

Payee



IDFC BANK

# DEMAND DRAFT

Valid for three months / केवल ३ महीने के लिए वैध

1D 1D 0M 4M 2Y 0Y 1Y 8Y

Issuing Branch/ जारी करने वाली शाखा:  
Code No. / कोड क्र.:

GURGAON GOLF COURSE ROAD

On Demand Pay / मांगे जाने पर 21001

or Order / या उनके आदेशपर

NATIONAL SECURITIES DEPOSITORY LIMITED\*\*\*\*\*

Rupees / रुपये

ONE THOUSAND ONE HUNDRED AND EIGHTY RUPEE ONLY

अदा करें

₹

\*\*\*\*\*1180.00

NOT OVER Rs.1180.00

For IDFC Bank Ltd.

00011197

Drawee Branch / अदाकर्ता शाखा:  
Code No. / कोड क्र.:

BKC - NAMAN BRANCH  
40101

*Dhruv*  
145887

प्राधिकृत हस्ताक्षर  
Authorised Signatory

*S. Singh*  
108899

प्राधिकृत हस्ताक्षर  
Authorised Signatory

⑈011197⑈ 0007510001: 999999⑈ 16



**Green Infra Wind Power Generation Limited**  
(A subsidiary of Sembcorp Green Infra Limited)

CIN: U40108DL2011PLC221871

**Registered Office:**

Door No. 515 & 514, Tolstoy House,  
Tolstoy Marg, New Delhi – 110001, India

**Corporate Office:**

5<sup>th</sup> Floor, Tower C, Building No. 8,  
DLF Cybercity, Gurugram – 122 002,  
Haryana, India

Tel (91) 124 3896700

Fax (91) 124 3896710

sgil.complianceofficer@sembcorp.com

www.sembcorp.com

Date: 17 April, 2018

To,

**National Securities Depository Limited**

Trade World, A wing, 4th & 5th Floors,  
Kamala Mills Compound,  
Lower Parel, Mumbai - 400 013

**Sub: Corporate Action for Allotment of Compulsorily Convertible Debentures  
(CCDs') of Green Infra Wind Power Generation Limited  
ISIN : INE238S08015**

Dear Sir,

The Board of Directors of the Company has allotted 8,36,000 Compulsorily Convertible Debentures (CCDs') of Rs. 1000/- each of the Company for cash at face value on Private Placement Basis on 8 January, 2018. **The said allotment of 8,36,000 Compulsorily Convertible Debentures (CCDs') is under section 42 of the Companies Act, 2013 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, hence special resolution was passed in this regard.**

In this regard, please find enclosed the following documents for credit Corporate Action:

1. Corporate Action Information Form for allotment of 8,36,000 CCD's enclosed along with Annexure A;
2. Board Resolution dated 8 January, 2018 for allotment of 8,36,000 CCD's enclosed ;
3. Copy of Form MGT-14, filed with Registrar of Companies for Special Resolution passed by the Member's in Extra-ordinary General Meeting dated 15.12.2017.
4. Copy of Special Resolution passed by the Members in the Extra-ordinary General Meeting for approval of issue of CCD's on private placement basis.
5. Copy of Form PAS-3, filed with Registrar of Companies enclosed.
6. Demand Draft No. 011197 dated 11.04.2018 drawn on IDFC Bank Limited of Rs. 1180/- in favour of National Securities Depository Limited, payable at par.
7. Private Placement offer letter dated 15 December, 2017.



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We request you to execute the Corporate Action under intimation to us.

Yours Truly

For **Green Infra Wind Power Generation Limited**

A handwritten signature in black ink, appearing to read "Malay Rastogi", written over a horizontal line.

**Malay Rastogi**

**Chief Financial Officer**

PAN No.: AHHPR7673Q

CC: Mr. Krishan Kant through Zuari Finserv Private Limited

Address: 1<sup>st</sup> Floor, 5 Commercial Centre, Jasola,

New Delhi - 110025



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## CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

Date : 17 April, 2018

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:

ISIN	INE238S08015
Security Description	COMPULSORILY CONVERTIBLE DEBENTURES (CCD's)
Allotment Date	8 – January - 2018
Face Value per security	Rs. 1000
Distinctive Numbers	450001 - 1286000
Whether this issue is placed through Electronic Book Provider (EBP) Mechanism	No
If through EBP, name of Electronic Book Provider name of the clearing corporation.	Not Applicable

Allotment Details	No. of records	No. of Securities (Quantity)
Electronic Form – NSDL	1	836000
Electronic Form – CDSL	-	-
Physical Form	-	-
Total Allotted	1	836000



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I, **Malay Rastogi, Chief Financial Officer of Green Infra Wind Power Generation 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 **8 January, 2018** (copy enclosed).

