FORM PAS - 4

PRIVATE PLACEMENT OFFER LETTER

[Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

PRAYAGRAJ POWER GENERATION COMPANY LIMITED
CIN: U40101UP2007SGC032835

A limited company incorporated under the Companies Act, 1956

Registered Office: Shatabdi Bhawan, B 12 & 13, Sector 4, Noida Gautam Buddha Nagar UP 201301

Email ID: jitendra.prasad@tatapower.com

Compliance Officer: Mr. Jitendra Prasad

Mobile: 9930533586

PRIVATE PLACEMENT OFFER LETTER
ISSUE AT PAR 55,30,000 (FIFTY FIVE LAKH THIRTY THOUSAND) COMPULSORILY CONVERTIBLE DEBENTURES HAVING A FACE VALUE OF ₹ 100 EACH FULLY PAID UP OF PRAYAGRAJ POWER GENERATION COMPANY LIMITED ON A PRIVATE PLACEMENT BASIS (THE "ISSUE")
APPLICATION PROCEDURE
APPLICATIONS SHOULD BE MADE ONLY IN FORM 'A', WHICH IS ENCLOSED AS ANNEXURE - V. APPLICATION MONEY MUST BE TRANSFERRED TO THE COMPANY'S CURRENT ACCOUNT (ESCROW 2) NO. 38980609208 WITH STATE BANK OF INDIA, CAG BRANCH MUMBAI. APPLICATION DULY SIGNED SHOULD BE SENT TO MR. JITENDRA PRASAD, COMPANY SECRETARY OF THE COMPANY AT SHATABDI BHAWAN, B 12 & 13, SECTOR 4, NOIDA GAUTAM BUDDHA NAGAR UP 201301
GENERAL RISK
PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN LEGAL, REGULATORY, TAX, FINANCIAL AND/OR ACCOUNTING ADVISORS ABOUT RISKS ASSOCIATED WITH AN INVESTMENT IN SUCH DEBENTURES AND THE SUITABILITY OF INVESTING IN SUCH DEBENTURES IN THE LIGHT OF THEIR PARTICULAR CIRCUMSTANCES. INVESTMENT IN DEBT AND DEBT RELATED SECURITIES INVOLVE A DEGREE OF RISK AND INVESTORS ARE ADVISED TO READ THE RISK FACTORS CAREFULLY BEFORE TAKING AN INVESTMENT DECISION IN THIS OFFERING. FOR TAKING AN INVESTMENT DECISION, THE INVESTORS MUST RELY ON THEIR EXAMINATION OF THE ISSUER AND THE OFFER INCLUDING THE RISK INVOLVED.

DISCLOSURE REQUIREMENTS UNDER FORM PAS – 4 PRESCRIBED UNDER THE COMPANIES ACT, 2013

The table below sets out the disclosure requirements as provided in PAS-4 and the relevant pages in this Placement Document where these disclosures, to the extent applicable, have been provided:

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1. GENERAL INFORMATION:

(a) Name, address, website, if any and other contact details of the company indicating both registered office and corporate office:

i.	**Name of the Company: Prayagraj Power Generation Company Limited (PPGCL)**
ii.	**Registered office Address:** Shatabdi Bhawan, B 12 & 13, Sector 4, Noida Gautam Buddha Nagar UP 201301
iii.	Email ID - jitendra.prasad@tatapower.com

(b) Date of incorporation of the company: 12/02/2007

(c) Business carried on by the company and its subsidiaries with the details of branches or units, if any:

Prayagraj Power Generation Company Limited ("PPGCL" / "Company") is at present in the business of thermal power generation. The Company has set up a 1980 MW (3x660 MW) coal based power plant at Tehsil Bara District Allahabad, Uttar Pradesh. The Company has commenced productions from all the three units of 660MW each.

(d) Brief particulars of the management of the Company:

The present Board of Directors of the Company is as follows:

Sr. No	Name of Directors	Designation
1.	Mr. Ramesh N. Subramanyam	Non Executive – Non Independent Director
2.	Mr. Mohit Batra	Non Executive – Non Independent Director
3.	Mr. Vijay V. Namjoshi	Non Executive – Non Independent Director
4.	Mr. Suneet Kumar Mathur	Non Executive –Independent Director
5.	Mr. Narendra Nath Misra	Non Executive – Independent Director
6.	Mr. Kailash Nath Shrivastava	Non Executive –Independent Director
7.	Ms. Rita Sinha	Non Executive –Independent Director

(e) Details of Board of Directors:

The following table sets forth details regarding our Board of Directors as on the date of this Form:

Name	Mr. Ramesh N. Subramanyam
Father's Name	Mr. Narayanswamy Subramanian
Age	50
Address	Flat no 203, Bakhtavar Apartment, Shahid Bhagat Singh Road, Opposite Colaba Post Office, Colaba, Mumbai - 400 005
Occupation	Service
Nationality	Indian
DIN	02421481

Date of Appointment	04/12/2019
Other Directorships	Companies *(As per Annexure III)*

Name	Mr. Mohit Batra
Father's Name	Mr. Rameshwar Nath Batra
Age	54
Address	141-142, Kalpataru Horizon, Tower 'A', S.K.Ahire Marg, Worli, Mumbai - 400 018
Occupation	Service
Nationality	Indian
DIN	00104698
Date of Appointment	04/12/2019
Other Directorships	Companies *(As per Annexure III)*

Name	Mr. Vijay V. Namjoshi
Father's Name	Mr. Vinayak Namjoshi
Age	57
Address	Bungalow - I, Aashiyana CGPL Township, NH8A (EXTENSION), Motikhakhar Village, Mundra, Kut Mundra - 370 435
Occupation	Service
Nationality	Indian
DIN	08626492
Date of Appointment	04/12/2019
Other Directorships	Companies *(As per Annexure III)*

Name	Mr. Narendra Nath Misra
Father's Name	Late Dr. Ramanath Misra
Age	65
Address	D6-6002-5, Vasant Kunj, New Delhi – 110 070
Occupation	Professional
Nationality	Indian
DIN	00575501
Date of Appointment	04/12/2019
Other Directorships	Companies *(As per Annexure III)*

Name	Mr. Suneet Kumar Mathur
Father's Name	Mr. Ganga Mathur Prasad
Age	61
Address	Flat No. 2402/2403, Bhumiraj Hermitage Apts Sanpada, Palm Beach Service Road Navi Mumbai - 400 705
Occupation	Professional
Nationality	Indian
DIN	08403346

Date of Appointment	04/12/2019
Other Directorships	Nil

Name	Mr. Kailash Nath Shrivastava
Father's Name	Late Mr. Rajendra Prasad
Age	66
Address	A-1/104, First Floor, Safdurjung Enclave, New Delhi - 110 029
Occupation	Retired IAS Officer
Nationality	Indian
DIN	01584124
Date of Appointment	15/01/2020
Other Directorships	Nil

Name	Ms. Rita Sinha
Father's Name	Mr. Sanjiv Keshav Kudva
Age	69
Address	B-1/14, Palm Villa, Ansal Api, Sushant Golf City Sultanpur Road, Lucknow – 226 010
Occupation	Retired IAS Officer
Nationality	Indian
DIN	05169220
Date of Appointment	15/01/2020
Other Directorships	Powerlinks Transmission Limited

