

Private Placement Offer
Letter
For private circulation only



VIZAG GENERAL CARGO BERTH
PRIVATE LIMITED

Private &
Confidential

Ref No.: VGCB/2017-18/01

Vizag General Cargo Berth Private Limited
(A private limited company incorporated under the Companies Act, 1956)

Registered Office: SIPCOT Industrial Complex, Madurai Bypass Road, T. V. Puram, PO., Tamilnadu – 628002
Administrative Office: Vedanta, Administrative Building, Eastern Stack Yard, Visakhapatnam Port Trust, Visakhapatnam-530035,
Andhra Pradesh, India.
Tel No.: +91-891-279 5696, Fax No: +91-891-279 5698
Date of Incorporation: 20th April 2010
CIN: U35100TN2010PTC075408

Issue of 4,250 Rated Taxable Secured Listed Redeemable Non-Convertible Debentures of Face Value of Rs. 10.00 lakhs each, aggregating upto Rs. 425 Crores to be issued on a Private Placement basis in the financial year 2017-18

Private Placement Offer Letter / Disclosure Document

Date: 15th May 2017

GENERAL RISKS

Investment in debt and debt related securities involve a degree of risk and investors should not invest any funds in the debt instruments, unless they can afford to take the risks attached to such investments. For taking an investment decision, the investors must rely on their own examination of the Company and the Issue including the risks involved. The Debentures have not been recommended or approved by Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this document.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, hereby confirms that the information contained in this Information Memorandum / Disclosure Document is true and fair in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

ISSUE SCHEDULE

ISSUE OPENING DATE	17 th May 2017
ISSUE CLOSING DATE	17 th May 2017

CREDIT RATING

The Debentures have a long term rating of CRISIL AA (SO)/ Stable. The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency. The rating agency has a right to suspend or withdraw the rating at any time on the basis of factors such as new information or unavailability of information or any other circumstances which it believes may have an impact.

LISTING

The Debentures are proposed to be listed on the wholesale debt market segment of the Bombay Stock Exchange ("BSE" or the "Stock Exchange")

ISSUER	DEBENTURE TRUSTEE	REGISTRAR TO ISSUE
<p>VIZAG GENERAL CARGO BERTH PRIVATE LIMITED</p> <p>Vizag General Cargo Berth Private Limited Regd Office: SIPCOT Industrial Complex, Madurai Bypass Road, T. V. Puram, PO., Tamilnadu – 628002</p> <p>Administrative Office: Vedanta, Administrative Building, Eastern Stack Yard, Visakhapatnam Port Trust, Visakhapatnam-530035, AP, India. Tel: +91-891-279 5696 Fax: +91-891-279 5698 Email: Srikanth.gudivada@vedanta.co.in Website: www.vgcb.co.in Contact Person: Mr. Srikanth Gudivada</p>	<p>AXIS TRUSTEE</p> <p>Axis Trustee Services Limited, Axis House, 2nd Floor Wadia International Centre P B Marg, Worli Mumbai – 400025</p> <p>Ph: +91 22 6226 0084 Fax: + 91 22 2425 4200 Email: ankit.singhvi@axistrustee.com Website: www.axistrustee.com Contact Person: Mr. Ankit Singhvi</p>	<p>KARVY</p> <p>Karvy Computershare Private Ltd. "Karvy selenium Tower-B", Plot No.31 & 32, Financial district, Gachibowli, Hyderabad – 500 032.</p> <p>Regd Office: Karvy House, 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad – 500 034. Tel: + 91 40 6716 1700 Fax: +91 40 6716 1680 Email: anandan.k@karvy.com Website: www.karvycomputershare.com Contact Person: Mr. Anandan. K</p>

NOTE: This Private Placement Offer Letter / Disclosure Document of private placement is neither a prospectus nor a statement in lieu of a prospectus. This is only an information brochure intended for private use and should not be construed to be a prospectus and/or an invitation to the public for subscription to Debentures under any law for the time being in force. The Company can, at its sole and absolute discretion change the terms of the offer. The Company reserves the right to close the Issue earlier from the aforesaid date or change the Issue time table including the Date of Allotment (as defined hereinafter) at its sole discretion, without giving any reasons or prior notice. The Issue will open for subscription at the commencement of banking hours and close at the close of banking hours. The Issue shall be subject to the terms and conditions of this Private Placement Offer Letter / Disclosure Document filed with the Stock Exchange and other documents in relation to the Issue.