Signature: 

Date: 17 April, 2018





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### Annexure A

To,  
**The Managing Director,**  
National Securities Depository Limited.  
Trade World, 4<sup>th</sup> 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	INE238S08015
Date of Allotment ( <i>in DD-MM-YYYY</i> )	8 January 2018
Date of Maturity/Conversion ( <i>in DD-MM-YYYY</i> )	31-03-2032
Allotment Quantity	836000
Issue Price (in Rs.)	1000
Face Value (in Rs.)	1000
Issue Size (in Rs. Crs.)	1,77,00,00,000
Certificate Nos./Distinctive Nos. (From – To)	450001 - 1286000

#### Issuance history under the aforesaid ISIN (including current issue):

Sr. No.	Date of Allotment	Allotment Quantity	Cumulative Quantity	Issue Price (in Rs.)	Issue Size (in Rs.)	Cumulative Issue Size (in Rs.)
1.	8 January, 2018	836000	836000	1000	1,77,00,00,000	1,77,00,00,000

For Green Infra Wind Power Generation Limited

  
**Malay Rastogi**  
**Chief Financial Officer**  
PAN: AHHPR7673Q

Date: 17 April, 2018



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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF GREEN INFRA WIND POWER GENERATION LIMITED ON 8 JANUARY, 2018**

**“RESOLVED THAT** in terms of Sections 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and the provisions of the Memorandum and Articles of Association of the Company and pursuant to the acceptance of the offer under Private placement offer letter dated 15 December, 2017, for issue of Compulsorily Convertible Debentures (CCDs) and upon receipt of application money, 8,36,000 (Eight Lakh Thirty Six Thousand) Compulsorily Convertible Debentures (CCDs) of Rs. 1000 (Rupees One Thousand only) each be and are hereby allotted for an aggregate amount of Rs. 83,60,00,000 (Eighty Three Crore Sixty Lakh Only) at par, on private placement basis, as detailed below:

S. No.	Name, Occupation & Address of the Allottee	No. of CCDs' allotted	Folio No.	Debenture Certificate No.	Amount (Rs.)	Distinctive Nos.
1.	Sembcorp Green Infra Limited, Business, 5th floor, Tower C, Building No. 8, DLF Cybercity, Gurgaon 122002, Haryana	8,36,000	1	01	83,60,00,000	450001- 1286000
Total		8,36,000			83,60,00,000	

**Terms of Allotment :**

- The CCDs shall be unsecured and called “0% compulsorily convertible debentures”.
- The CCDs shall be of face value of Rs. 1,000/- each and shall carry coupon rate of 0%.
- The CCDs shall be compulsory converted into ordinary equity shares as on 31<sup>st</sup> March, 2032.
- Each CCD will be converted into 100 equity shares of Rs. 10 each to be issued by the Company on the date of conversion.

**RESOLVED FURTHER THAT** Mr. Sanjay Nagrare, Mr. Rajesh Dhakar, Mr. Shashidhar Srirambhatla – Directors and Mr. Malay Rastogi – Chief Financial Officer of the Company (collectively referred to as Authorized Persons of the Company) be and are hereby jointly and/or severally authorized to do all such acts, deeds or things as may be necessary in order to comply with the formalities relating to the allotment of the said CCDs, including without limitation, issue/sign/execute letter of allotment and/or debenture certificate subject to the payment of stamp duty pursuant to the provisions of the Companies Act, 2013 and the



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rules made thereunder, affixation of the common seal of the Company, signing and execution of documents with National Securities Depository Limited and/or to give direct credit of the said CCDs' in dematerialized mode, if required, and filing of forms required to be filed with the Registrar of Companies in connection thereto.”

For Green Infra Wind Power Generation Limited

A handwritten signature in black ink, appearing to read "Sanjay Nagrare", with a horizontal line underneath.

**Sanjay Nagrare**

**Director**

DIN: 02127944

Address: B1A / 74-C, Janakpuri, Delhi - 110058

Date: 23 January 2018

A small, stylized handwritten mark or signature in the left margin.



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

SRN : G73128878

Service Request Date : 10/01/2018

Payment made into : ICICI Bank

Received From :

Name : MANPREET SINGH  
Address : 874, Sector-15,  
Part-II Gurugram  
Gurugram, Haryana  
IN - 122001

Entity on whose behalf money is paid

CIN: U40108DL2011PLC221871  
Name : GREEN INFRA WIND POWER GENERATION LIMITED  
Address : Door No.515 & 514, TOLSTOY HOUSE, TOLSTOY MARG  
  
NEW DELHI, Delhi  
India - 110001

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form MGT-14	Normal	600.00
<b>Total</b>		<b>600.00</b>

Mode of Payment: Credit Card- ICICI 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)

# FORM NO. MGT-14

[Pursuant to section 94(1), 117(1) of The Companies Act, 2013 and section 192 of The Companies Act, 1956 and rules made thereunder]



Filing of Resolutions and agreements to the Registrar

Form Language  English  Hindi

Refer the instruction kit for filing the form.

1. (a)*Corporate Identity Number (CIN) of the company	U40108DL2011PLC221871	Pre-fill
(b) Global Location Number (GLN) of the company		
2. (a) Name of Company	GREEN INFRA WIND POWER GENERATION LIMITED	
(b) Address of the registered office of the company	Door No.515 & 514, TOLSTOY HOUSE, TOLSTOY MARG NEW DELHI Central Delhi Delhi 110001 India	
(c) *e-mail id of the company	sgil.complianceofficer@sembcorp.com	
3.* Registration of	<input checked="" type="checkbox"/> Resolution(s) <input type="checkbox"/> Agreement <input type="checkbox"/> Postal ballot resolution(s) under Section 110 <input type="checkbox"/> Proposed resolution under section 94(1)	
4. Date of dispatch of notice for passing of		
(a) Resolution(s)	14/12/2017	(DD/MM/YYYY)
(b) Postal ballot resolution(s)		(DD/MM/YYYY)
5. Date of passing of		
(a) Resolution(s)	15/12/2017	(DD/MM/YYYY)
(b) Postal ballot resolution(s)		(DD/MM/YYYY)
6. Number of resolution(s) for which the form is being filed	1	