(f) Brief Biographies of our Directors:

Sr. No	Name of the Director	Experience	Qualification
1.	Mr. Ramesh Subramanyam	Over 27 years of experience in finance field.	ICWA, ACS
2.	Mr. Mohit Batra	Over 28 years of experience in project finance, strategic finance and advisory services.	BE, MS in Management
3.	Mr. Vijay Namjoshi	34 years of experience in mechanical field and Special Projects in O&M	BE
4.	Mr. Narendra Nath Misra	Former Director (Operations) - NTPC Limited	B.E. (Electrical)
5.	Mr. Suneet Kumar Mathur	Chief General Manager, SBI	M.Sc. (Chemistry)
6.	Mr. Kailash Nath Shrivastava	Over 40 years of experience in Public Administration	Retired IAS Officer
7.	Ms. Rita Sinha	Over 40 years of experience in handling assignments of the Central and State Governments	M.A.(Geography) Retired IAS Officer

(g) Management's perception of risk factors;

Internal Risk Factors:

1. ***Loss of key managerial personnel could materially affect our business.***

   Our business substantially depends on the continued service of our key managerial personnel. The loss of the services of our key managerial personnel could have a material adverse effect on us. Our future success will also depend on our ability to attract and retain highly skilled personnel such as Project managers and senior management professionals. We could experience difficulty from time to time in hiring and retaining the personnel necessary to support our business. If we do not succeed in retaining our current employees and attracting new high-quality employees, our reputation may be harmed and our future earnings may be negatively impacted.

2. ***Delays in availability of funds***

   Any delay in fulfilling the investment commitment from the investor and lenders, i.e. delay in release of funds could adversely impact the complete business plan, its operations and retention of customer & employees.

3. ***Our failure to successfully manage our operations could adversely affect our business and results of operations.***

   Disruption to the supply of services, input material (primarily coal) and equipment (such as stores and spares) or increase in the cost of material as well as failure to manage operations with respect to timely & preventive maintenance, staff management etc., might adversely affect the power generation and resultant compliance with obligations under the power purchase agreement with state distribution companies (DISCOMs) of Uttar Pradesh and in turn impact projected revenues and operating margins.

4. ***We require certain regulatory approvals in the ordinary course of our business, and the failure to obtain them in a timely manner or at all may adversely affect our operations.***

   We require certain regulatory approvals, sanctions, licenses, registrations and permissions for operating our businesses. In connection with our business, we may require such approvals or their renewal from time to time. We may not receive such approvals or renewals in the time frames anticipated by us or at all, which could adversely affect our business.

5. ***Loss or shutdown of operations at the power plant could have a material adverse effect on us.***

   Our revenue is mainly contributed from the power sales in Uttar Pradesh. Any local social unrest, natural disaster or break down of services and utilities in that area could have material adverse effect on the business, financial position and results of operation of our Company.

6. ***Delays or defaults in payments from customers could result in a reduction of our profits.***

We regularly commit resources and pay advances to source inputs prior to receiving payments from customers. We may be subject to working capital shortages due to delays or defaults in customer payments. If customers delay/default in their payments on the power supplied, it could have a material adverse effect on our business, financial condition and results of operations.

7. ***The Company may be involved in legal and administrative proceedings arising from its operations from time to time***

The Company may be involved from time to time in disputes with various parties, which may result in legal and/or administrative proceedings, litigation costs and/or unfavourable decisions, resulting in financial losses as well as impact continuation of the power purchase contract with the DISCOMs. We cannot provide any assurances regarding the outcome of these litigations. Any adverse outcome may affect the financial condition and results of operations of the Company.

External Risk Factors:

8. ***The Companies Act, 2013 has introduced significant changes to the existing Indian company law framework which may subject us to greater compliance requirements and increase our compliance costs.***

A majority of the provisions and rules under the Companies Act, 2013 have recently been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital (including provisions in relation to issue of securities on a private placement basis), disclosures in offer document, corporate governance norms, accounting policies and audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors, insider trading and restrictions on directors and key managerial personnel from engaging in forward dealing. We may also need to spend, in each financial year, at least 2.0% of our average net profits during the three immediately preceding financial years towards corporate social responsibility activities. Further, the Companies Act, 2013 imposes greater monetary and other liability on our Company and Directors for any non-compliance. To ensure compliance with the requirements of the Companies Act, 2013, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

The Companies Act, 2013 has introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the government in the future, we may face regulatory action or we may be required to undertake

remedial steps. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

9. ***Change in Government Laws and Regulatory Environment***

Our ability to operate and compete may be adversely affected by any change in law, including legislations, rules, regulations and interpretation thereof, in particular, price control, taxes and other laws and changes in laws and regulations, including Electricity Act or introduction of new laws and regulations, and interpretation thereof, relating to such matters may affect our operations. In addition, we may become involved in proceedings with statutory and/or regulatory authorities that may require us to pay fines, comply with more rigorous standards or other.

10. We operate in a competitive business environment. Competition from existing players and new entrants and consequent pricing pressures may adversely affect our business, financial condition and results of operations.

We operate in a competitive business environment with moderate dependence on the market demand and adequate supply. Growing competition from existing thermal power plants as well new plants (thermal as well as renewable) may subject us to pricing pressures and may require us to price the supply from untied capacity of our power plant (90% of the capacity being tied up under long term power purchase capacity) at market determined rates,. Accordingly, there can be no assurance that we can continue to effectively compete with our competitors in the future, and failure to compete effectively may have an adverse effect on our business, financial condition and results of operations.

11. Increasingly stringent environmental regulations may adversely affect our business, operations and prospects

Our power plant is subject to environmental regulations promulgated by the Ministry of Environment, Forests and Climate Change and the State Pollution Control Boards. In the event that an environmental hazard were to be found at the site or if the operation of the power station were to result in material contamination of the environment, the Company could be subject to substantial liabilities to the Government, the state governments and to third parties. Such liabilities may be substantial and non-compliances may be expensive to remedy. There can be no assurance that compliance with such environmental laws and regulations will not result in a curtailment of production or a material increase in costs, or otherwise have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

12. General conditions in the power sector, including historically weak payment records or difficulties enforcing payment security mechanisms offered by state distribution companies, could significantly adversely affect the Company's revenues and results of operations

The Indian power sector is vulnerable to the Government's political will to allow reforms and privatisation of the sector. The historically weak financial position of the power sector, especially that of the State Electricity Boards (SEBs) and DISCOMs, has an impact on the industry as a whole. The DISCOMs will be significant customers for the Company. The state-

owned power distribution companies have had a weak credit history and there can be no assurance that these entities will always be able to pay their obligations in a timely fashion, if at all. As a result of the DISCOMs generally weak payment record, project companies established to develop and operate the power projects would normally seek (and would normally require for the purpose of obtaining bank finance) additional payment assurance in the form of bank letters of credit and escrow arrangements. Nevertheless, there can be no assurance that the vulnerable condition of the sector, including the trend of substantial payment defaults by customers, will not adversely affect the Company's revenues and results of operations. We may face difficulties enforcing the payment security mechanism offered under the PPA and could have an impact on the cash flows, income, business prospects and results of operations of the Company.

