



Mytrah Vayu (Som) Private Limited  
(CIN : U40104TG2015PTC098255)  
# 8001, Survey No.109, Q City, Nanakramguda,  
Gachibowli, Hyderabad - 500032, Telangana, India.  
Tel: +91 40 33760100, Fax: +91 40 33760101  
Website : www.mytrah.com, E-mail : mail@mytrah.com

November 12, 2018

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,**

**Sub:- Corporate Action for allotment of 3,18,000 Compulsorily Convertible  
Debentures (CCD's) on June 27, 2018**

**Ref:- ISIN – INE467T08018**

With reference to the subject captioned above, we are enclosing herewith the following documents: -

1. Corporate Action Form for debt instruments duly filled in.
2. Certified true copy of the Board Resolution for allotment dated June 27, 2018.
3. Certified true copy of Investment Agreement, containing the term and conditions of CCDs.
4. Payment of Rs. 2360/- has been made through NEFT on October 25, 2018 vide UTR no. NEFT- ALLH18298746569 -NATIONAL SECUR- in favour of NSDL, towards the Corporate Action Fee including online Corporate Action Fee.

We request you to take the above on record and effect the Corporate Action at the earliest.

Thanking you.

Yours truly,

**For Mytrah Vayu (Som) Private Limited**

**Bommaraju Adinarayana**  
**Director**  
**DIN: 08275933**



**Copy to:-**

XL Softech Systems Ltd  
3, Sagar Society, Road No. 2, Banjara Hills  
Hyderabad – 500 034



Mytrah Vayu (Som) Private Limited  
(CIN : U40104TG2015PTC098255)  
# 8001, Survey No.109, Q-City, Nanakramguda,  
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Tel: +91 40 33760100, Fax: +91 40 33760101  
Website : www.mytrah.com, E-mail : mail@mytrah.com

**Annexure A**

Date: November 12, 2018

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 intends 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.

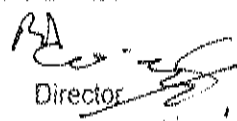
**Details of current issue:**

ISIN	INE467T08018
Date of Allotment (in DD-MM-YYYY)	27-06-2018
Date of Maturity (in DD-MM-YYYY)	11-11-2033
Allotment Quantity	3,18,000
Issue Price (in Rs.)	Rs. 50/ per CCD
Face Value (in Rs.)	Rs. 50/ per CCD
Issue Size (in Rs. Crs.)	Rs.1,59,00,000/-
Certificate Nos./Distinctive Nos. (From – To)	18007761-18325760

**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. Crs.)	Cumulative Issue Size (in Rs. Crs.)
1.	12-11-2015	78,06,054	78,06,054	Rs.50 per CCD	39,03,02,700/-	39,03,02,700/-
2.	02-03-2016	56,00,000	1,34,06,054	Rs.50 per CCD	28,00,00,000/-	67,03,02,700/-
3.	30-06-2016	42,47,200	1,76,53,254	Rs.50 per CCD	21,23,60,000/-	88,26,62,700/-

For Mytrah Vayu (SOM) Private Limited

  
Director



Mytrah Vayu (Som) Private Limited  
(CIN : U40104TG2015PTC098255)  
# 8001, Survey No.109, Q-City, Nanakramguda,  
Gachibowli, Hyderabad - 500032, Telangana, India.  
Tel: +91 40 33/60100, Fax: +91 40 33/60101  
Website : www.mytrah.com, E-mail : mail@mytrah.com

4.	18-10-2016	3,54,506	1,80,07,760	Rs.50 per CCD	1,77,25,300/-	90,03,88,000/-
5.	27-06-2018	3,18,000	1,83,25,760	Rs.50 per CCD	1,59,00,000/-	91,62,88,000/-

**For Mytrah Vayu (Som) Private Limited**

**Bommaraju Adinarayana**  
**Director**  
**DIN: 08275933**





Mytrah Vayu (Som) Private Limited  
(CIN : U40104TG2015PTC098255)  
# 8001, Survey No.109, Q-City, Nanakrangauda,  
Cachibowli, Hyderabad - 500032, Telangana, India.  
Tel: +91 40 33760100, Fax: +91 40 33760101  
Website - www.mytrah.com, E-mail - mail@mytrah.com

**CORPORATE ACTION INFORMATION FORM**  
(For Debt Instruments - Allotment)

Ref. No.: MVSPL-CCD-003

Date: November 12, 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	<b>INE467T08018</b>
Security Description	11.5% Unsecured Compulsorily Convertible Debentures (CCD's)
Allotment Date	June 27, 2018
Face Value per security	Rs. 50/ per CCD
Distinctive Numbers	18007761-18325760
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.	

