Essar Steel Metal Trading Limited
(Formerly known as Edwell Metal and Trading Limited and Essar Steel Jharkhand Limited)

CIN: U27100GJ2005PLC046272

Essar House,
11, K.K. Marg,
Mahalaxmi,
Mumbai 400 034
India

T +91 22 6660 1100
E holdingcosec@essarservices.co.in

January 16, 2019

To,
National Securities Depository Ltd.
Trade World, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai – 400 013

Dear Sir,

Sub: Corporate Action Form for credit of Compulsorily Convertible Debentures of the Company allotted to Essar Ports & Terminals Limited.

Ref: ISIN: INE760V08020

With reference to above subject, please find enclosed the following documents for credit of 69,72,000 Compulsorily Convertible Debentures (CCDs) of Rs. 100/- each of the Company allotted to Essar Ports & Terminals Limited, Mauritius:

1. Corporate Action Form
2. Annexure - A
3. Term Sheet / Information Memorandum
4. Board Resolution for Allotment
5. PAS-3 & Challan
6. List of Allottees

Request you to take the above documents on records and credit the said CCDs.

Thanking you,

Yours faithfully,
For Essar Steel Metal Trading Limited

Essar Steel Metal Trading Limited

Girish Sathe
Director
DIN: 00022998

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CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

January 15, 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	INE760V08020
Security Description	Zero Coupon Unsecured Unlisted Compulsorily Convertible Debentures
Allotment Date	December 28, 2018
Face Value per security	Rs. 100/-
Distinctive Numbers	1-6972000
Whether this issue is placed through Electronic Book Provider (EBP) Mechanism	(~~Yes~~/No)
If through EBP, name of Electronic Book Provider	Not Applicable
Funds Settlement (Tick any one as applicable)	☐ Through Clearing corporation ☑ Through Issuer's Escrow Bank
If through Clearing Corporation, name of clearing corporation	-

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Allotment Details	*No. of records*	*No. of Securities (Quantity)*
Electronic Form – NSDL	1	69,72,000
Electronic Form – CDSL	-	-
Physical Form	-	-
Total Allotted	1	69,72,000

I, Girish Sathe, Director of Essar Steel Metal Trading Limited, declare that:

the issuer has obtained all the necessary approvals for the aforesaid issue of securities and is in compliance with all the applicable rules and regulations. The allotment is in terms of Board Resolution dated December 28, 2018 *(copy enclosed)*

For **Essar Steel Metal Trading Limited**

Girish Sathe
Director
DIN: 00022998

Notes:

1. Enclose a copy of the Board Resolution for allotment of the above securities.
2. Ensure that the above details reach NSDL atleast two days before execution of corporate action.
3. The form should be signed by the Company Secretary or Compliance Officer or Managing Director.
4. After submitting the Corporate Action Information Form and payment of fees to NSDL, you may advise your R & T Agent / Registry Division to execute the corporate action.

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January 15, 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 debentures under the following ISIN wherein the new securities being issued.

Details of current issue:

ISIN	INE760V08020
Date of Allotment *(in DD-MM-YYYY)*	28-12-2018
Date of Maturity *(in DD-MM-YYYY)*	28-12-2023
Allotment Quantity	69,72,000
Issue Price (in Rs.)	100/-
Face Value (in Rs.)	100/-
Issue Size (in Rs. Crs.)	69,72,00,000
Certificate Nos./Distinctive Nos. (From – To)	1/1-6972000

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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.)
	-	-	-	-	-	-

For Essar Steel Metal Trading Limited

Girish Sathe
Director
DIN: 00022998

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Details of Allottees as on December 28, 2018

ISIN No :- INE760V08020

Sr.No	Dpid	Client Id	Name & Joint Name	Address	PAN No	Securities Allotted
1	IN303270	10884545	Essar Ports & Terminals Limited	Essar House, 10, Frere Felix, De Valois Street, Port Louis, Mauritius	AAECE3224B	69,72,000