13. ***Competition from latest technologies as well as capital required to meet any advancement in technology may adversely affect our growth, market position and profitability***

With advancement in technologies, thermal power generation plants would face severe competition to meet the base load as well as the peak load requirement and would impact the demand – supply and power prices in the market. Further, advancement in technology may require us to make additional capital expenditure for upgrading our assets so as to compete with our various competitors and meet stricter regulatory compliances. In the event we are not able to respond to such technological advancement/offerings in a timely manner, we may lose our competitive edge thereby adversely affecting our profits.

14. ***Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects.***

We are incorporated in India and all of our operations, assets and personnel are located in India. Consequently, our performance and the fair market value of our Equity Shares may be affected by changes in interest rates, government and regulatory policies, taxation, social and ethnic instability (including labor) and other political and economic developments affecting India. Electricity sector falls in the concurrent list and governed by both central and state government policies. The central and state governments have traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. A significant change in the government's policies, in particular, those relating to the banking, finance, infrastructure, more particularly electricity sector, coal mining, railways in India, could adversely affect our business, financial condition and results of operations.

15. ***If communal disturbances or riots erupt in India, or if regional hostilities increase, this would adversely affect the Indian economy and our business***

Some parts of India have experienced communal disturbances, terrorist attacks and riots during recent years. If such events recur, our operational activities may be adversely affected, resulting in a decline in our income.

16. ***Natural calamities may have a negative impact on the Indian economy and harm Our Company's business.***

India has experienced natural calamities in recent years, including earthquakes, floods, drought and a tsunami. The severity and duration of these natural disasters or abnormal weather conditions determines their impact on the Indian economy. Such natural calamities may have an adverse impact on the Indian economy, which could in turn adversely affect our Company's business.

17. A slowdown in economic growth in India or an increase in coal prices could have an adverse effect on the Company's business

Our Company's performance and the growth of the Indian power industry are necessarily dependent on the health of the overall Indian economy. The Indian economy has shown moderate growth over the recent years. However, the growth in industrial production in India has been variable. Any slowdown in the Indian economy could adversely affect our business. In addition, increases in the prices of coal, rail freights etc. could result in an increase in costs for the Company and movements in interest rates, or various other factors affecting the growth of industrial, manufacturing and services sector or a general down trend in the economy could adversely affect our business.

(h) Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of :

(i) <u>Statutory dues:</u>

As per the audited annual accounts for last 3 years, the statutory dues have been indicated below. Please refer to the audited accounts for last 3 years (as attached) for further details.

FY: 2016-17 – ₹ 8,29,26,296/-
FY: 2017-18 – ₹ . 2,24,88,768/-
FY: 2018-19 – ₹ 1,89,82,922/-

(ii) <u>Debentures and interest thereon:</u>

The Company has issued 11,90,00,000 compulsorily convertible debentures of face value of ₹ 100 each to Resurgent Power Ventures Pte. Ltd. on 12th December 2019. Coupon at the rate of 14.3% shall be paid annually, net of withholding tax and all other applicable taxes. The annual payment of interest is due on 31st March. Any unpaid coupon shall attract interest at the rate of 14.3% per annum, net of withholding tax and all other applicable taxes. Option to defer payment of coupon in any financial year is with the Company. There has not been any default in repayment of debentures since the payment is due on 31st March every year and the first payment will be due on 31st March 2020.

(iii) <u>Deposits and interest thereon:</u>

The Company has not accepted any deposits.

(iv) <u>Loan from any bank or financial institution and interest thereon:</u>

The Company has defaulted in debt servicing to the bank and financial institution in last 3 Financial Year i.e. 2016-17, 2017-18 and 2018-19 which has been shown in its Audited Financial Statements of afore-said financial years. Last 3 Audited Financial Statements of the Company has been annexed hereto and marked as **Annexure – IV**.

(i) Name, designation and address and phone number, email id of the nodal/ compliance officer of the Company, if any, for the private placement offer process:

Name	Mr. Jitendra Prasad
Designation	Company Secretary
Residential Address	A/21, Nuatom CHS Ltd, Plot No. 39, Sector 17, Vashi, Navi Mumbai – 400 703
Office Address	Shatabdi Bhawan, B 12 & 13, Sector 4, Noida Gautam Buddha Nagar UP 201301
Contact Details	+91- 99305-33586
Email Id	Jitendra.prasad@tatapower.com

(j) Any Default in Annual filing of the company under the Companies Act, 2013 or the rules made thereunder:

The Company has not made any default in Annual Filing of the Company under the Companies Act, 2013 or the rules made thereunder:

2. PARTICULARS OF THE OFFER

(a) Financial Position of the Company for last 3 financial years;

The Audited Financial Statements of the Company for last 3 financial years viz. 2016-17, 2017-18 and 2018-19 is annexed hereto and marked as **Annexure – IV**.

(b) Date of passing of board resolution:

4th December 2019

(c) Date of passing of resolution in the general meeting, authorizing the offer of securities:

4th December 2019.

(d) Kinds of securities offered (i.e. whether share or debenture) and class of security:

The Company proposes to allot 55,30,000 (Fifty five lakh thirty thousand) Compulsorily Convertible Debentures of face value of ₹ 100/- each at par on private placement basis.

(e) Price at which the security is being offered including the premium, if any, along with justification of the price;

The price at which the offer of Compulsory Convertible Debentures is being made is ₹ 100/- at face value.

Basis or justification for the price for conversion:

The Company is issuing CCDs at face value which is liable for conversion into equity shares at any time during the first thirty years of allotment, the option of conversion of some or all of the CCDs into equity shares shall vest with the holder(s) of the CCDs, which may be exercised any time and from time to time. Mandatory conversion immediately upon completion of thirty years of the allotment of Compulsory Convertible Debentures.

Conversion of any CCD is based on the following formula:
Number of equity shares to be issued = {{Face value of CCDs being converted} plus {any unpaid coupon at the time of conversion, if conversion of unpaid coupon into equity shares is permitted under law or governmental approval}} divided by {fair market value of each equity share of the Issuer at the time of conversion not being lower than the fair market value of equity shares at the time of issue of CCD}

The fair value per CCD of the Company, as on date, on a going concern basis based on internationally accepted pricing methodology for valuation on an arm's length basis is ₹ 81.69/- (Rupees Eighty One Paise Sixty Nine Only).

(f) Name and Address of the Valuer who performed valuation of the security offered and basis on which the price has been arrived at along with report of the registered valuer;

Bansi Mehta & Co, Chartered Accountants, membership No. 100991W having address at Metro House, 3rd Floor, M.G. Road, Dhobi Talao, Mumbai – 400 020.

(g) Relevant date with reference to which the price has been arrived at:

30th November 2019 for the purpose of arriving at fair market value of equity shares at the time of issue of Compulsory Convertible Debentures.

(h) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to Resurgent Power Ventures Pte. Ltd. a Body Corporate based in Singapore, the Ultimate Holding Company of the Company.

(i) Intention of promoters, directors or key managerial personnel to subscribe to the offer:

Except Resurgent Power Ventures Pte. Ltd. which is Ultimate Holding Company; there is no intention of the promoters, directors or key managerial personnel to subscribe to the offer.

