

Sundaram-Clayton Limited

Share Transfer Agent

"Jayalakshmi Estates", 1st Floor, No. 29, Haddows Road, Chennai - 600 006.
Phone : 044 - 2827.2233 / 2830 7700 / 2828 4959 Fax : 044 - 2825 7121
CIN : L35999TN1962PLC004792
E-mail : investorscomplaintssta@scl.co.in; sclshares@gmail.com

13th March 2019

National Securities Depository Limited
4th Floor, Trade World
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel
Mumbai - 400 013.

Dear Sir,

**Sub : Corporate Action Information Form – 15% Secured Unlisted
Optionally Convertible Debentures - Class C of Emerald Haven
Town and Country Private Limited with NSDL**

Ref : ISIN – INE01R707047

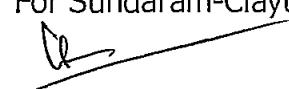
With reference to the above said subject, we wish to execute corporate action to credit the 15% Secured Unlisted Optionally Convertible Debentures (OCD)- Class C.

In this regard the following documents are enclosed for your approval:

1. Corporate Action Information Form;
2. Certified true copy of the Board Resolution for allotment of OCD Class C;
3. Copy of Form No. PAS 3 filed by the company with the Registrar of Companies alongwith copy of ROC counter receipt;
4. List of allottees and Terms and conditions; and
5. RTA letter.

We request you to kindly approve and inform the same at the earliest.

Yours truly
For Sundaram-Clayton Limited


K Raman
Asst. General Manager - Shares

Encl : as above



Sundaram-Clayton Limited

Share Transfer Agent

"Jayalakshmi Estates", 1st Floor, No. 29, Haddows Road, Chennai - 600 006.
Phone : 044 - 2827 2233 / 2830 7700 / 2828 4959 Fax : 044 - 2825 7121
CIN : L35999TN1962PLC004792
E-mail : investorscomplaintssta@scl.co.in; sclshares@gmail.com

13th March 2019

National Securities Depository Ltd.
5th Floor, Trade World
Kamala Mills Compound, Senapati Bapat Marg
Lower Parel, Mumbai 400 013

We hereby certify that the name of the allottees of 15% Secured unlisted Optionally Convertible Debenture – Class C (OCD Class C) of Emerald Haven Town and Country Private Limited to whom the OCD Class C are to be credited in electronic form, to their demat account with NSDL have been verified with the names provided by NSDL, based on the list of the DP Id and Client Ids of the allottees provided by us.

We further certify that the credits are being effected only to those accounts which are in "active" status and where the names and order of names as per the application matched with that of the names and order of the names as provided by NSDL. The details of the Corporate Action are given under:

Sr. No.	ISIN	No. of Records	Quantity
1	INE01R707047	1	2,24,80,824

Yours faithfully,
For Sundaram-Clayton Limited

K Raman
Asst. General Manager - Shares

Regd. Office :
 1st Floor, Greenways Tower, 119,
 St. Mary's Road, Abhiramapuram,
 Chennai 600 018.
 T: (91) 44-2436 1261
 E: corpsec@scl.co.in
 CIN: U45309TN2017PTC118212

EMERALD HAVEN TOWN AND COUNTRY PRIVATE LIMITED

CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

Ref. No. : _____

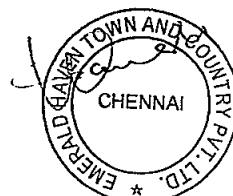
Date: 13th March 2019

To,
 Vice President
 National Securities Depository Limited
 Trade World, A Wing
 Kamala Mills Compound, Lower Parel
 Mumbai – 400013.

We wish to execute corporate action to **credit** the following securities to the accounts in NSDL. The details of the securities allotted are given below:

ISIN	INE01R707047
Security Description	15% SECURED UNLISTED OPTIONAL CONVERTIBLE DEBENTURES. CLASS C. DATE OF CONVERSION 17/01/2026
<i>Allotment Date</i>	18/01/2019
Face Value per security	Rs.10/-
Distinctive Numbers	DC 1 to DC 2,24,80,824
Whether this issue is placed through Electronic Book Provider (EBP) Mechanism	(Yes/No)
If through EBP, name of Electronic Book Provider	-
Funds Settlement (Tick any one as applicable)	<input type="checkbox"/> Through Clearing corporation <input type="checkbox"/> Through Issuer's Escrow Bank
If through Clearing Corporation, name of clearing corporation	-

<i>Allotment Details</i>	<i>No. of records</i>	<i>No. of Securities (Quantity)</i>
Electronic Form – NSDL	1	2,24,80,824
Electronic Form – CDSL	-	-
Physical Form	-	-
Total Allotted	1	2,24,80,824

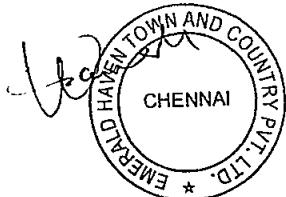


**EMERALD HAVEN TOWN AND
COUNTRY PRIVATE LIMITED
CHENNAI - 600 018**

I, V Ganesh, Director of Emerald Haven Town and Country Private Limited declare that:

the issuer has obtained all the necessary approvals for the aforesaid issue of securities and is in compliance with all the applicable rules and regulations. The allotment is in terms of Board Resolution dated 18th January 2019 (*copy enclosed*).

Signature :



Notes:

1. Enclose a copy of the Board Resolution for allotment of the above securities.
2. Ensure that the above details reach NSDL atleast two days before execution of corporate action.
3. The form should be signed by the Company Secretary or Compliance Officer or Managing Director.
4. After submitting the Corporate Action Information Form and payment of fees to NSDL, you may advise your R & T Agent / Registry Division to execute the corporate action.

Regd. Office :
1st Floor, Greenways Tower, 119,
St. Mary's Road, Abhiramapuram,
Chennai 600 018.
T: (91) 44-2436 1261
E: corpsec@scl.co.in
CIN: U45309TN2017PTC118212

EMERALD HAVEN TOWN AND COUNTRY PRIVATE LIMITED

EXTRACT OF RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF EMERALD HAVEN TOWN AND COUNTRY PRIVATE LIMITED HELD ON FRIDAY, 18TH JANUARY 2019 AT 1ST FLOOR, GREENWAYS TOWERS, NO. 119, ST. MARYS ROAD, ABHIRAMAPURAM, CHENNAI 600 018

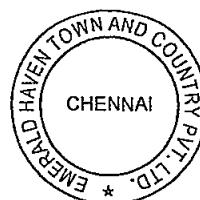
CONSIDERING AND APPROVING THE ALLOTMENT OF 15% SECURED OPTIONALLY CONVERTIBLE DEBENTURES (OCD) AND AUTHORIZING DIRECTORS / OFFICIALS OF THE COMPANY IN THIS REGARD

RESOLVED THAT pursuant to the approval of the shareholders at the extra-ordinary general meeting held on 12th January 2019 and the provisions of Section 39, 71 and other provisions, applicable, if any, of the Companies Act, 2013 read with the Companies (Prospectus and allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any statutory enactment, modification etc. thereto, the consent of the Board of Directors of the Company be and is hereby accorded for an allotment of 2,24,80,824 15% Secured Optionally Convertible Debentures (OCDs) of Rs. 10/- each to the following allottee from whom the Company has received share application money aggregating Rs. 22,48,08,240 (Rupees Twenty Two Crores Forty Eight Lakhs Eight Thousand Two Hundred and Forty Only), as per the details mentioned herein below:

S.No.	Name of the proposed offeree	Class of OCDs	Face Value (In Rs.)	No. of OCDs offered	Amount (In Rs.)
1.	Emerald Haven Realty Limited	C	10	2,24,80,824	22,48,08,240
			Total	2,24,80,824	22,48,08,240

RESOLVED FURTHER THAT the approval of the board be and is hereby accorded for –

- creating security ranking first and exclusive charge in favour SBICAP Trustee Company Limited the Debenture Trustee on all or some of the assets of the Company by way of mortgage or otherwise pursuant to the agreement, as amended from time to time to secure Class C and Class D OCD, together with interest, redemption premium, default put redemption amount at the respective agreed rates, and all other costs, charges and expenses and all other monies payable by the Company in terms of the agreement, Private Placement Offer Letter, Debenture Trust Deed, mortgage or any other document related to the offer and issue of Class C and Class D OCD entered into / to be entered into *inter-alia* between the Company, ASK Real Estate Special Opportunities Fund – II , Emerald Haven Realty Limited and Debenture Trustee;
- filing the prescribed e-Forms with the Registrar of Companies for the allotment of Class C and Class D OCD and creation of charge; and



**EMERALD HAVEN TOWN AND
COUNTRY PRIVATE LIMITED
CHENNAI - 600 018**

/2/

- making application for admission of respective classes of OCD to the depository system of National Securities Depository Limited ("NSDL") to provide the facility of dematerialization.

RESOLVED FURTHER Mr V Ganesh and Mr K Gopala Desikan, directors, be and are hereby severally authorized to do all such acts and deeds, as may be necessary, in order to give effect to the aforesaid resolutions and to file necessary Return of Allotment in e-Form PAS 3 in terms of Section 39 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 under the Companies Act, 2013 with the Registrar of Companies in respect of the aforesaid allotment and to do such other acts and deeds, as may be necessary in this regard.

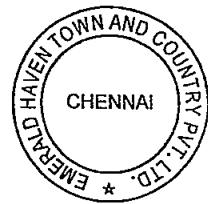
RESOLVED FURTHER THAT Mr V Ganesh and Mr K Gopala Desikan, directors be and are hereby severally authorized to intimate above allotment to depositories and/or R&T agents by submitting necessary documents and to do all such acts, deeds, matters and things which may deem necessary, pertinent, desirable, incidental in this regard.

RESOLVED FURTHER THAT a certified copy of this resolution be furnished, as may be required, under the signatures of any one of the Directors of the Company.

**/CERTIFIED TRUE COPY/
EMERALD HAVEN TOWN AND COUNTRY PRIVATE LIMITED**



**V GANESH
DIRECTOR
DIN: 00424915**



MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7

SRN : H42333153

Service Request Date : 18/01/2019

Payment made into : ICICI Bank

Received From :

Name : VANGIPURAM NAVAINITHAM VENKATANATHAN
Address : SUNDARAM-CLAYTON LIMITED
JAYALAKSHMI ESTATES NO.29 HADDOWS ROAD
CHENNAI, Tamil Nadu
India - 600006

Entity on whose behalf money is paid

CIN: U45309TN2017PTC118212
Name : EMERALD HAVEN TOWN AND COUNTRY PRIVATE LIMITED
Address : 1st Floor, Greenways Towers,
No. 119, St.Marys Road, Abhiramapuram,
Chennai, Tamil Nadu
India - 600018

Full Particulars of Remittance

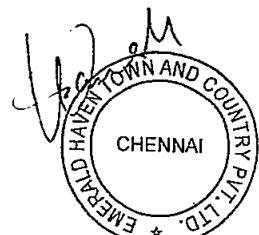
Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form PAS-3	Normal	600.00
	Total	600.00

Mode of Payment: Credit Card- ICICI Bank

Received Payment Rupees: Six Hundred Only

Note -The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)



FORM NO. PAS-3

[Pursuant to section 39(4) and 42 (9) of the Companies Act, 2013 and rule 12 and 14 Companies (Prospectus and Allotment of Securities) Rules, 2014]



Return of Allotment

Form language English Hindi

Refer the instruction kit for filing the form.

1.(a) *Corporate Identity Number (CIN) of company

U45309TN2017PTC118212

Pre-fill

(b) Global Location Number (GLN) of Company

2.(a) Name of the company

EMERALD HAVEN TOWN AND COUNTRY PRIVATE LIMITED

(b) Address of the Registered office of the company

1st Floor, Greenways Towers,
No. 119, St.Marys Road, Abhiramapuram,
Chennai
Chennai
Tamil Nadu
600018

(c) *Email Id of the company

corpsec@scl.co.in

3. Securities allotted payable in cash

*Number of allotments

1

1 (i)* Date of allotment

18/01/2019

(DD/MM/YYYY)

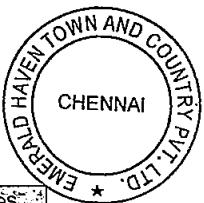
(ii)(a) Date of passing shareholders' resolution

12/01/2019

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

Particulars	<input checked="" type="checkbox"/> Preference shares	<input checked="" type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input checked="" type="checkbox"/> Debentures
Brief particulars of terms and conditions	As per Annexure	As per Annexure		As per Annexure
Number of securities allotted	5,994,886	1,498,722		22,480,824
Nominal amount per security (in Rs.)	10.00	10.00		10.00
Total nominal amount (in Rs.)	59,948,860	14,987,220		224,808,240
Amount paid per security on application (excluding premium) (in Rs.)	10.00	10.00		10.00
Total amount paid on application (excluding premium) (in Rs.)	59,948,860	14,987,220		224,808,240
Amount due and payable on per security on allotment(excluding premium) (in Rs.)	0.00	0.00		
Total amount paid on allotment (excluding premium) (in Rs.)	0.00	0.00		0.00
Premium amount per security due and payable (if any) (in Rs.)	0.00	0.00		0.00
Total premium amount due and payable (if any) (in Rs.)	0.00	0.00		0.00
Premium amount paid per security (if any)	0.00	0.00		0.00
Total premium amount paid (if any) (in Rs.)	0.00	0.00		0.00
Amount of discount per security (if any) (in Rs.)	0.00	0.00		0.00
Total discount amount (if any) (in Rs.)	0.00	0.00		0.00
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)	0.00	0.00		0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)	0.00	0.00		0.00



4. Securities allotted for consideration other than cash

* Number of allotments

(i)* Date of allotment (DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution (DD/MM/YYYY)

(b) SRN of Form No. MGT-14

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Number of securities allotted				
Nominal amount per security (in Rs.)				
Total nominal amount (in Rs.)				
Amount to be treated as paid up on each security (in Rs.)				
Premium amount per security (if any) (in Rs.)				
Total premium amount (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				
Total discount amount (if any) (in Rs.)				

(iv)* Details of consideration

Consideration for which such securities have been allotted	Description of the consideration	Value (amount in Rs.)
(a) Property and assets acquired		
(b) Goodwill		
(c) Services (give nature of services)		
(d) Conversion of Debentures		
(e) Conversion of Loans		
(f) Other items (to be specified)		

(v)* Whether an agreement or contract is executed in writing for allotting securities for consideration other than cash
 Yes No
 (if yes, attach a copy of such agreement or contract).

(vi) Whether valuation report of the Valuated person has been obtained.

Yes No

5. Bonus shares issued

(a) Date of allotment	(DD/MM/YYYY)
(b) Number of bonus shares	
(c) Nominal amount per share (in Rs.)	
(d) Amount to be treated as paid up per share (in Rs.)	
(e) * Date of passing shareholders' resolution	(DD/MM/YYYY)
(f) * SRN of Form No MGT-14	

6. In respect of private placement

(a) Category to whom allotment is made:

- Existing shareholders
- Employee
- Directors
- Qualified Institutional Buyers
- Others

(b) Declaration that in respect of preferential allotment or private placement the company has:

- allotted securities to less than two hundred persons in aggregate in a financial year excluding exempted categories;
- not allotted securities with an application size of less than twenty thousand per person;
- offered such securities through private placement offer letter and no prospectus or any other public advertisement has been issued for the same;
- completed allotment in respect of earlier private placement offers;
- received money payable on subscription of such securities through cheque or demand draft or other banking channels but not in cash;
- made such offers only to the persons whose names were recorded by the company prior to such invitation and such persons have received such offer by name;
- Maintained a complete record of such offers and acceptances in Form No. PAS-5.

7.* Capital structure of the company after taking into consideration the above allotment(s) of shares:

Particulars	Authorized capital of the company	Issued capital of the company	Subscribed capital	Paid up capital
Number of equity shares	7,200,000	6,405,650	6,405,650	6,405,650
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	72,000,000.00	64,056,500.00	64,056,500.00	64,056,500.00
Number of preference shares	27,800,000	25,622,599	25,622,599	25,622,599
Nominal value per preference share	10	10	10	10
Total amount of preference shares	278,000,000.00	256,225,990.00	256,225,990.00	256,225,990.00
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	350,000,000.00	320,282,490.00	320,282,490.00	320,282,490.00

8.* Debt Structure of the company after taking into consideration the above allotment(s) of debentures/ other security:

Particulars	Total number of securities	Nominal value per unit of security	Total amount
Debentures	96,084,747	10	960,847,470
Secured loans			0
Others, specify	0	0	580,802,046

9.* Whether complete list of allottees has been enclosed as an attachment.

Yes No

In case No, then submit the details of all the allottees in a CD separately.

Attachments

1.* List of allottees. Attach separate list for each allotment (refer instruction kit for format). If not attached, then it shall be submitted separately in a CD.

List of attachments
List of Allottees.pdf
Extract of the Resolution.pdf
PAS-5.pdf

2.* Copy of Board or shareholders' resolution.

6. Complete record of private placement offers and acceptances in Form PAS-5.

7. Optional attachment(s), if any.

Declaration

I am authorized by the Board of Directors of the Company vide resolution no * 16 dated * 22/08/2017 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that:

1. All the required attachments have been completely, correctly and legibly attached to this form.
2. The list of allottees is correct and complete as per records of the company.
3. Where the securities are issued other than cash, the contract as well as list of allottees and any other contract of sale, or a contract for services or other consideration in respect of which that allotment is made is attached herewith. If not, then an attachment has been attached by the company mentioning all the particulars of the contract in writing.

* To be digitally signed by

* Designation Director



* Director identification number of the director; OR

DIN or PAN of the manager or CEO or CFO; or
Membership number of the Company Secretary

00067107

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii. All the required attachments have been completely and legibly attached to this form.

* To be digitally signed by



* Chartered accountant (in whole-time practice) or Cost accountant (in whole-time practice) or

Company secretary (in whole-time practice)

* Whether associate or fellow

Associate

Fellow

* Membership number

009035

* Certificate of practice number



Note: Attention is drawn to provisions of Section 448 of the Companies Act, 2013 which provide for punishment for false statement and certification.

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.

Regd. Office :
 1st Floor, Greenways Tower, 119,
 St. Mary's Road, Abhiramapuram,
 Chennai 600 018.
 T: (91) 44-2436 1261
 E: corpsec@scl.co.in
 CIN: U45309TN2017PTC118212

**EMERALD HAVEN TOWN AND COUNTRY
 PRIVATE LIMITED**

**LIST OF ALLOTTEES
 15% SECURED OPTIONAL CONVERTEB DEBENTURES (OCDs)**

Table A

Name of the Company	EMERALD HAVEN TOWN AND COUNTRY PRIVATE LIMITED
Date of allotment	18/01/2019
Type of securities allotted	15% Secured Optionally Convertible Debentures (OCD)
Nominal Amount per security (In Rs.)	10/-
Premium/ (Discount) amount per security (in Rs.)	
Total number of allottees	1
Brief particulars in respect of terms and condition, voting rights etc.	As per Annexure

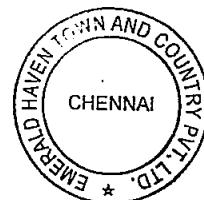
Table B
 (List of allottees, applicable in case of allotment of securities payable in cash)

S. N o.	Name & occupation of Allottee	Address of Allottee	Nationality of the Allottee	Number of OCD allotted	Total amount paid (including premium) (in Rs.)	Total amount to be paid on calls (including premium) outstanding (in Rs.)
1.	Emerald Haven Realty Limited	1 st Floor, Greenways Tower, 119, St. Mary's Road, Abhiramapuram, Chennai 600 018.	India	2,24,80,824	22,48,08,240	Nil
Total				2,24,80,824	22,48,08,240	Nil

**/CERTIFIED TRUE COPY/
 EMERALD HAVEN TOWN AND COUNTRY PRIVATE LIMITED**



V GANESH
 DIRECTOR
 DIN: 00424915



**EMERALD HAVEN TOWN
AND COUNTRY PRIVATE LIMITED
CHENNAI - 600 018**

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Annexure

TERMS AND CONDITIONS OF OCDs

Terms of Class C Debentures

1. Each Class C Debenture will be of the face value of Rs. 10/- (Rupees Ten only) per debenture and shall be cumulative in nature.
2. Each holder of Class C Debentures shall, if it requires a physical certificate in the first instance, be entitled in respect of all such Class C Debentures held by it to 1 (one) certificate, signed by the authorised signatory of the Company, stating the number and amount of such Class C Debentures held by it. On a request made by any of the holders of Class C Debentures, the debenture certificate held by it can be sub-divided or consolidated, as the case may be, and the Company shall not charge any fees for such sub-division of such certificate or for consolidation except stamp duty (if any) payable on the fresh certificate. Every debenture certificate shall bear a distinctive number.
3. The Company shall maintain a register of debenture holders at its registered office that will be open for inspection at all times on a request made to it by any holder of Class C Debentures. The Class C Debentures shall be transferable in the manner provided in Clause 12 of the Agreement. It is hereby agreed to by the Company that in the event of a conflict between: (i) the persons who are mentioned as the holders of Class C Debentures in the register of debenture holders, and (ii) the persons who are the bearers of Class C Debentures, the Company shall recognise the latter as the owners of the Class C Debentures and they shall be entitled to the rights and benefits specified in this Agreement and the Transaction Documents, provided that the Class C Debentures have been transferred to such person in accordance with the provisions of the Agreement.
4. If the debenture certificate is worn out, mutilated, torn or defaced or if there is no additional space for endorsement of transfer, then upon production and/or surrender thereof to the Company, the Company shall cancel the same and issue a new certificate in lieu thereof. If any debenture certificate is lost, stolen or destroyed then, upon proof thereof shall issue a new certificate.
5. Conversion of Class C Debentures

The Class C Debentures shall (including in the event of occurrence of a Manapakkam Project Event of Default) be optionally convertible into an equal number of Equity Shares at par, at such time as may be mutually agreed between the Investor and EHRL. It is agreed that the Class C Debentures shall, at all time, convert into Equity Shares simultaneously with the conversion of Class D Debentures into Equity Shares.

6. Interest and Redemption of Class C Debentures

These Class C Debentures shall carry coupon at the rate of 15% (Fifteen percent) per annum. These Class C Debentures shall be redeemed simultaneously along with payment of principal sums and redemption premium in the same proportion

**EMERALD HAVEN TOWN
AND COUNTRY PRIVATE LIMITED
CHENNAI - 600 018**

/3/

as the redemption of Class D Debentures, save and except upon the occurrence of a Manapakkam Project Event of Default when it would be redeemed after the redemption of the Class D Debentures and after such Class D Debentures have been paid all interest / coupon payable on such Debentures (which shall be such amount in accordance with Clauses 15.5 and 15.6 of the Agreement that results in the holder of the Class D Debentures having received a sum equal to the Default Put Redemption Amounts). The principal value outstanding of any Class C Debenture shall if not redeemed earlier be redeemed on the 7 (seventh) anniversary of the relevant Issuance Date of such Class C Debenture. The debenture premium over above coupon as aforesaid shall be up to 15% (fifteen percent) IRR at any point of time.

7. Voting Rights

The Class C Debentures shall not carry any voting rights except on matters where the terms attached to the Debentures are sought to be amended.

8. Preference in case of Liquidation / Event of Default

The Class C Debentures shall rank senior to the Equity Shares and OCRPS and upon the occurrence of a Manapakkam Project Event of Default they shall rank junior to Class D Debentures.

oOo

Regd. Office :
 1st Floor, Greenways Tower, 119,
 St. Mary's Road, Abhiramapuram,
 Chennai 600 018.
 T: (91) 44-2436 1261
 E: corpsec@scl.co.in
 CIN: U45309TN2017PTC118212

**EMERALD HAVEN TOWN AND COUNTRY
 PRIVATE LIMITED**

Form PAS-5

(Section 42(7) and Rule 14(3) of Companies (Prospectus and Allotment of Securities) Rules, 2014)

Record of a private placement offer to be kept by the Company

Name of the Company	EMERALD HAVEN TOWN AND COUNTRY PRIVATE LIMITED
Registered office of the Company	1 st Floor, Greenways Towers, No. 119, St. Mary's Road, Abhiramapuram, Chennai 600 018
CIN	U45309TN2017PTC118212

Details of private placement offer

Date when approval of the relevant authority (board or the shareholders, as the case may be) obtained for the current Private Placement Offer Letter	Shareholders : 12 th January 2019
Amount of the offer	2,24,80,824 15% Optionally Convertible Debentures (OCD) amounting to Rs. 22,48,08,240
Date of circulation of private placement offer letter	12 th January 2019

Following details (in a tabulate statement) of the persons to whom private placement offer letter has been circulated:

(i)	Name	Emerald Haven Realty Limited
(ii)	Father's Name	-
(iii)	Complete Address	1st Floor, Greenways Tower, 119, St. Mary's Road, Abhiramapuram, Chennai 600 018.
(iv)	Phone number	-
(v)	Email ID	-

Initial of the officer of the Company designated to keep the Record

V Ganesh
 Director
 DIN: 00424915

