

Date: 20-06-2018

To,  
NSDL DATABASE MANAGEMENT LIMITED  
11<sup>th</sup> floor, A wing, Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai-400013

Sub: Corporate Action Form - 4740 - 0.01% Unsecured Optionally Convertible Debentures


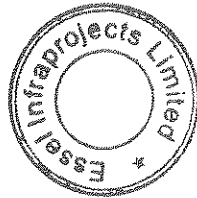
With reference to the captioned subject, please find attached following documents:

1. Letter of Beneficiary details
2. Corporate Action Form along with Annexure A
3. Certified copy of Form PAS-3 (Return of Allotment), attachments thereof and copy of paid challan.
4. Letter of Offer

Kindly consider the above for your necessary records and further action.

Thank You.

Yours faithfully,

  
\_\_\_\_\_  
**Mihir Panchmatia**  
Authorised Signatory

Date: 20-06-2018

To,  
NSDL Database Management Limited  
11<sup>th</sup> floor, A wing, Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai-400013

Sub: Beneficiary Account details for credit /debit with regard to (Name of the security)

Please notice the following details of the beneficiaries who have subscribed to our 0.01% Unsecured Optionally Convertible Debentures for ISIN: INE498F08038

Sr. No.	Beneficiary Name	Qty.	DP ID	Client ID
1	Adilink Infra Multitrading Private Limited	4740	IN301330	21899317

Kindly carry out appropriate procedures for crediting / debiting the aforesaid accounts.

Your sincerely,

For Essel Infraprojects Limited



Mihir Panchmatia  
Authorized Signatory



# CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

Ref. No.: EIL/OCDs/20042018

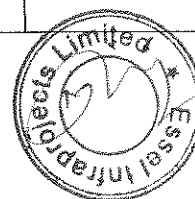
Date: 20-06-2018

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	INE498F08038
Security Description	0.01% Unsecured Unlisted Optionally Convertible Debentures
Allotment Date	20-04-2018
Face Value per security	Rs. 5,00,000/-
Distinctive Numbers	2001-6740
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.	N.A

Allotment Details	No. of records	No. of Securities (Quantity)
Electronic Form - NSDL	1	4740
Electronic Form - CDSL	-	-
Physical Form	-	-
Total Allotted	1	4740



Essel Infra Projects Limited

Corp Off: 6th Floor, Plot No 19 & 20, Sector 16A, Film City, Noida, Uttar Pradesh - 201 301

Mumbai Off: 18th Floor, A Wing, Marathon Futurex, Lower Parel, Mumbai - 400013

T: +91-120-4849500 | [www.esselinfraprojects.com](http://www.esselinfraprojects.com)

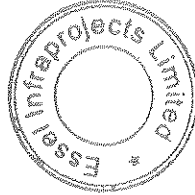
Regd. Off: 513/A, 5th Floor, Kohinoor City, Kiroli Road, Kurla (West), Mumbai - 400 070

CIN: U74999MH1987PLC044006

I, Mihir Panchmatia, Company Secretary of Essel Infraprojects Limited ("the Issuer") 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 20-04-2018

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.

## Annexure A

Date: 20/06/2018

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	INE498F08038
Date of Allotment ( <i>in DD-MM-YYYY</i> )	20-04-2018
Date of Maturity ( <i>in DD-MM-YYYY</i> )	19-11-2022
Allotment Quantity	4740
Issue Price (in Rs.)	5,00,000/-
Face Value (in Rs.)	5,00,000/-
Issue Size (in Rs. Crs.)	237 (Rupees Two Hundred and Thirty Seven Crores only)
Certificate Nos./Distinctive Nos. (From - To)	2001 - 6740