For Essar Steel Metal Trading Limited

Essar Steel Metal Trading Limited

Girish Sathe
Director
DIN: 00022998

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TERMS AND CONDITIONS OF COMPULSORILY CONVERTIBLE DEBENTURES

a. The CCDs shall have face value of Rs.100 each;
b. The holder(s) of the CCDs shall not be entitled to receive any coupon;
c. The CCDs shall be converted into equity shares of the Company at a conversion ratio of 1:10 at the end of 60 months from the date of allotment (28.12.2018) of CCDs;
d. The equity shares having a face value of Rs.10/- each allotted to the holder on conversion of the CCDs in terms hereof shall rank pari passu in all respects with the then existing equity shares of the Company;
e. The CCDs shall be unsecured;
f. The CCDs shall not be listed on any Stock Exchange(s).

For Essar Steel Metal Trading Limited

Essar Steel Metal Trading Limited

Girish Sathe
Director
DIN: 00022998

MINISTRY OF CORPORATE AFFAIRS

RECEIPT

G.A.R.7

SRN : H37089570 **Service Request Date :** 28/12/2018

Payment made into : ICICI Bank

Received From :

Name : Priyanka Oka

Address : Essar House
11, K.K. Marg Mahalaxmi
Mumbai, Maharashtra
India - 400034

Entity on whose behalf money is paid

CIN: U27100GJ2005PLC046272

Name : ESSAR STEEL METAL TRADING LIMITED

Address : POST.HAZIRA
DIST SURAT, Gujarat
India - 394270

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)

Essar Steel Metal Trading Limited

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]

सत्यमेव जयते

Return of Allotment

Form language (•) English ( ) Hindi

Refer the instruction kit for filing the form.

1.(a) *Corporate Identity Number (CIN) of company: U27100GJ2005PLC046272 [Pre-fill]

(b) Global Location Number (GLN) of Company:

2.(a) Name of the company: ESSAR STEEL METAL TRADING LIMITED

(b) Address of the Registered office of the company:
POST.HAZIRA
DIST SURAT
Gujarat
394270
India

(c) *Email Id of the company: holdingcosec@essar.com

3. Securities allotted payable in cash

*Number of allotments: 1

1 (i)* Date of allotment: 28/12/2018 (DD/MM/YYYY)

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

(b) SRN of Form No. MGT-14:

Particulars	☐ Preference shares	☐ Equity shares without Differential rights	☐ Equity Shares with differential rights	☒ Debentures
Brief particulars of terms and conditions				Compulsorily Convertible Debentures of
Number of securities allotted				6,972,000
Nominal amount per security (in Rs.)				100.00
Total nominal amount (in Rs.)				697,200,000
Amount paid per security on application (excluding premium) (in Rs.)				100.00
Total amount paid on application (excluding premium) (in Rs.)				697,200,000
Amount due and payable on per security on allotment(excluding premium) (in Rs.)				0.00
Total amount paid 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

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	12,500,000	12,223,310	12,223,310	12,223,310
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	125,000,000.00	122,233,100.00	122,233,100.00	122,233,100.00
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	125,000,000.00	122,233,100.00	122,233,100.00	122,233,100.00

Declaration

I am authorized by the Board of Directors of the Company vide resolution no * na dated * 18/10/2016 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of thesubject 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** KAILASH DAULTANI

* Designation: Director

* Director identification number of the director; OR DIN or PAN of the manager or CEO or CFO; or Membership number of the Company Secretary: 00261665

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** Bhadresh Shah

* ○ 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: 23847

* Certificate of practice number: 15957

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.