(j) The proposed time within which the allotment shall be completed:

The allotment is proposed to be completed within a period of approximately 365 days from date of approval of shareholders.

(k) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Investor / Allottee	Number of securities	% Shareholding (Post Issuance on a fully diluted basis)
Resurgent Power Ventures Pte. Ltd.	55,30,000 (Fifty five lakh thirty thousand)	Based on percentage to be calculated as per formula set out below

Formula: Conversion of any CCD shall be on based on the following formula:

Number of equity shares to be issued = {{Face value of CCDs being converted} plus {any unpaid coupon at the time of conversion, if conversion of unpaid coupon into equity shares is permitted under law or governmental approval}} divided by {fair market value of each equity share of the Company at the time of conversion not being lower than the fair market value of equity shares at the time of issue of CCD}

Thus, the pre-issue and post-issue shareholding pattern can only be determined upon determination of the variables (including fair market value at the time of conversion of CCDs) set out in the above formula. Accordingly, post-conversion shareholding pattern cannot be determined.

(l) The change in control, if any, in the company that would occur consequent to the preferential offer:

There would be no change in control in the Company consequent to the proposed preferential offer.

(m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

(n) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

(o) Amount which the company intends to raise by way of securities:

₹ 55,30,00,000.00 (Rupees Fifty Five Crore Thirty Lakh only)

(p) Terms of raising of securities:

- **Rate of Dividend:** Nil
- **Coupon Rate:** 14.3% per annum, net of withholding tax and all other applicable taxes; any unpaid coupon shall attract interest at the rate of 14.3% per annum, net of withholding tax and all other applicable taxes; option to defer payment of coupon with the Issuer in any financial year.
- **Coupon Payment Frequency**: Annually
- **Coupon Payment Date:** Annually on 31st March of each year.

(q) Proposed time schedule for which the offer letter is valid:

Offer Letter will be valid from 3rd March 2020 to 10th March 2020, within that period applicant is required to make application for allotment of Compulsorily Convertible Debentures.

Provided that the offer period shall be closed once the Company has received monies for the subscription of the Compulsorily Convertible Debentures.

Provided further that any of the Director of the Company or Company Secretary is authorized to further determine, extend or close the offer period on behalf of the Company as they may deem fit.

(r) Purposes and objects of the offer:

To enable the Company to repay a part of indebtedness owed by the Company to its existing lenders and/or certain creditors of the Company and/or for other business requirements of the Company.

(s) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects:

Except Resurgent Power Ventures Pte. Ltd. which is Ultimate Holding Company none of the promoters is subscribing Compulsorily Convertible Debentures. Also, none of the Directors of the Company are scheduled to make any contribution as a part of the offer.

(t) Principal terms of assets charged as security, if applicable:

Not Applicable, as the CCDs will be unsecured.

(u) The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the Company and its future operations.

None

(v) The Pre and Post issue shareholding pattern of the company in the following format:

Conversion of any CCD is based on the following formula:

Number of equity shares to be issued = {{Face value of CCDs being converted} plus {any unpaid coupon at the time of conversion, if conversion of unpaid coupon into equity shares is permitted under law or governmental approval}} divided by {fair market value of each equity share of the Company at the time of conversion not being lower than the fair market value of equity shares at the time of issue of CCD}

Thus, the pre-issue and post-issue shareholding pattern can only be determined upon determination of the variables (including fair market value at the time of conversion of CCDs) set out in the above formula. Accordingly, post-conversion shareholding pattern cannot be determined.

3. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

(i) **Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons.**

Resurgent Power Ventures Pte. Ltd. which is Ultimate Holding Company has interest in the said offer to extent of indirect shareholding in the Company.

There is no interest of other promoters of the Company to the extent of shareholding. Further, none of the Directors have any financial or other material interest in the offer.

(ii) **Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree Company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed.**

Renascent Power Ventures Private Limited has become the promoter of the Company by virtue of its acquisition of shares up to 75.01% on 4th December 2019.

There might be litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any former promoter of the Company which can be verified independently.

(iii) **Remuneration of directors (during the current year and last three financial years):**

NIL

(iv) **Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided:**

The Company has made disclosure of related party transactions for last 3 financial years viz. 2016-17, 2017-18 and 2018-19 in its Audited Financial Statements of the Company which is hereto marked as **Annexure – IV.**

(v) **Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of issue of private placement offer cum application letter and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark:**

As per the annual audited accounts, the Company recognized interest liability upto 30th June 2018 on debt borrowed from Banks and upto 31st July 2018 on loans borrowed from two financial institutions and has not recognized interest accrued on its borrowings for the balance period of FY18-19 which is a departure from Indian Accounting Standard 1 prescribed under section 133 of Companies Act 2013. Pursuant to a resolution process initiated by the Lenders, the Company has entered into an SPA for transfer of 75.01% paid up equity shares and 100% of preference shares to Renascent Power Ventures Pvt. Ltd. and such transfer has been completed on 4th December 2019.

(vi) **Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries.**

No such inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries nor there were any prosecutions filed (whether pending or not), fines imposed, application for compounding of offences.

(vii) **Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company:**

No fraud has been detected in last three years.

4. MODE OF PAYMENT FOR SUSCRIPTION:

The whole amount of subscription of Compulsorily Convertible Debenture shall be received through banking channels.

5. FINANCIAL POSITION OF THE COMPANY:

(i) The capital structure of the company in the following manner in a tabular form:

(A)	**Authorised Capital**	₹ 90,00,00,00,000 divided into 9,00,00,00,000 Equity

	(number of securities, description and aggregate nominal value)	Shares of ₹ 10/- each ₹ 10,00,00,00,000 divided into 1,00,00,00,000 Preference Shares of ₹ 10/- each
(B)	**Issued, Subscribed and Paid up Capital**	₹ 29,59,18,98,000 divided into 2,95,91,89,800 Equity Shares of ₹ 10/- each ₹ 2,70,00,00,000 divided into 27,00,00,000 optionally convertible redeemable preference shares of the Company, having face value of ₹ 10/- each
(C)	**Size of the Present Offer**	₹ 55,30,00,000 divided into 55,30,000 CCDs having a face value of ₹ 100/- each
(D)	**Paid up Capital before the offer:**	₹ 29,59,18,98,000 divided into 2,95,91,89,800 Equity Shares of ₹ 10/- each ₹ 2,70,00,00,000 divided into 27,00,00,000 optionally convertible redeemable preference shares of the Company, having face value of ₹ 10/- each
(E)	**Paid up Capital after the offer:**	₹ 29,59,18,98,000 divided into 2,95,91,89,800 Equity Shares of ₹ 10/- each ₹ 2,70,00,00,000 divided into 27,00,00,000 optionally convertible redeemable preference shares of the Company, having face value of ₹ 10 each
(F)	**Paid up Capital after conversion of compulsorily convertible debentures**	Paid up share capital after conversion of compulsorily convertible debentures can only be determined upon determination of the variables (including fair market value at the time of conversion of CCDs) set out in Sub Point (e) of Point 2. Accordingly, Paid up share capital after conversion of compulsorily convertible debentures cannot be determined
(G)	**Share Premium Account before the offer**	NIL
(H)	**Share Premium Account after the offer**	NIL

(ii) The details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration:

The Company has made allotments of equity shares the details of which are which are mentioned in the below table. All these equity shares rank *parri passu* with each other.

