

# HINDUSTAN OIL VENTURES LIMITED

Regd. Office: 42/51, Thirumalai Pillai Rd., T. Nagar, Chennai, Tamil Nadu – 600 017, India  
CIN: U11202TN2014PLC094588. Tel. No.: + 91 - 44 - 2834 3180; Fax. No. + 91 - 44 - 2834 0950

## **CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF HINDUSTAN OIL VENTURES LIMITED ON TUESDAY, 13<sup>TH</sup> MARCH, 2018.**

### **ALLOTMENT OF DEBENTURES**

#### **"RESOLVED THAT:**

1. Pursuant to the provisions of the Companies Act, 2013 and the Rules made there under, the Board do and hereby allot 869 Secured, Unlisted, Unrated, Redeemable Non-convertible Debentures of a face value of INR 10,00,000/- (Rupees Ten Lakh Only) each, for the issue size of upto INR 86,90,00,000/- (Rupees Eighty Six Crore Ninety Lakh Only) ("Series IV Debentures"), forming part of an aggregate issue size of upto Rs. 2,250,00,00,000/- (Rupees Two Thousand Two Hundred Fifty Crore Only) ("Debentures") on the terms and conditions contained in the information memorandum/Private Placement Offer Letter dated 9<sup>th</sup> March, 2018, to the following allottee(s):

Sr. No.	Name and Address of Allottee	No. of Tranche Debentures Allotted	Face Value (inRs.)	Distinctive Nos.	Debenture Folio Nos.	Amount Received (in Rs. Crore)
1.	Balmukh Goldjewel & Multitrading Pvt. Ltd. Flat No. 12, Anandmayee Society, Behind Ranka Jewelers, Karve Road, Pune – 411004	1	10,00,000	15973 To 16841	001	86.90

2. Debentures Certificate copy whereof is placed before the meeting and initialled by the Chairman for identification be and is hereby approved and the Debenture Certificate be issued in favour of the Allottee under the Common Seal of the Company duly signed by any tow of Mr. Saurabh P. Dhoot or Mr. Sanjay B. Hingne or Mr. Sunil M. Deshpande, Directors of the Company and Mr. Bharat B. Gupta or Mr. S. Murukan, or Mr. Suresh Patil, Authorised Signatories of the Company or the electronic credit be given in the demat account of the Allottee as may be required.
3. Any one of Mr. Saurabh P. Dhoot or Mr. Sanjay B. Hingne or Mr. Sunil M. Deshpande, Directors of the Company and Mr. Bharat B. Gupta or Mr. S.



# HINDUSTAN OIL VENTURES LIMITED

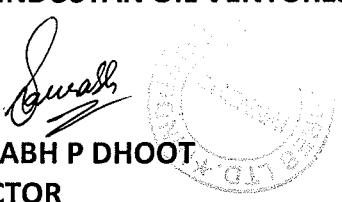
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Murukan, or Mr. Suresh Patil, Authorised Signatories of the Company be and are hereby severally authorised to make necessary application to National Securities Depository Limited (NSDL) and/or Central Depository Services (India) Limited (CDSL) for induction of Debentures and crediting the Debentures to Depository Account of aforesaid Allottee and in case the Allottee requests to issue the Debenture Certificate in physical form, the same shall be issued in the manner stated above.

4. Any one of Mr. Saurabh P. Dhoot or Mr. Sanjay B. Hingne or Mr. Sunil M. Deshpande, Directors of the Company and Mr. Bharat B. Gupta or Mr. S. Murukan, or Mr. Suresh Patil, Authorised Signatories of the Company be and are hereby severally authorised to deliver the duly executed documents and instruments as required by NDSL Database Management Limited, (RT&A) to credit the Debentures to the demat account of the allottee and to provide a copy of such documents to the allottee.
5. The Company do enter the particulars of the issue and allotment of the Debentures in the register of debenture holders maintained by the Company.
6. Any one of Mr. Saurabh P. Dhoot or Mr. Sanjay B. Hingne or Mr. Sunil M. Deshpande, Directors of the Company and Mr. Bharat B. Gupta or Mr. S. Murukan, or Mr. Suresh Patil, Authorised Signatories of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required for the filing of the necessary forms and documents with the relevant Registrar of Companies and to do such other acts, deeds and things as may be required to give effect to these resolutions.
7. The aforesaid Authorised Signatories are hereby severally authorised to provide a certified true copy of this resolution to the any person who may rely upon it and be requested to act thereupon.”

## CERTIFIED TRUE COPY

For HINDUSTAN OIL VENTURES LIMITED

  
SAURABH P DHOOT  
DIRECTOR  
DIN: 00970362

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## CORPORATE ACTION INFORMATION FORM (For Debt Instruments – Allotment)

National Securities Depository Limited  
Trade World, A Wing,  
Kamala Mills Compound  
Lower Parel, Mumbai – 400 013

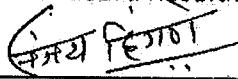
21<sup>st</sup> March, 2018

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	INE 406 W 07061
Security Description	12.50% Secured, Unlisted, Unrated, Redeemable Non-convertible Debentures, Series IV
Allotment Date	13/03/2018
Face Value per security	Rs. 10,00,000/- (Rupees Ten Lakh Only) each
Distinctive Numbers	15973 to 16842

Allotment Details	No. of Records	No. of Securities (Quantity)
Electronic Form – NSDL	1	869
Electronic Form – CDSL	Nil	Nil
Physical Form	Nil	Nil
<b>Total Allotment</b>	<b>1</b>	<b>869</b>

I, Mr. Saurabh P. Dhoot, Director of M/s. Hindustan Oil Ventures 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 16<sup>th</sup> February, 2018 (copy enclosed).