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

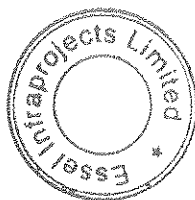
Sr. No.	Date of Allotment	Allotment Quantity	Cumulative Quantity	Issue Price (in Rs.)	Issue Size (in Rs. Crs.)	Cumulative Issue Size (in Rs. Crs.)
1	20-11-2017	1000	1000	5,00,000	50	50
2	30-01-2018	1000	2000	5,00,000	50	100
3	20-04-2018	4740	6740	5,00,000	237	337

For Essel Infraprojects Limited



Name: Mihir Panchmatia

Designation: Company Secretary



# 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

U74999MH1987PLC044006

Pre-fill

(b) Global Location Number (GLN) of Company

2.(a) Name of the company

ESSEL INFRAPROJECTS LIMITED

(b) Address of the Registered office of the company

513/A, 5TH FLOOR, KOHINOOR CITY, KIROL ROAD  
KURLA (WEST),  
MUMBAI  
Mumbai City  
Maharashtra  
400070

(c) \*Email Id of the company

esselinfragroup1@infra.esselgroup.com

3. Securities allotted payable in cash

\*Number of allotments

1

1 (i)\* Date of allotment

20/04/2018

(DD/MM/YYYY)

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

10/04/2018

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

G89768352

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				As per the attached term sheet
Number of securities allotted				4,740
Nominal amount per security (in Rs.)				500000.00
Total nominal amount (in Rs.)				2,370,000,000
Amount paid per security on application (excluding premium) (in Rs.)				500000.00
Total amount paid on application (excluding premium) (in Rs.)				2,370,000,000
Amount due and payable on per security on allotment(excluding premium) (in Rs.)				
Total amount paid on allotment (excluding premium) (in Rs.)				
Premium amount per security due and payable (if any) (in Rs.)				0.00
Total premium amount due and payable (if any) (in Rs.)				
Premium amount paid per security (if any)				0.00
Total premium amount paid (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				0.00
Total discount amount (if any) (in Rs.)				
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				
	Essel Infracore Projects Limited			

Company Secretary

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

Essel Infraprojects Limited



Company Secretary



5. Bonus shares issued

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

6. In respect of private placement

- (a) Category to whom allotment is made:

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

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

- ☒ allotted securities to less than two hundred persons in aggregate in a financial year excluding exempted categories;
- ☒ not allotted securities with an application size of less than twenty thousand per person;
- ☒ offered such securities through private placement offer letter and no prospectus or any other public advertisement has been issued for the same;
- ☒ completed allotment in respect of earlier private placement offers;
- ☒ received money payable on subscription of such securities through cheque or demand draft or other banking channels but not in cash;
- ☒ made such offers only to the persons whose names were recorded by the company prior to such invitation and such persons have received such offer by name;
- ☒ Maintained a complete record of such offers and acceptances in Form No. PAS-5.

7.\* Capital structure of the company after taking into consideration the above allotment(s) of shares:

Particulars	Authorized capital of the company	Issued capital of the company	Subscribed capital	Paid up capital
Number of equity shares	750,000,000	405,874,534	405,874,534	405,874,534
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	7,500,000,000.00	4,058,745,340.00	4,058,745,340.00	4,058,745,340.00
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	7,500,000,000.00	4,058,745,340.00	4,058,745,340.00	4,058,745,340.00

Essel Infra Projects Limited



Company Secretary

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	16,007,165	10000000/500000/1000/	22,630,000,000
Secured loans			10,570,350,000
Others, specify	0	0	4,532,300,000

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

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

#### List of attachments

OCD\_List of Allottee.pdf  
2\_Circular Resolution\_Allotement\_OCDs.pdf  
PAS-5.pdf  
Term sheet.pdf

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

Attach

Remove attachment

7. Optional attachment(s), if any.

Attach

Essel Infra projects Limited



Company Secretary

### Declaration

I am authorized by the Board of Directors of the Company vide resolution no <sup>a</sup> 05 dated <sup>a</sup> 18/04/2014 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

