

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF ECOMARK GENERAL FINANCE AND LEASING LIMITED, HELD ON 23.03.2019.

The Chairman informed that the company has received 8 (Eight) applications for series no "E0001" for 4880 (four thousand eight hundred and eighty) and 8 (eight) applications for series no "E0002" for 4000 (four thousand) with payment of face value per debenture Rs. 1000 for each debenture. After verification it was decided to allot the debentures and the following resolution was passed:

Resolved that 8880 debentures of Rs. 1000/- allotted to the 16 applicants in two series as per the following statement showing the name, number of debentures & Client DP ID.

| Series : E0001 | | | | |
|----------------|---------------------|------------------|----------|-----------|
| SL No | Beneficiary Name | No. of Debenture | DP ID | Client ID |
| 1 | BEENA PEETHAMBARAN | 230 | IN301637 | 41116722 |
| 2 | SAJI PA | 1500 | IN301516 | 10370843 |
| 3 | BINI SAJI | 500 | IN301516 | 10370886 |
| 4 | ANTONY P M | 500 | IN301516 | 10371240 |
| 5 | BIDHUN PEETHAMBARAN | 650 | IN301516 | 10371741 |
| 6 | PEETHAMBARAN C P | 500 | IN301516 | 10371660 |
| 7 | BIBIN PAUL P | 500 | IN301516 | 10371678 |
| 8 | MARIAM P M | 500 | IN301516 | 10371686 |

| Series : E0002 | | | | |
|----------------|--------------------------|-----------------|----------|-----------|
| SL No | Beneficiary Name | No of Debenture | DP ID | Client ID |
| 1 | KALLATT AYYAPPUNNY SOMAN | 700 | IN301516 | 10369322 |
| 2 | VIJAYALAKSHMI SOMAN | 300 | IN301637 | 42029777 |
| 3 | RAJAN KANATH | 100 | IN300597 | 10295487 |
| 4 | K K PUSHANGADAN | 800 | IN301516 | 10371231 |
| 5 | SHUJI SANTHOSHKUMAR | 500 | IN301516 | 10370835 |
| 6 | PAUL JOSEPH | 200 | IN301774 | 18455251 |
| 7 | C K SIVADAS | 1200 | IN301516 | 10371215 |
| 8 | BINDU PAUL | 200 | IN301604 | 11178938 |

Further resolved that Mr.A.Prabhakaran is authorized to sign all the documents concerned with NCD allotment hereafter.

For Ecomark General Finance & Leasing Ltd.

A. Prabhakaran

A. Prabhakaran
Managing Director

CIN : U65910KL1997 PLC 011841, Room No. : 52, 2nd Floor,
Therattil J Antony Memorial Building, Round South, Thrissur - 1, Kerala.

info@ecomarkfinlet.com

www.ecomarkfinlet.com

0487 2425535, 2429258



Date: 23/03/2019

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

Dear Sir,

We intend to issue securities under existing ISIN as per details given below. We hereby declare that there is no modification in terms or structure of the issue viz. change in terms of payment, change in interest pay-out frequency etc. and are pari passu with the bonds / debentures under the following ISIN wherein the new securities being issued.

Details of current issue:

| | |
|---|--------------|
| ISIN | INE05Q607012 |
| Date of Allotment (in DD-MM-YYYY) | 23/03/2019 |
| Date of Maturity (in DD-MM-YYYY) | 23/03/2024 |
| Allotment Quantity | 4000 |
| Issue Price (in Rs.) | 1000 |
| Face Value (in Rs.) | 1000 |
| Issue Size (in Rs. Crs.) | .40 |
| Certificate Nos./Distinctive Nos. (From - To) | 1000-4000 |

Issuance history under the aforesaid ISIN (including current issue): INE05Q607012 secured debentures

