Date: 22-Nov-2017

To,

NSDL Database Management Limited

4th Floor, Trade World A Wing, Kamala Mills Compound Senapati Bapat Marg, Lower Parel, Mumbai – 400 013

Kind Atttn: Mr. Nilesh Bhandare

Sub: Corporate Action Form- 28,00,000 Optionally Fully Convertible Debentures (OFCDs)

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

- 1. Letter of Beneficiary Account details for credit of securities
 - 2. Corporate Action Form along with certified copy of:
 - a) Board Resolution for allotment of securities
 - b) PAS-3 and copy of paid challan

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

Thank You.

Yours faithfully,

K. V. Paselch

Krishna Parekh **Authorised Signatory**





Date: 22-Nov-2017

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

Kind Attn: Mr. Nilesh Bhandare

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 Unlisted Optionally Convertible Debentures for **ISIN: INE591N08026**

Sr.	Beneficiary Name	Qty.	DP ID	Client ID
No.				
1	Jayneer Capital Private Limited	28,00,000	IN301127	16538173

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

Your sincerely,

For Pan India Infraprojects Private Limited

K.V. Pasekh

Krishna Parekh Authrosied Signatory





CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

Ref. No.: PIIPL/OFCDs/02112017

Date: 22-Nov-2017

National Securities Depository Limited

Trade World, A Wing Kamala Mills Compound, Lower Parel, Mumbai – 400013.

We wish to execute corporate action to credit the following securities to the accounts in NSDL. The details of the securities allotted are given below:

ISIN	INE591N08026			
Security Description 0.01% Unsecured Unlisted Convertible Debentures				
Allotment Date	02-Nov-2017			
Face Value per security	Rs. 1,000/- (Rupees One Thousand Only)			
Distinctive Numbers	1-2800000			

Allotment Details	No. of records	No. of Securities
		(Quantity)
Electronic Form - NSDL	1	28,00,000
Electronic Form – CDSL	-	-
Physical Form	-	
Total Allotted	1	28,00,000

I, Arshiya Dosajh, the Company Secretary of Pan India Infraprojects Private Limited declare that the issuer has obtained all the necessary approvals for the aforesaid issue of securities. The allotment is in terms of Board Resolution dated **02-Nov-2017** (copy enclosed).

Signature

· John

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.

> Pan India Infraprojects Private Limited Corp. off.: 20th Floor, A wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai 400 013 T: +91 22 7108 4444 | F: +91 22 7108 4500



MINISTRY OF CORPORATE AFFAIRS

RECEIPT

G.A.R.7

SRN: G63581920

Service Request Date: 22/11/2017

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:

U92412MH2007PTC171016

Name:

PAN INDIA INFRAPROJECTS PRIVATE LIMITED

Address:

Continental Building, 135 Dr Annie Besant Road,

Worli

Mumbai, Maharashtra

India - 400018

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)

For Pan India Infraprojects Pvt. Ltd.

Page 1 of 1

K.V. Pasekh

Director / Authorised Signatory

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 Companies (Prospectus and Allotment of Securities) Rules, 2014]

Form language English	Hindi			
Refer the instruction kit for filing the fo	orm.			
.(a) *Corporate Identity Number (CIN) of	company	J92412MH2007PT	C171016	Pre-fill
(b) Global Location Number (GLN) of Co	ompany			
2.(a) Name of the company PAN IN	IDIA INFRAPRO	JECTS PRIVATE L	IMITED	
(b) Address of the Registered office of the company Continu Worli Mumba Mahara 400018 India	ii ashtra	5 Dr Annie Besant	Road,	
(c) *Email Id of the company esselin	fragroup@infra.e	sselgroup.com		
3. Securities allotted payable in cash *Number of allotments				
(i)* Date of allotment	02/11/2	:017	(DD/MM/YYYY)	
(ii)(a) Date of passing shareholders' re	solution 27/10/2	:017	(DD/MM/YYYY)	
(b) SRN of Form No. MGT-14	G6282	0790		