\* Designation Company Secretary



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

23557

### 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

7282

\* Certificate of practice number

7954

**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.

Essel Infraprojects Limited

Company Secretary



CERTIFIED TRUE COPY OF RESOLUTION PASSED BY CIRCULATION BY THE BOARD OF DIRECTORS OF ESSEL INFRAPROJECTS LIMITED (THE "COMPANY") ON APRIL 20, 2018

ALLOTMENT OF UNSECURED 0.01% OPTIONALLY CONVERTIBLE DEBENTURES:

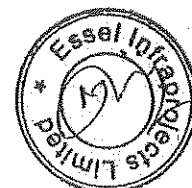
"RESOLVED THAT pursuant to provisions of Section 42, 71 and such other applicable provisions of the Companies Act, 2013, including any modifications or amendments thereto, the Memorandum and Articles of Association of the Company and subject to the necessary approvals, consents, permission and/or sanction of statutory authorities, institutions or bodies, if any, and subject to such conditions, as may be prescribed by any such approval, consent, permission or sanction, 4,740 (Four Thousand Seven Hundred and Forty) Optionally Convertible Debentures bearing face value of Rs. 5,00,000/- (Rupees Five Lakh only) each, aggregating to Rs. 237,00,00,000/- (Rupees Two Hundred and Thirty Seven Crores only) ("OCDs"), at par, which shall carry a coupon of 0.01% per annum payable on maturity, be allotted to Adilink Infra Multitrading Private Limited ("Allottee"/ "OCD Holder") on the terms and conditions set out in the private placement offer letter. The particulars of OCDs allotted are as follow:

Sr. No.	Name of Allottee/ OCD Holder	Number of OCDs Allotted	Face Value of OCDs	Distinctive No. (both inclusive)	
				From	To
1.	Adilink Infra Multitrading Private Limited  18 <sup>th</sup> Floor, A Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013	4,740	Rs. 5,00,000/-	2001	6740

RESOLVED FURTHER THAT the beneficiary account of the Allottee with National Securities Depository Limited ("NSDL") be credited AND THAT any of the Directors of the Company and/or Mr. Mihir Panchmatia, the Company Secretary and/or Ms. Krishna Parekh, the authorized signatory (hereinafter referred to as "Authorized Persons") be and are hereby severally authorized to take necessary actions to admit the said OCDs in the Depository and to do all such acts, deeds, things, matters and writings in connection with or in the matter incidental thereto;

Essel Infra Projects Limited

Company Secretary



Essel Infra Projects Limited

Corp Off: 6th Floor, Plot No 19 & 20, Sector 16A, Film City, Noida, Uttar Pradesh – 201 301

Mumbai Off: 18th Floor, A Wing, Marathon Futurex, Lower Parel, Mumbai - 400013

T: +91-120-4849500 | [www.esselinfraprojects.com](http://www.esselinfraprojects.com)

Regd. Off: 513/A, 5th Floor, Kohinoor City, Kiro Road, Kurla (West), Mumbai – 400 070

CIN: U74999MH1987PLC044006





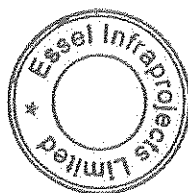
RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things and to sign all such documents, as may be necessary, proper or desirable including but not limited to filing of requisite forms/returns with the Ministry of Corporate Affairs (MCA) and do all such acts, deeds, matters, things that may be necessary or incidental for giving effect to this resolution and for the allotment of the OCDs;

RESOLVED FURTHER THAT any one of the Directors of the Company and/or the Company Secretary be and is hereby authorized to furnish Certified True Copy of this resolution to relevant parties/authorities for its records;

RESOLVED FURTHER THAT the Common Seal of the Company be affixed to any of the documents to be executed by the Company in relation to the allotment of the OCDs, including on the debenture certificates to be issued, if required, in accordance with the Articles of Association of the Company."