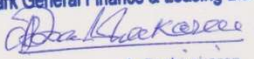
| Sr. No. | Date of Allotment | Allotment Quantity | Cumulative Quantity | Issue Price (in Rs.) | Issue Size (in Rs. Crs.) | Cumulative Issue Size (in Rs. Crs.) |
|---------|-------------------|--------------------|---------------------|----------------------|--------------------------|-------------------------------------|
| | 23-03-2019 | 4000 | 4000 | 1000 | 0.40 | 0.40 |
| | | | | | | |
| | | | | | | |
| | | | | | | |

Note: Add rows, if applicable

For _____ **For Ecomark General Finance & Leasing Ltd.**

Name:

Designation:


A. Prabhakaran
Managing Director



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TERMS OF ISSUE

1. The issue will be named EFIN001

| | Series Number | E0001 | E0002 |
|---|--------------------------|-----------------|-----------------|
| 2 | No of debentures issued | 4880 | 4000 |
| 3 | Face value per debenture | 1000 | 1000 |
| 4 | Amount of issue | Rs. 48,80,000/- | Rs. 40,00,000/- |
| 5 | Date of allotment | 23.03.2019 | 23.03.2019 |
| 6 | Rate of interest | 12.5% annually | 12% monthly |
| 7 | Duration | 60 months | 60 months |

2. The issue of this NCD'S will be guided by the relevant circulars issued by the Reserve Bank of India (RBI) from time to time.

3. The NCD's will be allotted only in dematerialised form (electronic form) and the company will not issue any debenture certificate (physical) pursuant to Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (Amended Rules notified 10.09.2018)

4. ELIGIBLE INVESTORS:

The issue is strictly on private placement basis. Applicants to whom the company has issued the private placement offer letter are only eligible to participate in the present issue program and shall not be deemed as an offer or invitation or advertisement to the public to subscribe for the NCD covered therein.

5. CREDIT RATING:

The NCD's have not been rated by any rating agency. However, the company has been assigned the rating of B stable by Crisil ratings.

6. MINIMUM APPLICATION SIZE:

Each application shall be for a minimum of 20 NCD'S of Rs. 1000/- aggregating to Rs. 20000/- only and in multiples of Rs. 1000/-(1 NCD) thereafter.

For Ecomark General Finance & Leasing Ltd.

A. Prabhakaran
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Managing Director

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7. LOAN AGAINST NCD'S, PREMATURE CLOSURE ETC.

The company will not sanction loans against NCDs issued pursuant of this letter

8. PUT AND CALL OPTION:

The company reserve the right to exercise a call option on the NCDs after a period of 12 months from the date/deemed date of its allotment and before its scheduled redemption.

Similarly, the NCD holders may exercise a put option of the NCDs before its maturity but after the expiry of 12 months from the date of its allotment.

In case of put and call option, interest will be calculated at 10% per annum for both the schemes instead of general rate.

| Issue number | Put/call option | Interest rate |
|--------------|---|---------------|
| E0001 | Interest on premature settlement after 1 year (call/put option) | 10% |
| E0002 | Interest on premature settlement after 1 year (call/put option) | 10% |

9. INTEREST PAYMENTS:

Interest proceeds of ncfs will be paid only through bank accounts. Interest will accrue from the date of receipt of cash/ local cheques and from the date of realisation in case of out station cheques.

Interest ceases to accrue from the date of maturity of the NCDs.

Application money will carry interest as per the scheme till the deemed date of allotment.

"working day" for the purpose of interest and principal repayment means any day which is not Saturday , Sunday or a national or a festival holiday observed by the company (issuer) or under the negotiable instruments act.

For Ecomark General Finance & Leasing Ltd

A. Prabhakaran

A. Prabhakaran
Managing Director

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10. INCOME TAX:

Income tax at appropriate rates will be deducted at source according to the provisions of law in force at the time of payment, unless prescribed documentary evidence like form 15H/G is filed.

Interest on cumulative interest scheme will be pro- rated in each financial year and tds (wherever applicable) would apply on interest accrued

11. REDEMPTION:

The company shall redeem the NCDs on the due date for redemption as applicable for each debenture.

