date	7 th March 2018
Issue Closing Date	7 th March 2018
Pay In Dates	7 th March 2018
Deemed Date of Allotment	7 th March 2018

Category	Type	Put "Yes" or "No" whichever is applicable for your issue
Unlisted Securities	Plain vanilla Debt	No
	Structured Debt	No
	If Structured Debt give the details	


Sanghi Industries Limited

CIN No. : L18209TG1985PLC005581

Registered Office : P.O. Sanghinagar, Hayatnagar Mandal, R R District, Telangana - 501511.

Tel. : 08415 - 242240 E-mail : companysecretary@sanghiment.com

Website : www.sanghiment.com

Listed Securities	Plain vanilla Debt	Yes
	Structured Debt	No
	If Structured Debt give the details	
ISINs for categories exempted from applicability of ISINs as per SEBI Circular dated 30-June-2017	54EC Capital Gains Bonds	No
	Tier II Bonds by Housing Finance Companies (HFCs)	No
	Tier II Bonds by standalone Primary Dealers (PDs)	No
	Subordinated debt by Insurance Cos.	No
	Basel III bonds issued by Banks	No
	Bonds issued to long term Infrastructure sector and affordable housing by Banks	No
	Perpetual debt issued by Systemically Important Non-Deposit taking NBFCs	No
	Tier II Bonds issued by Non-Systemically Important Non-Deposit taking NBFCs	No



Signature with stamp



Name : Anil Agrawal

Designation : Company Secretary & Compliance Officer

Date : 05.03.2018

Place : Sanghinagar

Sanghi Industries Limited

CIN No. : L18209TG1985PLC005581

Registered Office : P.O. Sanghinagar, Hayatnagar Mandal, R R District, Telangana - 501511.

Tel. : 08415 - 242240 E-mail : companysecretary@sanghiment.com

Website : www.sanghiment.com