For Essel Infraprojects Limited

  
Mihir Panchmatia  
Company Secretary

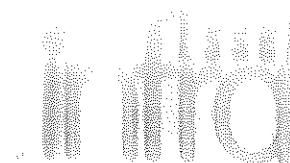


Essel Infraprojects Limited  
  
Company Secretary



Essel Infraprojects Limited  
Corp Off: 6th Floor, Plot No 19 & 20, Sector 16A, Film City, Noida, Uttar Pradesh – 201 301  
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Regd. Off: 513/A, 5th Floor, Kohinoor City, Kiroi Road, Kurla (West), Mumbai – 400 070  
CIN: U74999MH1987PLC044006



## LIST OF ALLOTTEES

**TABLE A**

Name of the Company	Essel Infraprojects Limited
Date of allotment	20 <sup>th</sup> April, 2018
Type of securities allotted	Optionally Convertible Debentures
Nominal Amount per security (in Rs.)	Rs. 5,00,000/- (Rupees Five Lakh only)
Premium/ (Discount) amount per security (in Rs.)	NIL
Total number of Allottees	1
Brief particulars in respect of terms and condition, voting	0.01% Optionally Convertible Debentures (Detailed terms are as per the term sheet forming part of attachments of Form PAS-3)

**TABLE B (List of Allottees for allotment of securities payable in cash)**

Sr. No.	Name & occupation of Allottee	Address of Allottee	Nationality of the Allottee	Number of securities allotted	Total amount paid (including premium) (in Rs.)	Total amount to be paid on calls (including premium) outstanding (in Rs.)
1.	Adilink Infra Multitrading Private Limited  Occupation: Business	18 <sup>th</sup> Floor, A Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400013	Indian	4,740	237,00,00,000/-	NIL

For Essel Infraprojects Limited

  
Mihir Panchmatia  
Company Secretary

Essel Infraprojects Limited  
  
Company Secretary

Essel Infraprojects Limited

Corp Off: 6th Floor, Plot No 19 & 20, Sector 16A, Film City, Noida, Uttar Pradesh – 201 301

Mumbai Off: 18th Floor, A Wing, Marathon Futurex, Lower Parel, Mumbai - 400013

T: +91-120-4849500 | [www.esselinfraprojects.com](http://www.esselinfraprojects.com)

Regd. Off: 513/A, 5th Floor, Kohinoor City, Kiroli Road, Kurla (West), Mumbai – 400 070

CIN: U74999MH1987PLC044006





Form PAS-5  
(Section 42(7) and Rule 14(3) of Companies (Prospectus and Allotment  
of Securities) Rules, 2014)

Record of a private placement offer to be kept by the company

Name of the Company: Essel Infraprojects Limited

Registered Office of the Company: 513/A, 5<sup>th</sup> Floor, Kohinoor City, Kirod Road,  
Kurla (West), Mumbai 400070

CIN: U74999MH1987PLC044006

DETAILS OF PRIVATE PLACEMENT OFFER:


Date when approval of the relevant authority (board or the shareholders, as the case may be)  
obtained for the current Private Placement Offer Letter:

- Shareholders Resolution (Special): 10<sup>th</sup> April, 2018
- Board Resolution: 20<sup>th</sup> April, 2018

Amount of the offer: Rs. 237,00,00,000/- (Rupees Two Hundred and Thirty Seven Crores only)

Date of circulation of private placement offer letter: 20<sup>th</sup> April, 2018

Following details of the persons to whom private placement offer letter has been circulated:

Sr. No	Particulars	Details
1	Name	Adilink Infra Multitrading Private Limited
2	Father's Name	N.A
3	Complete Address	18 <sup>th</sup> Floor, A Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013
4	Phone number, if any	+91-022-71084444
5	Email ID	<a href="mailto:esselinfragroup1@gmail.com">esselinfragroup1@gmail.com</a>
6	Initial of the Officer of the company designated to keep the Record	

Essel Infraprojects Limited

Company Secretary

Essel Infraprojects Limited

Corp Off: 6<sup>th</sup> Floor, Plot No 19 & 20, Sector 16A, Film City, Noida, Uttar Pradesh – 201 301