DEFINITIONS AND ABBREVIATIONS

The Company / Issuer / VGCB	Vizag General Cargo Berth Private Limited, a Private limited company incorporated under the Companies Act, 1956 and having its registered office at SIPCOT Industrial Complex, Madurai Bypass Road, T. V. Puram, PO., Tamilnadu – 628002 and Administrative office at Vedanta, Administrative Building, Eastern Stack Yard, Visakhapatnam Port Trust, Visakhapatnam-530035, Andhra Pradesh, India.
"we", "us", "our"	Unless the context otherwise requires, the Company.
Application Form	The form in which an investor can apply for subscription to the Debentures.
Allotment Intimation	An advice informing the allottee of the number of Letter(s) of Allotment/Debenture(s) allotted to him in Electronic (Dematerialised) Form
Allot/Allotment/Allotted	Unless the context otherwise requires or implies, the allotment of the Debentures pursuant to the Issue.
Articles	Articles of Association of the Company
Board	Board of Directors of the Company or a Committee thereof
Credit Rating Agency	CRISIL Limited or any other Rating Agency, appointed from time to time
Date of Allotment / Deemed Date of Allotment	The date on which Allotment for the Issue is made
Debentures / NCD(s)	4250 Rated, Taxable, Secured, Listed, Redeemable Non-Convertible Debenture(s) of face value of Rs.10 lakhs each aggregating upto Rs. 425 crore issued by the Issuer pursuant to the terms and conditions set out in this Private Placement Offer Letter / Disclosure Document.
Debenture holder(s)	The investors who are allotted Debentures.
Debenture Trustee	Axis Trustee Services Limited
Depository/ies	National Securities Depository Limited (NSDL)
DP	Depository Participant
FPI	Foreign Portfolio Investor (as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 as amended from time to time), registered with SEBI
Group	means the Guarantor and its direct and indirect subsidiaries;
I.T. Act	The Income-tax Act, 1961 as amended from time to time
Private Placement Offer Letter / Disclosure Document	This Private Placement Offer Letter / Disclosure Document through which the Debentures are being offered on a private placement basis





Issue	Issue of Rated, Taxable, Secured, Listed, Redeemable, Non-Convertible Debentures on a Private Placement basis
ISIN	International Securities Identification Number
Memorandum / MOA	Memorandum of Association of the Company
Mutual Fund	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Pay In Date	The date on which the Debenture holders shall make payment for subscription to the Debentures
Registrar/Registrar to the Issue	Registrar to the Issue, in this case being Karvy Computer share Private Limited
ROC	The Registrar of Companies
RTGS	Real Time Gross Settlement, an electronic funds transfer facility provided by RBI
RBI	The Reserve Bank of India
SEBI	Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992 (as amended from time to time)
SEBI Regulations	The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued by SEBI as amended from time to time
The Act \ Companies Act	The Companies Act, 1956 and the Companies Act, 2013 (as amended from time to time)
Transaction Documents / Finance Documents	means collectively the debenture trust deed, the Offer Documents, the corporate guarantee, the deed of hypothecation, the letters issued by the credit rating agency, the debenture trustee agreement and any other agreements or documents executed/ to be executed in connection with a Transaction Document and any other agreement or document required to be executed or designated as such by the Debenture Trustee.
Working Days / Business Days	A "Business Day"/ "Working Day" shall be a day on which commercial banks are open for business in the city of Mumbai.
VL	Vedanta Limited
GOI	Government of India

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DISCLAIMER

This Private Placement Offer Letter / Disclosure Document are neither a Prospectus nor a Statement in lieu of a Prospectus. The issue of Debentures is being made strictly on a private placement basis. This Private Placement Offer Letter / Disclosure Document is not intended to be circulated to more than 49 (forty-nine) persons. Multiple copies hereof given to the same entity shall be deemed to be given to the same person and shall be treated as such. It does not constitute and shall not be deemed to constitute an offer or an invitation to subscribe to the Debentures to the public in general. This Private Placement Offer Letter / Disclosure Document should not be construed to be a prospectus or a statement in lieu of prospectus under the Companies Act.

This Private Placement Offer Letter has been prepared in conformity with the applicable SEBI Regulations and the Companies Act. Pursuant to Section 42 of the Companies Act, 2013 and Rule 14(3) of the PAS Rules, the Issuer shall file a copy of this Private Placement Offer Letter with the Registrar of Company, Bombay Stock Exchange and Securities Exchange Board of India within a period of 30 (thirty) days of circulation of this Private Placement Offer Letter as applicable. .

This Private Placement Offer Letter / Disclosure Document has been prepared to provide general information about the Issuer to potential investors to whom it is addressed and who are willing and eligible to subscribe to the Debentures. This Private Placement Offer Letter / Disclosure Document does not purport to contain all the information that any potential investor may require. Neither this Private Placement Offer Letter / Disclosure Document nor any other information supplied in connection with the Debentures is intended to provide the basis of any credit or other evaluation and any recipient of this Private Placement Offer Letter / Disclosure Document should not consider such receipt a recommendation to purchase any Debentures. Each investor contemplating purchasing any Debentures should make its own independent investigation of the financial condition and affairs of the Issuer and its own appraisal of the creditworthiness of the Issuer. Potential investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and should possess the appropriate resources to analyze such investment and the suitability of such investment to such investor's particular circumstances.

