

June 12, 2019

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

**SUB: BENEFICIARY ACCOUNT DETAILS FOR CREDIT WITH REGARD TO
0.0001% UNSECURED UNRATED UNLISTED NON CONVERTIBLE
REDEEMABLE DEBENTURES**

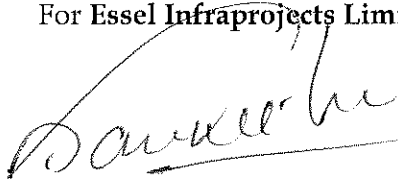
Please notice the following details of the beneficiaries who have subscribed to our 0.01% Unsecured Optionally Convertible Debentures for ISIN: INE498F08079

Sr. No.	Beneficiary Name	Qty.	DP ID	Client ID
1	Sekura Energy Limited	2335	IN303719	11049185

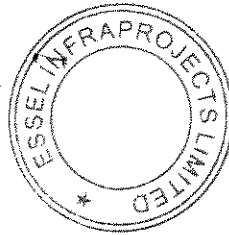
Kindly carry out appropriate procedures for crediting the aforesaid accounts.

Your sincerely,

For Essel Infraprojects Limited



Sanket Shah
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

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

CIN: U74999MH1987PLC044006

CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

Ref. No.: EIL/NCDs/28052019

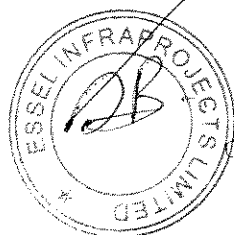
Date: 12-06-2019

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	INE498F08079
Security Description	0.0001% UNSECURED UNRATED UNLISTED NON CONVERTIBLE REDEEMABLE DEBENTURES. SERIES-2
Allotment Date	26/03/2024
Face Value per security	Rs. 1,00,000/-
Distinctive Numbers	1-2335
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	2335
Electronic Form - CDSL	-	-
Physical Form	-	-
Total Allotted	1	2335



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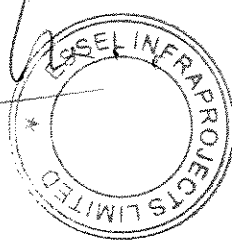
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CIN: U74999MH1987PLC044006

I, Sanket Shah, 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 28-05-2019

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.

Essel Infraprojects Limited

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CIN: U74999MH1987PLC044006

Annexure A

Date: 12/06/2019

To,
The Managing Director,
National Securities Depository Limited
Trade World, 4th 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	INE498F08079
Date of Allotment (in DD-MM-YYYY)	28-05-2019
Date of Maturity (in DD-MM-YYYY)	26/03/2024
Allotment Quantity	2335
Issue Price (in Rs.)	1,00,000/-
Face Value (in Rs.)	1,00,000/-
Issue Size (in Rs. Crs.)	23.35 (Rupees Twenty Three Crores and Thirty Five Lakhs Only)
Certificate Nos./Distinctive Nos. (From - To)	1-2335



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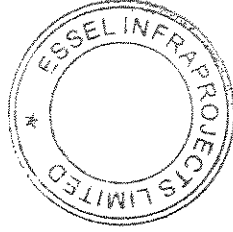
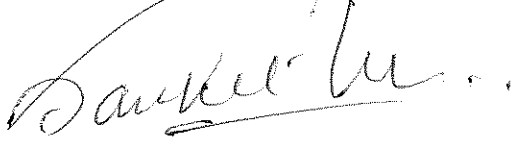
Regd. Off: 513/A, 5th Floor, Kohinoor City, Kiroli Road, Kurla (West), Mumbai – 400 070

CIN: U74999MH1987PLCO44006

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.)
Nil						

For Essel Infraprojects Limited



Name: Sanket Shah

Designation: Company Secretary

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CIN: U74999MH1987PLC044006

June 12, 2019

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

**SUB: CORPORATE ACTION FORM - 2335 - 0.0001% UNSECURED UNRATED
UNLISTED NON CONVERTIBLE REDEEMABLE DEBENTURES. SERIES-2**

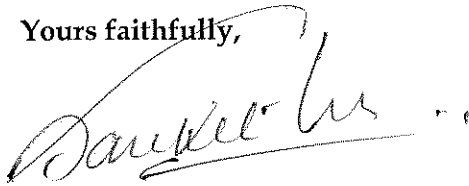
With reference to the captioned subject, please find attached following documents:

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. Certified Copy of Term Sheet

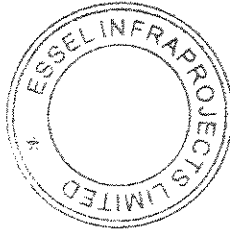
Kindly consider the above for your necessary records and further action.