## Details of the resolution

I (a) (i) Section of the Companies Act, 2013 under which passed	Others
(ii) Section of the Companies Act, 1956 under which passed	
(b) Purpose of passing the resolution	Others under Companies Act,2013
If others, mention the section and purpose	Section 39, 42, 71
(c) Subject matter of the resolution	To issue Compulsory Convertible Debenture of an amount of up Rs. 1,77,00,00,000 by way issue of 17,70,000 CCD's at Rs. 1000 each on private placement basis to Sembcorp Green Infra Limited, Holding Company.
(d) Mention whether resolution passed by postal ballot	<input type="radio"/> Yes <input type="radio"/> No
(e) Indicate the authority passing or agreeing to the resolution	<input type="radio"/> Board of directors <input checked="" type="radio"/> Shareholders <input type="radio"/> Class of shareholders <input type="radio"/> Creditors
(f) Whether ordinary or special resolution or with requisite majority	<input type="radio"/> Ordinary resolution <input checked="" type="radio"/> Special resolution <input type="radio"/> Requisite majority

10. Service request number(SRN) of Form INC-28

**Attachments**

- 1. Copy(s) of resolution(s) along with copy of explanatory statement under section 102
- 2. Altered memorandum of association
- 3. Altered articles of association
  
- 5. Optional attachment(s) - if any

Attach

Attach

Attach

Attach

List of attachments

GIWPGL\_CTC for issue of CCD'S\_1.pdf  
GIWPGL Explanatory Statement\_15.12.2017.pdf

Remove Attachment

**Declaration**

I am authorized by the Board of Directors of the Company vide resolution no  Dated  (DD/MM/YYYY) 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. I further declare that :

- 1. 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 company.
- 2. All the required attachments have been completely and legibly attached to this form. It is also certified that copy of the resolution(s) or agreement(s) filed herewith is or are a true copy(s) of the original.
- 3. Any application, writ petition or suit had not been filed regarding the matter in respect of which this petition/application has been made, before any court of law or any other authority or any other Bench or the Board and not any such application, writ petition or suit is pending before any of them.

\* To be digitally signed by



\* Designation

Name of liquidator

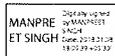
\* Director identification number of the director; or Income-tax PAN of the liquidator; DIN or Income-tax PAN of manager or CEO or CFO; or membership number of Company secretary;

**Certificate by practicing professional**

I declare that I have been duly engaged for the purpose of certification of this form, it is here by 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 then to be true, correct and complete and no information material to this form has been suppressed. I further verify 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 No.

Certificate of practice number

**Note: Attention is also drawn to provisions of Section 448 and 449 which provide for punishment for false statement and punishment for false evidence respectively.**



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CIN U40108DL2011PLC221871  
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**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF GREEN INFRA WIND POWER GENERATION LIMITED ON 15 DECEMBER, 2017**

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"RESOLVED THAT in terms of Sections 39, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, rules made there under and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of shareholders of the Company and such other approvals, permissions and sanctions, as may be necessary, consent of the Board be and is hereby accorded to issue Compulsory Convertible Debentures (hereinafter referred as the 'CCDs') of an amount of up to Rs. 1,77,00,00,000 (Rupees One hundred seventy seven crores only) by way of issue of 17,70,000 (Seventeen Lakhs Seventy Thousands) CCDs' at Rs. 1000 (Rupees One Thousand) each, on private placement basis, to Sembcorp Green infra Limited, Holding Company, having its registered office at 5<sup>th</sup> Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram, - 122002, Haryana (hereinafter referred as "**Debenture Holders**") on the following terms and conditions:

- The CCDs shall be unsecured and called "0% compulsorily convertible debentures".
- The CCDs shall be of face value of Rs. 1,000/- each and shall carry coupon rate of 0%.
- The CCDs shall be compulsorily converted into ordinary equity shares as on 31<sup>st</sup> March, 2032.
- Each CCD will be converted into 100 equity shares of Rs. 10 each to be issued by the Company on the date of conversion.

**RESOLVED FURTHER THAT** Mr. Sanjay Nagrare and Mr. Rajesh Dhakar - Directors and Mr. Malay Rastogi - Chief Financial Officer of the Company, be and are hereby authorized severally to do all such acts, deeds and things as may be necessary, proper, incidental, consequential, desirable or expedient to give effect to this resolution."

For **Green Infra Wind Power Generation Limited**

**Rajesh Dhakar**  
Director

DIN: 07581900

Address: Vadgaonsheri A-11, Konark Splendour,  
S. No-37-1B, Dukirkline, Pune - 411014

Date: 5 January, 2018

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

SRN : G75134734

Service Request Date : 30/01/2018

Payment made into : ICICI Bank

Received From :

Name : MANPREET SINGH  
Address : 874, Sector-15,  
Part-II Gurugram  
Gurugram, Haryana  
IN - 122001

Entity on whose behalf money is paid

CIN: U40108DL2011PLC221871  
Name : GREEN INFRA WIND POWER GENERATION LIMITED  
Address : Door No.515 & 514, TOLSTOY HOUSE, TOLSTOY MARG  
  
NEW DELHI, Delhi  
India - 110001

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form PAS-3	Normal	600.00
<b>Total</b>		<b>600.00</b>

Mode of Payment: Credit Card- ICICI Bank

Received Payment Rupees: Six Hundred Only

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# FORM NO. PAS-3



## Return of Allotment

[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]

Form language  English  Hindi

Refer the instruction kit for filing the form.