The Issuer confirms that, as of the date hereof, this Private Placement Offer Letter / Disclosure Document (including the documents incorporated by reference herein, if any) contains all information that is material in the context of the Issue of the Debentures, is accurate in all material respects and does not contain any untrue statement of a material fact. It has not omitted any material fact necessary to make and the statements made herein are not misleading in the light of the circumstances under which they are made. No person has been authorized to give any information or to make any representation not contained or incorporated by reference in this Private Placement Offer Letter / Disclosure Document or in any material made available by the Issuer to any potential investor pursuant hereto and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer.

This Private Placement Offer Letter / Disclosure Document and the contents hereof are restricted for only the intended recipient(s) who have been addressed directly and specifically through a communication by the Issuer Company and only such recipients are eligible to apply for the Debentures. All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue. The contents of this Private Placement Offer Letter / Disclosure Document are intended to be used only by those investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced by the recipient. The potential investors shall be required to independently procure all the licenses and approvals, if applicable, prior to subscribing to the NCDs and the Issuer shall not be responsible for the same

No invitation is being made to any persons other than those to whom application forms along with this Private Placement Offer Letter / Disclosure Document being issued have been sent by or on behalf of the Issuer. Any application by a person to whom the Private Placement Offer Letter / Disclosure Document has



not been sent by or on behalf of the Issuer shall be rejected without assigning any reason.

The person who is in receipt of this Private Placement Offer Letter / Disclosure Document shall maintain utmost confidentiality regarding the contents of this Private Placement Offer Letter / Disclosure Document and shall not reproduce or distribute in whole or part or make any announcement in public or to a third party regarding the contents without the consent of the Issuer.

Each person receiving this Private Placement Offer Letter / Disclosure Document acknowledges that:

Such person has been afforded an opportunity to request and to review and has received all additional information considered by it to be necessary to verify the accuracy of or to supplement the information herein; and

Such person has not relied on any intermediary that may be associated with issuance of Debentures in connection with its investigation of the accuracy of such information or its investment decision.

The Issuer does not undertake to update the Private Placement Offer Letter / Disclosure Document to reflect subsequent events after the date of the Private Placement Offer Letter / Disclosure Document and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer.

Neither the delivery of this Private Placement Offer Letter / Disclosure Document nor any issue of Debentures made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof.

This Private Placement Offer Letter / Disclosure Document does not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. No action is being taken to permit an offering of the Debentures or the distribution of this Private Placement Offer Letter / Disclosure Document in any jurisdiction where such action is required. The distribution of this Private Placement Offer Letter / Disclosure Document and the offering and issue of the Debentures may be restricted by law in certain jurisdictions. Persons into whose possession this Private Placement Offer Letter / Disclosure Document come are required to inform themselves about and to observe any such restrictions. The Private Placement Offer Letter / Disclosure Document is made available to investors in the Issue on the strict understanding that the contents hereof are strictly confidential and the details provided herein are strictly for the sole purpose of information to the potential investors.

CAUTIONARY NOTE

Each invited potential Investor acknowledges and agrees that each of them, (i) are knowledgeable and experienced in financial and business matters, have expertise in assessing credit, market and all other relevant risk and are capable of evaluating, and have evaluated, independently the merits, risks and suitability of subscribing to or purchasing the; (ii) understand that the Issuer has not provided, and will not provide, any material or other information regarding the Debentures, except as included in the Information Memorandum, (iii) have not requested the Issuer to provide it with any such material or other information, (iv) have not relied on any investigation that any person acting on their behalf may have conducted with respect to the Debentures, (v) have made their own investment decision regarding the Debentures based on their own knowledge (and information they have or which is publicly available) with respect to the Bonds or the Issuer (vi) have had access to such information as deemed necessary or appropriate in connection with purchase of the Debentures, (vii) are not relying upon, and have not relied upon, any statement, representation or warranty made by any person, including, without limitation, the Issuer, and (viii) understand that, by purchase or holding of the Bonds, they are assuming and are capable of bearing the risk of loss that may occur with respect to the Debentures, including the possibility that they may lose all or a substantial portion of their investment in the Debentures.

It is the responsibility of each potential Investor to also ensure that they will sell these Debentures in strict accordance with this Information Memorandum, the Transaction Documents and all other applicable laws, so that the sale does not constitute an offer to the public, within the meaning of the Companies Act, 1956 and/or the Companies Act, 2013. The potential investors shall at all times be responsible for ensuring that it shall not do any act deed or thing which would result this Private Placement Offer Letter being released to any third party (where such party is not an intended recipients from the Issuer) and in turn constitutes an offer to the public howsoever.

The distribution of this Information Memorandum or the Application Forms and the offer, sale, pledge or disposal of the Debenture may be restricted by law in certain jurisdictions. The sale or transfer of these Bonds outside India may require regulatory approvals in India, including without limitation, the approval of SEBI or RBI.

DISCLAIMER OF STOCK EXCHANGE

As required, a copy of this Private Placement Offer Letter shall be submitted to BSE Limited (hereinafter referred to as "BSE"/ "Stock Exchange") for seeking listing of the NCDs. It is to be distinctly understood that such submission of the Private Placement Offer Letter / Disclosure Document with BSE or hosting the same on the website of BSE should not in any way be deemed or construed that the Private Placement Offer Letter/ Disclosure Document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Private Placement Offer Letter/ Disclosure Document; nor does it warrant that this Issuer's securities will be listed or continue to be listed on the Stock Exchange; nor does it take responsibility for the financial or other soundness of this Issuer, its management or any scheme or project of the Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchange or any agency whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

DISCLAIMER OF SEBI

This Information Memorandum shall be filed with or submitted to SEBI in accordance with Section 42 of the Companies Act, 2013 the rules made thereunder and other applicable law within 30 days from the date of this Information Memorandum. The Debentures have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this document. It is to be distinctly understood that this Information Memorandum should not in any way be deemed or construed to have been approved or vetted by SEBI. SEBI does not take any responsibility either for the financial soundness of any proposal for which the Issue is proposed to be made or for the correctness of the statements made or opinions expressed in this Information Memorandum.

DISCLAIMER OF THE RBI

RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Issuer or for the correctness of any of the statements or representations made or opinions expressed by the Issuer and for discharge of liability by the Issuer.



GENERAL INFORMATION**Name & Address of the following:****(a) Address of Registered Office:**

SIPCOT Industrial Complex, Madurai Bypass Road, T. V. Puram, PO., Tamilnadu – 628002

(b) Address of Administrative Office:

Vedanta, Administrative Building, Eastern Stack Yard, Visakhapatnam Port Trust, Visakhapatnam-530035, Andhra Pradesh, India

(c) Compliance Officer

Name : Mr. Kumar Ankit
Address : M/s Vizag General Cargo Berth Private Limited
Vedanta, Administrative Building, Eastern Stack Yard, Visakhapatnam
Port Trust, Visakhapatnam-530035, Andhra Pradesh, India
Tel : +91-891-279 5696
Fax : +91-891-279 5698
Email : kumar.ankit@vedanta.co.in

Investors can contact the compliance officer in case of any pre-issue or post-issue related problems such as non-receipt of letters of allotment, credit of debentures, interest on application money, etc. in the respective beneficiary account or refund orders, etc.

(d) Chief Financial Officer

Name : Mr. Srikanth Gudivada
Address : M/s Vizag General Cargo Berth Private Limited
Vedanta, Administrative Building, Eastern Stack Yard, Visakhapatnam
Port Trust, Visakhapatnam-530035, Andhra Pradesh, India
Tel : +91-891-279 5696
Fax : +91-891-279 5698
Email : srikanth.gudivada@vedanta.co.in

(e) Auditors

Name : S.R. Batliboi & Co.
Address : Golf View Corporate Tower B, Sector – 42, Sector Road, Gurgaon,
Haryana 122002
Tel : 0124-4644000
Auditor since : Financial Year 2016-17



(f) Debenture Trustee

Name : Axis Trustee Services Limited
Address : Axis House, 2nd Floor, Wadia International Centre, P B Marg, Worli,
Mumbai – 400025
Tel : +91-22-6226 0084
Fax : +91 -22-2425 4200
Email : ankit.singhvi@axistrustee.com
Contact Person : Mr. Ankit Singvi

(g) Registrar to the Issue

Name : Karvy Computershare Private Limited
Address : Karvy Selenium Tower No. B, Plot No. 31 to 32, Vittalrao Nagar,
Gachibowli, Financial District Nanakramguda, Hyderabad
Tel : +91-40-67161700
Fax : +91-40-6716 1680
Email : anandan.k@karvy.com
Contact Person : Mr. Anandan. K.

(h) Credit Rating Agency of the Issue

Name : CRISIL Limited
Address : CRISIL House, Central Avenue, Hiranandani Business Park, Powai,
Mumbai – 400 076
Tel : +91 22 3342 3000
Fax : + 91 22 4040 5800



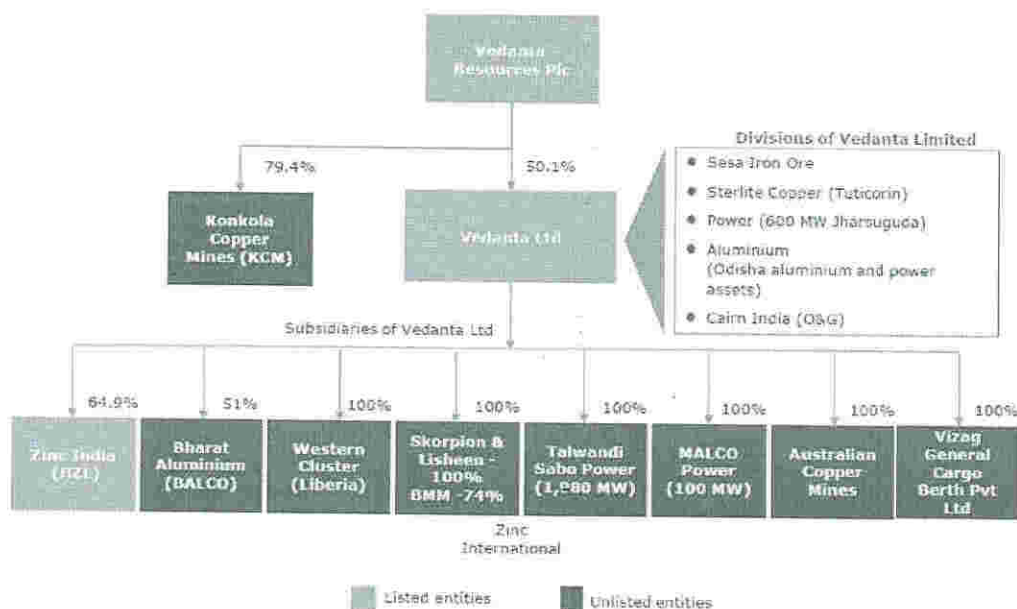
ISSUER PROFILE

A Brief Summary of the Business /Activities of the Issuer and its Line of Business:

Vizag General Cargo Berth Private Limited (“VGCB” or the “Project” or the “Company”), is a wholly owned subsidiary of Vedanta Limited, a Vedanta group company. VGCB incorporated subsequent to the Letter of Award of Visakhapatnam Port Trust (hereinafter referred to as “VPT”) to mechanise & upgrade the existing Coal Handling facility of General Cargo Berth (GCB) of Vishakhapatnam Port Trust on BOOT basis under PPT mode. A Concession Agreement (CA) has been entered between VGCB and VPT for this project in June 2010 for tenor of 30 years. Under the Concession Agreement, the Company renders cargo handling services to various customers desirous of availing such services. The Company enters into long term or short term agreement with such customers for rendering of services detailing scope of services and the tariff for such services. The company (VGCB) started its commercial operations Post obtaining provisional COD in January 2013 and final COD was obtained in April 2013.

Brief Note on Vedanta Group

The structure of major Vedanta Group companies (as on 31st March 2017) is as under:



Oil & Gas

Vedanta owns 100% of Cairn India, which was recognized by Platts in 2012 and 2013 as the fastest-growing energy company in the world. Cairn India ranks among the top 20 independent Exploration & Production (E&P) companies in India, and was also included in the Platts Top 250 Global Energy Company Rankings 2013.

Cairn India operates ~27 per cent of India’s domestic crude oil production in FY 2015-16. Through its affiliates, the company has been operating for over to 20 years playing an active role in developing India’s oil and gas resources. To date, Cairn India has opened 4 frontier basins with numerous discoveries, 38 in Rajasthan alone.

The Mangala field in Rajasthan, discovered in January 2004, is the largest onshore oil discovery in India in more than two decades. Mangala, Bhagyam and Aishwariya fields, the three major



discoveries in the Rajasthan block, together, have a gross hydrocarbons initially-in-place of about 2.2 billion barrels of oil equivalent.

Cairn India has a portfolio of 8 blocks of which 7 blocks are in India - one in Rajasthan with multiple assets, two on the west coast and four on the east coast - and one in block in South Africa. Oil and gas is currently being produced from Rajasthan, Ravva in Andhra Pradesh and Cambay in Gujarat.

Where We Operate

The Company's operational oil and gas fields are located at:

- Barmer (Rajasthan)
- Ravva (Andhra Pradesh)
- Cambay Basin (Gujarat)

Asset Portfolio

- India's largest private-sector crude oil producer, operating ~27% of India's annual crude oil production
- Mangala field, in the Rajasthan block is the largest onshore crude oil discovery in India in last two decades
- Gross Hydrocarbon Initially in place of 7.8 bn boe with gross 2P+2C resources of 1.3 bn boe
- Focusing on monetizing the resource base through development efforts on key growth projects - Bhagyam Polymer, Aishwariya Polymer, RDG and Barmer Hill
- MBA, Ravva, Cambay Fields have best in class Opex, high margin and resilient to price volatility

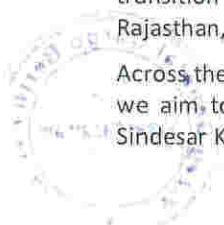
Zinc-Lead-Silver

Vedanta is the world's second-largest integrated zinc producer and a leading producer of silver. There is huge end-demand for zinc in India, particularly since the galvanizing sector continues to deliver strong growth. The country's investment in infrastructure is also driving end-demand for zinc, meaning this momentum is likely to continue for many years. Our fully integrated zinc operations currently hold an 80% share of the domestic market.

Vedanta Limited owns 64.9% stake in Hindustan Zinc Limited, while the Government of India retains a 29.5% stake; Hindustan Zinc Limited is listed on the NSE and BSE stock exchanges in India. Hindustan Zinc Limited has mining capacity of approx. 1 million tonne per annum and smelter capacities of 823,000 tonne per annum for zinc, 185,000 tonne per annum for lead, and 518 tonne per annum for silver. The Company is among the top five zinc smelting companies globally, and accounts for 6% of the global zinc output. Our fully integrated zinc operations comprise five lead-zinc mines, one rock phosphate mine, four hydrometallurgical zinc smelters, two lead smelters, one lead-zinc smelter, seven sulphuric acid plants, one silver refinery and six captive power plants.

The Company has smelting facilities located in Chanderiya, Dariba and Debari in the state of Rajasthan, along with zinc processing and refining facilities in Haridwar, and zinc, lead and silver processing and refining facilities in Pantnagar, both in the State of Uttarkhand. Notably, there is a transition from opencast to underground mining underway at our Rampura Agucha plant in Rajasthan, which is the world's largest zinc mine.

Across the silver division, we achieved record production levels of 425 tonnes in FY2016. This year, we aim to increase silver production to 500 tonne, primarily due to higher contribution from Sindesar Khurd mine.



Our international zinc operations include the Skorpion Zinc Mine and Refinery in Namibia, Black Mountain Mining (BMM) in South Africa, and the Lisheen Mine in the Republic of Ireland. In FY2017, we expect zinc production to be in the range of 170 – 190kt.

At the Gamsberg Project, pre-stripping commenced in July 2015 in line with the re-phased plan, with pre-stripping and surface work to access the ore body progressing as scheduled. To date, we have excavated over 8 million tonnes of waste rock. Discussions are at an advanced stage with various EPC vendors for the concentrator plant and other mining and infrastructure packages. The first production is expected in early CY2018 followed by 9-12 months to ramp up to full production of 250 ktpa. The expected COP at Gamsberg is \$1,000-\$1,150 per tonne.

Where We Operate

Our Zinc operations comprise the mining and smelting assets of Hindustan Zinc Limited in India and Zinc International in Namibia, South Africa and Ireland.

Asset Portfolio

- Hindustan Zinc Limited (“HZL”) is the world’s second largest zinc – lead miner (based on considering Glencore and Glencore Xstrata together) and one of the leading lead producers globally based on production volumes
- The Rampura Agucha mine is the largest zinc mine in the world on a production basis
- The Chanderiya hydrometallurgical zinc smelter is the 4th largest smelter on a production basis worldwide
- Lowest cost quartile in terms of all zinc mining operations worldwide
- Acquired various zinc assets of Anglo American Plc for US\$ 1.5 bn (across Namibia, South Africa and Ireland) consolidating Vedanta’s position as the world’s largest integrated zinc producer in the first half of 2011
- Assets included Gamsberg, South Africa - one of the largest undeveloped zinc deposits

Iron Ore

One of Vedanta’s iron ore mining operations is located in Karnataka. With Supreme Court Order in April 2013, Karnataka mines have resumed their operations at a capacity of 2.29 WMT in December 2013. Karnataka mining lease and forest clearance have been renewed for 20 Years w.e.f 2012 in the FY 2014-15.

The company also has iron ore operations at its Sonshi and Codli mines in Goa. The ban on mining in the State of Goa was lifted by the Supreme Court in April 2014, although the ruling imposed interim mining capacity restrictions. This restriction (of 20 million tonnes) is subject to a determination of final capacity by the Expert Committee appointed by the court.

WCL comprises of three concession areas where exploration activities have been undertaken and approx. 1,20,000 meters of drilling has been done and a certificate resource of 3.8 billion tons has been found out. Completing feasibility study for the entire WCL project remains a key strategic focus. We continue to work closely with government of Liberia for working out feasible transportation solution for the project. In the coming years we intend to carry out further exploration to establish feasibility and carry out initial studies for the logistic solution. The operational infrastructure at these mines will be developed in phases.

Where We Operate



Our iron ore mining operations are carried out in the Indian States of Goa and Karnataka. We have iron ore assets in Liberia as well, where the exploration activity is in progress and are reviewing the different phased options.

Asset Portfolio

- India's largest exporter of iron ore by volume in the private sector prior to the industry wide ban
- In April 2014 Supreme Court lifted ban imposed on Iron Ore mining in Goa with an interim restriction on output to 20.0 mtpa for Goa. The company has started operations after obtaining the necessary approvals from August 2015.

Copper

There is huge demand for refined copper in India and it is expected to grow to 2 million tonnes by 2030. Such high demand is a result of investment in infrastructure projects, growing power generation capacity and ongoing urbanisation.

We currently hold about 36% domestic market share. 384kt copper cathodes have been produced at our Indian facilities in FY 2015-16, which include a custom smelter, a refinery, a phosphoric acid plant, a sulphuric acid plant and copper rod plant. In addition, we have 2*80 MW thermal power plants located in Thoothukudi, southern India, and a refinery and two copper rod plants operating in Silvassa, western India.

Our international copper operations include the Mt. Lyell copper mine in Tasmania, Australia. The Mt. Lyell copper mine produced 18kt of mined metal in 2013 and caters the concentrate requirements of our Indian operations. The operation of Mt Lyell mine was suspended in January 2014, following a mud slide incident. Subsequently, the operations at this mine has been placed under care and maintenance following a rock falling on the ventilation shaft in June 2014. Since then company has completed feasibility of its D panel prospects and added 20Mt JORC resource. Company has engaged all major stakeholders for support and expecting to restart operation on improved copper price.

Where We Operate

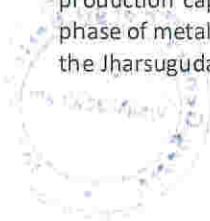
Our copper business includes operations in India and Australia. Our copper India operations includes a custom smelter, a refinery, a phosphoric acid plant, a sulphuric acid plant, a copper rod plant and a 2*80MW thermal power plants at Thoothukudi in southern India, a refinery and two copper rod plants at Silvassa in western India. In addition, we own the Mt. Lyell copper mine in Tasmania, Australia.

Asset Portfolio

Indian custom smelter (Tuticorin) is among lowest cost smelters globally

Aluminium

Vedanta Limited holds a 51% controlling stake in BALCO, while the Government of India holds the remaining 49% stake. The capacity of the Korba-II smelter is 245 ktpa and we are expanding production capacity to 570 ktpa with the new Korba-III 325 ktpa smelter in 2016, where the first phase of metal tapping was conducted in 2014 and second phase of metal tapping is in process. Both the Jharsuguda-I and Korba-II smelters operated above their stated capacity during the year.



The smelters at our aluminium business unit in Chhattisgarh (BALCO) have access to captive power from the 540 MW thermal power plants. An additional 1,200 MW power plant has started production in FY 2015-16 wherein two units of 300 MW each will be used as captive.

Aluminium is seen as the metal of the future with the potential to be almost 100% recyclable, and as such it is often referred to as the "green metal".

India's aluminium demand is expected to grow at a rate of 11-12% CAGR over the course of the next 10 years, and is due to reach 5 million tonnes by 2020. 45% of the country's domestic capacity remains unutilized due to shortages of bauxite, alumina and coal. This additional capacity could generate approximately \$3.6 billion in revenue and substantially increase GDP in the states where mining takes place, as well as contribute \$3.4 billion to the government budget.

We have strategically located our plants in the bauxite- and coal-rich regions of eastern India.

The aluminium division in Odisha is renowned for its high quality bauxite reserves and large coal reserves. The aluminium unit comprises a 1 million tonne alumina refinery at Lanjigarh, and is connected to a 75 MW captive power plant.

We have established 1.75 million tonne aluminium smelting facility at Jharsuguda. This 500 ktpa smelter is supplied by a 1,215 MW captive power plant.

Where We Operate

Our aluminium operations have operational smelters at Korba (Chhattisgarh) and Jharsuguda (Odisha) and an alumina refinery at Lanjigarh (Odisha).

Asset Portfolio

Largest aluminium producer in India with integrated power and strategically located large-scale assets. Committed to an integrated aluminum strategy - focus on securing bauxite

Efficient assets in the lower half of the global cost curve even without captive bauxite

Commercial Power

We are one of the largest thermal power producers in India, operating large-scale facilities. At present, the total power generating capacity of our thermal power plants and wind power plants is 3.56 GW, which includes thermal coal-based captive power plants with a total power generation capacity of 3.28 GW. We operate multiple power plants in various locations across India.

Where We Operate

Our Commercial Power generation business are located across India which includes 600 MW in Jharsuguda, Odisha, 600 MW BALCO power plant in Chhattisgarh, 100 MW MALCO power plant in Tamil Nadu, 1980 MW TSPL power plant in Punjab and 274 MW HZL with power plants at various locations in India.