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CERTIFIED TRUE EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF ESSAR STEEL METAL TRADING LIMITED (FORMERLY KNOWN AS EDWELL METAL AND TRADING LIMITED) HELD ON THE 28th DAY OF DECEMBER 2018 AT ESSAR HOUSE, 11 K.K. MARG, MAHALAXMI, MUMBAI 400034

Allotment of Compulsorily Convertible Debentures (CCDs) of face value of INR 100 (Indian Rupees One Hundred) each:

The Chairman informed the Board of Directors ("**Board**") that the Company was required to raise, by way of issue and allotment on private placement basis, upto 5,00,00,000 Compulsorily Convertible Debentures ("**CCDs**") of INR 100 (Indian Rupees One Hundred only) each, aggregating to the INR 5,00,00,00,000/- (Indian Rupees Five Hundred Crores Only) and as per the terms and conditions specified in the agreement entered into between the Company and Essar Ports and Terminals Limited ("**EPTL**") for the subscription of Compulsorily Convertible Debentures ("**CCD Subscription Agreement**").

The Company received the debenture subscription amount aggregating to INR 69,72,00,000 (Indian Rupees sixty nine crore seventy two lacs only) from EPTL and now the Company has decided to allot the CCDs.

Capitalised terms, used but not defined herein, shall have the meaning given to them in the Debenture Documents. After discussion, following resolutions were passed.

RESOLVED THAT 69,72,000 (sixty nine lacs seventy two thousand) CCDs be and are hereby allotted to EPTL."

RESOLVED FURTHER THAT any of the Directors be and are hereby severally authorised to:

(a) consider, approve and to sign all application(s) in respect of the CCDs;

(b) take all such actions and to give all such directions as may be necessary to facilitate the allotment of the CCDs;

(c) execute and sign all such deeds, documents, promissory notes, writings and declarations and attend to all incidental and other matters and as may be required in connection with the allotment of the CCDs;

(d) make all filings with the relevant Registrar of Companies (including filing the Offer Letter) in relation to the allotment of C;

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(e) fulfill all the formalities including without limitation, filing, and reporting requirements with any governmental or regulatory authorities as may be required, and

(f) do all such acts, deeds and things as may be necessary to give effect to these resolutions"

RESOLVED FURTHER THAT any of the Directors be and are hereby severally authorised to do all such acts and things and deal with all such matters and to take all such steps as may be necessary to give effect to this resolution."

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to issue a certified true copy of this resolution to any person.

For Essar Steel Metal Trading Limited

Girish Sathe
Director
DIN: 00022998

Essar Steel Metal Trading Limited

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List of Allottee(s)

Table A

Name of the Company	Essar Steel Metal Trading Limited
Date of Allotment	December 28, 2018
Type of securities allotted	Compulsorily Convertible Debentures (CCD)
Nominal amount per security (in Rs.)	INR 100/- each
Premium/Discount amount per security (in Rs.)	Nil
Total number of allottee(s)	1
Brief particulars in respect of terms and conditions , voting rights etc.	a. The CCDs shall have face value of INR 100 (Indian Rupees One Hundred) each; b. The holder(s) of the CCDs shall not be entitled to receive any coupon; c. The CCDs shall be converted into equity shares of the Company at a conversion ratio of 1:10 at the end of 60 months from the date of allotment of CCDs; d. The equity shares having a face value of INR 10 (Indian Rupees Ten) each allotted to the holder on conversion of the CCDs in terms hereof shall rank pari passu in all respects with the then existing equity shares of the Company; e. The CCDs shall be unsecured; f. The CCDs shall not be listed on any Stock Exchange(s).

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Table B

(List of allottees, applicable in case of allotment of securities payable in cash)

Sr. no.	Name and Occupation of Allottee	Address and email Id of Allottee	Nationality of Allottee	PAN	No. of securities allotted	Total amount paid (including premium) in Rs.	Total amount to be paid on calls (including premium outstanding) (in Rs.)
1	Essar Ports & Terminal Limited Occupation: Not Applicable	Essar House, 10, Frere Felix, De Valois Street, Port Louis, Mauritius Email ID: sushil.baid@ Essarcapital.mu	Mauritius	AAECE3224B	69,72,000	69,72,00,000	Nil
				Total	**69,72,000**	**69,72,00,000**	**Nil**

For Essar Steel Metal Trading Limited

Girish Sathe
Director
DIN: 00022998

Essar Steel Metal Trading Limited