Thank You.

Yours faithfully,



Sanket Shah
Company Secretary



Essel Infraprojects Limited

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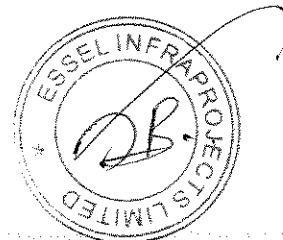
CIN: U74999MH1987PLC044006

THE TERMS & CONDITIONS OF NON CONVERTIBLE DEBENTURES (NCDs)

- (a) **Security:** The Debentures issued are Non-Convertible Debentures.
- (b) **Face Value:** Each NCD shall have a face value of INR 1,00,000 /- (Rupees One Lakh only)
- (b) **Coupon Rate:** 0.0001% p.a.
- (c) **Term:** The term of the Advance NCDs shall be 2 years from the Second Lock-in Date, or such extended term as may be determined by the Board with the prior written consent of the Lender (Final Redemption Date).

The NCD Holders shall redeem the Advance NCDs on the Second Settlement Date in accordance with the terms of this Agreement and the Investment Agreement. Provided however that, the NCD Holders shall have the option to require the Borrower to redeem the Advance NCDs, in terms of Clause 4.8 (Put Right of Buyer) of the Investment Agreement, at any time before the Final Redemption Date.

- (d) **Payments:** The NCD Holders shall be entitled to a cumulative interest at an annual coupon rate of 0.0001% p.a. and an amount equal to all distributions made by the Company in respect of the Option Shares (as defined in the Investment Agreement) (together referred to as Coupon Rate) on the outstanding face value of the Advance NCDs (Coupon Amount). The Coupon amount shall accrue for each 3 (three) months period starting on the Completion Date (Interest period) and shall be payable on the last day of each interest period. If an interest period would otherwise end on a day which is not a business day, that interest period will instead end on the next business day in that calendar month (if there is one) or the preceding business day (if there is not). It is clarified that the Coupon rate shall be computed as simple interest on the total amount outstanding in respect of the Advance NCDs at the end of each relevant interest period, i.e. on the outstanding value of the Advance NCDs plus the applicable coupon amount thereon.
- (e) **Redemption:**
- Advance NCDs shall be redeemable on the following terms: (i) in case of a redemption pursuant to the exercise of the Call Option in respect of the 26% Option Shares, at the face value of such Advance NCDs plus any unpaid coupon and an amount equal to all distributions made by the Company to EIL in respect of the Option Shares; (ii) in case of a redemption pursuant to the exercise of the Put Option at a price determined in accordance with Clause 4.8 of the Investment Agreement; and (iii) in the event of any default in the terms of the Advance NCDs, including the

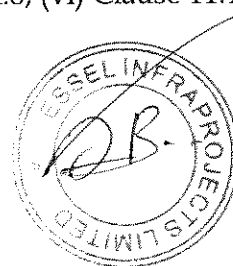


redemption thereof, at the higher of (A) the higher of the price mentioned in (i) and (ii); and (B) the highest value that can be realised through a sale or liquidation or other realisation of the 26% Option Shares that are owned by EIL at the time when such sale or liquidation or other realisation of the 26% Option Shares is initiated.

