

SINDPHAL POWER DEVELOPMENT PRIVATE LIMITED
CIN: U40109MH2018PTC310105

CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

Ref. No. : 02/2019-20

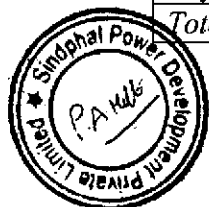
Date : 03-12-2019

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	INE04QH08025
Security Description	Compulsorily Convertible Debentures
Allotment Date	27 th March, 2019
Face Value per security	Rs. 1,00,00,000/-
Distinctive Numbers	126-180
Whether this issue is placed through Electronic Book Provider (EBP) Mechanism	No
If through EBP, name of Electronic Book Provider	NA
Funds Settlement (Tick any one as applicable)	<input type="checkbox"/> Through Clearing corporation <input checked="" type="checkbox"/> Through Issuer's Escrow Bank
If through Clearing Corporation, name of clearing corporation	NA

<i>Allotment Details</i>	<i>No. of records</i>	<i>No. of Securities (Quantity)</i>
Electronic Form – NSDL	01	55
Electronic Form – CDSL	NA	NA
Physical Form	NA	NA
Total Allotted	01	55



SINDPHAL POWER DEVELOPMENT PRIVATE LIMITED

Regd. Office: Fortune Terrace, 11th Floor, A-wing, Plot C.T.S.no.657 & 658, New Link, Andheri (west), Mumbai-400053

Contact no.-+91-22-62269200

Page 1 of 2

SINDPHAL POWER DEVELOPMENT PRIVATE LIMITED

CIN: U40109MH2018PTC310105

I, Pravin Mehta, Director of Sindphal Power Development 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 27th March, 2019 (*copy enclosed*)

P. A. Mehta

Pravin Mehta
Director
Din: 07998113



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.

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SINDPHAL POWER DEVELOPMENT PRIVATE LIMITED
CIN: U40109MH2018PTC310105

December 02, 2019

To
Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W)
Mumbai 400 078

Kind Attn: Mr. Ganesh Jadhav

Sub: Beneficiary Account details for [Security Name]

Please find below mentioned the list of allottees for the above mentioned subject;

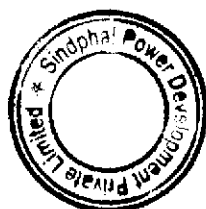
Sr. No.	ISIN	Beneficiary Name	Qty.	DP ID	Client ID
1	INE04QH 08025	Vaayu Renewable Energy (India) Private Limited	55	IN303719	11068450

Kindly carry out appropriate procedures for crediting the aforesaid accounts.

Your sincerely
For Sindphal Power Development Pvt. Ltd

P. A. Mehta

Pravin Mehta
Director
DIN : 07998113



SINDPHAL POWER DEVELOPMENT PRIVATE LIMITED

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SINDPHAL POWER DEVELOPMENT PRIVATE LIMITED
CIN: U40109MH2018PTC310105

Date: 2-12-2019

To,

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

Subject:- Issue of Non-Convertible Debentures ('NCD'/'Debentures') under Fresh ISIN No. INE04QH08025

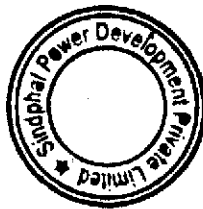
Dear Sir,

We reference to above subject we intends to issue Compulsorily Convertible Debentures under Fresh ISIN No. INE04QH08025 allotment Date 27th March, 2019 this is fresh ISIN, hence Annexure copy is not applicable for same.

Request you to please process the online corporate action.

For **SINDPHAL POWER DEVELOPMENT PRIVATE LIMITED**

P.A. Mehta
Pravin Mehta
Director
Din: 079981113



SINDPHAL POWER DEVELOPMENT PRIVATE LIMITED

Regd. Office: Fortune Terrace, 11th Floor, A-wing, Plot C.T.S.no.657 & 658, New Link, Andheri (west), Mumbai-400053

Contact no.-+91-22-62269200

FORM NO. PAS-3



Return of Allotment

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

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

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

U40109MH2018PTC310105

Pre-fill

(b) Global Location Number (GLN) of Company

2.(a) Name of the company

SINDPHAL POWER DEVELOPMENT PRIVATE LIMITED

(b) Address of the Registered office of the company

No. 1102(3), 11th Floor, Fortune Terrace
New Link Road, Andheri (West),
MUMBAI
Mumbai City
Maharashtra
400053