Particulars		Preference shares	Equity shares without	with	Debentures
Brief particulars of terms and			Differential rights	differential rights	As per the terms sheet attached
conditions					sneet attached
Number of securities allotted					2,800,000
Nominal amount per security (in	n Rs.)				1000.00
Total nominal amount (in	n Rs.)				2,800,000,000
Amount paid per security on application	n				Service Park
/	n Rs.)				0.00
Total amount paid on application (excluding premium)	n Rs.)				
Amount due and payable on per securi on allotment(excluding premium) (i	ty n Rs.)				1,000.00
Total amount paid on allotment (excluding premium) (ii	n Rs.)				2,800,000,000.00
Premium amount per security due and payable (if any)	n Rs.)	11.7		a = - v =hiv	0.00
Total premium amount due and payabl (if any) (i	e n Rs.)				0.00
Premium amount paid per security (if a	ny)				0.00
Total premium amount paid (if any) (i	n Rs.)				0.00
Amount of discount per security (if any (i) n Rs.)				0.00
Total discount amount (if any) (i	n Rs.)				0.00
Amount to be paid on calls per security					0.00
	n Rs.)		For Pan India I	nfraprojects Pv	
Total amount to be paid on calls (if any (excluding premium)	n Rs.)			nfraprojects Pv	0.00

i)* Date of allotment ii)(a) Date of passing shareholders' resolution			(DD/MM/YYYY) (DD/MM/YYYY)	
b) SRN of Form No. MGT-14 Particulars	Preference shares	Equity shares without	with '	Debentures
lumber of securities allotted		Differential rights	differential rights	
Nominal amount per security (in Rs.)				
otal nominal amount (in Rs.)	11 11 - 11 - 1-1-)			1 = 82 1 5 31
mount to be treated as paid up (in Rs.) n each security				
Premium amount per security (if any) (in Rs.)				
Fotal premium amount (if any) (in Rs.)				
mount of discount per security (if any) (in Rs.)				
Total discount amount (if any) (in Rs.)				
Consideration for which such securities have been allotted a) Property and assets acquired		of the consideration		
(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 exec cash (if yes, attach a copy of such agreement o	r contract).	Yes No		
(vi) Whether valuation report of the Valuated p	erson has beer	obtained. Yes No		India Infraproj K.V. fas ector / Authoris

4. Securities allotted for consideration other than cash

5. Bonu	us shares issued			
(a) D	ate of allotment			(DD/MM/YYYY)
(b) N	umber of bonus shares			
(c) N	ominal amount per share	(in Rs.)		
(d) A	mount to be treated as paid up per share	e (in Rs.)		
(e)*	Date of passing shareholders' resolution	١		(DD/MM/YYYY)
(f) *	SRN of Form No MGT-14			
6. In re	spect of private placement			
(a) C	category to whom allotment is made:			
	Existing shareholders			
	Employee			
	Directors			
	Qualified Institutional Buyers			
	Others			
(b) E	Declaration that in respect of preferential	allotment or priva	ate placement the company ha	S:
	allotted securities to less than two hund	lred persons in a	ggregate in a financial year ex	cluding exempted categories;
	not allotted securities with an application	n size of less tha	n twenty thousand per person	,
	offered such securities through private been issued for the same;	placement offer l	etter and no prospectus or any	other public advertisement has
	completed allotment in respect of earlie	r private placeme	ent offers;	
	received money payable on subscriptio but not in cash;	n of such securiti	ies through cheque or demand	I draft or other banking channels
	made such offers only to the persons we persons have received such offer by na		e recorded by the company pr	ior to such invitation and such
	Maintained a complete record of such of	offers and accept	ances 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	161,009,900	108,050,005	108,050,005	108,050,005
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	1,610,099,000.00	1,080,500,050.00	1,080,500,050.00	1,080,500,050.00
Number of preference shares	10,001,000	О	0	0
Nominal value per preference share	1			
Total amount of preference shares	10,001,000.00			
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	1,620,100,000.00	1,080,500,050.00	1,080,500,050.00	1,080,500,050.00

For Pan India Infraprojects Pvt. Ltd.

N.V. Parekh Director / Authorised Signatory 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	10,550,000	1/1000	2,807,750,000
Secured loans			8,211,714,285
Others, specify	0	0	2,301,075,637

9.*Whether complete list of allottees has been enclosed as an attachment.

In case No, then submit the details of all the allottees in a CD separately.

Yes \(\) No

A.			i.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
Α	tta	Ci	ım	er	าเร

- *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.

List of attachment	S

Lsit of Allottees.pdf
Board Resolution_Allotement_PAS 3.pdf
PAS-5.pdf
PIIPL - OFCDs Term sheet.pdf

Attach

Attach

 	 	-	

Remove attachment

7. Optional attachment(s), if any.

Attach

For Pan India Infraprojects Pvt. Ltd.