Sl. No.	Date of allotment	Type of Security	Number of shares allotted	Face value per share	Issue Price per share	Amount	Consideration

1	12.02.2007	Equity	1	1000	1000	1000	Cash
2	12.02.2007	Equity	1	1000	1000	1000	Cash
3	12.02.2007	Equity	1	1000	1000	1000	Cash
4	12.02.2007	Equity	1	1000	1000	1000	Cash
5	12.02.2007	Equity	1	1000	1000	1000	Cash
6	12.02.2007	Equity	1	1000	1000	1000	Cash
7	12.02.2007	Equity	494	1000	1000	4,94,000	Cash
8	08.05.2009	Equity	3,94,907	1000	1000	39,49,07,000	Cash
9	09.02.2010	Equity	10,36,49,100	10	10	1,03,64,91,000	Cash
10	18.03.2010	Equity	10,00,00,000	10	10	1,00,00,00,000	Cash
11	30.10.2010	Equity	5,00,00,000	10	10	50,00,00,000	Cash
12	29.01.2011	Equity	21,60,00,000	10	10	2,16,00,00,000	Cash
13	04.02.2012	Equity	18,40,00,000	10	10	1,84,00,00,000	Cash
14	10.05.2012	Equity	18,50,00,000	10	10	1,85,00,00,000	Cash
15	10.09.2012	Equity	16,00,00,000	10	10	1,60,00,00,000	Cash
16	08.11.2012	Equity	20,00,00,000	10	10	2,00,00,00,000	Cash
17	11.02.2013	Equity	10,00,00,000	10	10	1,00,00,00,000	Cash
18	12.03.2013	Equity	20,00,00,000	10	10	2,00,00,00,000	Cash
19	21.04.2013	Equity	10,00,00,000	10	10	1,00,00,00,000	Cash
		Equity	10,00,00,000	10	10	1,00,00,00,000	Cash
20	06.12.2013	Equity	5,00,00,000	10	10	50,00,00,000	Cash
		Preference	25,00,00,000	10	10	2,50,00,00,000	Cash
21	11.01.2014	Equity	2,50,00,000	10	10	25,00,00,000	Cash
		Preference	1,00,00,000	10	10	10,00,00,000	Cash
22	06.03.2014	Equity	6,50,00,000	10	10	65,00,00,000	Cash
23	26.03.2014	Preference	1,00,00,000	10	10	10,00,00,000	Cash
24	15.05.2014	Equity	20,00,00,000	10	10	2,00,00,00,000	Cash
25	31.05.2014	Preference	20,00,00,000	10	10	2,00,00,00,000	Cash
26	14.07.2014	Preference	15,00,00,000	10	10	1,50,00,00,000	Cash
27	19.08.2014	Equity	12,50,00,000	10	10	1,25,00,00,000	Cash
28	13.02.2015	Equity	28,00,00,000	10	10	2,80,00,00,000	Cash
29	05.03.2015	Equity	2,00,00,000	10	10	20,00,00,000	Cash
30	21.08.2015	Equity	5,00,00,000	10	10	50,00,00,000	Cash
31	08.03.2016	Equity	2,00,00,000	10	10	20,00,00,000	Cash
32	26.05.2016	Equity	3,60,00,000	10	10	36,00,00,000	Cash
33	10.10.2017	Equity	35,00,00,000	10	10	3,50,00,00,000	Other than cash

(iii) Details of Allotment preceding last one year:

No allotments were made preceding last one year

(iv) Profits/Loss of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter:

Particulars	F.Y. 2018-19 Audited	F.Y. 2017-18 Audited	F.Y. 2016-17 Audited
Net Sales	27,51,63,31,499	19,21,12,57,512	16,92,31,86,218
EBT	(1,31,60,02,294)	(14,50,22,75,672)	(5,46,06,40,532)
TOTAL TAX EXPENSE	(1,37,08,07,908)	(4,68,13,78,114)	-
PAT	5,48,05,614	(9,82,08,97,558)	(5,46,06,40,532)

(v) Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid):

Particulars	F.Y. 2018-19 Audited	F.Y. 2017-18 Audited	F.Y. 2016-17 Audited
Dividend Declared	Nil	Nil	Nil
Interest Coverage ratio	1.25	The company has not paid any interest on the debt during last 2 years and hence, such ratio is not calculable.	

(vi) A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of circulation of offer letter:

Particular	F.Y. 2018-19	F.Y. 2017-18	F.Y. 2016-17
Total Revenue	27,51,63,31,499	19,21,12,57,512	16,92,31,86,218
(-) Expenses	(29,72,20,06,878)	(35,23,23,93,380)	(23,09,55,99,624)
Profit / (Loss) before Tax	(1,31,60,02,294)	(14,50,22,75,672)	(5,46,06,40,532)
(-) Tax Provisions (Deferred Tax/Current Tax)	(1,37,08,07,908)	(4,68,13,78,114)	-
Profit or (Loss) after Tax	**5,48,05,614**	**(9,82,08,97,558)**	**(5,46,06,40,532)**

(vii) Audited Cash Flow Statement for the three years immediately preceding the date of issue of private placement offer cum application letter:

As per the attached audited accounts of the company.

(viii) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company:

As per the audited accounts of the Company, the accounting policies have been consistently applied except where a revision to existing accounting standards requires a change in the accounting policy hitherto in use.

The Company has made disclosure in its Audited Financial Statements for last 3 financial years viz. 2016-17, 2017-18 and 2018-19 which is hereto marked as **Annexure – IV**.

6. DECLARATION BY THE DIRECTORS THAT –

(a) The company has complied with the provisions of the Act and the rules made thereunder;
(b) The compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
(c) The monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter

I am authorized by the Board of Directors of the Company vide resolution number 4 dated 4th December, 2019 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 of the Company. It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Date: 3rd March 2020
Place: Mumbai

For **Prayagraj Power Generation Company Limited**

Jitendra Prasad
(Company Secretary)

Attachments: -

1. Copy of board resolution as Annexure – I
2. Copy of shareholders resolution as Annexure – II
3. Details of Other directorships of Directors as Annexure – III
4. Audited Financial Statements of the Company for last 3 years viz. 2016-17, 2017-18 and 2018-19 as Annexure – IV
5. Application Form as Annexure - V

PRAYAGRAJ POWER GENERATION COMPANY LTD.

