

LNB RENEWABLE ENERGY PRIVATE LIMITED

CIN: U37100WB2012PTC188046

REGISTERED OFFICE: 7, MUNSHI PREMCHAND SARANI, HASTINGS KOLKATA - 700022

Email: compliance@lnbgroup.com;

Date:- 16/12/2021

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

Dear Sir/Madam,

Sub: Corporate Action for 450 Market Linked Secured Redeemable Non Convertible Debenture (NCD).

In reference to the above captioned subject, we are pleased to respectfully make our following submissions for the Corporate Action for 450 Market Linked Secured Redeemable Non Convertible Debenture (NCD).:


- 1) Corporate Action Form (Annexure I).
- 2) Certified true copy of the Board of Director's Resolution in which the company has allotted these NCDs (Annexure II)
- 3) A certified true copy of Form PAS-3 and receipt thereof for Allotment of NCD of the Company (Annexure III).
- 4) A signed copy of Term Sheet. (Annexure IV).
- 5) Payment of Corporate Action Fees of Rs. 1250 /- plus GST @ 18% amounting to Rs.1475/- in favour of NSDL through NEFT as per UTR No N350211755017055 at Kotak Mahindra Bank Limited, Mumbai has been made on 16.12.2021 (Proof of Payment attached as Annexure - V).
- 6) Payment of Stamp Duty of Rs. 22500 /- in favour of NSDL through NEFT as per UTR No N350211755017053 at NSDL Payments Bank Ltd, has been made on 16.12.2021 (Proof of Payment attached as Annexure VI).

We therefore, request you to permit our Registrar, M/s Maheshwari Datamatics Pvt. Ltd. to carry out corporate action as per Corporate Action Form submitted by us. Please also confirm us Credit of the shares in the beneficiary owners account.

Should you require any other information/explanation, we shall be glad to furnish the same.

Thanking you,

Yours Faithfully,
For LNB Renewable Energy Private Limited


Ashwini Kumar Singh
Director
DIN: 00012256
Encl: As above



LNB RENEWABLE ENERGY PRIVATE LIMITED

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Email: compliance@lnbgroup.com;

CORPORATE ACTION INFORMATION FORM

(Annexure-I)

(For Debt instruments - Allotment)

Date : 09/12/2021

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:

Corporate Action Description (Public Issue, Private Placement, etc.)	Private Placement
ISIN	INE0A7D07014
Security Description	MARKET LINKED SECURED REDEEMABLE NON CONVERTIBLE DEBENTURE (NCD).
Listing Status (✓ applicable)	<input type="checkbox"/> Listed / Proposed to be listed at BSE <input type="checkbox"/> Listed / Proposed to be listed at NSE <input checked="" type="checkbox"/> Unlisted
Type of Issuance (Fresh Issuance, Reissuance, etc.)	Fresh Issuance
Allotment Date	25/10/2021
Face Value per security	Rs. 10,00,000/-
Issue Price per security	Rs. 10,00,000/-
Paid-up Price per security	Rs. 10,00,000/-
Issue Size (in Rs.)	Rs. 450,000,000/-
Distinctive Numbers (From – To)	001-450
Whether this issue is placed through Electronic Book Provider (EBP) Mechanism	(Yes/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



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Allotment Details	No. of records	No. of Securities (Quantity)
Electronic Form – NSDL	1	450
Electronic Form – CDSL	0	0
Physical Form	0	0
Total Allotted	1	450

I, Ashwini Kumar Singh, Director of M/s LNB Renewable Energy 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 25/10/2021 (*copy enclosed / copy already submitted to NSDL on vide letter dated 03/11/2021*).

Signature :



Notes:

1. Enclose a copy of the Board Resolution for allotment of the above securities.
2. Enclose duly filled and signed copy of Annexure A in case of reissuance in existing ISIN.
3. Ensure that the above details reach NSDL atleast two days before execution of corporate action.
4. The form should be signed by the Company Secretary or Compliance Officer or Managing Director.
5. 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.

LNB RENEWABLE ENERGY PRIVATE LIMITED

CIN: U37100WB2012PTC188046

Regd. Office: 7, Munshi Premchand Sarani, Hastings, Kolkata- 700022

Phone: +033-22230016, E-mail: compliance@lnbgroup.com

(Annexure-II)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF LNB RENEWABLE ENERGY PRIVATE LIMITED HELD AT 3RD FLOOR, UPTOWN BANJARA, ROAD NUMBER 3, BANJARA HILLS, HYDERABAD, TELANGANA 500034, ON MONDAY, 25TH DAY OF OCTOBER, 2021 AT 3.30 P.M.