Signature :   
Name : SANJAY B. HINGANE  
Designation : DIRECTOR  
(DIN: 06498797)

### 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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21<sup>st</sup> March, 2018

NSDL Database Management Ltd  
4<sup>th</sup> Floor, Trade World, A Wing,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel, Mumbai – 400 013

**Kind Attn.: Mr. Nilesh Bhandare**

Dear Sir,

**Sub: Beneficiary Account details for credit/debit with regard to 12.50% Secured, Unlisted,  
Unrated, Redeemable Non-convertible Debentures – Series - IV**

Please notice the following details of the beneficiaries who have subscribed to our 12.50% Secured, Unlisted, Unrated, Redeemable Non-convertible Debentures, Series IV for ISIN: **IN E 406 W 07061**

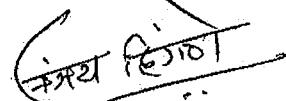
Sr. No.	Beneficiary Name	Quantity	DP ID	Client ID
1	Balmukh Goldjewel & Multitrading Pvt. Ltd.	869	IN303270	10851377

Kindly carry out appropriate procedure for crediting/ debiting the aforesaid account.

Thanking you,

Yours truly,

For HINDUSTAN OIL VENTURES LIMITED

  
SANJAY B. HINGANE  
DIRECTOR  
DIN: 06498797

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TABLE A:

Name of the Company	Hindustan Oil Ventures Limited
Date of Allotment	13.03.2018
Type of securities Allotted	12.50% Secured, Unlisted, Unrated, Redeemable Non-convertible Debentures, Series IV
Nominal Amount per security (in Rs.)	10,00,000/- (Rupees Ten Lakh Only) each
Premium/ (Discount) amount per security (in Rs.)	Nil
Total number of Allotees	1 (One)
Brief Particulars in respect of terms and condition, voting rights etc.	<p><b>Terms and Conditions of Series IV NCD(s)</b></p> <p>1. <b>The Debentures:</b> The Debentures shall represent Secured, Unlisted, Unrated, Redeemable Non-convertible Debentures, ("NCD") of face value of Rs. 10,00,000/- (Rupees Ten Lakh Only) each issued at par.</p> <p>2. <b>Security:</b> The NCD Shall be secured by way of: Including but not limited to</p> <p>a) Pledge of shares of Videocon D2H Limited by (i) Solitaire Appliances Private Limited; (ii) Dome-bell Electronics India Private Limited; (iii) Waluj Components Private Limited; (iv) Proficient Engineering Private limited (Erstwhile Greenfield Appliances Private Limited amalgamated with Proficient Engineering Pvt. Ltd. And the Scheme became effective on 27<sup>th</sup> February, 2018) and (v) Electroparts (India) Private Limited ("Pledgors"). The number of shares of Videocon D2H Limited, which shall be pledged by the Pledgors, as security for the Debentures shall be a total of 14,53,95,000 (Fourteen Crore Fifty Three Lakh Ninety Five Thousand) shares for total issue of Rs. 2,250 Crores, and of the said shares, the Pledgors shall pledge at least 10,45,95,000 (Ten Crore Forty Five Lakh Ninety Five Thousand) number of shares within a maximum period of 1 day from the Deemed Date of Allotment</p>



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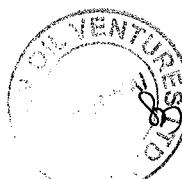
	<p>for the Series IV Debentures.</p> <p>b) Hypothecation over current assets of the Company.</p> <p>c) Hypothecation over designated account of the Company and bank accounts linked to the demat accounts of the Pledgors ("DP Bank Account"), in which demat account the pledged shares are held by the Pledgors</p> <p>d) Unconditional and irrevocable guarantees have been provided by (i) Solitaire Appliances Private Limited; (ii) Dome-bell Electronics India Private Limited; (iii) Waluj Components Private Limited; (iv) Proficient Engineering Private limited (Erstwhile Greenfield Appliances Private Limited amalgamated with Proficient Engineering Pvt. Ltd. And the Scheme became effective on 27<sup>th</sup> February, 2018); and (v) Electroparts (India) Private Limited in relation to the obligations of the Issuer under the terms and conditions of the Series IV Debentures. The liability of the Corporate Guarantor is restricted to the security provided by way of pledge of equity share of Videocon d2h Limited.</p>
	<p>3. <b>Coupon Rate:</b> The Coupon stipulated below will be applicable for all the Debentures and there wont be any change in the return profile for different series of the Debentures.</p> <p>(i) <b>Fixed Coupon:</b> Shall be fixed returns payable on the Debentures, which shall be calculated at the rate of 12.5% Percent) per annum on the Unpaid Principal Amount and shall be paid on each of the Coupon Payment Dates.</p> <p>(ii) <b>Variable Coupon:</b> Shall be the variable returns payable on the Debentures payable at the time of redemption of the Debentures, which shall be equal to the positive difference between: (i) the aggregate price realised upon sale of the Pledged Shares, in the event that the Debentures are being redeemed from the proceeds realised upon sale of the Pledged Shares, or the aggregate realisable value of the Pledged Shares, in the event that the Debentures are being redeemed by the Company from other cashflow sources;</p>