Certified True Copy of the resolution passed at the meeting of the Board of Directors of the Company held on 4th December 2019

"RESOLVED that pursuant to the provisions of Sections 42, 62(1)(c), 71, and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "**Act**"), and all other applicable laws, the consent of the Board of Directors be and is hereby accorded to create, issue and offer 13,00,00,000 (Thirteen crore) Compulsorily Convertible Debentures at face value of Rs. 100 (Rupees one hundred only) each (without any premium or discount on the face value) ("**CCDs**"), aggregating to Rs. 1300,00,00,000 (Rupees one thousand three hundred crore only), to Resurgent Power Ventures Pte. Ltd. ("**Resurgent Singapore**") in one or more tranches, by making a preferential allotment to Resurgent Singapore, on a private placement basis the following terms and conditions (including the terms and rate of conversion into equity shares):

Sr. No.	Invitee Details	Number of CCDs
1.	Resurgent Power Ventures Pte. Ltd., an entity incorporated in Singapore with registration number 201605156K having its office at 9 Raffles Place #26-01, Republic Plaza, Singapore 048619	13,00,00,000 (Thirteen crore)

Terms and conditions of the CCDs being:

Sr. No.	Particulars	Terms
1.	Security Name	PPGCL CCD Issue 2019 Series 1
2.	Issuer	Prayagraj Power Generation Company Ltd. (PPGCL)
3.	Type of Instrument	Compulsorily Convertible Debentures (CCD)
4.	Nature of instrument	Unsecured
5.	Seniority	Subordinated to term loan and working capital loan
6.	Mode of issue	Private Placement
7.	Eligible Participants	Resurgent Power Ventures Pte. Ltd., a company incorporated under the laws of Singapore
8.	Issue size	13,00,00,000 (Thirteen crore) Compulsorily Convertible Debentures of face value of Rs. 100 (Rupees one hundred only) each aggregating to Rs. 13,00,00,00,000 (Rupees one thousand three hundred crore only)
9.	Coupon Rate	14.3% per annum, net of withholding tax and all other applicable taxes; any unpaid coupon shall attract interest at the rate of 14.3% per annum, net of withholding tax and all other applicable taxes; option to defer payment of coupon with the Issuer in any financial year.
10.	Coupon Payment Frequency	Annually
11.	Coupon Payment Dates	Annually on date specified below each year: 31st March
12.	Conversion	At any time during the first thirty years of allotment, the option of conversion of some or all of the CCDs into equity shares shall vest with the holder(s) of the CCDs, which may be exercised any time and from time to time.
		Conversion of any CCD shall be based on the following formula:

Sr. No.	Particulars	Terms
		Number of equity shares to be issued = {{Face value of CCDs being converted} plus {any unpaid coupon at the time of conversion, if conversion of unpaid coupon into equity shares is permitted under law or governmental approval}} divided by {fair market value of each equity share of the Company at the time of conversion not being lower than the fair market value of equity shares at the time of issue of CCD}
13.	Mandatory Conversion	Mandatory conversion immediately upon completion of thirty years of the allotment of CCD
14.	Issue Price	Rs. 100 (Rupees one hundred only) per CCD
15.	Discount/Premium	Nil
16.	Face Value	Rs. 100 (Rupees one hundred only) per CCD
17.	Transferability of the CCDs	CCDs shall be freely transferable

FURTHER RESOLVED that the CCDs to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall, on conversion into equity shares, rank pari passu with the existing equity shares of the Company in all respects.

FURTHER RESOLVED that the Letter of Offer be issued by any one of the Directors and/or the Company Secretary of the Company, in one or more tranche(s), on behalf of the Company.

FURTHER RESOLVED that all Directors and the Company Secretary be and are hereby severally authorised to determine, extend or close the offer period on behalf of the Company.

FURTHER RESOLVED that the Committee of Directors comprising of Mr. Ramesh N. Subramanyam, Mr. Mohit Batra and Mr. Suneet Kumar Mathur be and is hereby authorized on behalf of the Company to make allotment of the CCDs.

FURTHER RESOLVED that the Company be and is hereby authorized to take its common seal out of its registered office to any destination for the purpose of affixation thereof on any such documents/agreements, as may be required.

FURTHER RESOLVED that all Directors and the Company Secretary be and are hereby severally authorised to sign and execute all such forms, declaration, documents, affidavit, letter, communication, etc. as may be required in connection with reporting of money to be received by the Company, under the above issue of CCDs, under the Foreign Exchange Management Act, 1999 (FEMA) and rules made thereunder to Reserve Bank of India, to register the company with RBI under FIRMS portal and to file necessary return such as FC-GPR.

FURTHER RESOLVED that all the Directors and the Company Secretary of the Company be and are hereby severally authorised to certify a copy of these resolutions and issue the same to all concerned parties."

Certified True Copy
For Prayagraj Power Generation Company Limited

Jitendra Prasad
(Company Secretary)

PRAYAGRAJ POWER
GENERATION COMPANY LTD.

Certified True Copy of the resolution passed at the Extra Ordinary General Meeting of the Company held on 4th December 2019

"RESOLVED that pursuant to the provisions of Sections 42, 62(1)(c), 71 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "**Act**"), the consent of the members be and is hereby accorded to create, issue and offer up to 13,00,00,000 (Thirteen crore) Compulsorily Convertible Debentures at face value of Rs. 100 (Rupees one hundred only) each (that is, without any premium or discount on the face value) ("**CCDs**"), aggregating upto Rs. 1300,00,00,000 (Rupees one thousand three hundred crore only), to Resurgent Power Ventures Pte. Ltd. ("**Resurgent Singapore**") in one or more tranches, by making a preferential allotment to Resurgent Singapore, on a private placement basis the following terms and conditions (including the terms and rate of conversion into equity shares):

Sr. No.	Invitee Details	Number of CCDs
1.	Resurgent Power Ventures Pte. Ltd., an entity incorporated in Singapore with registration number 201605156K having its office at 9 Raffles Place #26-01, Republic Plaza, Singapore 048619	Upto 13,00,00,000 (Thirteen crore)

Terms and conditions of the CCDs being:

Sr. No.	Particulars	Terms
1.	Security Name	PPGCL CCD Issue 2019 Series 1
2.	Issuer	Prayagraj Power Generation Company Ltd. (PPGCL)
3.	Type of Instrument	Compulsorily Convertible Debentures (CCD)
4.	Nature of instrument	Unsecured
5.	Seniority	Subordinated to term loan and working capital loan
6.	Mode of issue	Private Placement
7.	Eligible Participants	Resurgent Power Ventures Pte. Ltd., a company incorporated under the laws of Singapore
8.	Issue size	Upto 1300,00,000 (Thirteen crore) Compulsorily Convertible Debentures of face value of Rs. 100 (Rupees one hundred only) each aggregating upto Rs. 13,00,00,00,000 (Rupees one thousand three hundred crore only)
9.	Coupon Rate	14.3% per annum, net of withholding tax and all other applicable taxes; any unpaid coupon shall attract interest at the rate of 14.3% per annum, net of withholding tax and all other applicable taxes; option to defer payment of coupon with the Issuer in any financial year.
10.	Coupon Payment Frequency	Annually
11.	Coupon Payment Dates	Annually on date specified below each year: 31st March
12.	Conversion	At any time during the first thirty years of allotment, the option of conversion of some or all of the CCDs into equity shares shall vest with the holder(s) of the CCDs, which may be exercised any time and from time to time. Conversion of any CCD shall be based on the following

Sr. No.	Particulars	Terms
		formula: Number of equity shares to be issued = {{Face value of CCDs being converted} plus {any unpaid coupon at the time of conversion, if conversion of unpaid coupon into equity shares is permitted under law or governmental approval}} divided by {fair market value of each equity share of the Company at the time of conversion not being lower than the fair market value of equity shares at the time of issue of CCD}
13.	Mandatory Conversion	Mandatory conversion immediately upon completion of thirty years of the allotment of CCD
14.	Issue Price	Rs. 100 (Rupees one hundred only) per CCD
15.	Discount/Premium	Nil
16.	Face Value	Rs. 100 (Rupees one hundred only) per CCD
17.	Transferability of the CCDs	CCDs shall be freely transferable

FURTHER RESOLVED that the CCDs to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall, on conversion into equity shares, rank pari passu with the existing equity shares of the Company in all respects.

