

MYSORE PROJECTS PRIVATE LIMITED

Corporate Identity Number (CIN): U70102KA2010PTC054771
Registered Office : 29th Floor, World Trade Center
Brigade Gateway Campus, 26/1, Dr. Rajkumar Road
Malleswaram-Rajajinagar, Bengaluru - 560 055, India
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CERTIFIED EXTRACTS OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF MYSORE PROJECTS PRIVATE LIMITED IN THEIR MEETING HELD ON SATURDAY, 04th JANUARY, 2020 AT 11:30 A.M. AT THE BOARD ROOM, 30TH FLOOR, WORLD TRADE CENTER, BRIGADE GATEWAY CAMPUS, 26/1, DR. RAJKUMAR ROAD, MALLESWARAM-RAJAJINAGAR, BANGALORE - 560 055

ALLOTMENT OF 84,73,440 0.001% FULLY CONVERTIBLE DEBENTURES (FCD):

"RESOLVED THAT pursuant to provisions of Section 62, 71 of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions), if any (including any statutory modifications or re-enactment thereof) of the Act and the Memorandum & Articles of Association of the Company and approval of the shareholders obtained in the general meeting, consent of the Board be and is hereby accorded to allot 84,73,440 (Eighty Four lakhs seventy three thousand four hundred and forty only) 0.001% Fully Convertible Debentures(FCDs) of face value Rs.100/- (Rupees one hundred) each aggregating to Rs. 84,73,44,000/- (Rupees Eighty Four Crores Seventy Three Lakhs Forty Four Thousand Only) pursuant to conversion of unsecured Loan and interest accrued upto 31st December, 2019 in electronic form based on the International Securities Identification Number (ISIN) to be obtained from National Securities Depository Limited (NSDL) to the following allottees:

Name, address & category of the Allottees	Number of Debentures allotted	Mode of allotment	Distinctive Numbers of Debentures		Face Value per Debenture	Paid-Up Value per Debenture
			From	To		
Brigade Enterprises Limited 29 th & 30 th Floor, World Trade Center, Brigade Gateway Campus, 26/1, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore – 560 055 Category: Body Corporate	84,73,440	Demat	1	84,73,440	100	100



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RESOLVED FURTHER THAT the outstanding loan and accrued interest upto 31st December, 2019 which is less than the multiples of the nearest Rs.1000 be repaid to Brigade Enterprises Limited.

RESOLVED FURTHER THAT outstanding interest from 1st January, 2020 to 3rd January, 2020 be repaid to Brigade Enterprises Limited.

RESOLVED FURTHER THAT the terms of issue of the 0.001% Fully Convertible Debentures are as follows:

1. Face Value

The FCDs shall have a face value of Rs. 100.

2. Tenure

The term of the 0.001% FCDs shall be 5 years from the Date of Allotment ("**Tenure**").

3. Transferability

Any of the 0.001% FCDs may be transferred in the manner permitted under the Offer document.

4. Distributions

The 0.001% FCDs will be entitled to distributions, as set out in the Offer document and the Articles.

5. Interest

5.1 The 0.001% FCDs shall carry interest at the rate of 0.001 per cent per cent per annum or such other rate as may be decided by the Board, on the Interest Due Date on an 'as able basis' and in the manner set out in this paragraph.

5.2 Except in case of default or breach by the Company of any of the terms and conditions of the Definitive Documents, until the 0.001% FCDs are fully converted, the Interest shall be payable on an annual basis on March 31 of every year starting from 31st March, 2022 or such other date ("**Interest Start Date**") as may be approved by the Board ("**Interest Start Date**").



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5.3 The Company shall, until the 0.001% FCDs are fully converted, pay to the Debenture Holders, Interest on the principal amount of the FCDs outstanding from time to time by the Interest Due Date.

5.4 Interest, Default Interest and all other charges shall be computed on the basis of actual day count convention.

5.5 The Interest payable on the 0.001% FCDs shall be calculated from (and including) the Interest Start Date to (but excluding) the immediately subsequent Interest Due Date and thereafter shall be computed from (and including) an Interest Due Date to (but excluding) the immediately subsequent Interest Due Date. No interest shall be accrued / become payable from the date of issuance of 0.001% FCDs until the Interest Start Date.

6. Conversion

6.1 The 0.001% FCDs shall, at the expiry of 5 years from the date of their issue, be fully convertible into Equity Shares. However, the Company may at any time prior to the expiry of 5 years convert the 0.001% FCDs to Equity Shares. The conversion of the FCDs shall be solely in accordance with the provisions of the Offer document and the Articles.

6.2 Subject to applicable Law, every 0.001% FCD shall be convertible into 10 (Ten) Equity Share.

7. Modification of Rights of the Debenture Holder

7.1 The rights, privileges and conditions attached to the 0.001% FCDs may be varied, modified or abrogated in accordance with the Offer document, the Articles and applicable Law.

7.2 The 0.001% FCDs shall be subject to the terms and conditions contained herein and the Offer document and the Articles.

8. Taxation

Any Interest Payment shall be reduced by the amount of Tax that is required to be made under applicable Law by the Company, and then paid to the Debenture Holders.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to sign and execute corporate action forms and other relevant



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documents to be submitted to the Registrar and Transfer agent and National Securities Depository Limited for crediting the FCDs in demat form to the subscribers.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts and deeds that may be necessary and/or incidental thereto to give effect to the above resolution, including but not limited to signing, issuing and filing all such necessary forms, documents and returns to be filed with respective authorities from time to time.

RESOLVED FURTHER THAT a certified copy of the resolution duly certified by any Director or Company Secretary of the Company be provided to the concerned authorities."

For ~~MYSORE~~ PROJECTS PRIVATE LIMITED

ROSHIN MATHEW

Director

DIN: 00673926