A.v. Paseth Director / Authorised Signatory

		Declaration	on		
I am authorized by the Board of D	rectors of the Con			j	dated * 19/06/2014
to sign this form and declare that				nd the rules made	thereunder in respect
thesubject matter of this form and	matters incidental	thereto have b	een complied	with. Whatever is	s stated in this form and
the attachments thereto is true, c	orrect and complet	e and no inforn	nation material	to the subject m	atter of this form has be
suppressed or concealed and is a	is per the original re	ecords maintair	ned by the pro	moters subscribir	ng to the Memorandum o
Association and Articles of Assoc	iation.				
It is further declared and verified t	:hat:				
1. All the required attachments ha	ive been completel	y, correctly and	l legibly attach	ed to this form.	
2. The list of allottees is correct a	nd complete as per	records of the	company.		
3. Where the securities are issued	d other than cash, t	the contract as	well as list of a	allottees and any	other contract of sale, o
contract for services or other co	onsideration in resp	ect of which th	at allotment is	made is attached	d herewith. If not, then a
attachment has been attached	by the company m	entioning all the	e particulars of	the contract in w	riting.
* To be digitally signed by			OSEPAS SETH DEPARTMENT		
* Designation Director			/ Bellin		
* Director identification number of t	he director: OR				-
DIN or PAN of the manager or CE			07527637		
Membership number of the Comp					
	Certificate	by practicing	professional		
I declare that I have been duly eng through the provisions of the Comp incidental thereto and I have verific maintained by the Company/applic and no information material to this	panies Act, 2013 an ed the above partion ant which is subject	nd rules thereur culars (includin et matter of this	nder for the su g attachment(s form and foun	ubject matter of the s)) from the original d them to be true	his form and matters nal/certified records
i. The said records have been p the relevant provisions of the 0ii. All the required attachments h	Companies Act, 20	13 and were fo	und to be in or	der;	and maintained as per
	ave boot formplete	ny and logisty c	Jatin 4		
* To be digitally signed by			Prabha kar Patil		
* Chartered accountant (in who	le-time practice) or	Cost ac	countant (in w	vhole-time practic	e) or
Company secretary (in whole	-time practice)	3.75			
* Whether associate or fellow	Associate	Fellow			
* Membership number			7282		
* Certificate of practice number			7954		
Note: Attention is drawn to provis	sions of Section 4	48 of the Com	panies Act, 2	013 which provi	de for punishment for
Modify	Check Form		Prescrutiny	/	Submit
				6767 FD	

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.

For Pan India Infraprojects Pvt. Ltd.

K.v. Racky

Director / Authorised Signatory

LIST OF ALLOTTEES

TABLE A

Name of the Company	Pan India Infraprojects Private Limited			
Date of allotment	02 November, 2017			
Type of securities allotted	Optionally Fully Convertible Debentures			
Nominal Amount per security (in Rs.)	Rs. 1,000/- (Rupees One Thousand Only)			
Premium/ (Discount) amount per security (in Rs.)	NIL			
Total number of Allottees	28,00,000			
Brief particulars in respect of terms and condition, voting	0.01% Optionally Fully 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)

ndia In

Sr. No.	Name & occupation of Allottee	Address of Allottee	Nationali ty 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	Jayneer Capital Private Limited Occupation: Business	18 th Floor, A Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013	Indian	28,00,000	280,00,00,000/-	NIL

For Pan India Infraprojects Private Limited

Arshiya Dosajh Company Secretary

For Pan India Infraprojects Pvt. Ltd.

M.v. Paselch

Director / Authorised Signatory

Pan India Infraprojects Pvt. Ltd.

Corp. off.: 6th Floor, Plot No 19 & 20, Sector 16 A, Film City, Noida, Uttar Pradesh - 201301 T: +91-120-4849500 | www.esselinfraprojects.com



CERTIFIED TRUE COPY OF RESOLUTION PASSED BY BOARD OF DIRECTORS OF PAN INDIA INFRAPROJECTS PRIVATE LIMITED (THE "COMPANY") IN THEIR MEETING HELD ON NOVEMBER 2, 2017

ALLOTMENT OF DEBENTURES:

RESOLVED THAT pursuant to provisions of Section 42, 62, 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, 28,00,000 - 0.01% Optionally Fully Convertible Debentures (OFCDs) of Rs. 1,000/- (Rupees One Thousand only) each aggregating Rs. 280,00,00,000/- (Rupees Two Hundred and Eighty Crores only), at par, be alloted to Jayneer Capital Private Limited. The particulars of OFCDs allotted are as follow:

Sr.	Name of Allottee	Number of	Face Value	Distinctive No.	
No.		OFCDs Allotted	of OFCDs	From	То
1.	Jayneer Capital Private Limited 18 th Floor, A Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013	28,00,000	Rs. 1,000/-	1	2800000

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, the Company Secretary and/or Mr. Mihir Panchmatia and/or Ms. Krishna Parekh, the authorised signatories (hereinafter referred to as "Authorized Persons") be and are hereby severally authorised to take necessary actions to admit the said OFCDs in the Depository and to do all such acts, deeds, things, matters and writings in connection with or in the matter incidental thereto.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or the Company Secretary be and is hereby severally authorized to record the aforesaid issue and allotment of OFCDs and enter necessary details in the Register of OFCDs holders of the Company.

