

MA MULTI-TRADE PRIVATE LIMITED

(Formerly: Ma Dairy Products Private Limited)

CIN: U51101MH2012PTC233816

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

Dear Sir/Madam,

Sub: Allotment of rated, unsecured, redeemable non-cumulative and taxable non-convertible debentures - Series A3/2016-17 - Corporate Action Information Form



We would like to inform you that the Company has on February 07, 2017 allotted 250 rated, unsecured, redeemable non-cumulative and taxable non-convertible debentures Series A3/2016-17.

We are submitting the following documents for the purpose of getting them admitted in your depository system.

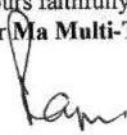
1. Corporate Action information form duly filled in (as per the format) with the following annexures.
 - a) Certified true copy of the Shareholders' Resolution dated January 20, 2017 approving the issue of debentures (**Annexure A**);
 - b) Certified true copy of the Board Resolution dated February 07, 2016 for allotment of debentures (**Annexure B**);
2. We also submit cheque no. 000258 dated 06/02/2017 for Rs.1,150/- drawn on Kotak Mahindra Bank, Mumbai, towards corporate action charges.

Kindly acknowledge and issue us a certificate for admitting new securities in the depository system.

Thanking you,

Yours faithfully,

For **Ma Multi-Trade Private Limited**


Rajiv Gandhi
Director
(DIN: 00041707)

Encl.: A/s.

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CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

Ref. No. : _____

Date: February 9, 2017

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	INE311S08077
Security Description	Rated, Unsecured, Unlisted, Redeemable Non Cumulative and Taxable Non Convertible Debentures. Series A3/2016-17.
Allotment Date	February 7, 2017
Face Value per security	Rs. 10,00,000/- (Rupees Ten Lakh Only)
Distinctive Numbers	001-250

<i>Allotment Details</i>	<i>No. of records</i>	<i>No. of Securities (Quantity)</i>
Electronic Form – NSDL	1	250
Electronic Form – CDSL	0	0
Physical Form	0	0
<i>Total Allotted</i>	1	250

I, Rajiv Gandhi, (DIN: 00041707), Director of Ma Multi-Trade 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 February 07, 2017 (*copy enclosed*)

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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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF MA MULTI-TRADE PRIVATE LIMITED AT ITS EXTRAORDINARY GENERAL MEETING HELD AT MUMBAI ON JANUARY 20, 2017

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such terms, such other approvals, permissions and sanctions, as may be necessary and subject to such terms, conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee of the board constituted to exercise its powers, including the powers conferred by the resolution) for making offer(s) or invitations to subscribe to Non-Convertible Debentures on private placement basis, in one or more tranches, such that the total amount does not exceed Rs. 525,00,00,000/- (Rupees Five Hundred and Twenty Five Crore Only) during a period of one year from the date of passing of this Resolution and that the said borrowing is within the overall borrowing limits of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, doubt that may arise in the respect of the borrowings aforesaid and further to do all such acts, deeds and things and to execute all documents and writing as may be necessary, proper, desirable or expedient to give affect to this resolution.”

Explanatory statement

Pursuant to Section 102 of the Companies Act, 2013

In respect of Item No. 1

As per Section 42 of the Act read with the Rules framed there under, a company offering or making an invitation to subscribe to Non Convertible Debentures (“NCD”) on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution. Such an approval by way of special resolution can be obtained once a year for all the offers and invitations made for such NCDs during the year.

The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable sections of the Companies Act, 2013 read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, such that the total amount does not exceed Rs. 525,00,00,000/- (Rupees Five Hundred and Twenty Five Crore Only).



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The money raised by the issue of NCDs will be utilized for redemption of existing debentures and balance amount towards general corporate purpose.

The Board of Directors, therefore, recommend passing of Special Resolution set out in Item No. 1 of the accompanying Notice.

None of the Directors of the Company, including their relatives, is in any way, concerned or interested in the said resolution.

Certified True Copy

For MA MULTI-TRADE PRIVATE LIMITED



Rajiv Gandhi
Director
(DIN 00041707)

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF MA MULTI-TRADE PRIVATE LIMITED AT ITS MEETING HELD ON FEBRUARY 07, 2017

“RESOLVED THAT pursuant to the resolution passed by the members of the Company under Section 42 and other applicable provisions of the Companies Act, 2013 in their meeting held on January 20, 2017 and the resolution of the Board of Directors at its meeting held on January 20, 2017, the consent and approval of the Board of Directors of the Company be and is hereby accorded to allot 250 rated, unsecured, unlisted, redeemable, non-cumulative and taxable non-convertible debentures Series A3/2016-17 (hereinafter referred to as “NCDs”) of Rs. 10,00,000/- (Rupees Ten Lakh only) each at par on partly paid basis (wherein the applicants were required to pay Rs. 1,00,000/- per Debenture i.e. equal to 10% of the issue price on application and the balance shall be payable on 1st Call) aggregating to nominal value of Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) as per the following details:

Sr. No.	Name of the Allottee	No. of NCDs Applied	No. of NCDs allotted	Distinctive Nos		DP ID / Client ID	Face Value Per NCD in Rs.	Amt. paid per NCD in Rs.	Terms of Issue
				From	To				
1.	ICICI Prudential Regular Savings Fund	250	250	001	250	IN303786 /10003963	10,00,000	1,00,000	As per terms and conditions specified in the Debenture Subscription and Trust Deed dated February 03, 2017 executed between the Company and IDBI Trusteeship Services Limited

“RESOLVED FURTHER THAT, the balance amount payable on debentures so allotted shall be made as under:

Call	Date	Amount per Debenture
1 st Call	May 18, 2017	Rs. 9,00,000/-

“RESOLVED FURTHER THAT the necessary debenture certificate(s) in respect of the aforesaid NCDs, when ready, be issued to the allottees / registered holders of the said NCDs in the electronic/demat form.”

“RESOLVED FURTHER THAT Mr. Achath Mohanan (DIN: 00017225) and Mr. Rajiv Gandhi (DIN: 00041707), Directors of the Company be and are hereby severally authorised to sign and submit the application/letter and other relevant document(s) in respect of getting the aforesaid NCDs admitted as a ‘Demat Security’ with National Securities Depository Limited and to do all such acts, deeds and things as may be required in that behalf.”

“RESOLVED FURTHER THAT the Common Seal of the Company, if required to be affixed on any documents in respect of the aforesaid matter, be affixed to such documents in presence of two Directors of the Company who shall sign the same in confirmation thereof and the same shall be countersigned by Mr. Rahul Kumar or Mr. O. P. Shukla or Mr. Alok Desai or Mr. Suresh Maheshwari being the persons authorised in this behalf and that the Common Seal of the Company, if so required to be removed for the aforesaid purpose, be removed from the Registered Office of the Company.”



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“RESOLVED FURTHER THAT the any one Director of the Company be and are hereby severally authorized to certify the true copy of the resolutions and forward the same to the concerned as may be required.”

Certified True Copy

For MA MULTI-TRADE PRIVATE LIMITED



Rajiv Gandhi

Director

(DIN: 00041707)

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Terms and Conditions:

Instrument	250 Rated, Unsecured, Unlisted, Redeemable, Non – Cumulative and Taxable Non-Convertible Debentures as Series A3/2016-17.
No. of Securities issued	250
Issue price	To be paid in two installments • The first installment on the deemed date of allotment • The last installment on the fully paid up date
Initially paid up amount	10% of the Face Value of the Debentures (i.e. Rs 100,000 (Rupees one lakh) per debenture)
Balance Amount	90% of the Face Value of the Debenture (i.e. Rs 900,000 (Rupees Nine Lakh Only per debenture) to be paid on Fully Paid up Date
Fully paid up date	18th May 2017
Security	(i) Corporate guarantee by the Guarantors for the NCD issue under consideration, (ii) Pledge of Bajaj Corp Limited's shares and (iii) Charge over the designated account of the Issuer (" Designated Account ").
Security Margin/ Share Cover	The Share Cover on the Initial Valuation Date shall be 1.1 (one point one) times of the aggregate amount of the Debentures. The Share Cover on the Pay-in date (or 1 (one) Business Day after the Pay-in Date) shall be 1.75 (one decimal point seven five) times of the Benchmark Amounts (" Initial Share Cover ") Thereafter the Share Cover shall be at least 1.60 (one decimal point six) times of the Benchmark Amounts at all times till the Final Settlement Date (" Minimum Share Cover "). The Share Cover shall be calculated on a daily basis as per the Valuation Methodology.
Object(s) of the Issue	General Corporate Purpose and redemption of the Existing Debentures (as defined in the termsheet)
Maturity	3 years from the Deemed Date of Allotment
Final Settlement Date	Shall mean the date on which the Debentures have been redeemed in full in accordance with the terms of the Transaction Documents and the Debenture Trustee has provided a written confirmation of the same to the Company (with a copy marked to the Debenture Holders)
Repayment	Bullet on maturity or on exercise of Put / call option; whichever is earlier
Yield	9.60% p.a.
Coupon Payment Frequency	1st interest payment will be on fully paid up date on the initial paid up amount, Annually from the fully paid up date thereafter and on maturity/put call option date as applicable
Redemption Premium	Not applicable
Redemption Amount	Outstanding principal amount plus accrued interest, but not paid, if any
Redemption Date	The day debentures are required to be redeemed
Issue Opening Date	February 07, 2017
Issue Closing Date	February 07, 2017



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Pay-in Date/Deemed Date of Allotment	February 07, 2017
Record Date	The Record Date will be the date falling 7 Calendar (seven) Days prior to the Coupon Payment Date and the Redemption Date – this is applicable for both Principal and Interest Payment
Put / Call Option	The date falling at the end of the 15 months and 11 days and 27 month and 10 days from the Deemed Date of Allotment

For Ma Multi-Trade Private Limited



Rajiv Gandhi
Director
(DIN: 00041707)