Allotment of Market Linked Secured Redeemable Non Convertible Debentures ("NCD")

"RESOLVED THAT pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and other allied rules or law thereof and the provisions of the Memorandum and Articles of Association of the Company and the special resolution passed by the members of the Company at the Annual General Meeting of the Company held on 28th September, 2021 the approval of Board of Directors of the Company be and is hereby accorded for allotment of 450 Market Linked, Secured, Redeemable, Non Convertible Debentures ("NCD") of Rs.10,00,000/- each at par to the applicant(s) as detailed herein below:

Name of the Applicant	No. of Debentures	Face Value (Rs)	Nominal Value (Rs.)	Total Amount paid (including premium) (In Rs.)	Distinctive No From To		DP ID	Client ID
KRITAGYATA TRUST	450	10,00,000/-	45,00,00,000	45,00,00,000	001	450	IN304295	50773971

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company, be and are hereby jointly and / or severally authorised to register 450 Market Linked, Secured, Redeemable, Non Convertible Debentures ("NCD") of Rs.10,00,000/- each with NSDL and/or to give direct credit of said NCDs in demat mode in the respective beneficiary demat account of the allottee and to sign, execute, represent and submit the documents, papers, forms, undertaking, declaration, letters, etc. as may be required for and on behalf of the Company for the said purpose.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company, be and are hereby jointly and / or severally authorized to sign and file the return of allotment in form PAS-3, creation of charge in CHG-9 and other related forms pursuant to provisions of the Companies Act, 2013 read with allied rules made thereunder, with the concerned Registrar of Companies and to do all such acts, deeds and things as may be deemed expedient and necessary and



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to take all incidental and necessary steps including filing of the necessary documents and forms with the Registrar of Companies and to settle all questions or difficulties that may arise in due course and any other matter incidental or consequential thereto."

Certified to be true copy
For LNB Renewable Energy Private Limited



Ashwini Kumar Singh
(Director)

DIN: 00012256



MINISTRY OF CORPORATE AFFAIRS

RECEIPT

G.A.R.7

(Annexure-III)

SRN : T55829501

Service Request Date : 25/10/2021

Payment made into : State Bank of India

Received From :

Name : DILIP KUMAR OJHA
Address : Vinayak Apartment, 3rd Floor,
84, Parnashree Pally
Kolkata, West Bengal
IN - 700060

Entity on whose behalf money is paid

CIN: U37100WB2012PTC188046
Name : LNB RENEWABLE ENERGY PRIVATE LIMITED
Address : 7, MUNSHI PREMCHAND SARANI
HASTINGS
KOLKATA, West Bengal
India - 700022

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 - State Bank of India

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 and Fees) Rules, 2014)

Certified True Copy



FORM NO. PAS-3

[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]



Return of Allotment

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

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

U37100WB2012PTC188046

Pre-fill

(b) Global Location Number (GLN) of Company

2.(a) Name of the company

LNB RENEWABLE ENERGY PRIVATE LIMITED

(b) Address of the Registered office of the company

7, MUNSHI PREMCHAND SARANI
HASTINGS
KOLKATA
West Bengal
700022
India

(c) *Email Id of the company

COMPLIANCE@LNBGROUP.COM

3. Securities allotted payable in cash

*Number of allotments

1

1 (i) * Date of allotment

25/10/2021

(DD/MM/YYYY)

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

28/09/2021

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

T53398046

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				Market Linked, Secured, Redeemable
Number of securities allotted				450
Nominal amount per security (in Rs.)				1000000.00
Total nominal amount (in Rs.)				450,000,000
Amount paid per security on application (excluding premium) (in Rs.)				1000000.00
Total amount paid on application (excluding premium) (in Rs.)				450,000,000
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.)				0.00
Total discount amount (if any) (in Rs.)				0.00
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				0.00

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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

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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	5,000,000	4,410,000	4,410,000	4,410,000
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	50,000,000.00	44,100,000.00	44,100,000.00	44,100,000.00
Number of preference shares	7,000,000	6,800,000	6,800,000	6,800,000
Nominal value per preference share	100	100	100	100
Total amount of preference shares	700,000,000.00	680,000,000.00	680,000,000.00	680,000,000.00
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	750,000,000.00	724,100,000.00	724,100,000.00	724,100,000.00

