

**H. Name, designation, address and phone number, email ID of the nodal / compliance officer of the Company, if any, for the private placement offer process;**

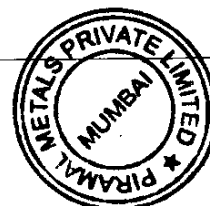
Name: Mr. Narayan Ananthan  
 Designation: Authorised Signatory  
 Address: 4<sup>th</sup> Floor, Piramal Tower Annexe, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013  
 Phone No.: 022-30767700  
 Email: a.narayan@piramal.com

**I. Any default in annual filing of the Company under the Companies Act, 2013 or the rules made thereunder:**

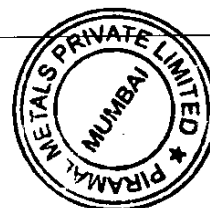
None

**1.2 Particulars of the Offer:**

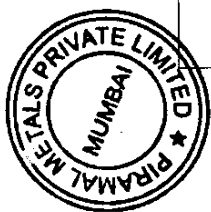
<b>Financial position of the Company for the last 3 (three) financial years</b>	Please refer <b>Annexure I</b>
<b>Date of passing of Board Resolution</b>	30 <sup>th</sup> December, 2019
<b>Date of passing of resolution in general meeting, authorizing the offer of securities</b>	28 <sup>th</sup> November, 2019
<b>Kind of securities offered and class of security</b>	Up to 3,500 Unrated Unlisted Redeemable Non-Convertible Debentures.
<b>Price at which the security is being offered, including premium if any, along with justification of the price</b>	The Debentures are being offered at face value of Rs. 10,00,000/- (Rupees Ten Lakhs Only) per Debenture, in 5 Series.
<b>Name and address of the valuer who performed valuation of the security offered, and basis on which the price has been arrived at along with report of the registered valuer</b>	Not Applicable as the Debentures are being offered at face value of Rs. 10,00,000/- (Rupees Ten Lakhs Only) per Debenture.
<b>Relevant date with reference to which the price has been arrived at</b> [Relevant Date means a date at least 30 days prior to the date on which the general meeting of the Company is scheduled to be held]	Not Applicable
<b>The class or classes of persons to whom the allotment is proposed to be made</b>	Subject to applicable law, the categories of investors eligible to subscribe to the Debentures in this Issue, when addressed directly, are:



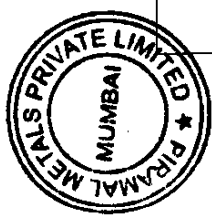
	<ul style="list-style-type: none"> <li>• Companies and bodies corporate including public sector undertakings</li> <li>• Non-banking finance company</li> <li>• Mutual Funds</li> <li>• Insurance companies</li> <li>• Foreign institutional investors / foreign portfolio investors</li> <li>• Other Government / Non-Government Agencies / Boards / Institutions</li> <li>• Trusts</li> <li>• Alternate investment funds</li> <li>• Any other investor(s) Authorized to invest in these Debentures, subject to the compliance with the relevant regulations/guidelines applicable to them for investing in this Issue.</li> </ul>
<b>Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer) [Not required in case of issue of non-convertible debentures]</b>	Not applicable in case of issue of non-convertible debentures.
<b>The proposed time within which the allotment shall be completed</b>	Issue/ Bid Opening Date: 31/12/2019 Issue/ Bid Closing Date: 31/12/2019 Pay-in Date: 31/ 12 2019 Deemed Date of Allotment: any date after the Pay In Date but on or before 7 January 2020 as notified by the Issuer
<b>The names of the proposed allottees and the percentage of post private placement capital that may be held by them [Not applicable in case of issue of non-convertible debentures].</b>	Not applicable in case of issue of non-convertible debentures.
<b>The change in control, if any, in the company that would occur consequent to the private placement</b>	No change in control would occur consequent to this private placement.
<b>The number of persons to whom allotment on preferential basis/ private placement/ rights issue has already been made during the year, in terms of securities as well as price</b>	None
<b>The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer</b>	Not Applicable



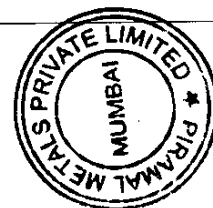
<b>Amount, which the Company intends to raise by way of securities</b>	Aggregate Issue of up to Rs. 350,00,00,000/- (Rupees Three Hundred and Fifty Crores Only), to be issued in 5 (Five) series, each of Rs 70,00,00,000 (Rupees Seventy Crores Only), being Series 1 Debentures, Series 2 Debentures, Series 3 Debentures, Series 4 Debentures, Series 5 Debentures, where each Debenture means INR denominated, secured, non-convertible debentures of the nominal value of INR 1,000,000 each to be issued by the Company (on a private placement basis) in dematerialised form pursuant to the Deed and in terms of this Offer Letter and allotted to a Debenture Holder.	
<b>Terms of raising of securities:</b>	Duration, if applicable:	<p>Series 1 Debentures – the period ending on 20/12/2021 (“<b>Series 1 Redemption Date</b>”)</p> <p>Series 2 Debentures - the period ending on 20/06/2022 (“<b>Series 2 Redemption Date</b>”)</p> <p>Series 3 Debentures - the period ending on 20/12/2022 (“<b>Series 3 Redemption Date</b>”)</p> <p>Series 4 Debentures - the period ending on 20/06/2023 (“<b>Series 4 Redemption Date</b>”)</p> <p>Series 5 Debentures - the period ending on 20/12/2023 (“<b>Series 5 Redemption Date</b>”)</p>
	Final Redemption Date	<p>For Series 1 Debentures, Series 1 Redemption Date, being 20/12/2021;</p> <p>For Series 2 Debentures, Series 2 Redemption Date, being 20/06/2022;</p> <p>For Series 3 Debentures, Series 3 Redemption Date, being 20/12/2022;</p> <p>For Series 4 Debentures, Series 4 Redemption Date, being 20/06/2023;</p>



		For Series 5 Debentures, Series 5 Redemption Date, being 20/12/2023.
	Coupon	Coupon at the rate of 9% p.a. is payable in respect of each Debenture. For each Series, the first coupon payment is on 8 <sup>th</sup> Jan 2021, the second coupon payment date is 20 <sup>th</sup> June 2021, and semi-annually thereafter.
	Redemption Premium	Redemption Premium shall be paid on each Debenture in a manner that total IRR of 16% p.a. is received by each Debenture Holder (taking into account the Coupon) on the relevant Final Redemption Date for each Series.  Detailed Cash Flow in Annexure IV.
	Minimum Subscription Amount	INR. 10,00,000/-
	Repayment Frequency	At the relevant Final Redemption Date for each Series.
	Put/ Call Options	At all times after Series 3 Redemption Date, the Company shall have an option of redeeming all but not some of Debentures in full, by delivering a notice (the " <b>Voluntary Redemption Notice</b> ") to the Debenture Trustee at least 5 Business Days prior to the proposed redemption date (the " <b>Voluntary Redemption Date</b> ").  Upon the issuance of the Voluntary Redemption Notice, the Company shall redeem all Debentures in full by paying the



		<p>applicable voluntary redemption amount, to the Debenture Holders on the Voluntary Redemption Date.</p> <p>Early redemption of the Debentures to take place on the occurrence of certain events, as more particularly set out in the Debenture Trust Deed.</p>
	Mode of Payment	NEFT/ RTGS
	Mode of Repayment	cheque(s)/redemption warrant(s)/demand draft(s)/credit through NEFT/RTGS system/funds transfer.
<b>Proposed time schedule for which the Issue/Offer Letter is valid</b>	<p>Issue/ Bid Opening Date: 31/12/2019  Issue/ Bid Closing Date: 31/12/2019  Pay In Date: 31/12/2019  Deemed Date of Allotment: any date after the Pay In Date but before 7 January 2020 as notified by the Issuer</p>	
<b>Purpose and objects of the Issue/Offer</b>	<p>The funds raised by the Issue shall be solely utilised by the Company for the purpose of partial repayment of existing financial indebtedness raised by issuance of 25,000 (Two Thousand and Five Hundred) Unrated, Unlisted, Redeemable, Non-Convertible Debentures of face value of Rs. 10,00,000 /- (Rupees Ten Lakhs only) each (in 7 series), aggregating up to Rs. 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crores only) pursuant to a debenture trust deed dated 19 December 2019 entered into being the Company and Catalyst Trusteeship Limited as the debenture trustee (“Existing Debt”).</p> <p>The funds raised by the Issue shall not, directly or indirectly, be used for:</p> <ul style="list-style-type: none"> <li>(i) investment in the capital markets (shares or debentures);</li> <li>(i) acquisition of land;</li> <li>(ii) the business of chit funds or nidhi company;</li> <li>(iii) agricultural or plantation activities;</li> <li>(iv) real estate business (as defined under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017) or construction of farm houses;</li> </ul>	



	<p>(v) trading in transferable development rights (TDRs);</p> <p>(vi) acquiring shares of Indian companies; or</p> <p>(vii) any other purpose which is prohibited under Applicable Law (including, but not limited to Environmental or Social Laws and any regulations, guidelines or directions issued by the RBI in respect of loans and advances by banks and/or any illegal activity).</p>
<b>Contribution being made by the Promoters or directors either as part of the offer or separately in furtherance of such objects</b>	None
<b>Principal terms of assets charged as security, if applicable</b>	<p>The security and guarantees set out below are to be created/provided for the Debentures.</p> <p>(i) a first ranking <i>pari passu</i> pledge to be created by Sri Hari Trust over 98.47% of the shares of Piramal Glass Private Limited;</p> <p>(ii) a first ranking <i>pari passu</i> fixed charge over all its present and future rights, titles, interests, benefits, claims, demands of PRL Realtors LLP in bank account of PRL with Credit Suisse AG, Mumbai branch and amounts in it;</p> <p>(iii) a first ranking <i>pari passu</i> fixed charge over all its present and future rights, titles, interests, benefits, claims, demands of The Sri Krishna Trust in in bank account of SK Trust with Credit Suisse AG, Mumbai branch and amounts in it;</p> <p>(iv) a first ranking <i>pari passu</i> fixed charge over all its present and future rights, titles, interests, benefits, claims, demands of Piramal Corporate Services Private Limited in certain account assets, intellectual property and receivables from such intellectual property and in bank account of PCSPL with Credit Suisse AG, Mumbai branch and amounts in it; and</p> <p>(v) guarantee by PRL Realtors LLP and The Sri Krishna Trust.</p> <p>The security mentioned in paragraphs (ii) and (iii) and the guarantees mentioned in (v) will be created prior to the allotment of the Debentures.</p> <p>The security mentioned in paragraphs (i) and (iv) will be created within 1 week of allotment of the Debentures.</p>
<b>The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the Company and its future operations</b>	None