Where the due date falls on a day which is not a working day, the redemption proceeds will be paid on the immediately preceding working day with interest if any calculated up to the date of the repayment.

12. PAYMENTS:

- a. Payment of principle amount of the debenture, all interest and other monies will be made on the registered holder as appearing on the register of debenture holders/ beneficial ownership maintained by the depositories on the record date. The payment will be credited to the bank account linked with the de-mat account of the holders. The company reserves the right to add any other account on the specific request in writing on a debenture holder for the payment of interest.
- b. In case of joint accounts with former or survivor clause, all payments will be made to former during his life time. Such payments will be made to the survivor only in production of death certificate of former. In case either or survivor account, the payments will be in favour of first named unless specifically asked for and in case of anyone or survivor account, the repayment will be made in favour of one who has discharged the debenture.

13. SECURITY:

The NCDs issued in terms of this offer letter shall be secured by a first ranking pari passu in favour of the debenture trustee on all current assets, book debts, receivables both present and future, except those receivable specifically and exclusively charged, on a first ranking pari passu charge over the security such that a security cover of 100% of the outstanding amount of the NCDs and interest thereon is maintained until maturity date.

For Ecomark General Finance & Leasing Ltd.

A. Prabakaran
Managing Director

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14. TRANSFER AND RECORD DATE:

The NCDs are transferable and the transferor and transferee shall ensure that the transfer is affected in the records of the depositories and of the company well before the record date fixed for interest/ principal payments. Record date is the date at which the company ascertains the holder of debentures for the payment of interest or redemption proceeds. The record date for the purpose of interest payment shall be 7 days prior to the due date of payment and for the purpose of redemption the record date shall be 10 days prior to the due date.

15. DEEMED DATE OF ALLOTMENT:

The deemed date of allotment of the NCDs will be the date on which the board of directors is deemed to have approved the allotment of NCDs. All benefits under the NCDs including payment of interest will accrue to the NCD holders from the deemed date of allotment. Actual allotment may occur on a date other than the deemed date of allotment.

16. RIGHTS OF THE NCD HOLDERS:

The NCD holders will not be entitled to any of the rights and privileges available to equity and/or preference shareholders of the company.

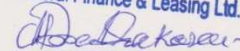
17. FURTHER BORROWING:

Company shall be entitled to make further issue of debentures and/or raise further term loans or raise further funds from time to time from any persons/banks/financial institutions/body corporate/ any other agency. However until the debenture are fully redeemed, the company shall not create any mortgage or charge any of its aforesaid specifically charged assets without obtaining clear approval of the debenture holders.

18. AS PER COMPANIES ACT 2013:

Adv. PREMDAS T.A. is appointed as the trustee for the debenture and obtained consent from him on 4th March 2019.

For Ecomark General Finance & Leasing Ltd.


A. Prabhakaran
Managing Director

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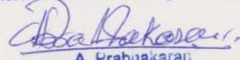
19.STATUS OF JOINT APPLICATION:

Status of joint application, If any shall strictly match with the order in which it has been recorded by the depository in the de-mat account. Otherwise the applications are bound to be rejected since the allotment is under de-mat mode.

20.NOMINATION FACILITY:

The nomination shall be as recorded in the Depository Participant Account. No separate nomination will be entertained.

For Ecomark General Finance & Leasing Ltd.



A. Prabinakar
Managing Director



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

SRN : H48175830

Service Request Date : 25/03/2019

Payment made into : Indian Bank

Received From :

Name : M VASUDEVAN

Address : GAYATHRI

HARISRI VIDYA NIDHI NAGAR PUNKUNNAM

THRISSUR, Kerala

India - 680002

Entity on whose behalf money is paid

CIN: U65910KL1997PLC011841

Name : ECOMARK GENERAL FINANCE AND LEASING LIMITED

Address : DOOR NO 52 II FLOORTHERATTIL J ANTONY MEMMORIAL

MUNCIPAL BUILDING ROUND SOUTH

THRISSUR, Kerala

India - 680001

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: Internet Banking - Indian 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)