- On the Second Settlement Date, subject to confirmation in writing from the Buyer that the 26% Share Sale Conditions have been fulfilled to its satisfaction and upon receipt of Second Call Notice by EIL, in case of 26% Option Shares, EIL shall redeem to the AIF the Advance NCDs, along with payment of coupon on the the Advanced NCDs. Upon redemption of the Advance NCDs in full, the pledge in favour of the AIF in respect of the 26% Option Shares shall stand released.
- The Advance NCDs cannot be recalled or accelerated except on the occurrence of the events described in Clause 4.5 below and Clause 6 (*Mandatory Prepayment*), and the entitlement of the AIF to enforce mandatory prepayment of the Advance NCDs shall be explicitly waived by the AIF.
- On occurrence of any of the below:
 - (i) after occurrence of the Second Settlement Date, EIL fails to redeem the relevant Advance NCDs;
 - (ii) after occurrence of the Second Settlement Date, EIL fails to transfer the relevant Option Shares to the Buyer;

the Buyer shall be entitled to enforce the Security provided for the Advance NCDs, and appropriate the said Security by transfer of the same in its own name and/ or name of any of its Affiliates, in which event the Advance NCDs (together with all accrued coupon and all other amounts due thereunder) shall be deemed to have been redeemed and settled in full, and no further amounts shall be payable by EIL in relation to the Advance NCDs.

- The Buyer shall have the right to require EIL to redeem the Advance NCDs in the manner set out in the Investment Agreement including without limitation the following provisions of the Investment Agreement: (i) Clause 4.5(c); (ii) Clause 4.5(d); (iii) Clause 4.5(e); (iv) Clause 4.7; (v) Clause 4.8; (vi) Clause 11.1, (vii) Clause 12.3.



- Redemption Procedure

The Advance NCDs shall be redeemed in the following manner:

(i) EIL shall redeem the Advance NCDs upon receipt of a written notice (the Redemption Notice) by the NCD Holders. The redemption of the Advance NCDs shall be completed within a period of 5 (Five) days from the date of receipt of the Redemption Notice.

(ii) The Redemption Notice shall specify the amount which each of the NCD Holders shall be entitled to receive pursuant the redemption of the Advance NCDs as also the amount per Advance NCD which is being redeemed, in each case, in accordance with this paragraph 4.

(iii) Within a period of 5 (Five) days from the date of receipt of the Redemption Notice:

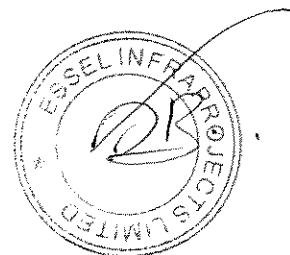
(A) EIL shall make payment to the NCD Holders of such amounts as may be specified in the Redemption Notice; and

(B) EIL shall update its register of debenture holders to record the redemption of the Advance NCDs.

EIL shall do all such acts and deeds to give effect to the provisions of this paragraph 4.

(f) Transferability:

- The Advance NCDs shall, subject to applicable Law and subject to compliance with Clause 6.4 of this Agreement and the provisions of the Investment Agreement, be freely Transferable at all times, and to any Person without the prior consent of or intimation to any other Person.
- Any Person holding any Advance NCDs pursuant to a Transfer of the Advance NCDs in accordance with the terms of this Agreement, shall be deemed to be a party to this Agreement, and shall be bound by the terms of this Agreement, as though such Person were a party to this Agreement from the date hereof and all references to the terms "NCD Holder", as appearing in this Agreement, shall include the transferee of the Advance NCDs.



(g) Repayment: The repayment of the Advance NCDs shall be effected in accordance with the terms of the Investment Agreement.

(h) Mandatory Pre-payment:

Notwithstanding anything to the contrary contained herein, but subject to provisions of applicable Law, upon the occurrence of either of the following events, the NCD Holders shall be entitled to mandatory pre-payment of the Advance NCDs:

(i) **Insolvency:** In the event that EIL has, voluntarily or involuntarily, become the subject of proceedings under the relevant Laws relating to bankruptcy or insolvency and such proceedings have not been stayed, quashed or dismissed by a competent court prior to admission, then the NCD Holders shall be entitled to mandatory pre-payment of the Advance NCDs immediately upon request by the NCD Holders;

(ii) **Liquidation or Dissolution:** In the event that EIL has taken, or suffered any action taken for its liquidation or dissolution under applicable Laws, the NCD Holders shall be entitled to mandatory pre-payment of the Advance NCDs immediately upon request by the NCD Holders.