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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	450	1000000	450,000,000
Secured loans			60,000,000
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 Allottee_LNB.pdf
Board Resolution for allotment_LNB.pdf
PAS-5_LNB.pdf
Shareholder Resolution.pdf

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

Attach

Remove attachment

7. Optional attachment(s), if any.

Attach

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Declaration

I am authorized by the Board of Directors of the Company vide resolution no * 05 dated * 25/10/2021 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

ashwini
kumar
singh

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

00012256

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

DILIP
KUMAR
OJHA

- * ☐ 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

7206

* Certificate of practice number

16748

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.

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LNB RENEWABLE ENERGY PRIVATE LIMITED

CIN: U37100WB2012PTC188046

Regd. Office: 7, Munshi Premchand Sarani, Hastings, Kolkata- 700022

Phone: +033-22230016, E-mail: compliance@lnbgroup.com

LIST OF ALLOTTEES

Table A

Name of the Allottee	KRITAGYATA TRUST
Date of Allotment	25.10.2021
Type of Securities allotted	Market Linked, Secured, Redeemable Non Convertible Debentures ("NCD")
Nominal Amount per security (in Rs.)	Rs.10,00,000/-
Premium amount per security (in Rs.)	Nil
Total number of allottees	1 (One)
Brief Particulars in respect of the terms and condition, voting rights etc.	Market Linked, Secured, Redeemable Non Convertible Debentures ("NCD")

Table B

Sl. No	Name & Occupation of Allottees	Address of Allottee	Nationality of the allottees	No. of Debentures allotted	Total Amt paid (including premium) (in Rs.)	Total amt to be paid on calls (including premium) outstanding (In Rs.)
1.	KRITAGYATA TRUST Occupation - Trust	4 SCINDIA HOUSE, CONNAUG IIT PLACE, NEW DELHI, PIN-110001	Indian	450	45,00,00,000/-	0.00
TOTAL				450	45,00,00,000/-	0.00

Certified to be true copy
For LNB Renewable Energy Private Limited

Certified True Copy



Ashwini Kumar Singh
(Director)
DIN: 00012256

LNB RENEWABLE ENERGY PRIVATE LIMITED

CIN: U37100WB2012PTC188046

Regd. Office: 7, Munshi Premchand Sarani, Hastings, Kolkata- 700022

Phone: +033-22230016, E-mail: compliance@lnbgroup.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF LNB RENEWABLE ENERGY PRIVATE LIMITED HELD AT 3RD FLOOR, UPTOWN BANJARA, ROAD NUMBER 3, BANJARA HILLS, HYDERABAD, TELANGANA 500034, ON MONDAY, 25TH DAY OF OCTOBER, 2021 AT 3.30 P.M.

Allotment of Market Linked Secured Redeemable Non Convertible Debentures ("NCD")

"RESOLVED THAT pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and other allied rules or law thereof and the provisions of the Memorandum and Articles of Association of the Company and the special resolution passed by the members of the Company at the Annual General Meeting of the Company held on 28th September, 2021 the approval of Board of Directors of the Company be and is hereby accorded for allotment of 450 Market Linked, Secured, Redeemable, Non Convertible Debentures ("NCD") of Rs.10,00,000/- each at par to the applicant(s) as detailed herein below:

Name of the Applicant	No. of Debentures	Face Value (Rs)	Nominal Value (Rs.)	Total Amount paid (including premium) (in Rs.)	Distinctive No		DP ID	Client ID
					From	To		
KRITAGYATA TRUST	450	10,00,000/-	45,00,00,000	45,00,00,000	001	450	IN304295	50773971

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company, be and are hereby jointly and / or severally authorised to register 450 Market Linked, Secured, Redeemable, Non Convertible Debentures ("NCD") of Rs.10,00,000/- each with NSDL and/or to give direct credit of said NCDs in demat mode in the respective beneficiary demat account of the allottee and to sign, execute, represent and submit the documents, papers, forms, undertaking, declaration, letters, etc. as may be required for and on behalf of the Company for the said purpose.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company, be and are hereby jointly and / or severally authorized to sign and file the return of allotment in form PAS-3, creation of charge in CHG-9 and other related forms pursuant to provisions of the Companies Act, 2013 read with allied rules made thereunder, with the concerned Registrar of Companies and to do all such acts, deeds and things as may be deemed expedient and necessary and

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to take all incidental and necessary steps including filing of the necessary documents and forms with the Registrar of Companies and to settle all questions or difficulties that may arise in due course and any other matter incidental or consequential thereto."

Certified to be true copy
For LNB Renewable Energy Private Limited



Asha

Certified True Copy



Ashwini Kumar Singh
(Director)
DIN: 00012256

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: LNB Renewable Energy Private Limited

Registered office: 7, Munshi Premchand Sarani, Hastings, Kolkata – 700 022

CIN: U37100WB2012PTC188046

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:

Date Approved by the Board – 16.10.2021

Date Approved by the Shareholders – 28.09.2021

Amount of the offer: Rs.45,00,00,000/- (Rupees Forty Five Crores Only)

Date of circulation of Private Placement Offer Letter: 16.10.2021

Details of the persons to whom Private Placement Offer Letter has been circulated:

i	Name	KRITAGYATA TRUST
ii	Father's Name	N.A.
iii	Address	4 SCINDIA HOUSE, CONNAUGHT PLACE, NEW DELHI, PIN-110001
iv	Phone no	9910250915
v	Email ID	turstkritagyata@gmail.com
vi	Initial of the Officer of the company designated to keep the Record	

For LNB RENEWABLE ENERGY PVT. LTD.

A. S. M.

Director

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LNB RENEWABLE ENERGY PRIVATE LIMITED

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Phone: +033-22230016, E-mail: compliance@lnbgroup.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 9TH ANNUAL GENERAL MEETING OF LNB RENEWABLE ENERGY PRIVATE LIMITED HELD AT ITS REGISTERED OFFICE AT 7, MUNSHI PREMCHAND SARANI, HASTINGS, KOLKATA – 700022 ON TUESDAY, THE 28TH DAY OF SEPTEMBER, 2021

To approve issue of Redeemable Non-convertible Debentures on a Private Placement Basis

To consider and, if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, 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 modification(s) or re-enactments(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for listed/unlisted, secured / unsecured redeemable non-convertible debentures (NCDs), in one or more series / tranches, of the aggregate nominal value up to Rs. 100 crore (Rupees One Hundred Crore Only), on private placement basis, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto and that the amount that shall be raised as aforesaid shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

**Certified to be true copy
For LNB Renewable Energy Private Limited**



**Ashwini Kumar Singh
(Director)
DIN: 00012256**

Certified True Copy



LNB RENEWABLE ENERGY PRIVATE LIMITED

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EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013

The Board may, at an appropriate time, consider offering or inviting subscriptions for listed/unlisted, secured/ unsecured redeemable non-convertible debentures, in one or more series / tranches, on private placement, issuable / redeemable at par, in order to augment long term resources for financing inter alia the ongoing capital expenditure and for general corporate purposes.

Section 71 of the Act which deals with the issuance of debentures read with Section 42 of the Act which deals with the offer or invitation for subscription of securities of a company on private placement and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provide that a company which intends to make a private placement of its non-convertible debentures, shall, before making an offer or invitation for subscription, obtain approval of its shareholders by means of a special resolution. It shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such non-convertible debentures during the year.

Keeping in view the above, consent of the members is sought for passing the Special Resolution as set out at Item No. 3 of the Notice. This enabling resolution authorises the Board of Directors of the Company to offer or invite subscription for redeemable non-convertible debentures, as may be required by the Company, from time to time and as set out herein, for a period of one year from the date of passing this resolution.


None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 3 of the Notice.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Certified to be true copy
For LNB Renewable Energy Private Limited

Certified True Copy




Ashwini Kumar Singh
(Director)
DIN: 00012256


(Annexure - IV)

**TERMS AND CONDITIONS OF ISSUE OF MARKET LINKED SECURED REDEEMABLE
NON CONVERTIBLE DEBENTURES (NCDs) OF RS. 10,00,000/- EACH
AGGREGATING UPTO RS. 45,00,00,000/- (FORTY FIVE CRORES ONLY) ON PRIVATE
PLACEMENT BASIS WITH AN OPTION TO ISSUE, OFFER AND ALLOT IN ONE OR
MORE TRANCHES**

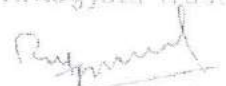
TERM SHEET

PARTIES INVOLVED IN THE ISSUE	
Issuer / Company	LNB Renewable Energy Pvt Ltd
Subscriber(s)	Kritagyata Trust, 4, Scindia House, Connaught Place, New Delhi – 110 001, hereinafter referred to as Debenture Holders
Debenture Holders	The persons who are, for the time being and from time to time, the holders of the said Debentures and, whose names appear in the Register of Debenture Holders
DETAILS OF THE INSTRUMENT	
Type of instrument	Market Linked, Secured Redeemable Non-convertible Debentures ("Debentures"/"NCD"), which may get listed in future at the discretion of the Issuer
Nature of instrument	Secured, redeemable Non-convertible Debentures.
Ranking	As per the terms of Security Document signed in this regard. The Debentures issued, offered and allotted in more than one tranches under the term and conditions mentioned herein shall rank pari-passu inter se.
Authority for the issue	<p>The NCDs are being issued in pursuance of Article 24 of the Articles of Association of the Company, as approved by the Board of Directors in their meeting held on Saturday, the 16th October, 2021. Further, the members of the Company have approved the proposed issue of NCDs under section 71 read with section 42 and other applicable provisions of the Companies Act, 2013 ("Act") in the General Meeting held on 28th September, 2021 by way of special resolution.</p> <p>In other words, NCDs are being issued on a Private placement basis in accordance with section 42, 71 and 179 of the Companies Act, 2013 read along with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and</p>

For LNB RENEWABLE ENERGY PVT. LTD.


Director

For Kritagyata Trust


Trustee



	Debenture) Rules, 2014 (including any modification or amendment thereto)
Call option by Company	Any time after two years from the date of allotment with 30 days advance notice to Debenture Holder(s) and the repayment amount shall be calculated with return on NCDs calculated as on the date of such early redemption in accordance with the terms of issue.
Put option by Debenture Holder(s)	Any time after three years from the date of allotment with 30 days advance notice to the Company and the repayment amount shall be calculated with return on NCDs calculated as on the date of such early redemption in accordance with the terms of issue.
Security	Secured by way of floating charge over all identified rights, title, interest, benefits, claims and demands whatsoever, present and future, of the Issuer in, to, under and/ or in respect of loans provided by the Company to (1) LNB Solar Energy Private Limited (2) LNB Wind Energy Private Limited (3) Winsome Park Private Limited including all rights, title, interest, benefits, claims and demands whatsoever, present and future, of the Issuer with respect to the loan documents as amended, varied or supplemented, from time to time and all amounts, revenues, receipts, monies repaid and other receivables pertaining to the said loans to the extent of INR 45 (Forty Five) crores in aggregate. The secured assets, being fungible, may give rise to new asset on old form getting liquidated. The charge shall continue on every such evolved form of first level security creation, as specifically recited here.
Listing requirements	The Company may, at its option, propose to list the NCDs, at any time, post allotment of the same.
Transferability	The NCDs shall be transferable only after the approval of the Board of Directors of the Company.
Voting rights and resolutions of debenture-holders	<p>The Debenture Holder shall be entitled to be present at the meetings of debenture holders, if any and vote on any resolution, as may be passed at such meetings. All questions affecting the rights and interest of the debenture holders shall be decided by vote of the majority in value outstanding on the date of the resolution.</p> <p>Further, where any matter requires the consent of the Debenture Holder, the same may be taken in writing instead of calling a meeting, unless otherwise specifically required under applicable laws.</p>

For LNB RENEWABLE ENERGY PVT. LTD.

Ash
Director

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For Kritagyata Trust

Rajaram
Trustee



Notices and Reports/Voting rights	The Debenture holder will not be entitled to any rights and privileges of shareholders other than those available to them under statutory requirements and which directly affects their interest. Debenture Holders shall be entitled to receive notices of meetings as required under the Act including the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and Rules thereof.	
	Meetings of Debentures holders shall be governed by rules analogous to rules applying to a meeting of members of the Company	
ISSUE DETAILS		
Mode of Issue	Private Placement	
Form of issue	Debentures will be issued in dematerialised form.	
Issue size	INR. 45,00,00,000/- (Indian Rupees Forty Five Crores only) with an option to issue, offer and make allotment in one or more tranches	
Tenor	5 years from the date of allotment or earlier as per the mutual agreement of the Debenture Holder and the Company	
Face value	INR 10,00,000/- (Indian Rupees Ten Lakhs only) each	
Issue price	Debentures will be issued at par	
Issue Schedule	Details	Date
	Issue Opening Date	18 th October, 2021
	Issue Closing Date	25 th October, 2021
	Issue Paying Date	25 th October, 2021
	Deemed Date of Allotment	On filing return of allotment
Objects/Purpose of the issue	<p>The proceeds of the Issuance will be utilized for one or more of the following purposes, in one or more tranches:</p> <ol style="list-style-type: none">1. To refinance the repayment/prepayment of existing debt in the Company.2. Interest expenses3. To generate funds to finance the present and future business requirements of the Company.4. For other working capital requirements of the Company5. For general corporate purpose of the company <p>Pending full utilization of the Issue proceeds, the Issuer shall be entitled to invest the unutilised proceeds in money and capital market instruments/securities, mutual funds, Intercompany Loans/deposits, deposit with banks and other marketable treasury instruments to generate income on the unutilized proceeds.</p>	

For I NG RENEWABLE ENERGY PVT. LTD.



Asin
Director

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For Kritagyala Trust

Rajgopal
Trust

Utilization of issue proceeds	The Issuer shall utilize the proceeds of the issue solely for meeting the Objects/Purpose of the Issue mentioned hereinabove.
REDEMPTION	
Redemption Amount	Each Debenture shall be redeemed at par along with interest amount payable as per the terms of issue
Scheduled Redemption	Debentures shall be redeemed fully along with accrued interest on the Final Redemption Date.
Final Redemption Date	5 years from the date of allotment or earlier as recited in this terms of issue
Early Redemption	<p>The NCDs can be redeemed prior to the end of the Final Redemption Date in the following three occasions:</p> <ul style="list-style-type: none"> • On exercise of Call Option by the Company in accordance with the terms of issue; or • On exercise of Put Option by the Debenture holder in accordance with the terms of issue; or • Only with the joint consensus of both the Company and Debenture Holder.
COUPON PAYMENT	
Coupon Type	Fixed
Coupon Rate	<p>8.25% per annum (payable at the time of redemption)</p> <p>However,</p> <p>(i) if 10 years Central Government Paper yield on two weeks before the date of redemption is 200 bps or lower, no interest shall be payable at all and only principal amount only shall be paid.</p> <p>(ii) if 10 years Central Government Paper yield on two weeks before the date of redemption is in excess of 200 bps, then assured coupon rate of 8.25% shall be paid.</p> <p>(iii) if 10 years Central Government Paper yield on two weeks before the date of redemption is in excess of 1200 bps, then besides assured coupon rate of 8.25%, additional 100 bps pa shall also be paid.</p>
Coupon Payment Frequency	Interest payable only at redemption.
CONVENTIONS	
Day Count Basis	Actual/365

For LMF RENEWABLE ENERGY PVT. LTD.



Asin
Director

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For Kritagyata Trust

Rajmuni
Trustee

Business Day	Means any day, other than a public holiday under Section 25 of the Negotiable Instruments Act, 1881 or a Sunday, on which banks are open for general business in Kolkata;
Date Convention	<p>(a) If the date of payment of any interest in respect of the Debentures falls on a day that is not a Business Day, such payment of interest shall be made on the immediately preceding Business Day; and</p> <p>(b) If the Final Redemption Date falls on a day that is not a Business Day, such payment of interest and redemption amount shall be made on the immediately preceding Business Day.</p>
OTHER COVENANTS	
Affirmative Covenants	<p>(a) To utilise the proceeds of this issue in accordance with applicable laws and regulations</p> <p>(b) To promptly inform notice of winding up / other legal proceedings</p> <p>(c) To promptly inform Material Adverse Effect Here, Material Adverse Effect shall mean a material adverse effect on the assets, business, properties, liabilities, financial condition, financial results, operations or prospects of the Issuer and the ability of the Issuer to perform the obligations under these terms and the Debenture Subscription Agreement.</p> <p>(d) As set out in greater detail in the Debenture Subscription Agreement</p>
Negative Covenants	The Issuer shall not make any changes in terms in issue of the NCDs or the Debenture Subscription Agreement without the prior written permission from the Debenture Holders in terms of the applicable law
Events of Default	<p>(a) Non-payment of any of the dues, including but not limited to coupon payment and redemption proceeds, under this term sheet, with a grace period of 3 days in case of delays due to technical reasons;</p> <p>(b) Default in compliance with covenants, subject to a cure period as may be specified in Debenture Subscription Agreement;</p> <p>(c) Default or trigger of event of default on any other indebtedness (cross default);</p> <p>(d) Misrepresentation or misleading information in any of the Transaction Documents;</p> <p>(e) Repudiation of Transactions Documents;</p> <p>(f) Cessation of business; and</p> <p>(g) As set out in greater detail in the Debenture Subscription Agreement</p>
Consequences for Event of Default	<p>In the case of trigger of Event of Default, the following consequences shall follow:</p> <p>1. Enforcement of the Security created on the NCDs as under this terms of issue, immediately by following applicable provisions of law;</p>

For JNR RENEWABLE ENERGY PVT. LTD.



A. S. N.
Director

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For Kritagyata Trust

[Signature]
Trustee

	<p>2. Default interest as below shall be required to be paid by the Company; and</p> <p>3. Any other recourse that the Debenture Holder or the Debenture Trustee deems fit for the purpose of realising its principal as well as interest component including any other charges as may be payable due to trigger of any Event of Default.</p>
Interest rate on events of default	2% (two Percent) per annum over and above the Coupon Rate
Transaction Documents	<p>Debenture Subscription Agreement, Private Placement Offer Letter issued by the Issuer in terms of section 42 (<i>Offer or invitation for subscription of securities on private placement</i>) of the Companies Act, 2013, Resolutions and all other documents in relation to the issuance of the Debentures.</p> <p>Resolutions means collectively,</p> <p>(a) special resolution of the shareholders of the Company under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014/180(1)(c);</p> <p>(b) board resolution of the board of directors of the Company under Section 42, 71 and other applicable provisions of the Companies Act, 2013 and Rules thereunder;</p> <p>Debenture Certificate issued to Debenture Holders</p>
Other Costs & Conditions	The Issuer shall bear the costs and expenses incurred in connection with the transactions contemplated hereby including stamp duty and registration fee (if applicable) on the Transaction Documents (and the Debentures), legal advisors' expenses and expenses incurred in the preparation for the Transaction Documents.
Debenture Certificate	The Company shall issue Debenture to the Debenture Holders in the demat form by way of corporate action with NSDL/CDSL within a period of six months from the date of allotment.
Register of debenture holders	The Company shall maintain a register and index of debenture holders in terms of section 88 of the Act wherein the details of the Debenture Holder will be entered into
Variation of terms	As may be mutually decided by the Issuer and the Debenture Holders, subject to compliance with applicable law, if any
Governing Law and Jurisdiction	Indian Law with jurisdiction of the courts and tribunals of Kolkata.

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Director

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For Kritagyata Trust


Trustee



PAYMENT ADVICE
LNB RENEWABLE ENERGY PVT LTD
7 MUNSHI PREMCHAND SARANI
HASTING

(Annexure - V)

Beneficiary's Name : NATIONAL SECURITIES DEPOSITORY LTD

Beneficiary's Code :

Beneficiary's Address :

Client Ref No : NSDLCA0A7D

Date : 16/12/2021

Bank Reference No : N350211755017055

We have initiated a credit to the Account Number NSDLCA0A7D for the amount of Rs.1475 through NEFT for the below mentioned details.

IFC Code : KKBK0000958
Micr Code :
Beneficiary Bank Name : KOTAK MAHINDRA BANK
Beneficiary Brn Name :
Payment Details 1 :
Payment Details 2 :
Payment Details 3 :
Payment Details 4 :
Payment Details 5 :
Payment Details 6 :
Payment Details 7 :

This is Computer generated advice. Does not require any signature.

PAYMENT ADVICE
LNB RENEWABLE ENERGY PVT LTD
7 MUNSHI PREMCHAND SARANI
HASTING

Annexure-VI)

Beneficiary's Name : NATIONAL SECURITIES DEPOSITORY LTD

Beneficiary's Code :

Beneficiary's Address :

Client Ref No : SDIS0A7D

Date : 16/12/2021

Bank Reference No : N350211755017053

We have initiated a credit to the Account Number SDIS0A7D for the amount of Rs.22500 through NEFT for the below mentioned details.

IFC Code : NSPB00000002
Micr Code :
Beneficiary Bank Name : NSDL PAYMENT BANK LTD
Beneficiary Brn Name :
Payment Details 1 :
Payment Details 2 :
Payment Details 3 :
Payment Details 4 :
Payment Details 5 :
Payment Details 6 :
Payment Details 7 :

This is Computer generated advice. Does not require any signature.