Mumbai Off: 18<sup>th</sup> Floor, A Wing, Marathon Futurex, Lower Parel, Mumbai - 400013

T: +91-120-4849500 | [www.esselinfragroup.com](http://www.esselinfragroup.com)

Regd. Off: 513/A, 5<sup>th</sup> Floor, Kohinoor City, Kirod Road, Kurla (West), Mumbai – 400 070

CIN: U74999MH1987PLC044006



# ADILINK INFRA & MULTITRADING PRIVATE LIMITED

Issuer: Essel Infraprojects Limited

Debenture holder: Adilink Infra Multitrading Private Limited

## THE TERMS & CONDITIONS OF OPTIONALLY CONVERTIBLE DEBENTURES (OCDs)

- (a) **Security:** The OCDs issued are Unsecured OCDs
- (b) **Issue Price:** The issue price of OCDs shall be Rs. 5,00,000/- (Rupees Five Lakh only)
- (c) **Coupon Rate:** The Company shall pay interest @ 0.01% p.a. compounded annually Payable on Maturity
- (d) **Conversion Option:** The OCD Holder shall have an option to convert OCDs into Equity Shares at any time during tenure of the OCDs i.e. 55 months from the date of issuance of the OCDs, by sending a 15 days prior notice of its intention thereof.
- (e) **Conversion Price:** The OCDs shall be converted into Equity shares of the Company at a price equivalent to Book Value at the time of conversion of OCDs.
- (f) **Redemption:** The OCDs shall get redeemed on completion of tenure of OCDs i.e. 55 months from the date of issuance of the OCDs, if not converted into Equity earlier. Further, the OCD holders shall have the right to ask for a repayment of the entire outstanding amount at the end of 11 months, 22 months, 33 months or 44 months from the issuance date (the date of vesting of right). The OCD holder shall exercise the right of redemption within 5 calendar days from the date of vesting of right for repayment of entire outstanding amount by sending a written notice thereof to the Issuer. The redemption would be done at the issue price of the OCDs plus cumulative interest thereon.
- (g) **Marketability:** OCD's are non-marketable i.e. they are not capable of being sold on a recognized stock exchange in or outside India. The Company does not intend to, and shall not list OCD's on any recognized stock exchange in or outside India.
- (h) **Future Borrowings:** The Company shall be entitled to make further borrowings and/or raise any further loans and issue any further debentures by prospectus/ private placement/ rights basis or any manner or to obtain any guarantees or to issue any commercial paper or such other instruments and to obtain any financial facilities of any nature whatsoever and to secure the same without requiring any prior approval or consent of these holders of the Debentures.
- (i) **Amendment:** Subject to applicable Laws, the rights, privileges and conditions attached to OCD's may be varied, modified or abrogated only with the prior written consent of the holder of OCDs.

## RIGHTS OF OCD HOLDERS

- (a) The interest on OCDs will be paid to the registered holder of OCDs only and in case of joint holders to the one whose name appears first in the Register of Debenture holders / List of Beneficial Owners.

REGD. OFFICE : 18<sup>TH</sup> FLOOR, A WING, MARATHON FUTUREX, N.M. JOSHI MARG, LOWER PAREL, MUMBAI - 400018  
TEL NO.: 022 7106 1234 CIN: U74999MH2017PTC296125

Essel Infraprojects Limited  
Company Secretary



## ADILINK INFRA & MULTITRADING PRIVATE LIMITED

- (b) The OCDs shall not confer upon the holders thereof a right to receive a notice of or to attend and vote in person or by proxy at General Meeting of the Company or to receive the notice of the Annual General Meetings of the Company or to receive Annual Reports.
- (c) These OCDs shall be transferable and transmittable in the same manner and to the same extent and be subject to the same restrictions and limitations as per the provisions of the Articles of Association for the time being of the Company
- (d) On every resolution placed before the meetings of the OCD holders, holders of such OCDs shall be entitled to one vote on a show of hands and voting rights on a poll shall be in proportion to the outstanding nominal value of OCDs held

### RIGHTS OF OCD HOLDERS AND TRANSFER OF DEBENTURES

- (a) The OCD Holders will not be entitled to any rights, privileges of shareholders other than those available to them under statutory provisions of the Companies Act, 2013 and terms of the offer agreed, until the OCDs are converted into Equity Shares
- (b) The holders of these OCDs for the time being shall be entitled to transfer these OCDs or any part thereof by an instrument in writing in the usual common form.