FURTHER RESOLVED that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Certified True Copy
For Prayagraj Power Generation Company Limited

Jitendra Prasad
(Company Secretary)

Certified True Copy of the explanatory statement to the item no 4 of the resolution passed at the Extra Ordinary General Meeting of the Company held on 4th December 2019

Item no IV:

In furtherance of the Share Purchase Agreement executed on November 14, 2018, between, *inter alia*, the Company, Resurgent Power Ventures Pte. Ltd. ("**Resurgent Singapore**"), Renascent Power Ventures Pvt. Ltd. (the wholly owned Indian subsidiary of Resurgent Singapore) and the existing lenders of the Company, the Company is required to issue upto 13,00,00,000 (Thirteen crore) Compulsorily Convertible Debentures at face value of Rs. 100 (Rupees one hundred only) each (without any premium or discount on the face value) ("**CCDs**"), aggregating upto Rs. 1300,00,00,000 (Rupees one thousand three hundred crore only), to Resurgent Singapore in one or more tranches. The proceeds of issuance of such debentures will be used by the Company to repay a part of the debt owed by the Company to its existing lenders and/or certain creditors of the Company and/or for other business requirements of the Company. Accordingly, it is proposed to allow the creation, offer and issuance of such debentures to Resurgent Singapore.

Sections 62(1)(c) and 71 of the Companies Act, 2013 ("**Act**") require the approval of the shareholders of the Company by way of a special resolution for the issuance of convertible debentures.

The disclosures to be made in the Explanatory Statement pursuant to Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, are mentioned hereinbelow as follows:

Sr. No.	Particulars	Details
1.	Date of passing of Board resolution	The Board of Directors at its meeting held on 4th December 2019, passed the resolution, subject to approval of shareholders of the Company, for issue upto 1300,00,000 (Thirteen crore) CCDs.
2.	The objects of the issue	To enable the Company to repay a part of the debt owed by the Company to its existing lenders and/or certain creditors of the Company and/or for other business requirements of the Company.
3.	The total number of shares or other securities to be issued	Up to 13,00,00,000 (Thirteen crore) CCDs having a face value of Rs. 100 (Rupees One Hundred only) each.
4.	The price or price band at/within which the allotment is proposed	Rs. 100 (Rupees one hundred only) per CCD.
5.	Basis on which the price has been arrived at along with report of the registered valuer	The fair value per CCD of the Company on a going concern basis based on internationally accepted pricing methodology for valuation on an arm's length basis is Rs. 81.69/- (Rupees Eighty One and Paise Sixty Nine Only). A copy of the valuation report of the independent valuer is enclosed as **Appendix 1** to this

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td></td><td></td><td>notice.</td></tr>
<tr><td>6.</td><td>Relevant date with reference to which the price has been arrived at</td><td>November 30, 2019 for the purpose of arriving at fair market value of equity shares at the time of issue of CCD.</td></tr>
<tr><td>7.</td><td>The class or classes of persons to whom the allotment is proposed to be made</td><td>Body corporate</td></tr>
<tr><td>8.</td><td>Intention of promoters, directors or key managerial personnel to subscribe to the offer</td><td>Except Resurgent Power Ventures Pte. Ltd.which is Ultimate Holding Company, there is no intention of the promoters, directors or key managerial personnel to subscribe to the offer.</td></tr>
<tr><td>9.</td><td>The proposed time within which the allotment shall be completed</td><td>The allotment is proposed to be completed within a period of approximately 365 days from date of approval of shareholders.</td></tr>
<tr><td>10.</td><td>The name of the proposed allottee and the percentage of post preferential offer capital that may be held by them</td><td>
<table>
<tr><th>Investor / Allottee</th><th>Number of securities</th><th>% Shareholding (Post Issuance on a fully diluted basis)</th></tr>
<tr><td>Resurgent Power Ventures Pte. Ltd.</td><td>Upto 13,00,00,000 (Thirteen crore) CCDs</td><td>Based on percentage to be calculated as per formula set out below</td></tr>
<tr><td colspan="3"><u>Formula</u>: Conversion of any CCD shall be based on the following formula:

Number of equity shares to be issued = {{Face value of CCDs being converted} plus {any unpaid coupon at the time of conversion, if conversion of unpaid coupon into equity shares is permitted under law or governmental approval}} divided by {fair market value of each equity share of the Company at the time of conversion not being lower than the fair market value of equity shares at the time of issue of CCD}

Thus, the pre-issue and post-issue shareholding pattern can only be determined upon determination of the variables (including fair market value at the time of conversion of CCDs) set out in the above formula. Accordingly, post-conversion shareholding pattern cannot be determined.</td></tr>
</table>
</td></tr>
</table>

Sr. No.	Particulars	Details
11.	The change in control, if any, in the company that would occur consequent to the preferential offer	Not applicable
12.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	None
13.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable

The additional information and disclosures for private placement of securities as per Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

Sr. No.	Particulars	Details
1.	Particulars of the offer including date of passing of Board Resolution	The Board of Directors at its meeting held on 4th December, 2019 passed the resolution, subject to approval of shareholders of the Company, for the issue of upto 1300,00,000 (Thirteen crore) CCDs.
2.	Kinds of securities offered and the price at which the security is being offered	Upto 1300,00,000 (Thirteen crore) CCDs, having a face value of Rs. 100 (Rupees One Hundred only) each.
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The fair value per CCD of the Company on a going concern basis based on internationally accepted pricing methodology for valuation on an arm's length basis is Rs. 81.69/- (Rupees Eighty One and Paise Sixty Nine Only). A copy of the valuation report of the independent valuer is enclosed as **Appendix 1** to this notice.
4.	Name and address of valuer who performed valuation	Bansi Mehta & Co, Chartered Accountants, membership No. 100991W having address at Metro House, 3rd Floor, M.G. Road, Dhobi Talao, Mumbai – 400 020.
5.	Amount which the Company intends	Upto Rs. 1300,00,00,000 (Rupees one thousand three hundred crore only)