1.(a) \*Corporate Identity Number (CIN) of company    
(b) Global Location Number (GLN) of Company

2.(a) Name of the company

(b) Address of the Registered office of the company

(c) \*Email Id of the company

3. Securities allotted payable in cash

\*Number of allotments

1 (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 checked="" type="checkbox"/> Debentures
Brief particulars of terms and conditions				CCD's shall be unsecured
Number of securities allotted				450,000
Nominal amount per security (in Rs.)				1000.00
Total nominal amount (in Rs.)				450,000,000
Amount paid per security on application (excluding premium) (in Rs.)				1000.00
Total amount paid on application (excluding premium) (in Rs.)				450,000,000
Amount due and payable on per security on allotment(excluding premium) (in Rs.)				0.00
Total amount paid 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

- 2 (i)\* Date of allotment 

08/01/2018
------------

 (DD/MM/YYYY)
- (ii)(a) Date of passing shareholders' resolution 

15/12/2017
------------

 (DD/MM/YYYY)
- (b) SRN of Form No. MGT-14 

G73128878
-----------

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				CCD's shall be unsecured
Number of securities allotted				836,000
Nominal amount per security (in Rs.)				1000.00
Total nominal amount (in Rs.)				836,000,000
Amount paid per security on application (excluding premium) (in Rs.)				1000.00
Total amount paid on application (excluding premium) (in Rs.)				836,000,000
Amount due and payable on per security on allotment(excluding premium) (in Rs.)				0.00
Total amount paid 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

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

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;
- 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	35,100,000	5,329,200	5,329,200	5,329,200
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	351,000,000.00	53,292,000.00	53,292,000.00	53,292,000.00
Number of preference shares	39,900,000	38,287,900	38,287,900	38,287,900
Nominal value per preference share	10	10	10	10
Total amount of preference shares	399,000,000.00	382,879,000.00	382,879,000.00	382,879,000.00
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
<b>Total</b>	<b>750,000,000.00</b>	<b>436,171,000.00</b>	<b>436,171,000.00</b>	<b>436,171,000.00</b>

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	1,286,000	1000	1,286,000,000
Secured loans			5,695,320,216
Others, specify	0	0	1,893,431,713

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

GIWPGL CTC for allotment of CCD 05 01 2018.pdf  
 GIWPGL CTC for allotment of CCD 08 01 2018.pdf  
 GIWPGL List of Allotees 08 01 2018.pdf  
 GIWPGL List of Allotees 05 01 2018.pdf  
 GIWPGL EQUITY VALUATION DCF 101217.pdf  
 GIWPGL\_form PAS-5.pdf

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

Attach

Remove attachment

7. Optional attachment(s), if any.

Attach

**Declaration**

I am authorized by the Board of Directors of the Company vide resolution no \* 05 dated \* 20/05/2014 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**

SANJAY NAGRA RE

\* 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

02127944

**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**

MANPR EET SINGH

- \*  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 7518

\* Certificate of practice number 13378

**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.**

FORM NO PAS-4

PRIVATE PLACEMENT OFFER LETTER

(Pursuant to section 42 of the Companies Act, 2013 and rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014)

1. GENERAL INFORMATION

1.1 Name, address, website and other contact details of the Company indicating both registered office and corporate office:

(i) Name: Green Infra Wind Power Generation Limited ("the Company")

(ii) Address:

Registered Office : Door No. 515 & 514, Tolstoy House, Tolstoy Marg, New Delhi - 110001;

Corporate Office : 5<sup>th</sup> Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana

(iii) Tel. No: +91 124 3896700

(iv) Fax: +91 124 3896710

1.2 Date of incorporation of the Company: 4 July, 2011

1.3 Business carried on by the Company and its subsidiaries with the details of branches or units, if any:

The Company is a public limited company incorporated under the Companies Act, 1956, engaged in the business of generation of electricity by setting up and operation of wind power projects. Currently the Company is operating 20 MW wind power project at Ramdurga, Karnataka and 4 MW wind power project at Tadas, Karnataka and 80 MW wind power project at Anathalli and Harpanhalli, Karnataka.

The Company has no branch office.

1.4 Brief particulars of the management of the Company:

S.No.	Name	Designation
1.	Maj. Gen. Arun Kumar Kher (Retd.)	Independent and Non-Executive Director
2.	Mr. Sunil Pant	Independent and Non-Executive Director
3.	Mr. Sanjay Nagrare	Non-Independent and Non-Executive Director
4.	Mr. Kapil Kasotia	Non-Independent and Non-Executive Director
5.	Mr. Rajesh Dhakar	Additional Director

1.5 **Names, addresses, DIN and occupations of the directors:**

Name	Address	DIN	Occupation
Maj. Gen. Arun Kumar Kher (Retd.)	B- 96, Oakwood Estate, Akashneem Marg, DLF City – Phase II, Gurgaon – 122002, Haryana	00152941	Retired
Mr. Sunil Pant	A-1402 Angel Mercury, Ahinsa Khand-2, Ghaziabad 201010, Uttar Pradesh	07068748	Retired
Mr. Sanjay Nagrare	B1A / 74-C, Janakpuri, Delhi - 110058	02127944	Service
Mr. Kapil Kasotia	Tower-15 Flat No.- 904, Orchid Petals, Sector-49, Gurgaon- 122001, Haryana	06909365	Service
Mr. Rajesh Dhakar	Vadgaonsheri A-11, Konark Splendour, S. No-37-IB, Dukirkline, Pune-411014	07581900	Service

**Details of Key Managerial Personnel:**

Name	Address	Designation
Mr. Malay Rastogi	Flat No.2020, IFCI Apartment, Plot No.4, Sector 23, Dwarka, Delhi 110075	Chief Financial Officer
Mr. Rajesh Dhakar	Vadgaonsheri A-11, Konark Splendour, S. No-37-IB, Dukirkline, Pune-411014	Manager
Mr. Rajat Arora	1751, Rani Bagh, Shakur Basti Saraswati Vihar, North West, Delhi Delhi 110034	Company Secretary

1.6 **Management's perception of risk factors:**

- Our business and operations could be affected on account of risks in respect of Power Purchase Agreements entered into by us for sale of power generated, wind patterns - wind and associated weather conditions which are seasonal in nature, availability of the electricity grid, indebtedness and the conditions and restrictions imposed by the financing arrangements, dependency on various contractors or specialist agencies to maintain and provide certain other services to our power projects or due to any reasons beyond our control.

1.7 **Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of (i) statutory dues; (ii) debentures and interest thereon; (iii) deposits and interest thereon; (iv) loan from any bank or financial institution and interest thereon:**

None.

1.8 **Names, designation, address and phone number, email ID of the nodal/compliance officer of the Company, if any, for the private placement offer process:**

Name: Sanjay Nagrare  
Designation: Director  
Address: 5<sup>th</sup> Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram –  
122002, Haryana  
Email: [sgil.complianceofficer@sembcorp.com](mailto:sgil.complianceofficer@sembcorp.com)

**2. PARTICULARS OF THE OFFER**

**2.1 Date of passing of board resolution:**

13 December, 2017

**2.2 Date of passing of resolution in the general meeting, authorizing the offer of securities:**

15 December, 2017

**2.3 Kinds of securities offered (i.e. whether share or debenture) and class of security:**

Compulsorily Convertible Debentures (CCDs') @ Rs. 1000 each

**2.4 Price at which the security is being offered including the premium, if any, along with justification of the price:**

The CCDs' shall be issued @ Rs.1000/- each

**2.5 Name and address of the valuer who performed valuation of the security offered:**

Name : Sanjay Bhuwania & Co.  
Address : 10/60, Vikram Vihar, LGF, Lajpat Nagar – IV, New Delhi - 110024

**2.6 Amount which the Company intends to raise by way of securities:**

Rs. 177,00,00,000/- (Rupees One Hundred Seventy Seven Crore only) by way of issue of 17,70,000 (Seventeen Lakh Seventy Thousand) equity shares at Rs.10 (Rupees Ten) each.

**2.7 Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment:**

- i) The CCDs shall be unsecured and called "0% compulsorily convertible debentures".
- ii) The CCDs shall be of face value of Rs. 1,000/- each and shall carry coupon rate of 0%.
- iii) The CCDs shall be compulsory converted into ordinary equity shares as on 31<sup>st</sup> March, 2032.
- iv) Each CCD will be converted into 100 equity shares of Rs. 10 each to be issued by the Company on the date of conversion.

**2.8 Proposed time schedule for which the offer letter is valid:**

18 December 2017 to 16 January 2018

**2.9 Purposes and objects of the offer:**

The purpose and the object of the offer is to fund various business projects of the Company.

**2.10 Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects:**

None

**2.11 Principal terms of assets charged as security, if applicable:**

Not applicable

**3. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.**

**3.1 Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons:**

None

**3.2 Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the Company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed:**

**(a) Details of Tax Litigation**

Financial Year ("FY")	Nature of Dues and Amount (in Rs. Mn)							Forum where dispute is pending
	Share Premium	Disallowed Expense	Additional Tax Demand	Interest Imputed at first demand	Tax Deposited at Source (TDS)	Tax Paid/Credit (Under Protest)	Net Tax Demand u/s 143(3)	
2008-09	479.7	25.2	163.3	53.9	-	66.6 <u>-66.6</u> 0	217.11	High Court - Bombay
2009-10	1,532.11	7.36	510.42	193.64	-	30.2 <u>-30.2</u> 0	704.01	ITAT- Mumbai has passed order in company favour. Now, Tax dept may file appeal with HC.
2010-11	1,512.70	9.7	494.8	177	-	-99.8 99.8*	671.8	ITAT- Mumbai

2011-12	639.8	0.4	201.7	68.3	-12.1	(16.92) FY 2012-13 (3.00) FY 2012-13 intt (99.80) FY 2010-11 (3.81) FY 2010-11 intt. (14.78) FY 2013-14 (2.29) FY 2013-14 intt. 140.64 adjusted <u>-140.64 refund</u> 0.00	257.9	ITAT- Mumbai
2012-13	0	0.04	-	-	16.92	-19.92 19.92*	-	-
2013-14	-	-	-	-	-	-17.07 17.07*	-	-
2014-15	-	-	-	-	-	-	-	-
2015-16	-	-	-	-	-	-	-	-

- Please note that there is no Tax demand as on date as High Court , Income Tax Appellate Tribunal and Commissioner Income Tax (Appeals) have passed order for in favor of the Company.

**(b) Details other Litigations**

There are no pending litigations or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the Company during the last three years immediately preceding the year of the circulation of this offer letter.

**3.3 Remuneration of directors (during the current year and last three financial years):**

NIL

**3.4 Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided:**

Enclosed as per Annexure A.

**3.5 Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark:**

NIL

**3.6 Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of the Company and all of its subsidiaries. Also if there were any prosecutions filed**

(whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the Company and all of its subsidiaries:

NIL

3.7 Details of acts of material frauds committed against the Company in the last three years, if any, and if so, the action taken by the Company:

NIL

#### 4. FINANCIAL POSITION OF THE COMPANY

##### 4.1 Capital structure of the Company:

(i) Authorized, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value) as on the date of this offer letter and immediately prior to the issue of equity shares pursuant to this offer:

	Amount ( in Rs.)
<b>Authorised Capital</b>	75,00,00,000/-
3,51,00,000 Equity Shares of Rs 10/- each	35,10,00,000/- (Equity Share Capital)
3,99,00,000 Preference Shares of Rs 10/- each	39,90,00,000/- (Preference Share Capital)
<b>Issued, Subscribed and Paid Up Capital</b>	43,61,71,000
53,29,200 Equity Shares of Rs 10/- each	5,32,92,000/- (Equity Share Capital)
3,82,87,900 Preference Shares of Rs 10/- each	38,28,79,000/- (Preference Share Capital)

(ii) Size of the present offer:

Rs.177,00,00,000/- (Rupees One Hundred Seventy Seven Crore only) by way of issue of 17,70,000 (Seventeen Lakh Seventy Thousand) Compulsorily Convertible Debentures (CCD's) at Rs.1000 (Rupees One Thousand) each.

(iii) Paid up Share Capital

(A) after the offer; (presuming 100% subscription)

Rs. 5,32,92,000/- (Equity Share Capital) and Rs. 38,28,79,000/- (Preference Share Capital) divided into 53,29,200 Equity Shares of Rs. 10/- each and 3,82,87,900 Preference Shares of Rs. 10/- each.

(B) after conversion of convertible instruments (if applicable)  
N.A.

(C) Share premium account (before and after the offer)

Before Allotment: Nil

After Allotment: Nil

(iv) Details of existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration:

Date of Allotment	Number of Shares Allotted	Face Value (In Rs)	Issue Price (In Rs)	Form of Consideration	Nature of Allotment	Cumulative Number of Equity Shares	Cumulative Paid-up Equity Capital (in Rs)
4 July 2011	50,000	10	10	Cash	Subscription to the Memorandum of Association	50,000	500,000
4 October 2013	2,76,769	10	10	Cash	Preferential issue	326769	3,267,690
18 December 2013	6,00,929	10	10	Cash	Rights issue	927698	92,76,980
31 March 2014	6,72,302	10	10	Cash	Preferential issue	1600000	1,60,00,000
17 October 2014	1,98,000	10	10	Cash	Rights issue	1798000	1,79,80,000
3 December 2014	36,000	10	10	Cash	Rights issue	1834000	1,83,40,000
12 May 2016	3,70,800	10	10	Cash	Private Placement	2204800	2,20,48,000
24 May 2016	3,33,600	10	10	Cash	Private Placement	2538400	2,53,84,000
7 July, 2016	21,15,200	10	10	Cash	Private Placement	4653600	4,65,36,000
24 August 2016	1,81,200	10	10	Cash	Private Placement	4834800	4,83,48,000
19 November, 2016	3,99,600	10	10	Cash	Private Placement	5234400	5,23,44,000
24 January, 2017	81600	10	10	Cash	Private Placement	5316000	5,31,60,000
8 March, 2017	6000	10	10	Cash	Private Placement	5322000	5,32,20,000
14 March, 2017	7200	10	10	Cash	Private Placement	5329200	5,32,92,000

The details of preference share capital issued by the Company are as follows:

Date of Allotment	Number of Shares Allotted	Face Value (In Rs)	Issue Price (In Rs)	Form of Consideration	Nature of Allotment	Cumulative Number of Equity Shares	Cumulative Paid-up Equity Capital (in Rs)
18 December 2013	32,676,900	10	10	Cash	Rights issue	32,676,900	3,26,769,000
17 October 2014	56,11,000	10	10	Cash	Rights issue	3,82,87,900	38,28,79,000

4.2 **Profits of the Company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter:**  
(in INR)

	FY 2016-17	FY 2015-16	FY 2014-15
<b>Profit/(Loss) Before Tax</b>	(95254341)	29570778	42,015,262

<b>Tax expenses</b>	46539	6009652	7,662,110
<b>Profit/(Loss) After Tax</b>	(95300880)	23561126	34,353,152

4.3 **Dividends declared by the Company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid):**

No dividend has been declared by the Company in the above mentioned past three financial years.

(Amount in Rs.)

	<b>March 31, 2017</b>	<b>March 31, 2016</b>	<b>March 31, 2015</b>
<b>Profit/(loss) after tax</b>	(95254341)	23561126	34,353,152
Add :- Depreciation expenses	179589635	82952115	68,179,495
Cash Profit/(loss) after tax	84335294	106513241	102,532,647
Add :- Finance expenses	226439886	112107762	97,927,752
Profit/ (loss) before Depreciation & interest expenses but after tax	310775180	218621003	200,460,399
Interest Coverage Ratio	1.37	1.95	2.05

\*For financial year 2016-17, the figures have been shown on the basis of Audited Ind AS financial statements whereas for financial year 2015-16 and 2014-15 all the figures are shown on the basis of Audited IGAAP financial statements.

4.4 **A summary of the financial position of the Company as in the three audited balance sheets immediately preceding the date of circulation of offer letter:**

<b>Particulars</b>	<b>As at March 31, 2017</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share capital	53,292,000	401,219,000	401,219,000
(b) Reserves and surplus/ Other equity	70,928,426	40,241,845	16,680,719
<b>Total shareholder's funds</b>	<b>124,220,426</b>	<b>441,460,845</b>	<b>417,899,719</b>
<b>Non-current liabilities</b>			
(a) Long-term borrowings	5,195,985,155	2,482,392,000	877,101,517
(b) Other non-current liabilities	50,510,792	36,213,818	-
(c) Long-term provisions		21,955,169	46,887

	22,355,948		
<b>Total Non-current liabilities</b>	<b>5,268,851,895</b>	<b>2,540,560,987</b>	<b>877,148,404</b>
<b>Current liabilities</b>			
(a) Short-term borrowings	2,193,431,713	189,450,000	-
(b) Trade payables	30,605,483	8860641	2,064,027
(c) Other current liabilities ( Including other financial liabilities)	1,201,779,741	350,727,505	160,507,772
(d) Short-term provision	153,933	1,439,226	3,085
<b>Total Current liabilities</b>	<b>3,425,970,870</b>	<b>550,477,372</b>	<b>162,574,884</b>
<b>Total</b>	<b>8,819,043,191</b>	<b>3,532,499,204</b>	<b>1,457,623,007</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
a) Fixed assets			
(i) Tangible assets	8,086,471,319	1,236,677,758	1,293,073,995
(ii) Capital work in progress	165,385,592	690,395,348	-
(b) Long-term loans and advances/ Other financial assets	43,231,758	1,409,020,563	2,327,692
(C) Other Non-Current Assets ( including non – current tax assets)	74,279,494	122,408,335	
<b>Total Non-current assets</b>	<b>8,369,368,163</b>	<b>3,458,502,004</b>	<b>1,295,401,687</b>
<b>Current assets</b>			
(a) Current Investments	231,262,182	31,661,312	12,908,826
(b) Trade receivables	17,069,478	18,041,998	24,202,980
(c) Cash and bank balances	115,241,565	6,163,103	104,720,269
(d) Short-term loans and advances / Other financial assets	69,113,106	1,121,360	904,541
(e) Other current assets	16,988,697	17,009,427	19,484,704
<b>Total current assets</b>	<b>449,675,028</b>	<b>73,997,200</b>	<b>162,221,320</b>
<b>TOTAL</b>	<b>8,819,043,191</b>	<b>3,532,499,204</b>	<b>1,457,623,007</b>

\*For financial year ended at March 31<sup>st</sup> 2017, the figures have been shown on the basis of Audited Ind AS financial statements whereas for financial year ended on March 31, 2016 and March 31, 2015 the figures are shown on the basis of Audited IGAAP financial statements.

Statement of profit and loss			
Particulars	(All amounts in Rs.)		
	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>Income</b>			
Revenue from operations	411,991,657	241,809,595	214,603,983
Other income	6,947,584	12,398,585	6,628,770
<b>Total income</b>	<b>418,939,241</b>	<b>254,208,180</b>	<b>221,232,753</b>
<b>Expenses</b>			
Employee benefits expenses	17,716,086	3,995,889	1,312,897
Operating and other expenses	90,447,975	25,581,636	11,797,347
Finance costs	226,439,886	112,107,762	97,927,752
Depreciation and amortization	179,589,635	82,952,115	68,179,495
<b>Total expenses</b>	<b>514,193,582</b>	<b>224,637,402</b>	<b>179,217,491</b>
<b>Profit/(loss) before tax</b>	<b>(95,254,341)</b>	<b>29,570,778</b>	<b>42,015,262</b>
Current Tax expense	46,539	6,009,652	7,662,110
<b>Profit/(loss) after tax</b>	<b>(95,300,880)</b>	<b>23,561,126</b>	<b>34,353,152</b>
<b>Other comprehensive Income</b>	18,638	-	-
<b>Total comprehensive (loss)/income for the year</b>	<b>(95,282,242)</b>	<b>-</b>	<b>-</b>

\*For financial year 2016-17, the figures have been shown on the basis of Audited Ind AS financial statements whereas for financial year 2015-16 and 2014-15 all the figures are shown on the basis of Audited IGAAP financial statements.

**Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter:**

Particulars	(All amounts in Rs.)		
	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net profit/(loss) before taxation	(95,254,341)	29,570,778	42,015,262
Adjustments (if any)			
Interest/finance expenses	217,499,329	112,107,762	97,927,752
Depreciation and amortisation	179,589,635	82,952,115	68,179,495

Interest Income	(3,737,381)	(8,413,455)	(90,409)
- Net loss/ (gain) on fair value changes classified as FVTPL - Preference Shares	7,950,037		
Doubtful debts written off/ CWIP written off	7,721,000	6,666,002	-
Net gain of sale of current investments	(3,150,114)	(3,628,123)	(1,906,982)
<b>Operating profit/(loss) before working capital changes</b>	<b>310,618,165</b>	<b>219,255,079</b>	<b>206,125,118</b>
- Increase/ (Decrease) in trade payables	20,542,760	6,418,889	(15,432,446)
- Increase/ (Decrease) in other liabilities and other financial liabilities	32,617,965	7,377,427	1,616,370
- Increase/ (Decrease) in provisions	745,617	367,502	146,624
- (Increase)/ Decrease in loan and advances/ Other financial assets	(53,436,189)	(216,819)	(397,287)
- (Increase)/ Decrease in trade receivables	972,520	(505,020)	(5,459,448)
- (Increase)/ Decrease in other current assets	(13,807,870)	2,438,205	(14,603,732)
<b>Cash generated from/ (used in) operations</b>	<b>298,252,968</b>	<b>235,135,263</b>	<b>171,995,199</b>
Direct tax paid	(2,593,643)	(4,641,342)	(9,309,041)
<b>Net cash generated from/(used in) operating activities (A)</b>	<b>295,659,325</b>	<b>230,493,921</b>	<b>162,686,158</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchase of fixed assets (including the capital work in progress)	(4,305,491,804)	(1,705,575,267)	(186,427,518)

Purchase of current investments	(1,979,905,000)	(744,280,000)	(212,405,042)
Sale of current investments	1,783,617,144	729,155,637	225,534,946
Investment in fixed deposits	(1,987,394,464)	(145,600,000)	(100,000,000)
Proceed from Maturity of fixed deposits	2,066,506,964	127,300,000	-
Interest income on fixed deposits	5,849,169	4,342,192	53,337
<b>Net cash generated from/(used in) investing activities (B)</b>	<b>(4,416,817,991)</b>	<b>(1,734,657,438)</b>	<b>(273,244,277)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Interest/finance expense	(437,286,760)	(112,085,649)	(97,893,313)
Proceeds from long terms borrowing	5,896,578,175	1,682,692,000	162,000,000
Repayment of long-term borrowings	(3,267,766,175)	(65,000,000)	-
Proceeds from short terms borrowing	2,792,225,272	-	-
Proceeds from issue of share capital	34,952,000	-	58,450,000
Repayment of long-term borrowings	(788,465,384)	-	-
Refund of share application money unallotted	-	-	(7,631,000)
<b>Net cash generated from/(used in) financing activities (C)</b>	<b>4,230,237,128</b>	<b>1,505,606,351</b>	<b>114,925,687</b>
Net increase/(decrease) in cash and cash equivalents (A+B+C)	109,078,462	1,442,834	4,367,568
Cash and cash equivalents at the beginning of the year	6,163,103	4,720,269	352,701
<b>Cash and cash</b>		<b>6,163,103</b>	<b>4,720,269</b>

<b>equivalents at the end of the year</b>	<b>115,241,565</b>		
<b>Components of cash and cash equivalents</b>			
Balance with scheduled banks :			
- In current account	<b>115,241,565</b>	6,102,585	4,720,269
- Cheque in hand	-	60,518	
	<b>115,241,565</b>	<b>6,163,103</b>	<b>4,720,269</b>

**\*For financial year ended at March 31<sup>st</sup> 2017, the figures have been shown on the basis of Audited Ind AS financial statements whereas for financial year ended on March 31, 2016 and March 31, 2015 the figures are shown on the basis of Audited IGAAP financial statements.**

**4.5 Any change in accounting policies during the last three years and their effect on the profits and the reserves of the Company:**

No, there has been no such change in accounting policies during the last three years. However, with effect from 1<sup>st</sup> April, 2016, the financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act, 2013 (the Act) and other relevant provisions of the Act.

The Company's financial statements up to and for the year ended March 31, 2016 were prepared in accordance with Companies (Accounting Standard) Rules, 2014 notified under section 133 of Companies Act, 2013 and other relevant provisions of the Act.

**5. A DECLARATION BY THE DIRECTORS THAT -**

The directors hereby declare and confirm as follows:

- (i) the Company has complied with the provisions of the Act and the rules made thereunder in respect of this offer letter;
- (ii) the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government; and
- (iii) the monies received under the offer shall be used only for the purposes and objects indicated in the offer letter.

I am authorized by the Board of Directors of the Company resolution dated 20 May 2014 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 all the required attachments have been completely, correctly and legibly attached to this form.

Attachments: Annexure – A (Details of Transaction with Related Party)



Date: 15 December, 2017  
Place: New Delhi

Sanjay Nagrare  
Director

DIN: 02127944

Address: B1A / 74-C, Janakpuri, Delhi  
110058



**Annexure A**  
**Details of Transactions with Related Parties**

Name of the Related Party	Particulars	For the year ended		
		2016-17	2015-16	2014-15
Sembcorp Green Infra Limited	Shares capital issued	20,000,000	-	1,500,000
	Share application money received back	-	-	7,631,000
	Proceeds from long-term borrowings	654,878,175	1,656,000,000	-
	Proceeds from short-term borrowings	272,225,272	-	48,000,000
	Repayment of long-term borrowings	2,310,878,175	-	-
	Repayment of short-term borrowings	338,243,559	-	48,000,000
	Preference shares capital issued	-	-	56,110,000
	Development fee	76,585,621	-	3,370,800
	Management fee	7,821,689	7,137,728	5,593,508
	Facility sharing fee	2,183,158	550,516	-
	Interest expense on borrowings	121,984,650	40,237,576	1,282,932
	Reimbursement of expenses paid on behalf of the Company	7,259,425	723,957	4,263,169
	Assignment of vendor advance	145,728,000	-	-
Green Infra Wind Energy Limited	Reimbursement of expenses paid on behalf of the Company	-	-	474,355
	Proceeds from short term borrowings	1,770,000,000	-	-
Green Infra Wind Solutions Limited	Consideration towards Business Transfer Agreement	121,825	78,685,517	-
	Consideration paid towards Business Transfer Agreement	78,563,692	-	-
Green Infra Wind Technology Limited	Consideration towards Business Transfer Agreement	100,000	58,327,522	-

*Signature*