### PAYMENT

The Company shall pay all amount of interest and/or redemption due to the Registered Holders of OCDs and in case of joint holders, to the one whose name stands first, in accordance with the tenor thereof.

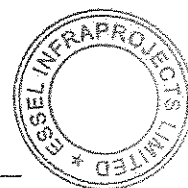
For Adilink Infra Multitrading Private Limited

Director /Authorised Signatory



For Essel Infraprojects Limited

Director /Authorised Signatory



Essel Infraprojects Limited

Company Secretary

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

SRN : G89867923

Service Request Date : 19/06/2018

Payment made into : ICICI Bank

Received From :

Name : Mihir  
Address : 135, Continental Building,  
Dr. Annie Besant Road, Worli  
Mumbai, Maharashtra  
India - 400018

Entity on whose behalf money is paid

CIN: U74999MH1987PLC044006  
Name : ESSEL INFRAPROJECTS LIMITED  
Address : 513/A, 5TH FLOOR, KOHINOOR CITY, KIROL ROAD  
KURLA (WEST),  
MUMBAI, Maharashtra  
India - 400070

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form PAS-3	Normal	600.00
	Additional	1200.00
Total		1800.00

Mode of Payment: Credit Card- ICICI Bank

Received Payment Rupees: One Thousand Eight 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)

Essel Infraprojects Limited

Company Secretary



CERTIFIED TRUE COPY OF RESOLUTION PASSED BY BOARD OF DIRECTORS OF ESSEL INFRAPROJECTS LIMITED (THE "COMPANY") IN THEIR MEETING HELD ON APRIL 20, 2018

ISSUE AND OFFER OF UNSECURED OPTIONALLY CONVERTIBLE DEBENTURES (OCDs) ON PRIVATE PLACEMENT BASIS CARRYING A COUPON OF 0.01% PER ANNUM PAYABLE ON MATURITY:

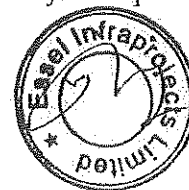
"RESOLVED THAT pursuant to the provisions of Section 179 and other applicable provisions, if any of the Companies Act, 2013 (the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, including any statutory modification, amendment, substitution or re-enactment thereof, for the time being in force; and the relevant provisions of the Memorandum and Articles of Association of the Company, the approval of the Board be and is hereby given for issue, offer and allotment of upto 4,740 (Four Thousand Seven Hundred and Forty) Unsecured Optionally Convertible Debentures bearing face value of Rs. 5,00,000/- each, aggregating to Rs. 237,00,00,000/- (Two Hundred and Thirty Seven Crores only) ("OCDs") which shall carry a coupon of 0.01% per annum compounded annually payable on maturity, for subscription, on private placement basis, in one or more tranches during a period of one month from the date of passing of the resolution by the Shareholders in this regard, to Adilink Infra Multitrading Private Limited and/or any other party(ies) at the discretion of the Board of Directors, upon the terms and conditions as detailed in the Draft Private Placement Offer Letter of OCDs as placed before the meeting;

RESOLVED FURTHER THAT anyone of the Directors or KMP of the Company ("Authorized Signatories") be and are hereby severally authorized to sign the letter of offer and execute or ratify all such documents whatsoever as may be required in connection with the issue of the OCDs and to do all such things necessary for the purpose of offer and issue of the OCDs and to take such actions or give such directions as may be necessary or desirable and to accept any modifications or alterations or variations relating to or in connection with the basis of offer, terms and conditions as may be required by statutory authorities and/or on negotiation with the investors, if any and to decide and to settle any questions or difficulty/ies that may arise in regard to offer and issue of the OCDs and to do all such acts, deeds, matters and things as he may, in his absolute discretion, deem necessary, proper or desirable for the purpose of giving effect to this resolution;

RESOLVED FURTHER THAT the Authorised Signatories be and are hereby severally authorised to do or authorise any other Director or committee of Directors to do all such acts, deeds and things and execute or ratify all such resolutions or documents whatsoever as may be required in connection with the allotment of the OCDs;

Essel Infraprojects Limited

Company Secretary



Essel Infraprojects Limited

Corp Off: 6th Floor, Plot No 19 & 20, Sector 16A, Film City, Noida, Uttar Pradesh – 201 301

Mumbai Off: 18th Floor, A Wing, Marathon Futurex, Lower Parel, Mumbai - 400013

T: +91-120-4849500 | [www.esselinfraprojects.com](http://www.esselinfraprojects.com)

Regd. Off: 513/A, 5th Floor, Kohinoor City, Kirol Road, Kurla (West), Mumbai – 400 070

CIN: U74999MH1987PLC044006





RESOLVED FURTHER THAT the Common Seal of the Company be affixed to such documents, deeds, evidences, writings and undertakings and/or other related papers, wherever necessary as per the Articles of Association of the Company."

For Essel Infraprojects Limited

Mihir Panchmatia  
Company Secretary



Essel Infraprojects Limited

Company Secretary



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## LETTER OF OFFER

[Pursuant to Section 42, Section 71 and other applicable provisions of  
Companies Act, 2013, rules made there under]

Date: 20-04-2018

To,  
AdiLink Infra & Multitrading Private Limited  
18<sup>th</sup> Floor, A Wing, Marathon Futurex,  
N. M. Joshi Marg, Lower Parel,  
Mumbai 400 013

Subject: Offer for 4,740 0.01% Optionally Convertible Debentures (OCDs) at a face value of  
Rs. 5,00,000/- each pursuant to Private Placement

For the purpose of utilization of funds for extending mobilization advances to sub-contractors, the Company intends to raise funds by induction of debt instrument for an amount not exceeding Rs. 237,00,00,000/- (Rupees Two Hundred and Thirty Seven Crore only). Hence, pursuant to the resolution passed by the members of the Company in their meeting held on 10<sup>th</sup> April, 2018, it is proposed issue/offer/invite for subscription of 4,740 - 0.01% Optionally Convertible Debentures (OCDs) of Rs. 5,00,000/- (Rupees Five Lakh only) each aggregating Rs. 237,00,00,000/- (Rupees Two Hundred and Thirty Seven Crores only), at par, on such other terms and conditions as stated below:

**A. THE CONDITIONS TERMS OF ISSUE:**

- (a) **Security:** The OCDs issued are Unsecured OCDs.
- (b) **Issue Price:** The issue price of OCDs shall be Rs. 5,00,000/- (Rupees Five Lakh only).
- (c) **Coupon Rate:** The Company shall pay interest @ 0.01% p.a. compounded annually Payable on Maturity.
- (d) **Conversion Option:** The OCD Holder shall have an option to convert OCDs into Equity Shares at any time during tenure of the OCDs i.e. 55 months from the date of issuance of the OCDs, by sending a 15 days prior notice of its intention thereof.
- (e) **Conversion Price:** The OCDs shall be converted into Equity shares of the Company at a price equivalent to Book Value at the time of conversion of OCDs.

Essel Infraprojects Limited

Company Secretary



Essel Infraprojects Limited

Corp Off: 6th Floor, Plot No 19 & 20, Sector 16A, Film City, Noida, Uttar Pradesh – 201 301

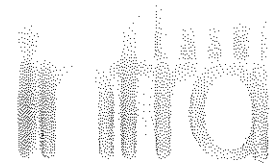
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- (f) **Redemption:** The OCDs shall get redeemed on completion of tenure of OCDs i.e. 55 months from the date of issuance of the OCDs, if not converted into Equity earlier. Further, the OCD holders shall have the right to ask for a repayment of the entire outstanding amount at the end of 11 months, 22 months, 33 months or 44 months from the issuance date (the date of vesting of right). The OCD holder shall exercise the right of redemption within 5 calendar days from the date of vesting of right for repayment of entire outstanding amount by sending a written notice thereof to the Issuer. The redemption would be done at the issue price of the OCDs plus cumulative interest thereon.
- (g) **Marketability:** OCD's are non-marketable i.e. they are not capable of being sold on a recognized stock exchange in or outside India. The Company does not intend to, and shall not list OCD's on any recognized stock exchange in or outside India.
- (h) **Future Borrowings:** The Company shall be entitled to make further borrowings and/or raise any further loans and issue any further debentures by prospectus/ private placement/ rights basis or any manner or to obtain any guarantees or to issue any commercial paper or such other instruments and to obtain any financial facilities of any nature whatsoever and to secure the same without requiring any prior approval or consent of these holders of the Debentures.
- (i) **Amendment:** Subject to applicable Laws, the rights, privileges and conditions attached to OCD's may be varied, modified or abrogated only with the prior written consent of the holder of OCDs.

#### B. RIGHTS OF OCD HOLDERS

- (a) The interest on OCDs will be paid to the registered holder of OCDs only and in case of joint holders to the one whose name appears first in the Register of Debenture holders / List of Beneficial Owner.
- (b) The OCDs shall not confer upon the holders thereof a right to receive a notice of or to attend and vote in person or by proxy at General Meeting of the Company or to receive the notice of the Annual General Meetings of the Company or to receive Annual Reports.
- (c) These OCDs shall be transferable and transmittable in the same manner and to the same extent and be subject to the same restrictions and limitations as per the provisions of the Articles of Association for the time being of the Company.
- (d) On every resolution placed before the meetings of the OCD holders, holders of such OCDs shall be entitled to one vote on a show of hands and voting rights on a poll shall be in proportion to the outstanding nominal value of OCDs held.

**Essel Infraprojects Limited**

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C. RIGHTS OF OCD HOLDERS AND TRANSFER OF DEBENTURES

- (a) The OCD Holders will not be entitled to any rights, privileges of shareholders other than those available to them under statutory provisions of the Companies Act, 2013 and terms of the offer agreed, until the OCDs are converted into Equity Shares.
- (b) The holders of these OCDs for the time being shall be entitled to transfer these OCDs or any part thereof by an instrument in writing in the usual common form.

D. PAYMENT

The Company shall pay all amount of interest and/or redemption due to the Registered Holders of OCDs and in case of joint holders, to the one whose name stands first, in accordance with the tenor thereof.

E. OFFER SCHEDULE:

The offer will open for the period of one month commencing from 20<sup>th</sup> April, 2018 to 19<sup>th</sup> May, 2018. Issue shall stand close from the date on which entire subscription money is received by the Company.

F. MODE OF PAYMENT:

Online fund transfer / cheques/ demand draft/ accompanying the form should be crossed' A/ c Payee only and drawn in favor of "Essel Infraprojects Limited".

G. MODE OF ISSUE/ALLOTMENT OF OFCDS: Dematerialize form

Kindly acknowledge the letter in token of your acceptance of issue of OCDs on the terms and conditions mentioned herein above.

Registered Office:  
513/A, 5<sup>th</sup> Floor, Kohinoor City, Kirol Road,  
Kurla (West), Mumbai - 400070

By Order of the Board of Directors  
For Essel Infraprojects Limited

Date: 20-04-2018  
Place: Mumbai

Essel Infraprojects Limited



Company Secretary

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Mihir Panchmatia  
Company Secretary

Essel Infraprojects Limited