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td></td><td>to raise by way of such securities</td><td></td></tr>
<tr><td>6.</td><td>(a) Material terms of raising such securities;</td><td>
<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Terms</th></tr>
<tr><td>1.</td><td>Security Name</td><td>PPGCL CCD Issue 2019 Series 1</td></tr>
<tr><td>2.</td><td>Issuer</td><td>Prayagraj Power Generation Company Ltd. (PPGCL)</td></tr>
<tr><td>3.</td><td>Type of Instrument</td><td>Compulsorily Convertible Debentures (CCD)</td></tr>
<tr><td>4.</td><td>Nature of instrument</td><td>Unsecured</td></tr>
<tr><td>5.</td><td>Seniority</td><td>Subordinated to term loan and working capital loan</td></tr>
<tr><td>6.</td><td>Mode of issue</td><td>Private Placement</td></tr>
<tr><td>7.</td><td>Eligible Participants</td><td>Resurgent Power Ventures Pte. Ltd., a company incorporated under the laws of Singapore</td></tr>
<tr><td>8.</td><td>Issue size</td><td>Up to 13,00,00,000 (Thirteen crore) compulsorily convertible debentures of face value of Rs. 100 (Rupees one hundred only) each aggregating to Rs. 13,00,00,00,000 (Rupees one thousand three hundred crore only)</td></tr>
<tr><td>9.</td><td>Coupon Rate</td><td>14.3% per annum, net of withholding tax and all other applicable taxes; any unpaid coupon shall attract interest at the rate of 14.3% per annum, net of withholding tax and all other applicable taxes; option to defer payment of coupon with the Issuer in any financial year.</td></tr>
<tr><td>10.</td><td>Coupon Payment Frequency</td><td>Annually</td></tr>
<tr><td>11.</td><td>Coupon Payment Dates</td><td>Annually on date specified below each year:
31st March</td></tr>
<tr><td>12.</td><td>Conversion</td><td>At any time during the first thirty years of allotment, the option of conversion of some or all of the CCDs into equity shares shall vest with the holder(s) of the CCDs, which may be exercised any time and from time to time.

Conversion of any CCD shall be based on the following formula:

Number of equity shares to be issued = {{Face value of CCDs being converted} plus {any unpaid coupon at the time of conversion, if conversion of unpaid coupon into equity shares is</td></tr>
</table>
</td></tr>
</table>

Sr. No.	Particulars	Details		
				permitted under law or governmental approval}} divided by {fair market value of each equity share of the Company at the time of conversion not being lower than the fair market value of equity shares at the time of issue of CCD}
		13.	Mandatory Conversion	Mandatory conversion immediately upon completion of thirty years of the allotment of CCD
		14.	Issue Price	Rs. 100 (Rupees one hundred only) per CCD
		15.	Discount/Premium	Nil
		16.	Face Value	Rs. 100 (Rupees one hundred only) per CCD
		17.	Transferability of the CCDs	CCDs shall be freely transferable
	(b) Proposed time schedule;	The allotment is proposed to be completed within a period of approximately 365 days from the date of approval of shareholders.		
	(c) Purposes or objects of offer;	To enable the Company to repay a part of indebtedness owed by the Company to its existing lenders and/or certain creditors of the Company and/or for other business requirements of the Company.		
	(d) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; and	Not applicable		
	(e) Principle terms of assets charged as securities	No assets are being charged as security as the issue made is of unsecured fully convertible debentures.		

The Board recommends the resolutions at item no. IV of the accompanying notice for the approval of the members. None of the Directors, key managerial personnel of the Company and their relatives is concerned or interested in these resolutions, except to the extent of their shareholding in the Company.

Certified True Copy
For Prayagraj Power Generation Company Limited

Jitendra Prasad
(Company Secretary)

ANNEXURE - III

Details of Other directorships of Directors

Name: Mr. Ramesh Subramanyam

DIN: - 02421481

Sr. No	Name of the Company/ LLP	Current designation of the Director/ Designated Partner	Date of appointment at current designation
1.	Coastal Gujarat Power Limited	Director	22/07/2019
2.	Maithon Power Limited	Additional Director	02/08/2019
3.	Tata Power Renewable Energy Limited	Director	23/07/2015
4.	Tata Projects Limited	Director	18/07/2019
5.	Tata Power Delhi Distribution Limited	Nominee Director	18/07/2018
6.	Itezhi Tezhi Power Corporation Limited	Director	21/09/2018
7.	Tata Power International Pte Limited	Director	09/07/2018
8.	PT Indocoal Kalsel Resources	Director	01/04/2015
9.	PT Indocoal Kaltim Resources	Director	01/04/2015
10.	Resurgent Power Ventures Pte Ltd.	Director	14/10/2016
11.	PT Kaltim Prima Coal	Director	01/04/2015
12.	PT Arutmin Indonesia	Director	01/04/2015
13.	PT Baramulti Sukessarana	Director	01/04/2015

Name: Mr. Mohit Batra

DIN: - 00104698

Sr. No	Name of the Company/ LLP	Current designation of the Director/ Designated Partner	Date of appointment at current designation
1.	ICICI Venture Funds Management Company Limited	Whole time Director	13/08/2015
2.	Resurgent Power Ventures Pte. Ltd.	Non – Executive Director	03/11/2016
3.	Renascent Power Ventures Private Limited	Director	01/10/2018

Name: Mr. Vijay V. Namjoshi

DIN: - 08626492

Sr. No	Name of the Company/ LLP	Current designation of the Director/ Designated Partner	Date of appointment at current designation
1.	Coastal Gujarat Power Limited	Additional Director	01/02/2020
2.	Tata Power Green Energy Limited	Additional Director	01/02/2020
3.	Maithon Power Limited	Additional Director	01/02/2020
4.	Industrial Energy Limited	Additional Director	01/02/2020

Name: Mr. Narendra Nath Misra
DIN: - 00575501

Sr. No	Name of the Company/ LLP	Current designation of the Director/ Designated Partner	Date of appointment at current designation
1.	Coastal Gujarat Power Limited	Director	24/07/2018
2.	Gujarat Industries Power Company Limited	Director	23/09/2016
3.	Feedback Power Operations and Maintenance Services Private Limited	Director	28/07/2017
4.	Feedback Energy Distribution Company Limited	Director	09/09/2017
5.	Gujarat Urja Vikas Nigam Limited	Director	29/12/2018
6.	Rajasthan Urja Vikas Nigam Limited	Director	24/08/2018
7.	Rajasthan Rajya Vidyut Prasaran Nigam Limited	Director	24/08/2018
8.	Maithon Power Limited	Director	31/08/2018
9.	M.P. Power Management Company Limited	Director	19/09/2018

ANNEXURE – V

FORM 'A' - APPLICATION FORM

To,
The Board of Directors of
Prayagraj Power Generation Company Limited
Shatabdi Bhawan, B 12 & 13, Sector 4, Noida
Gautam Buddha Nagar UP 201301

Re: Offer for 55,30,000 Compulsorily Convertible Debentures on private placement basis

We hereby apply for the undernoted number of Compulsorily Convertible Debentures of ₹ 100 each for cash. We agree to abide by the Memorandum and Articles of Association of your Company and the terms outlined in the Letter of Offer dated 3rd March 2020. We tender herewith the details of transfer of application money payable at the rate of ₹ 100 per Compulsorily Convertible Debentures.

Name		Resurgent Power Ventures Pte. Ltd.
Address		78 Shenton Way #17-01, Singapore-079120
No. of Compulsorily Convertible Debentures held		Nil
No. of Compulsorily Convertible Debentures offered		55,30,000
No. of Compulsorily Convertible Debentures applied for		55,30,000
No. of additional Compulsorily Convertible Debentures applied for		Nil
Total number of Compulsorily Convertible Debentures applied for		55,30,000
Amount payable at Rs. 100 per Compulsorily Convertible Debentures		55,30,00,000
Details of transfer of application money		
Income-tax Permanent Account No.		
Specimen signatures*		

** (of persons authorised under section 113 of the Companies Act, 2013)*

Signature of the Applicant
Date:
Place: