

AARUSH (PHASE III) LOGISTICS PARK PRIVATE LIMITED
Regd. Office:- Unit No.7 & 8, First Floor, Pinnacle Building, International Tech Park,
CSIR Road, Taramani, Chennai - 600 113.
CIN:- U70109TN2017PTC114953.

CORPORATE ACTION INFORMATION FORM
(For Debt instruments - Allotment)

Ref. No. : Aarush (Phase III) / NCD-Series I/Oct 2017

Date: February 15, 2018

National Securities Depository Limited,
Trade World, A Wing,
Kamala Mills Compound, Lower Parel,
Mumbai - 400013.

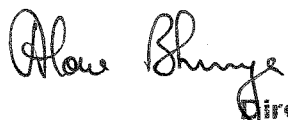
We wish to execute corporate action to **credit** the following securities to the accounts in NSDL. The details of the securities allotted are given below:

ISIN	INE168Z08019
Security Description	13.95% UNSECURED UNLISTED REDEEMABLE NON CONVERTIBLE DEBENTURES. SERIES I. DATE OF MATURITY 23/10/2047
Allotment Date	October 23, 2017
Face Value per security	Rs. 10,00,000/- per NCD
Distinctive Numbers	1 to 20 (both inclusive)

Allotment Details	No. of records	No. of Securities (Quantity)
Electronic Form - NSDL	1	20
Electronic Form - CDSL	0	0
Physical Form	0	0
Total Allotted	1	20

I, **Aloke Bhuniya**, Director, Aarush (Phase III) Logistics Park Private Limited declare that the issuer has obtained all the necessary approvals for the aforesaid issue of securities. The allotment is in terms of Board Resolution dated October 23, 2017. (copy enclosed for your reference).

For AARUSH (PHASE III) LOGISTICS PARK PVT. LTD.


Director

Signature :

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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Ref. No. : Aarush (Phase III) /NCD-Series I/Oct 2017

Date: February 15, 2018

To,

M/s. Integrated Registry Management Services Private Limited,
Registrar and Transfer Agent,
2nd Floor, Kences Towers,
No.1, Ramakrishna Street,
North Usman Road,
T.Nagar, Chennai-600 017

Dear Sir,

This has reference to our Corporate Action Form dated February 15, 2018.

Kindly take note of the following particulars for credit of NCDs to the subscriber's account.

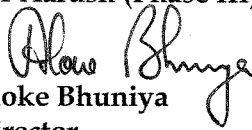
ISIN	INE168Z08019
Security Description	13.95% UNSECURED UNLISTED REDEEMABLE NON CONVERTIBLE DEBENTURES. SERIES I. DATE OF MATURITY 23/10/2047.
Allotment Date	October 23, 2017
Face Value per security	Rs. 10,00,000/- per NCD
Distinctive Numbers	1 to 20 (both inclusive)
DP ID	IN300054
DP Name	CITIBANK N.A
Client ID	10095529
Name of the allottee	AIL1 (FPI) PTE. LTD
No. of NCDs allotted	20

Please acknowledge receipt and do the needful.

Thanking you,

Yours faithfully,

For Aarush (Phase III) Logistics Park Private Limited,


Alope Bhuniya
Director



AARUSH (PHASE III) LOGISTICS PARK PRIVATE LIMITED

Regd. Office:- Unit No.7 & 8, First Floor, Pinnacle Building, International Tech Park,
CSIR Road, Taramani, Chennai - 600 113.

CIN:- U70109TN2017PTC114953.

CERTIFIED EXTRACT OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF AARUSH (PHASE III) LOGISTICS PARK PRIVATE LIMITED ("COMPANY") HELD ON OCTOBER 23, 2017, AT 7.00 PM AT UNIT #221, FIRST SPACE, LEVEL 2, RAHEJA CENTRE POINT, 294, CST ROAD, KALINA, SANTACRUZ EAST, MUMBAI, 400098.

ALLOTMENT OF FULLY-PAID UNLISTED REDEEMABLE UNSECURED NON-CONVERTIBLE DEBENTURES

The Chairman informed the Board that pursuant to the application money received from AIL 1 (FPI) Pte. Ltd. towards 20 (Twenty) Fully-Paid Unlisted Redeemable Unsecured Non-Convertible Debentures having a face value of Rs. 10,00,000/- (Rupees Ten Lakhs Only) offered to it by private placement and preferential allotment by the Company, the Board of Directors of the Company proposes to allot the said securities to AIL 1 (FPI) Pte. Ltd.

The Board discussed and the following resolution was passed unanimously:

"RESOLVED THAT 20 (Twenty) Fully-Paid Unlisted Redeemable Unsecured Non-Convertible Debentures having a face value of Rs. 10,00,000/- (Rupees Ten Lakhs Only) allotted to AIL 1 (FPI) Pte. Ltd. as follows:

Name of the allottee	Securities allotted	Numbers
AIL 1 (FPI) Pte. Ltd.	Fully-Paid Unlisted Redeemable Unsecured Non- Convertible Debentures	20

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby jointly and severally authorized to sign and file all necessary applications/ documents with the Registrar of Companies, Chennai and all regulatory authorities in the prescribed form.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company be and are hereby jointly and severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as may deem necessary, proper or desirable and to sign and execute all necessary documents for the purpose of giving effect to the aforesaid resolution along with remittance of stamp duty and fees with regard to the allotment."

//Certified True Copy//

For AARUSH (PHASE III) LOGISTICS PARK PVT. LTD.

Aloke Bhuniya
Director

DIN: 03059633

Director

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

SRN : G59305821

Service Request Date : 30/10/2017

Payment made into : HDFC Bank

Received From :

Name : VASANTHI THAMIZHVANAN
Address : #22, VAIDYARAMAN STREET
T NAGAR
CHENNAI, Tamil Nadu
India - 600017

Entity on whose behalf money is paid

CIN: U70109TN2017PTC114953
Name : AARUSH (PHASE III) LOGISTICS PARK PRIVATE LIMITED
Address : UNIT NO.7 & 8, FIRST FLOOR,PINNACLE BUILDING,
INTERNATIONAL TECH PARK, CSIR ROAD, TARA MANI
Chennai, Tamil Nadu
India - 600113

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 - HDFC 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)

For AARUSH (PHASE III) LOGISTICS PARK PVT. LTD.

Alow Bhmye
Director

FORM NO. PAS-3

[Pursuant to section 39(4) and 42 (9) of the Companies Act, 2013 and rule 12 and 14 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

U70109TN2017PTC114953

Pre-fill

(b) Global Location Number (GLN) of Company

2.(a) Name of the company

AARUSH (PHASE III) LOGISTICS PARK PRIVATE LIMITED

(b) Address of the Registered office of the company

UNIT NO.7 & 8, FIRST FLOOR, PINNACLE BUILDING,
INTERNATIONAL TECH PARK, CSIR ROAD, TARAMANI
Chennai
Chennai
Tamil Nadu
600113

(c) *Email Id of the company

saravanan.m@ascendas-singbridge.com

3. Securities allotted payable in cash

*Number of allotments

1

1 (i)* Date of allotment

23/10/2017

(DD/MM/YYYY)

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

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

Particulars	☐ Preference shares	☐ Equity shares without Differential rights	☐ Equity Shares with differential rights	☒ Debentures
Brief particulars of terms and conditions				Unlisted Non-Convertible Debentures
Number of securities allotted				20
Nominal amount per security (in Rs.)				1000000.00
Total nominal amount (in Rs.)				20,000,000
Amount paid per security on application (excluding premium) (in Rs.)				1000000.00
Total amount paid on application (excluding premium) (in Rs.)				20,000,000
Amount due and payable on per security on allotment(excluding premium) (in Rs.)				
Total amount paid on allotment (excluding premium) (in Rs.)				
Premium amount per security due and payable (if any) (in Rs.)				0.00
Total premium amount due and payable (if any) (in Rs.)				
Premium amount paid per security (if any)				0.00
Total premium amount paid (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				0.00
Total discount amount (if any) (in Rs.)				
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.)				

For AARUSH (PHASE III) LOGISTICS PARK PVT. LTD.

Director

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	☐ Preference shares	☐ Equity shares without Differential rights	☐ Equity Shares with differential rights	☐ 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.

For AARUSH (PHASE III) LOGISTICS PARK PVT. LTD. ☐ No

Alow Sharma
Director

5. Bonus shares issued

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

6. In respect of private placement

(a) Category to whom allotment is made:

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

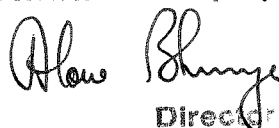
(b) Declaration that in respect of preferential allotment or private placement the company has:

- ☒ allotted securities to less than two hundred persons in aggregate in a financial year excluding exempted categories;
☒ not allotted securities with an application size of less than twenty thousand per person;
☒ 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	3,362,824	2,861,065	2,861,065	2,861,065
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	33,628,240.00	28,610,650.00	28,610,650.00	28,610,650.00
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	33,628,240.00	28,610,650.00	28,610,650.00	28,610,650.00

For AARUSH (PHASE III) LOGISTICS PARK PVT. LTD.


Director

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	20	1000000	20,000,000
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

Aarush - Phase III - List of Allottees.pdf
Aarush - Phase III - BR - 23 10 2017.pdf
Aarush III Form PAS 5 24 October 2017.pdf

2.*Copy of Board or shareholders' resolution.

Attach

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

Attach

Remove attachment

7. Optional attachment(s), if any.

Attach

For AARUSH (PHASE III) LOGISTICS PARK PVT. LTD.

Alau Bhungu
Director

Declaration

I am authorized by the Board of Directors of the Company vide resolution no * 3 dated * 23/10/2017 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



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

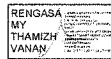
03059633

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**



- * ☐ 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

11151

* Certificate of practice number

3721

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.

For AARUSH (PHASE III) LOGISTICS PARK PVT. LTD.

Alok Bhunia
Director

Aarush (Phase III) Logistics Park Private Limited

Terms of Non-Convertible Debentures

The terms of the issue of Non-Convertible Debentures ("NCD" or "Debentures") are as follows:

1. Face value and Amounts Paid-up on the Debentures

The Debentures shall have a face value of Rs. 10,00,000/- (Rupees Ten Lakhs only).

2. Nature

The Debentures are fully-paid, unlisted, redeemable, unsecured, non-convertible debentures.

3. Form

3.1 The Debentures shall be in dematerialised form but will be fungible and shall be represented by a statement issued through the electronic mode. Aarush (Phase III) Logistics Park Private Limited ("Company") has made depository arrangements with the Depositories for the issue of Debentures in dematerialised form. Subject to Clause 3.2 below, the Debenture Holders will hold the Debentures in dematerialised form and deal with the Debentures in accordance with the provisions of the Depositories Act, 1996 and the rules thereunder as notified by the Depositories from time to time. The depository accounts of the Debenture Holders with the Depository will be credited with the relevant Debentures within 60 (Sixty) days from the Closing Date.

3.2 Each Debenture Holder may rematerialize its Debentures at its sole cost and expense any time after allotment, in accordance with the provisions of the Depositories Act, 1996 and rules thereunder as notified by the Depositories from time to time.

4. Term

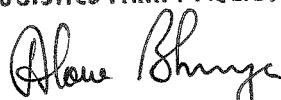
The term of each Debenture shall be 30 (thirty) years from the date of issue ("Term").

5. Coupon and Payment Duration

5.1 The coupon on the NCD shall be calculated at the rate of 13.95% per annum or such other coupon as may be mutually agreed between the Company and Debenture Holder (subject to clause 5.2). Coupon shall be remitted after withholding of applicable taxes in India.

For AARUSH (PHASE III) LOGISTICS PARK PVT. LTD.

1


Director

- 5.2 No interest coupon shall be accrued and paid on the NCD till the date of completion of project ("Project Completion"). Project Completion for this purpose shall mean obtaining the certificate from the applicable statutory authorities.
- 5.3 Interest on NCD for a financial year shall be payable on or before April 30th of the subsequent financial year or within such time or such other frequency as may be mutually agreed between the Company and the Debenture Holder(s) from time to time. In the event April 30th of a year falls on a bank holiday in India, then the due date shall be the next banking working day.

6. Redemption

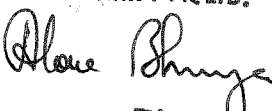
The outstanding Debentures shall be fully redeemed upon the occurrence of the earliest of any of the following events:

- (a) the end of Term of the Debentures; or
- (b) an Event of Default. An Event of Default means failure to pay any sum when due (including but not limited to the interest and principle); or
- (c) at any date during the Term when the Board decides to redeem the outstanding Debentures in full, in accordance with Clause 7 below; or
- (d) at any date during the Term when the Debenture Holder (holding atleast 75% of the Debentures outstanding) decides to call for redemption of the outstanding Debentures in full or otherwise.

7. Option for Prepayment

- 7.1 The Company may choose to prepay the Debentures or any portion thereof by exercising an option ("Prepayment Option") any time after the third anniversary from the date of issue of this Debenture.
- 7.2 The price payable on exercise of the Prepayment Option shall be determined at the discretion of the Company, taking into consideration the financial position, then prevailing interest rate, access to alternate funds, etc.
- 7.3 The Debenture Holders shall have a right but not an obligation to tender their Debentures (in whole or part) pursuant to the Prepayment Option extended by the Company.
- 7.4 The Prepayment Option once accepted by the Debenture Holder shall be binding on the Company, and the Company shall not withhold the Prepayment, unless otherwise agreed in writing by the Debenture Holders.

For AARUSH (PHASE III) LOGISTICS PARK PVT. LTD.

2 
Director

- 7.5 Where the Company causes a prepayment upon exercise of the Prepayment Option, the payment shall be made in the manner set out in Paragraph 9. Further, any such prepayment shall be subject to applicable law (including without limitation, the restrictions on minimum maturity of NCDs issued to Foreign Portfolio Investors, as prescribed by the Reserve Bank of India).

8. Call Option

- 8.1 In addition to the prepayment options in clause 7, the Company may redeem the Debentures or any portion thereof by exercising an option ("Call Option") within a period of 60 (sixty) days after the third anniversary from the date of issue of this Debentures, subject to applicable law.
- 8.2 The price payable on exercise of the Call Option by the Company shall be equal to the paid-up value of the Debentures.
- 8.3 The Company would be obligated to redeem the Debentures within a period of 90 (ninety) days from the date of exercise of Call Option by the Company.

9. Appropriation of payments

Any payments due and payable and made by the Company to the Debenture Holders will be appropriated towards such payment dues in the following order of priority:

- (a) firstly, towards payment of Coupon accrued;
- (b) secondly, towards payment of Redemption Premium, if any; and
- (c) lastly, towards payment of the Principal Amount.

10. Redemption Premium

Subject to Clause 7, at the time of redemption of the Debentures at the end of the tenure, no premium shall be payable on redemption.

11. Transfer of Debentures

- 11.1 The Debentures are not marketable and are not capable of being listed on any stock exchange. The debenture certificates will bear the following legend - "The debentures are not marketable and are not capable of being listed on any stock exchange", if debenture certificates are issued in physical form as permitted under applicable law.

For AARUSH (PHASE III) LOGISTICS PARK PVT. LTD.


Director

11.2 The Debentures shall, however, be transferable by the Debenture Holders (including their successors and permitted assigns) in whole or in part under applicable law, including by way of delivery, assignment and/or novation after obtaining prior consent of the Company.

11.3 The Company shall be bound by these terms to the Debenture Holders.

11.4 It is clarified that the Company shall not be entitled to assign any of the rights, duties or obligations in relation to the Debentures under any circumstances whatsoever.

12. Variation of Debenture Holders' Rights

The rights, privileges and conditions attached to the Debentures may only be varied, modified or abrogated with the consent in writing of the Debenture Holders holding minimum of 75% (seventy five percent) of the aggregate value of the outstanding Debentures in accordance with the terms hereof.

13. Voting Rights

The Debentures shall not carry any voting rights save and except, to the extent of any matters affecting the rights of any Debenture Holders.

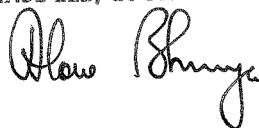
14. Day Count Convention

Any payment on the Debentures will accrue from day to day and is calculated on the basis of the actual number of days elapsed and a year of 365 (three hundred sixty five) days.

15. End Use Restrictions

1. Investment in capital market; or
2. Real estate business; or
3. Acquisition of land; or
4. Any other restricted purposes as specified under guidelines issued by the RBI and SEBI.

For AARUSH (PHASE III) LOGISTICS PARK PVT. LTD.



Director