Upon the occurrence of any of the events listed in paragraph 7.1 above:

(i) the NCD Holder shall promptly notify EIL upon becoming aware of that event;

(ii) all the Advance NCDs shall be deemed to be outstanding and all accrued interest thereon to be immediately due and payable forthwith;

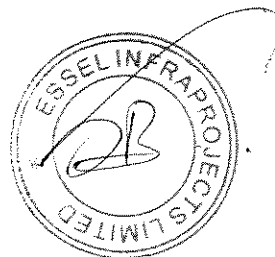
(iii) EIL shall redeem up to all of the then outstanding Advance NCDs in accordance with the terms of this Agreement;

(iv) the NCD Holder shall enforce the Security Interest in whole or in part, in accordance with the provisions contained in the Transaction Documents;

(v) any outstanding commitments of the Lender shall stand cancelled; and

(vi) the NCD Holder shall exercise such other rights as it may deem fit under applicable Law or under the Transaction Documents.

(i) The Advance NCDs shall not be listed and not be capable of being listed.



FORM NO. PAS-3



Return of Allotment

[Pursuant to section 39(4) and 42 (9) of the Companies Act, 2013 and rule 12 and 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014]

Form language English Hindi

Refer the instruction kit for filing the form.

1.(a) *Corporate Identity Number (CIN) of company

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

esselinfraprojects01@gmail.com

3. Securities allotted payable in cash

*Number of allotments

2

1 (i)* Date of allotment

28/05/2019

(DD/MM/YYYY)

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

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input checked="" type="checkbox"/> Debentures
Brief particulars of terms and conditions				Non Convertible Debentures
Number of securities allotted				1,349
Nominal amount per security (in Rs.)				100000.00
Total nominal amount (in Rs.)				134,900,000
Amount paid per security on application (excluding premium) (in Rs.)				100000.00
Total amount paid on application (excluding premium) (in Rs.)				134,900,000
Amount due and payable on allotment per security (excluding premium) (in Rs.)				0.00
Total Amount payable on allotment (excluding premium) (in Rs.)				0.00
Premium amount per security due and payable (if any) (in Rs.)				0.00
Total premium amount due and payable (if any) (in Rs.)				0.00
Premium amount paid per security (if any)				0.00
Total premium amount paid (if any) (in Rs.)				0.00
Amount of discount per security (if any) (in Rs.)				0.00
Total discount amount (if any) (in Rs.)				0.00
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				0.00

Certified True Copy
For Essel Infraprojects Limited
[Signature]
Director / Company Secretary

2 (i)* Date of allotment

28/05/2019

(DD/MM/YYYY)

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

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input checked="" type="checkbox"/> Debentures
Brief particulars of terms and conditions				Non Convertible Debentures
Number of securities allotted				2,335
Nominal amount per security (in Rs.)				100000.00
Total nominal amount (in Rs.)				233,500,000
Amount paid per security on application (excluding premium) (in Rs.)				100000.00
Total amount paid on application (excluding premium) (in Rs.)				233,500,000
Amount due and payable on allotment per security (excluding premium) (in Rs.)				0.00
Total Amount payable on allotment (excluding premium) (in Rs.)				0.00
Premium amount per security due and payable (if any) (in Rs.)				0.00
Total premium amount due and payable (if any) (in Rs.)				0.00
Premium amount paid per security (if any)				0.00
Total premium amount paid (if any) (in Rs.)				0.00
Amount of discount per security (if any) (in Rs.)				0.00
Total discount amount (if any) (in Rs.)				0.00
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				0.00

4. Securities allotted for consideration other than cash

* Number of allotments

(i)* Date of allotment (DD/MM/YYYY)

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

(b) SRN of Form No. MGT-14

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Number of securities allotted				
Nominal amount per security (in Rs.)				
Total nominal amount (in Rs.)				
Amount to be treated as paid up on each security (in Rs.)				
Premium amount per security (if any) (in Rs.)				
Total premium amount (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				
Total discount amount (if any) (in Rs.)				

(iv)* Details of consideration

Consideration for which such securities have been allotted	Description of the consideration	Value (amount in Rs.)
(a) Property and assets acquired		
(b) Goodwill		
(c) Services (give nature of services)		
(d) Conversion of Debentures		
(e) Conversion of Loans		
(f) Other items (to be specified)		

(v)* Whether an agreement or contract is executed in writing for allotting securities for consideration other than cash (if yes, attach a copy of such agreement or contract). Yes No

(vi) Whether valuation report of the Valuated person has been obtained. Yes No

5. Bonus shares issued

- (a) Date of allotment (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;
- 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

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	16,010,849	10000000/500000/1000/	22,998,400,000
Secured loans			9,959,200,000
Others, specify	0	0	5,564,000,000

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.
- 2.* Copy of Board or shareholders' resolution.

Attach

Attach

List of attachments

BR_1.pdf
BR_2.pdf
LIST OF ALLOTTEE.pdf

- 6. Complete record of private placement offers and acceptances in Form PAS-5.
- 7. Optional attachment(s), if any.

Attach

Attach

Remove attachment

Declaration

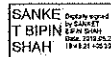
I am authorized by the Board of Directors of the Company vide resolution no * 05 dated * 18/04/2014 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied 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



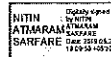
* Director identification number of the director; or DIN or PAN of the manager or CEO or CFO; or Membership number of the Company Secretary

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 also drawn to provisions of Section 448 of the Act 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.

Certified True Copy
For Essel Infraprojects Limited
[Signature]
Director / Company Secretary



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, 5th Floor, Kohinoor City, Kiro 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:

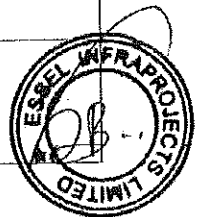
- Board Resolution: 23rd May, 2019 for issue of NCD

Amount of the offer: Rs. 13,49,00,000/-

Date of circulation of private placement offer letter: May 23, 2019

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

Sr. No	Particulars	Details
1	Name	Sekura Energy Limited
2	Father's Name	N.A
3	Complete Address	503, 5 th Floor, Windsor, Off CST Road, Kalina, Sanatercruz (East), Mumbai Mumbai City MH 400098 IN
4	Phone number, if any	02268417009
5	Email ID	cs.energy@sekura.in Avinash.Rao@Sekura.in
6	Initial of the Officer of the company designated to keep the Record	



Certified True Copy
For Essel Infraprojects Limited

Essel
GROUP

Director / Company Secretary

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

CIN No.: U74999MH1987PLC044006

Essel Infraprojects Limited
6th Floor, Plot No 19 & 20, Sector 16 A, Film City, Noida, Uttar Pradesh - 201 301
T: +91-120-4849500 | www.esselinfraprojects.com

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ESSEL INFRAPROJECTS LIMITED ("THE COMPANY") AT THEIR MEETING HELD ON MAY 28, 2019

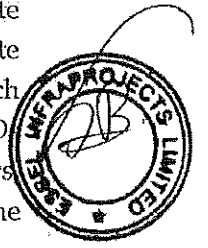
ALLOTMENT OF 0.0001% UNLISTED SECURED NON-CONVERTIBLE DEBENTURES:

"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, Investment Agreement dated October 16, 2018 (as amended from time to time) entered into between the Company, Sekura Energy Limited and Darbhanga-Motihari Transmission Company Limited ("DMTCL") ("*Investment Agreement*") and Debenture Subscription Agreement dated October 16, 2018 (as amended from time to time) entered into between the Company, Edelweiss Infrastructure Yield Plus ("*AIF*"), Sekura Energy Limited, and DMTCL ("*Debenture Subscription Agreement*"), 1,349 (One Thousand Three Hundred and Forty Nine) unlisted, secured (not being a secured debenture for the purpose of Section 71 of the Companies Act, 2013 Act), non-convertible debentures having face value of Rs. 1,00,000/- (Rupees One Lakh only) each, amounting in aggregate to Rs. 13,49,00,000/- (Rupees Thirteen Crore Forty Nine Lakhs only) ("*NCDs*"), at par, which shall carry a coupon of 0.0001% per annum along with distributions as set out in the Debenture Subscription Agreement, be and are hereby allotted to Sekura Energy Limited ("*Allottee*" / "*NCD Holder*") on the terms and conditions and having the characteristics set out in the Debenture Subscription Agreement.

RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company, be and are hereby severally authorized to take necessary actions to admit the said NCDs in the Depository and to do all such acts, deeds, things, matters and writings in connection with or in the matter incidental thereto and to make necessary application for obtaining International Securities Identification Number (ISIN) and to ensure that the allotment of the NCDs is credited to the demat account of the Allottee forthwith;

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorized including but not limited to sign and execute Letter of Allotment, filing of requisite forms/returns with the Ministry of Corporate Affairs (MCA) and to do all such acts, deeds, matters and things and to sign all such documents, as may be necessary, proper or desirable for issue and allotment of the NCD and to credit the NCDs in the account of the Allottee and do all such acts, deeds, matters things that may be necessary or incidental for giving effect to this resolution, for the allotment of the NCDs to the Allottee;

Certified True Copy
For EsseL Infraprojects Limited
[Signature]
Director / Company Secretary



EsseL Infraprojects Limited

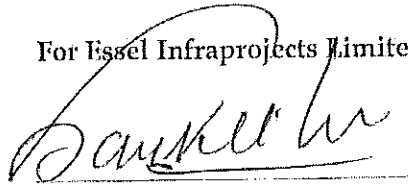
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RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby authorized to make necessary entries in the register of debenture holder of the Company and furnish Certified True Copy of this resolution and the register of debenture holders 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 NCDs, accordance with the Articles of Association of the Company."

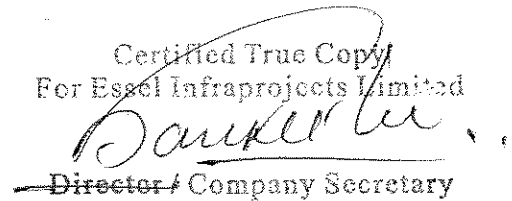
For Essel Infraprojects Limited



Sanket Shah
Company Secretary



Certified True Copy
For Essel Infraprojects Limited



Director / Company Secretary

Essel Infraprojects Limited

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LIST OF ALLOTTEES

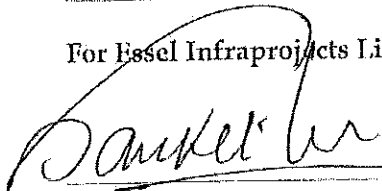
TABLE A

Name of the Company	Essel Infraprojects Limited
Date of allotment	May 28, 2019
Type of securities allotted	Non-Convertible Debentures
Nominal Amount per security (in Rs.)	Rs. 1,00,000/- (Rupees One Lakh only)
Premium/ (Discount) amount per security (in Rs.)	NIL.
Total number of Allottees	1
Brief particulars in respect of terms and condition, voting	0.0001% Non-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	Sekura Energy Limited	503, 5 th Floor, Windsor, Off CST Road, Kalina, Sanacruz (East), Mumbai 400098	Indian	1,349	13,49,00,000	Nil.

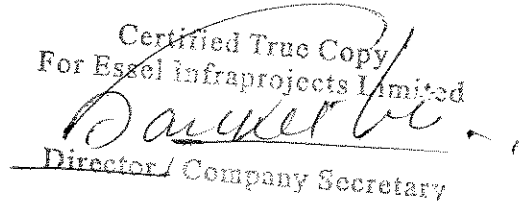
For Essel Infraprojects Limited



Saiket Shah
Company Secretary



Certified True Copy
For Essel Infraprojects Limited



Director / Company Secretary

Essel Infraprojects Limited

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MINISTRY OF CORPORATE AFFAIRS

RECEIPT

G.A.R.7

SRN : H61126298

Service Request Date : 28/05/2019

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
Total		600.00

Mode of Payment: Credit Card- ICICI Bank

Received Payment Rupees: Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

Certified True Copy
 For Essel Infraprojects Limited

 Director / Company Secretary