

Talettutayi Solar Projects Four Private Limited

LETTER OF OFFER

97,00,000 (Ninety Seven Lacs) Compulsory Convertible Debentures (CCDs) of Rs. 10/- (Rupees Ten) per share to existing equity shareholders of the company on rights basis as on the Record Date i.e. 31st January, 2017

Offer opens on	4 th day of February, 2017
Offer closes on	19 th day of February, 2017

1. BACKGROUND

- (i) Talettutayi Solar Projects Four Private Limited was incorporated on 21st day of July, 2015.

Pursuant to the Memorandum of Association of the company, the main objects to be pursued by the Company are:

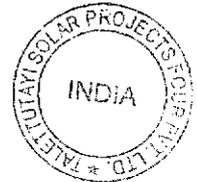
1. To carry on the business of providing consultancy and other incidental services in relation to the promotion, setting up, installation, operation and management of solar energy plant and other renewable energy projects.
2. To set up, design, customize, install, maintain, organize, manage, control, promote and operate the solar energy plant and to establish the business of producing, generating, acquiring, trading, selling, dealing, training and consulting, managing, planning, designing, promoting, operating, organizing, conducting, controlling, customizing, providing, installing, maintaining, transmitting, distributing etc. or otherwise dealing in the solar energy and power which is derived from non conventional sources of solar energy.
3. To engage in the business of purchasing, selling, importing, exporting, producing, trading, manufacturing or otherwise dealing in all matters relating to the planning and execution of Solar Energy and other projects using non conventional sources of energy and associated transmission facilities either through partnerships and collaborations and/or as an independent power producer (IPP) and to operate and maintain such Solar Energy stations and ancillary facilities and to install, operate and manage all necessary plants, establishments and works.
4. To engage in development, manufacture and supply of the raw materials for solar power generation.
5. To support and invest in new technologies to ensure stable supplies of raw materials for the steady growth of the solar power business and increased power generation efficiency.
6. To provide consulting, engineering, and contracting services for renewable energy projects and to act as energy conservation consultants.

Talettutayi Solar Projects Four Pvt Ltd

Regd. Office: 304, ILD Trade Centre, Sector-47, Sohna Road, Gurgaon-122 001.

Tel. 0124 - 4204108 | Email ID - info@solar-arise.com |

CIN No. - U74999HR2015PTC056110



Talettutayi Solar Projects Four Private Limited

- a. To trade in the trade power and the energy renewable certificates.
- (ii) The present authorized capital of the company is Rs. 26,00,00,000/- (Rupees Twenty Six Crores) divided into 2,60,00,000 (Two Crores Sixty Lacs) equity shares of Rs.10/- (Rupees Ten) each and paid up capital is Rs. 15,67,00,000/- (Rupees Fifteen Crores Sixty Seven Lacs) divided into 1,56,70,000 (One Crore Fifty Six Lacs Seventy Thousand) equity shares of Rs. 10/- (Rupees Ten) each.

2. OBJECTS OF THE ISSUE

To set up a 50 MW Solar Power Project in the state of Maharashtra vide the Power Purchase Agreement entered into by the Company and Solar Energy Corporation of India Limited dated 11th day of April, 2016. To meet the capital expenditure and other corporate purposes of the company, the Board of Directors has proposed to issue 97,00,000 (Ninety Seven Lacs) Compulsory Convertible Debentures (CCDs) of Rs. 10/- (Rupees Ten) per CCD to the existing equity shareholders of the company on Rights Basis.

3. ISSUE PRICE

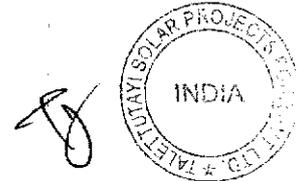
The issue price of share is Rs. 10/- (Rupees Ten) per share.

4. BOARD OF DIRECTORS

The details of the Board of Directors of the Company as on January 31, 2017 is as follows:

S. No.	Name & Designation	DIN	Address	Occupation
1.	Mr. Anil Nayar Director	01997052	B-1503, The Palm Springs, Golf Course Road, Sector-54, Gurgaon, Haryana	Business
2.	Mr. James Varghese Abraham Director	02559000	Villa 3, World Spa East, Sector 30/41, Gurgaon-122001, Haryana	Business
3.	Ms. Tanya Singhal Director	03583150	A- 3 1102, World Spa East, Sector 30/41, Gurgaon, 122001, Haryana	Business

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Other Directorship of the Directors:

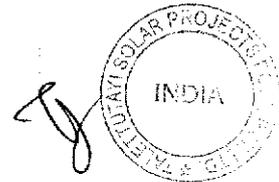
S.No.	Name of Directors	Other Directorships
1.	Mr. Anil Nayar	<ol style="list-style-type: none"> 1. Minmill Technologies Services International Private Limited 2. Talettutayi Solar Projects Private Limited 3. Briona Power Private Limited 4. Artius Consultancy Private Limited 5. SolarArise Services LLP 6. SolarArise India projects Private Limited 7. Talettutayi Solar Projects One Private Limited 8. Talettutayi Solar Projects Two Private Limited 9. Talettutayi Solar Projects Three Private Limited 10. Talettutayi Solar Projects Five Private Limited
2.	Mr. James Varghese Abraham	<ol style="list-style-type: none"> 1. L & T Power Development Limited 2. Briona Power Private Limited 3. Artius Consultancy Private Limited 4. SolarArise Services LLP 5. SolarArise India Projects Private Limited 6. Talettutayi Solar Projects One Private Limited 7. Talettutayi Solar Projects Two Private Limited 8. Talettutayi Solar Projects Three Private Limited 9. Vistaar Financial Services Private Limited 10. Talettutayi Solar Projects Five Private Limited 11. Smart Power For Rural Development India Foundation
3.	Ms. Tanya Singhal	<ol style="list-style-type: none"> 1. Briona Power Private Limited 2. Artius Consultancy Private Limited 3. SolarArise Services LLP 4. SolarArise India Projects Private Limited 5. Talettutayi Solar Projects One Private Limited 6. Talettutayi Solar Projects Two Private Limited