(c) *Email ID of the company

ipp.compliance@vwinfrastruktur.com

3. Securities allotted payable in cash

*Number of allotments

1

1 (i)* Date of allotment

27/03/2019

(DD/MM/YYYY)

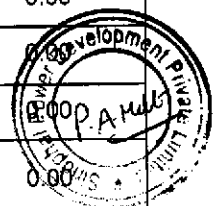
(ii)(a) Date of passing shareholders' resolution

20/03/2019

(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 checked="" type="checkbox"/> Debentures
Brief particulars of terms and conditions				Compulsory convertible Debentures
Number of securities allotted				55
Nominal amount per security (in Rs.)				1,0000000.00
Total nominal amount (in Rs.)				550,000,000
Amount paid per security on application (excluding premium) (in Rs.)				1,0000000.00
Total amount paid on application (excluding premium) (in Rs.)				550,000,000
Amount due and payable on allotment per security (excluding premium) (in Rs.)				0.00
Total Amount payable on allotment (excluding premium) (in Rs.)				0.00
Premium amount per security due and payable (if any) (in Rs.)				0.00
Total premium amount due and payable (if any) (in Rs.)				0.00
Premium amount paid per security (if any)				0.00
Total premium amount paid (if any) (in Rs.)				0.00
Amount of discount per security (if any) (in Rs.)				
Total discount amount (if any) (in Rs.)				
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				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

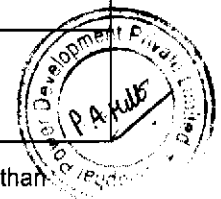
(DD/MM/YYYY)

(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
(if yes, attach a copy of such agreement or contract). ☐ Yes ☐ No

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

☐ Yes ☐ No

5. Bonus shares issued

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

6. In respect of private placement

(a) Category to whom allotment is made:

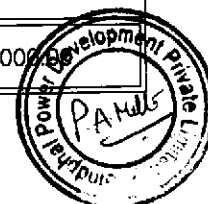
- ☐ Existing shareholders
☐ Employee
☐ Directors
☐ Qualified Institutional Buyers
☒ Others

(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;
☒ 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	1,000,000	1,000,000	1,000,000	1,000,000
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	10,000,000.00	10,000,000.00	10,000,000.00	10,000,000.00
Number of preference shares	0	0	0	0
Nominal value per preference share				
Total amount of preference shares				
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	10,000,000.00	10,000,000.00	10,000,000.00	10,000,000.00



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	180	10000000	1,800,000,000
Secured loans			0
Others, specify	0	0	0

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

List of 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.

Attach

2.* Copy of Board or shareholders' resolution.

Attach

list of Allottees.pdf
BR_Allotment.pdf
PAS-5.pdf

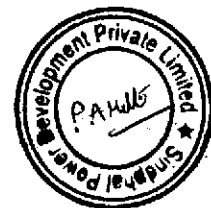
6. Complete record of private placement offers and acceptances in Form PAS-5.

Attach

Remove attachment

7. Optional attachment(s), if any.

Attach



Declaration

I am authorized by the Board of Directors of the Company vide resolution no * 05 dated * 27/03/2019 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

ASHUTOS
H
PRAKASH
RAHANE

* Director identification number of the director; or
DIN or PAN of the manager or CEO or CFO; or
Membership number of the Company Secretary

07842771

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

REEMA
ANIL
TAYSHET
E

- * ☐ Chartered accountant (in whole-time practice) or ☐ Cost accountant (in whole-time practice) or
☒ Company secretary (in whole-time practice)

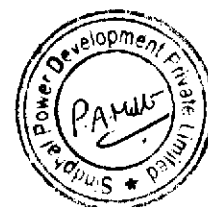
* Whether associate or fellow ☒ Associate ☐ Fellow

* Membership number

30217

* Certificate of practice number

15909



Note: Attention is also drawn to provisions of Section 448 of the Act 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.

MINISTRY OF CORPORATE AFFAIRS

RECEIPT

G.A.R.7

SRN : H81805376

Service Request Date : 09/08/2019

Payment made into : ICICI Bank

Received From :

Name : REEMA ANIL TAYSHETE

Address : 2/B/3, N.M.M. Society
Mumbai - Puna Road kalwa
Thane, Maharashtra
IN - 400605

Entity on whose behalf money is paid

CIN: U40109MH2018PTC310105

Name : SINDPHAL POWER DEVELOPMENT PRIVATE LIMITED

Address : No. 1102(3), 11th Floor, Fortune Terrace
New Link Road, Andheri (West),
MUMBAI, Maharashtra
India - 400053

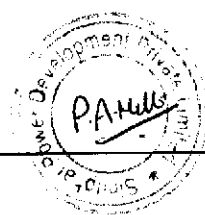
Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form PAS-3	Normal	600.00
	Additional	6000.00
Total		6600.00

Mode of Payment: Internet Banking - ICICI Bank

Received Payment Rupees: Six Thousand 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)

SINDPHAL POWER DEVELOPMENT PRIVATE LIMITED

CIN: U40109MH2018PTC310105

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF SINDPHAL POWER DEVELOPMENT PRIVATE LIMITED HELD ON WEDNESDAY, 27th MARCH, 2019 AT THE REGISTERED OFFICE OF THE COMPANY AT No.1102 (3), 11TH FLOOR, FORTUNE TERRACE NEW LINK ROAD, ANDHERI (W), MUMBAI- 400053

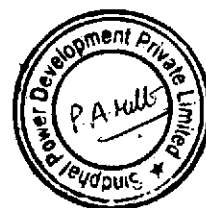
ALLOTMENT OF COMPULSORILY CONVERTIBLE DEBENTURES (CCDS) OF RS.1,00,00,000/- EACH

"RESOLVED THAT pursuant to the provisions of Section 42, Section 71 and other applicable provisions of the Companies Act, 2013 and Companies (Prospectus and Allotment of Securities) Rules, 2014, Company do allot following Compulsorily Convertible Debentures (CCDS) to the following applicant who has applied in response to the Private Placement Offer Letter dated 21st March, 2019 on terms and Conditions stated therein:

Sr. No.	Name of Allottees	No. of CCDs allotted	Face Value per CCDs (In Rs.)	Full consideration amount of CCDS allotted (In Rs.)	Total amt.to be paid on calls (including premium outstanding(in Rs.)
1	Vaayu Renewable Energy (India) Pvt. Ltd.	55	1,00,00,000/-	55,00,00,000/-	Nil

RESOLVED FURTHER THAT the Debenture Certificates in respect of CCDs allotted as aforesaid be issued to the said Allottee under the Common Seal of the Company and the same be signed by any two Directors of the Company and Mrs. Minakshi Mehra as authorized signatory of the Company.

RESOLVED FURTHER THAT necessary entries in respect of issue and allotment of aforesaid shares be made in the Register of Members pursuant to provision of section 88(1)(a) of Companies Act, 2013 read with rule 3(1) of the Companies (Management and Administration) Rule, 2014



SINDPHAL POWER DEVELOPMENT PRIVATE LIMITED

Regd. Office: Fortune Terrace, 11th Floor, A-wing, Plot C.T.S.no.657 & 658, New Link, Andheri (west), Mumbai-400053

Contact no. -+91-22-62269300

SINDPHAL POWER DEVELOPMENT PRIVATE LIMITED

CIN: U40109MH2018PTC310105

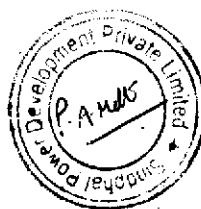
RESOLVED FURTHER THAT Certified true copy of the aforesaid resolution duly Signed by any one of the Directors of the Company be submitted to the concerned authority as and when required.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to file necessary Form for Allotment of Compulsorily Convertible Debentures (CCDS) with the Registrar of Companies and to do all acts and deeds in this regard."

For Sindphal Power Development Private Limited

P.A. Mehta

Pravin Mehta
Director
Din: 07998113



SINDPHAL POWER DEVELOPMENT PRIVATE LIMITED

Regd. Office: Fortune Terrace, 11th Floor, A-wing, Plot C.T.S.no.657 & 658, New Link, Andheri (west), Mumbai-400053

Contact no. - +91-22-62269300

BINDING TERM SHEET

This binding Term Sheet is executed at Mumbai on 25th February, 2019 between:

Sindphal Power Development Private Limited, a Company incorporated under the Companies Act, 2013, having its registered office at 1102(3), Fortune Terrace, Link Road Andheri West, Mumbai 400053 (Hereinafter referred to as the "Company") as **Party of the First Part**;

AND

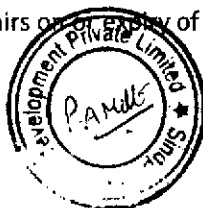
Vaayu Renewable Energy (India) Private Limited, a Company registered under the Companies Act 1956, having its registered office at 1102(3), Fortune Terrace, Link Road Andheri West, Mumbai 400053 is in the business of generation of Power using renewable source of energy (Hereinafter referred to as the "VRE India") as **Party of the Second Part**;

Party of the First Part and Party of the Second Part are hereinafter collectively referred to as "**Parties**" and individually referred to as the "Party".

- A. The Company is in the business of the setting up the wind farm power projects.
- B. VRE India is in renewable energy business.
- C. The Company has proposed to raise the funds by way of Compulsorily Convertible Debentures and the Investor proposes to subscribe to the CCDs on the mutually agreed terms.

AND WHEREAS THE PARTIES HAVE DECIDED TO EXECUTE THIS BINDING TERM SHEET ON THE FOLLOWING TERMS:-

1. This term sheet shall be binding on the parties hereto for a period of 120 days from the date of execution of this term sheet (**Validity Period**)
2. The Company shall obtain necessary approvals for the issuance of the Compulsorily Convertible Debentures as mutually agreed between the Parties hereto and shall complete the following on or before expiry of the Validity Period:-
 - a. The Company shall obtain the approval of the Shareholders of the Company
 - b. The Company shall comply with necessary compliance under the Companies Act 2013 and rules thereto.
 - c. The Company shall issue and allot the Compulsorily Convertible Debentures on or before expiry of the Validity Period.
 - d. The Company shall issue and allot the Compulsorily Convertible Debentures as stipulated in the Annexure A to this term sheet.
 - e. The Company shall file the necessary forms with the Registrar of Companies on the portal of Ministry of Corporate Affairs on or before expiry of Validity Period.



- f. The Company shall either issue the Debenture Certificates in respect of the amounts invested by the VRE India or credit the Compulsorily Convertible Debentures in the Dematerialized form.
3. VRE India shall invest Rs. 55 Crores within a period of 120 days from the date of execution of the Term Sheet.
4. Both the Parties here to assure each other that the representatives of the both parties are validly constituted and have the authority to enter in to this binding term sheet.
5. Both the Parties hereto shall ensure the confidentiality of the terms of this term sheet.
6. The Time shall be essential to this term sheet and both parties shall endeavour to complete their respective obligations within the validity period of this Term Sheet.

For Sindphal Power Development Private Limited

P.A. Mills

Director

(Party of the First Part)

For Vaayu Renewable Energy (India) Private Limited,

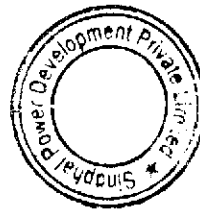
XRM Radhika Mishra

Director

(Party of the Second Part)

Place: Mumbai

Date: 25th February, 2019



ANNEXURE "A" to the Term Sheet dated 25th February, 2019

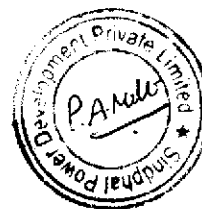
Terms and Conditions Of Compulsory Convertible Debentures

1. **Proposed Investment by VRE India in the Company:** VRE India shall invest Rs. 55 Crores in the Company.
2. **Face value:** Each Compulsory Convertible Debentures (CCDs) shall be of Face value of Rs. 1,00,00,000/- (Rupees One Crore) each.
3. **Rate of interest:** The CCDs does not carry any interest.
4. **Terms of conversion:** Each CCD issued by the Issuers will be compulsorily converted into 10,00,000 equity shares of Rs.10/- each on Maturity Date.
5. **Maturity Date:** Maturity Date will be 5 years from the date of allotment of CCDs.
6. **Tenure:** CCDs shall have tenure of 60 Months and shall be converted automatically in to equity shares on expiry of 60 Months from the Date of allotment.
7. **Dividend:** Upon conversion of each CCDs into equity shares, it shall be entitled to Pro-rata dividend for the financial year in which the CCDs are converted.
8. **Ranking of shares:** From the Date of Conversion of CCDs into equity shares, the equity shares allotted upon such conversion shall rank pari-passu with the existing equity shares in all respects
9. **Variation of rights of Debenture holders:** The terms of CCDs may be varied with the consent of the three-fourth majority of the Debenture holders by value at the meeting of the Debenture Holders.

For Sindphal Power Development Private Limited

P.A. Nuls
Director

(Party of the First Part)



For Vaayu Renewable Energy (India) Private Limited,

Radhika Mishra
Director

(Party of the Second Part)

Place: Mumbai

Date: 25th February, 2019