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.

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."

For Pan India Infraprojects Private Limited

Arshiya Dosajh Company Secretary Signature of the property of t

For Pan India Infraprojects Pvt. Ltd.

Director / Authorised Signatory

Pan India Infraprojects Private Limited

Corp. off.: 20th Floor, A wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai 400 013

T: +91 22 7108 4444 | F: +91 22 7108 4500



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: Pan India Infraprojects Private Limited

Registered office of the Company:

Continental Building, 135 Dr. Annie Besant Road, Worli, Mumbai-400 018

CIN: U92412MH2007PTC171016

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:

Special Resolution: 27-Oct-2017

Board Resolution: 27-Oct-2017

Amount of the offer: Rs. 280,00,00,000/- (Rupees Two Hundred and Eighty Crore Only)

Date of circulation of private placement offer letter: 27-Oct-2017

Following details (in a tabulate statement) of the persons to whom private placement offer letter has been circulated:

- (i) Name: Jayneer Capital Private Limited
- (ii) Father's name: N.A
- (iii) Complete Address: 18th Floor, A Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013
- (iv) Phone number, if any: +91-022-71084444
- (v) email ID, if any: -

(vi) Initial of the Officer of the company designated to keep the Record: _

Anothorn

For Pan India Infraprojects Pvt. Ltd.

K.v. Pasekh

Director / Authorised Signatory

Pan India Infraprojects Pvt. Ltd.

Corp. off.: 6th Floor, Plot No 19 & 20, Sector 16 A, Film City, Noida, Uttar Pradesh - 201301 T: +91-120-4849500 | www.esselinfraprojects.com



Regd. off.: 135, Continental Building, Dr. Annie Besant Road, Worli, Mumbai - 400 018

CIN - U92412MH2007PTC171016

THE CONDITIONS TERMS OF ISSUE

- (a) Security: The OFCD issued is Unsecured Optionally Fully Convertible Debentures
- (b) Issue Price: The issue price of OFCD shall be Rs. 1,000/- (Rupees One Thousand only)
- (b) Coupon Rate: The Company shall pay interest @ 0.01% p.a. Payable on Maturity
- (c) Conversion Option: The OFCD Holder shall only have an option to convert OFCDs into Equity Shares at any time during 34 Months from the date of issue of Debentures by sending a 15 days prior notice of its intention thereof.
- (d) Conversion Price: the entire OFCD's (No of OFCD's 28,00,000) to be cumulatively converted into 26.00% of equity shareholding of PIIPL on a diluted basis.
- (e) Redemption Option: The OFCDs shall get redeemed on completion of tenure of OFCDs i.e. 35 Months & 15 Days from the date of issue of the OFCDs. Further, the OFCD holders shall have the right to ask for a repayment of the entire outstanding amount at the end of 11 months or 22 months or 33 months from the issuance date (the date of vesting of right). The OFCD 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 OFCDs plus cumulative interest thereon.
- (f) Marketability: OFCD'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 OFCD's on any recognized stock exchange in or outside India.
- (g) 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 or these holders of the Debentures.
- (h) Amendment: Subject to applicable Laws, the rights, privileges and conditions attached to OFCD's may be varied, modified or abrogated only with the prior written consent of the holder of OFCDs.

RIGHTS OF OFCD HOLDERS

- (a) The interest on OFCDs will be paid to the registered holder of OFCDs only and in case of joint holders to the one whose name appears first in the Register of Debenture holders
- (b) The OFCDs 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 OFCDs 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 Debentureholders, holders of such OFCDs 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 OFCDs held

THER CADING

For Pan India Infraprojects Pvt. Ltd.

19. V. Pazeth Director / Authorised Signatory

RIGHTS OF OFCD HOLDERS AND TRANSFER OF DEBENTURES

- (a) The OFCD 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 OFCDs are converted into Equity Shares
- (b) The holders of these OFCDs for the time being shall be entitled to transfer these OFCDs 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 OFCDs and in case of joint holders, to the one whose name stands first, in accordance with the tenor thereof.

For Jayneer Capital Private Limited

Authorised Signatory / Director

For Pan India Infraprojects Pvt. Ltd.

K.v. Pareky Director / Authorised Signatory