<i>Allotment Details</i>	<i>No. of records</i>	<i>No. of Securities (Quantity)</i>
Electronic Form - NSDL	1	3,18,000
Electronic Form - CDSL	-	-
Physical Form	-	-
<b>Total Allotted</b>	<b>1</b>	<b>3,18,000</b>

I, Bommaraju Adinarayana, Director of Mytrah Vayu (Som) Private 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 June 27, 2018 (copy enclosed).

Signature :

For Mytrah Vayu (SOM) Private Limited

  
Director

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.





Mytrah Vayu (Som) Private Limited  
(CIN : U40104TG2015PTC098255)  
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**EXTRACT OF RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF MYTRAH VAYU (SOM) PRIVATE LIMITED HELD ON 27<sup>TH</sup> DAY OF JUNE, 2018 AT 8001, 8<sup>TH</sup> FLOOR, Q-CITY, S. NO. 109, GACHIBOWLI, NANAKRAMGUDA VILLAGE, SERILINGAMPALLY MANDAL, HYDERABAD, TELANGANA – 500032**

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**ALLOTMENT OF 11.5% COMPULSORILY CONVERTIBLE DEBENTURES TO MYTRAH ENERGY (INDIA) PRIVATE LIMITED AGAINST CONVERSION OF PAYABLES**

**“RESOLVED THAT** pursuant to the applicable provisions of Companies Act, 2013, 3,18,000 (Three Lakhs Eighteen Thousand), 11.5% Compulsorily Convertible Debentures (CCDs), bearing distinctive numbers 18007761-18325760 be issued and allotted at a price of Rs. 50/- (Rupees Fifty Only) each to Mytrah Energy (India) Private Limited, (‘allottee’), as fully-paid up CCDs, against the conversion of payables of Rs.1,59,00,000/- (Rupees One Crore Fifty Nine Lakhs Only), as incurred by Mytrah Energy (India) Private Limited, the Holding Company.

**RESOLVED FURTHER THAT** any Director of the Company and Mr. Y. Uday Chandra, Authorized Signatory be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to making necessary entries in the Register of Debenture Holders of the Company and to comply with all other requirements in this regard.

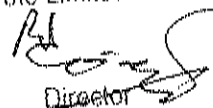
**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised to sign and file the (i) Return of Allotment in the prescribed e-Form, No. PAS-3; and (ii) and any other incidental/ancillary reporting, if any.

**RESOLVED FURTHER THAT** any of the Director and Mr. Y. Uday Chandra, Authorized Signatory of the Company, be and are hereby authorised to sign the Debenture certificate and that the Common Seal of the Company be affixed on the Debenture certificates in their presence.

**RESOLVED FURTHER THAT** at the option of the allottee, the aforesaid CCDs be issued in dematerialized form by direct credit to the Demat account of the above mentioned allottee, through corporate action with National Securities Depository Limited (NSDL).

**RESOLVED FURTHER THAT** any Director or Mr. Y Uday Chandra, Authorized Signatory of the Company be and is hereby authorized to make necessary application to NSDL for corporate action.

For Mytrah Vayu (SOM) Private Limited -

  
Director

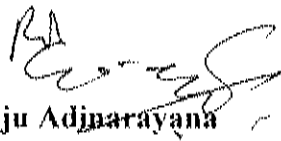


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Tel: +91 40 33760100, Fax: +91 40 33760101  
Website : www.mytrah.com, E-mail : mail@mytrah.com

**RESOLVED FURTHER THAT** M/s GMVDR Associates, Practicing Company Secretaries be and are hereby authorized to pre-certify the necessary e-forms for the purpose of submission to the ROC.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to sign and provide true certified copy of the aforesaid resolution as and when required.”

**//Certified as True Copy//**  
**For Mytrah Vayu (Som) Private Limited**

  
**Bommaraju Adinarayana**  
**Director**  
**DIN: 08275933**  
**Dated: November 12, 2018**





Mytrah Vayu (Som) Private Limited  
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Website : www.mytrah.com, E-mail : mvg@mytrah.com

**Annexure to Form No. PAS – 3**

**LIST OF ALLOTTEES - Table A**

Name of the Company	MYTRAH VAYU (SOM) PRIVATE LIMITED
Date of allotment	27-06-2018
Type of securities allotted	Compulsorily Convertible Debentures (CCDs)
Nominal Amount per Security (in Rs.)	Rs.50/- per CCD
Premium / (Discount) amount per security (in Rs.)	Nil
Total number of allottees	1 (One)
Brief particulars in respect of terms and condition, voting rights etc.	a) The CCDs shall be unsecured b) The CCDs shall be converted into same number of Equity shares of Face Value of Rs. 10/- each, at a price of Rs. 50/- per share c) The CCDs shall be compulsorily converted into Equity shares before expiry of 18 years from the date of such allotment and on such terms as may be decided by the Board d) The equity shares to be issued and allotted upon conversion of CCDs shall rank pari passu with the then existing Equity shares of the Company in all respects including dividend.

Table C (List of allottees, applicable in case of allotment of securities for consideration otherwise than in cash)

S.No	Name & occupation of Allottee	Address of Allottee	Nationality of the Allottee	Number of securities allotted	Whether securities allotted as fully or partly paid up	If partly paid up amount outstanding (in Rs.)
1	2	3	4	5	6	7
1	Mytrah Energy (India) Private Limited	8001, 8 <sup>th</sup> Floor, Q-City, S. No. 109, Gachibowli, Nanakramguda Village, Serilingampally Mandal, Hyderabad, Telangana- 500 032	Indian Company	3,18,000 (Three Lakhs Eighteen Thousand)	Fully - paid up	-
<b>Total</b>				<b>3,18,000</b>	<b>-</b>	<b>-</b>

//Certified as True Copy//

For Mytrah Vayu (Som) Private Limited

Bommaraju Adinarayana  
Director

DIN: 08275933

Dated: November 12, 2018





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

SRN : G91171066

Service Request Date : 29/06/2018

Payment made into : ICICI Bank

**Received From :**

Name : Mytrah Energy India Limited

Address : 8001, Q-City, S.No:109, Gachibowli

Hyderabad, Andra Pradesh

India - 500032

**Entity on whose behalf money is paid**

DIN: U40104TG2015PTC098255

Name : MYTRAH VAYU (SOM) PRIVATE LIMITED

Address : 8001, 8TH FLOOR, Q-CITY, S.No.109

NANAKRAMGUDA, GACHIBOWLI

HYDERABAD, Telangana

India - 500032

**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: Credit Card- ICICI Bank

For Mytrah Vayu (SOM) Private Limited

Received Payment Rupees: Six Hundred Only

  
Director

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. 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

U40104TG2015PTC098255

Pre-fill

(b) Global Location Number (GLN) of Company

2. (a) Name of the company

MYTRAH VAYU (SOM) PRIVATE LIMITED

(b) Address of the Registered office of the company

8001, 8TH FLOOR, Q-CITY, S.No.109  
NANAKRAMGUDA, GACHIBOWLI  
HYDERABAD  
Telangana  
500032  
India

(c) Email Id of the company

secretarial@mytrah.com

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 type="checkbox"/> Debentures
Brief particulars of terms and conditions				
Number of securities allotted				
Nominal amount per security (in Rs.)				
Total nominal amount (in Rs.)				
Amount paid per security on application (excluding premium) (in Rs.)				
Total amount paid on application (excluding premium) (in Rs.)				
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.)				
Total premium amount due and payable (if any) (in Rs.)				
Premium amount paid per security (if any)				
Total premium amount paid (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				
Total discount amount (if any) (in Rs.)				
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				

For Mytrah Vayu (SOM) Private Limited

Director

4. Securities allotted for consideration other than cash

\* Number of allotments

1

(i) \* Date of allotment

27/06/2018

(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
Number of securities allotted				318,000
Nominal amount per security (in Rs.)				50.00
Total nominal amount (in Rs.)				15,900,000.00
Amount to be treated as paid up (in Rs.) on each security				50.00
Premium amount per security (if any) (in Rs.)				0.00
Total premium amount (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

(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)	Conversion of Payables	15,900,000.00

(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	31,000,000	30,368,240	30,368,240	30,368,240
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	310,000,000.00	303,682,400.00	303,682,400.00	303,682,400.00
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	310,000,000.00	303,682,400.00	303,682,400.00	303,682,400.00

### Declaration

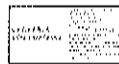
I am authorized by the Board of Directors of the Company vide resolution no  dated  to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever 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



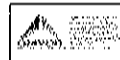
\* Director identification number of the director; OR  
DIN or PAN of the manager or CEO or CFO; or  
Membership number of the Company Secretary

### 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

\* Certificate of practice number

**Note: Attention is drawn to provisions of Section 448 of the Companies Act, 2013 which provide for punishment for false statement and certification.**

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.

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	18,325,760	50	916,288,000
Secured loans			7,123,396,525
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

2. Copy of Board or shareholders' resolution.

Attach

SOM List of Allottees.pdf  
SOM BR Allotment of CCDs June 27 2018.pdf

Remove attachment

7. Optional attachment(s), if any.

Attach

For Mytrah Vayu (SOM) Private Limited

RA  
Director



ఆంధ్రప్రదేశ్ ఆంధ్ర ప్రదేశ్ ANDHRA PRADESH

SL. No. 2854 Date 21/4/14 Rs. 100/-

Sold To A. Raju, s/o. Lakshmaiah, R/o. R.R. Dist  
For Whom Mytrah Energy (India) Limited

BD 508942  
T. Sumalatha  
T. SUMALATHA

LICENCED STAMP VENDOR  
Lic No. 15-25-004/2013  
H.No. 1-68/2, Kowpet Village,  
Rajendranagar (M), R.R. Dist  
Cell No: 9951459569

### INVESTMENT AGREEMENT

This Investment Agreement (the "Agreement") is being entered into on this 9<sup>th</sup> day of November 2015 by and between:-

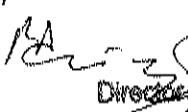

1. **MYTRAH ENERGY (INDIA) LIMITED**, a company incorporated under the Companies Act, 1956 and having its registered office at 8001, Q-City, Sy.No.109, Nanakramguda, Gachibowli, Hyderabad - 500032 (hereinafter referred to as "MEIL" or "Investor"), which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns, of the **FIRST PART**;

AND

2. **MYTRAH VAYU (SOM) PRIVATE LIMITED**, a company incorporated under the Companies Act, 2013 and having its registered office at 8001, Q-City, Sy.No.109, Nanakramguda, Gachibowli, Hyderabad - 500032 (hereinafter referred to as "MVSPL" or "the Company"), which expression shall, unless repugnant to or inconsistent with the context or meaning thereof, be deemed to mean and include its successors and permitted assigns, of the **SECOND PART**;

The Investor and the Company are hereinafter referred to individually as a "Party" and collectively as the "Parties".

For Mytrah Vayu (SOM) Private Limited

  
Director  


1



## WHEREAS

- A. Mytrah Energy (India) Limited is the parent company of Mytrah Vayu (Som) Private Limited ("MVSP").
- B. MEIL, the holding-company of the MVSP, is engaged, inter alia, in the business of providing EPC services to Wind Power Generators and investment and management of its subsidiaries which are engaged in Generation and Transmission of Wind Power. Currently MEIL through its subsidiaries (referred to as project SPVs) is engaged in investment and execution of over 500 MW of wind power projects.
- C. MVSP or the Company is incorporated as a subsidiary of MEIL and is engaged in the business of setting-up and operate wind power projects. The Company is currently engaged in setting up 140.10 MW wind power project (the Project) at Madhya Pradesh (Nipaniya - 50 MW) and Rajasthan (Nidhi - 90.10 MW).
- D. The Company has requested MEIL to provide certain financial assistance for implementation of the Project by subscribing to the Compulsorily Convertible Debentures, in one or more tranches, of the Company for a sum upto Rs.136,50,00,000/- (Rupees One Thirty Six Crores and Fifty Lakhs) ("**Investment Amount**");
- E. Based on the foregoing and terms of this investment agreement, the Investor is desirous of investing the said investment amount in the Company by subscribing to the Compulsorily Convertible Debentures (CCDs) of the Company and the Company is desirous of issuing CCDs to the Investor, subject to and on the terms and conditions as set forth in this agreement. The Parties have agreed to enter into this investment agreement which records the arrangements agreed between them for the subscription of the CCDs.

NOW THEREFORE, in consideration of the representations, warranties, and covenants contained herein, the Parties hereto, intending to be legally bound, hereby agree as follows:-

## 1 DEFINITIONS & INTERPRETATION

### 1.1 Definitions

Unless the context otherwise requires, the capitalised terms used in this Agreement shall have the following meanings:

"Act" shall mean Companies Act 2013.

"Agreement" shall mean this Investment Agreement;

"Articles of Association" shall mean the articles of association of the Company as amended from time to time;

"Board" means the Board of Directors of the Company as constituted from time to time.

"Compulsorily Convertible Debentures (CCDs)" means the compulsorily convertible debentures of Rs.50/- each/-, convertible into Equity Shares of the Company, in one or more tranches, with a face value of Rs.10/- each (Rupees Ten only each), and having the rights specified in Section 3;





“Conversion” means conversion of the Compulsorily Convertible Debentures into Equity Shares in accordance with the provisions of this Agreement;

“Equity Shares / Shares” means the fully paid-up equity shares of the Company having a face value of Rs.10/- each (Rupees ten only each) and 1 (one) vote per share;

“Investment Amount” shall mean a sum of upto Rs.136,50,00,000/- (Rupees One Thirty Six Crores and Fifty Lakhs) towards subscription by the Investor of upto 2,73,00,000 (Two Crore Seventy Three Lakhs Only) Compulsorily Convertible Debentures in the Company;

“Memorandum of Association” means the memorandum of association of the Company;

“Rs.” or “Rupees” shall mean Rupees, the lawful currency of India;

## 1.2 Interpretation

Unless the context of this Agreement otherwise requires:

- a) Words of any gender are deemed to include those of the other gender;
- b) Words using the singular or plural number also include the plural or singular number, respectively;
- c) the terms “hereof”, “herein”, “hereby”, “hereto” and derivative or similar words refer to this entire Agreement or specified Sections of this Agreement, as the case may be;
- d) the term “Section” refers to the specified Section of this agreement;
- e) reference to any legislation or law or to any provision thereof shall include references to any such law as it may, after the date hereof, from time to time, be amended, supplemented or re-enacted, and any reference to statutory provision shall include any subordinate legislation made from time to time under that provision;
- f) reference to the word “include” shall be construed without limitation; and

## 2 INVESTMENT AMOUNT

- 2.1 The investor shall invest the said Investment Amount, in one or more tranches, by way of wire transfer of funds into the designated bank account of the Company.

Upon receipt of funds into the designated bank account, the Company shall duly acknowledge the receipt of Investment Amount.

## 3 TERMS OF CCDs

The rights and terms attached to the CCDs allotted to Investor under this Agreement are as follows:

### 3.1 Transferability

The CCDs shall be non-transferable and dealt in accordance with the provisions of the Articles of Association of the Company.



*[Handwritten signature]*



### 3.2 Pledge

The CCDs may be pledged by the investor in favour of the project lenders as per the terms of the project financing documents.

### 3.3 Interest

The said CCDs from time to time shall be entitled to a simple interest up to 11.5% per annum and a conversion premium of not more than 4% per annum (payable at the end of tenor) with effect from the Commercial operating date (COD) of the projects in MVSPIL. Interest shall be calculated on annual basis based on the average CCDs balance outstanding during the year. The said interest rate from time to time shall be formally agreed in writing between the parties.

At the end of every year MEIL shall provide a debit note setting out the computation of average CCDs balance outstanding during the year and interest payable thereon.

The simple interest on the CCDs is due and payable on annual basis and shall be payable within 15 days from the end of each financial year, after meeting the senior lenders obligations in MVSPIL under the financing documents subject to the availability of surplus proceeds.

The said interest shall be cumulative and any shortfall in payment of interest in a particular year shall be carried forward accordingly.

MVSPIL shall deduct the applicable with-holding taxes, as per the provisions of Income-tax Act, 1961, from the interest paid or payable to MEIL.

The conversion premium shall become due and payable at the end of the tenor of Investment, but not during the currency of senior loan of MVSPIL.

### 3.4 Term / Conversion

The CCDs shall be compulsorily convertible into Equity Shares within before the expiry of 18 years from the date of allotment of such CCDs or at any earlier date mutually agreed between the parties post confirmation from senior/term lenders of MVSPIL.

Subject to the applicable law, at the expiry of the term of the CCDs or upon the Company offering to convert the CCDs, with the consent of investor, the outstanding CCDs shall be converted into Equity Shares with face value of Rs.10 each. The price / conversion formula for conversion of such CCDs shall be in the manner below:

Investor Equity Shares =  $\text{CCD Subscription Amount} / \text{Fair Market Value}$  as arrived in accordance with the then prevailing Foreign Exchange Management Regulations, subject to a minimum price equal to the conversion price i.e. Rs.50/- per share.

### 3.5 Miscellaneous

The total value investment in the form of CCDs is upto Rs.136,50,00,000/- (Rupees One Hundred and Thirty Six Crores and Fifty Lakhs) divided into CCDs with a face value of Rs.50 (Rupees Fifty only) each.



*[Handwritten signature]*



The holders of the CCDs shall not be entitled to any voting rights, except as provided by applicable law, upon conversion of CCDs into Equity Shares.

#### 4 COUNTERPARTS

This Agreement shall be executed in two (2) counterparts, each of which shall constitute one and the same agreement.

#### 5 NOTICES

Notices or other communication required or permitted to be given or made under this Agreement shall be in writing and delivered personally or sent by post, or by telex or legible telefax addressed to the intended recipient at its address set forth below, or to such other address or telex or telefax number as either Party may from time to time duly notify to the others:

**If to the Investor:**

Mytrah Energy (India) Limited  
at 8001-Q City, S.No# 109,  
Nanakramguda, Gachibowli,  
Hyderabad – 500032  
Telangana, India  
Fax: 040 – 3376 0101  
Attn: Mr. Shirish M. Navlekar

**If to the Company:**

Mytrah Vayu (Som) Private Limited  
at 8001-Q City, S.No# 109,  
Nanakramguda, Gachibowli,  
Hyderabad – 500032  
Telangana, India  
Fax: 040 – 3376 0101  
Attn: Mr. Vivekanand Nekkanti

Any such notice, demand or communication shall, unless the contrary is proved, be deemed to have been duly served at the time of delivery in the case of service by delivery in person or by post, and at the time of despatch in the case of service by telex or telefax.

#### 6 GOVERNING LAW

This agreement shall be governed and interpreted by, and construed in accordance with the substantive laws of the Republic of India, without giving effect to the principles of conflict of laws there under.

#### 7 JURISDICTION

The courts in Hyderabad shall have exclusive jurisdiction in respect of all disputes, differences, controversies or claims arising out of or relating to this Agreement or the breach, termination or validity thereof.

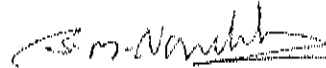
#### 8 STAMP DUTIES

All stamp duties, registration charges etc. in connection with this Agreement, on the issuance of the Compulsory Convertible Debentures and the transactions contemplated hereunder will be paid for and borne by the Company.



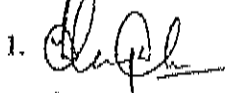
IN WITNESS WHEREOF, the Parties have entered into this Agreement the day and year first above written.

Mytrah Energy (India) Limited

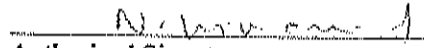
  
Authorised Signatory

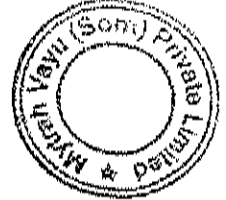


WITNESSED BY:

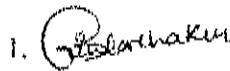
1.   
(Y. UDAY CHANDRA)

Mytrah Vayu (Som) Private Limited


  
Authorised Signatory



WITNESSED BY:

1.   
(Brinda Thakur)

For Mytrah Vayu (SOM) Private Limited .

  
Director