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	<p>and (ii) the principal amount of the Debentures and the Fixed Coupon accrued in relation to the Debentures, but not paid.</p> <p><b>"Unpaid Principal Amount"</b> means the outstanding part of the aggregate face value of the Debentures.</p> <p><b>4. Put Option:</b></p> <p>In the event that the Identified Merger is terminated in accordance with the terms of the Identified Merger, the Debenture Holders shall be entitled to exercise the Put Option on a daily basis thereafter (each a "Put Option Date").</p> <p><b>"Identified Merger"</b> means the merger between Videocon D2H Limited and Dish TV India Limited, which has been approved by the national company law tribunal and is pending finalisation and filing with the registrar of companies.</p> <p><b>Put option Price:</b> The redemption value of the Debentures.</p> <p><b>Put Notification Time:</b> To exercise the Put Option on, the Debenture holders shall provide a written notice of the same ("Put Option Notice Date") to the Company, at least 1 (One) Business Day prior to the relevant Put Option Date.</p> <p>The Debentureholder shall have a Put option on the expiry of 12 (Twelve) months from the Allotment Date and thereafter, on the 1<sup>st</sup> (First) of every month (each a "Put Option Date"). To exercise the Put Option on, the Debenture Holders shall provide a written notice of the same ("Put Option Notice Date") to the Company, at least 30 (Thirty) calendar days prior to the relevant Put Option Date. Default/Overdue Interest Rate shall be 2.00% per annum.</p> <p><b>5. Redemption:</b> Unless the Put Option is exercised the NCD shall be fully redeemable at par on 31<sup>st</sup> March, 2019.</p>
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	<ul style="list-style-type: none"><li>6. <b>Voting Rights:</b> The NCD shall not confer any voting rights on the Debentureholders thereof, otherwise than those exercisable in the meeting of Debentureholders of the Company.</li><li>7. <b>Debenture Trustee:</b> The Company has appointed Catalyst Trusteeship Limited, as Debenture Trustee.</li><li>8. <b>Modification of Terms of NCD:</b> The Company shall have the right to vary, modify or abrogate any of the rights of the NCD only with the written consent of the Debentureholders.</li></ul>
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For HINDUSTAN OIL VENTURES LIMITED

  
SAURABH P DHOOT  
DIRECTOR  
DIN: 00970362



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TABLE B:  
 List of Allottee:

Sr. No.	Name, Occupation and Address of Allottee	Nationality of the Allottee	Number of securities Allotted	Total Amount Paid (in Rs.) including premium, if any	Total Amount to be Paid on Calls (in Rs.) [(including premium) outstanding]
1	Balmukh Goldjewel & Multitrading Pvt. Ltd. Flat No. 12, Anandmayee Society, Behind Ranka Jewelers, Karve Road, Pune – 411004	Company incorporated in India	869	86,90,00,000	Nil
	<b>TOTAL</b>		869	<b>86,90,00,000</b>	Nil

For HINDUSTAN OIL VENTURES LIMITED

  
 SAURABH P DHOOT  
 DIRECTOR  
 DIN: 00970362



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Category	Type	Put "Yes" or "No" whichever is applicable for your issue
<b>Unlisted Securities</b>	<b>Plain vanilla Debt</b>	<b>Yes</b>
	<b>Structured Debt</b>	<b>No</b>
<b>Listed Securities</b>	<b>Plain vanilla Debt</b>	<b>No</b>
	<b>Structured Debt</b>	<b>No</b>
<b>ISINs for categories exempted from applicability of ISINs as per SEBI Circular dated 30-June-2017</b>	<b>Public Issue</b>	<b>No</b>
	<b>54EC Capital Gains Bonds</b>	<b>No</b>
	<b>Tier II Bonds by Housing Finance Companies (HFCs)</b>	<b>No</b>
	<b>Tier II Bonds by standalone Primary Dealers (PDs)</b>	<b>No</b>
	<b>Subordinated debt by Insurance Cos.</b>	<b>No</b>
	<b>Basel III bonds issued by Banks</b>	<b>No</b>
	<b>Bonds issued to long term Infrastructure sector and affordable housing by Banks</b>	<b>No</b>
	<b>Perpetual debt issued by Systemically Important Non-Deposit taking NBFCs</b>	<b>No</b>
	<b>Tier II Bonds issued by Non-Systemically Important Non-Deposit taking NBFCs</b>	<b>No</b>

Mr. Hindustan Oil Ventures Limited

(G. S. T. J)  
 Director / Authorized Signatory