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		7. Talettutayi Solar Projects Three Private Limited 8. Talettutayi Solar Projects Five Private Limited
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5. PRINCIPAL SHAREHOLDERS AND PRESENT SHAREHOLDING PATTERN AS ON 31st JANUARY, 2017:

S. No.	Name of the Shareholder	Equity Shares	% Holding
1.	SolarArise India Projects Private Limited	1,56,69,999	99.99%
2.	SolarArise Services LLP, Nominee of SolarArise India Projects Private Limited	01	0.01%
	Total	1,56,70,000	100%

6. TERMS OF THE PRESENT ISSUE

a. Type of security offered and the number of securities offered

Issue of 97,00,000 (Ninety Seven Lacs) Compulsory Convertible Debentures (CCDs) on Rights basis in the proportion of the existing holding of the equity shareholders of the company as on the record date.

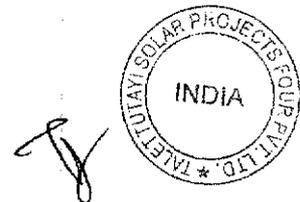
b. Objects of the Rights Issue

The company proposes to raise funds by way of Rights Issue to meet its capital expenditure and other corporate purposes.

c. Face Value/Issue Price per CCD

The Issue Price of each Compulsory Convertible Debentures (CCDs) would be Rs. 10/- (Rupees Ten) per CCD.

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d. Acceptance of Offer

An eligible shareholder may participate in the Rights Issue by applying for the CCDs offered either wholly or in part thereof through the application form and by paying the application money to the company at the time of making the application.

e. Renunciation

This Rights Issue includes a right exercisable by the eligible shareholder to renounce the CCDs offered to such eligible shareholders, either in full or in part, in favour of any other person or persons.

f. Conversion Date

Each Compulsory Convertible Debenture (CCD) will be fully and compulsorily convertible into 1 (One) Equity shares fully paid up on or before the 20th (Twentieth) anniversary from the date of allotment of CCDs. There shall be no redemption of the CCDs.

g. Interest payable on the Compulsory Convertible Debentures (CCDs)

The interest rate shall be lower of (a) 16% or (b) the highest rate permissible under applicable Law.

h. Ranking

The equity shares issued upon conversion of the Compulsory Convertible Debentures (CCDs) shall rank *pari-passu* with the then existing equity shares of the company in all respects. Upon allotment, the said eligible shareholders will be entitled to all the benefits available to the then holders of the equity shares.

i. Disposal of unsubscribed Compulsory Convertible Debentures (CCDs)

If the application form along with the application money is not received before or within the stipulated time period, the offer under the Rights Issue would be deemed to have been declined by the eligible shareholder/s and the Board is authorized to dispose the unsubscribed CCDs in its absolute discretion as it may deem fit and proper.

j. Rights of holder of Compulsory Convertible Debentures (CCDs)

The CCDs shall be transferable and transmittable in the same manner and to the same extent and be subject to the same restrictions and limitations as in the case of the equity shares pursuant to applicable provisions of FEMA, the Companies Act, and Articles of Association.

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k. Basis of Allotment of Compulsory Convertible Debentures (CCDs)

The Compulsory Convertible Debentures (CCDs) would be allotted after the credit of application money to the bank account of the company.

l. Early Closure of Issue

The Board will have the power to close the issue before the Offer Closing Date if in case the responses are received prior to the Offer Closing Date from all persons to whom this Offer is made as to their acceptance or denial of the Offer.

FOR TALETTUTAYI SOLAR PROJECTS FOUR PRIVATE LIMITED



**TANYA SINGHAL
DIRECTOR**

DIN: 03583150

R/O: A- 3 1102, World SPA East

Sector 30/41, Gurgaon

Haryana



Place: Gurgaon

Date: 01.02.2017

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ALLOTTEE DETAILS

Date of Allotment	Name of Allottee	ISIN	DP ID	Client ID	Equity shares allotted
28.12.2016	SolarArise India Projects Private Limited	INE841V01015	IN300685	10695686	25,00,000

FOR TALETTUTAYI SOLAR PROJECTS FOUR PRIVATE LIMITED


TANYA SINGHAL
DIRECTOR



Place: Gurgaon
Date: 16.03.2017

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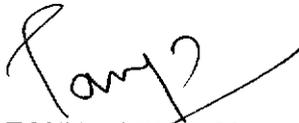
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ALLOTTEE DETAILS

Date of Allotment	Name of Allottee	ISIN	DP ID	Client ID	No. of CCDs Allotted
28.12.2016	SolarArise India Projects Private Limited	INE841V08044	IN300685	10695686	75,00,000

FOR TALETTUTAYI SOLAR PROJECTS FOUR PRIVATE LIMITED


TANYA SINGHAL
DIRECTOR



Place: Gurgaon
Date: 16.03.2017

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