Asset Portfolio

Capacity of 3.6 GW (600MW of 2.4GW Vedanta, Jharsuguda, 1,980MW TSPL, 600MW BALCO (of 1200 MW plant), 100MW at MALCO and 274MW at HZL)



Key Operational and Financial Parameters of the Issuer-

(INR in Cr)

Parameters	Mar 2017 #	FY 2015-16 #	FY 2014-15	FY 2013-14
For Non-Financial Entities				
Net worth	76	121	-20	-35
Total Debt	397	390	564	547
of which - Non Current Maturities of Long Term Borrowing	243	121	225	544
- Short Term Borrowing	8	194	25	3
- Current Maturities of Long Term Borrowing	146	75	315	0
Net Fixed Assets	577	601	548	583
Non-Current Assets	591	614	556	587
Cash and Cash Equivalents	4	2	2	1
Current Investments	0	0	25	21
Current Assets	21	20	40	41
Current Liabilities	193	298	391	119
Net sales	106	170	166	100
EBITDA	21	72	76	33
EBIT	-4	47	31	-2
Interest	33	30	32	34
PAT	-46	1	-1	-36
Dividend amounts	0	0	0	0
Current ratio	0.11:1	0.07:1	0.10:1	0.34:1
Interest coverage ratio	0.66:1	2.41:1	2.40:1	0.96:1
Gross debt/equity ratio	12.36:1	12.15:1	17.58:1	54667:1
Debt Service Coverage Ratios	0.12:1	0.69:1	0.22:1	0.96:1

The data for FY 2016-17 & FY 2015-16 are as per the INDAS while the data for FY 2014-15 & FY 2013-14 are as per the initial IGAAP accounting.

* The Issuer undertakes that it shall provide latest Audited or Limited Review Financials in line with timelines as mentioned in Simplified Listing Agreement issued by SEBI vide circular No. SEBI/IMD/BOND/1/2009/11/05 dated May 11, 2009 as amended from time to time, for furnishing / publishing its half yearly/ annual result. Further, the Issuer shall within 180 days from the end of the financial year, submit a copy of the latest annual report to the debenture trustee and the debenture trustee shall be obliged to share the details submitted under this clause with all 'Qualified Institutional Buyers' (QIBs) and other existing debenture-holders within two working days of their specific request.

Project Costs and means of financing, in case of funding of new projects- Not Applicable. Project has already started commercial operations.

Gross Debt Equity Ratio –

Before the Issue of Debt securities – As on 31 st Dec 2016	12.36
After the Issue of debt securities – On the basis of 31 st Dec 2016 Numbers	13.24

The NCD proceeds would be used to repay the existing debts only.

A brief History of the Issuer – Since inception

History

VGCB incorporated subsequent to Letter of Award of Visakhapatnam Port Trust (hereinafter referred to as "VPT") to mechanise & upgrade the existing Coal Handling facility of General Cargo Berth (GCB) of Vishakhapatnam Port Trust on BOOT basis under PPP mode to Consortium of Sesa Sterlite Ltd. and Leighton Welspun Contractor limited 'Leighton'. After the re-organisation, VGCB has become the wholly owned subsidiary of Sesa Sterlite limited which was later renamed as Vedanta limited. A Concession Agreement (CA) has been entered between VGCB and VPT for this project in June 2010 for tenor of 30 years.

Promoters

Vedanta Limited

Vedanta Limited ("VL"), holding company of VGCB, is one of the world's largest diversified natural resource majors having operations across Iron Ore, Copper, Aluminium and Commercial Power. Through its subsidiaries, VL is also engaged in the production of Zinc-Lead-Silver and Oil & Gas. VL was formed in 2013 through the merger of key subsidiaries of Vedanta Group which included Sesa Goa, Sterlite Industries, Sterlite Energy, MALCO & Vedanta Aluminium.

VL is a subsidiary of Vedanta Resources Plc, the London listed FTSE 250 diversified metals and mining company. VL's experience in operating and expanding its businesses in India enables it to capitalize on attractive growth opportunities arising from India's large mineral reserves, relatively low cost of operations and large inexpensive labour and talent pools. VL is ideally positioned to focus and capitalize on India's growth being among the country's leading producers of zinc, lead, silver, copper, aluminium and crude oil.

Further, the geographical location of VL also positions it well to take advantage of the significant growth in industrial production and investments in infrastructure in India, China, Southeast Asia and the Middle East, which it expects will continue to generate strong demand for metals, power and oil and gas.

VL is listed on the Bombay Stock Exchange and the National Stock Exchange in India and has ADRs listed on the New York Stock Exchange. As on Feb 06, 2017, the market capitalisation of VL was Rs. 74206 crore. VL enjoys a credit rating of 'CRISIL AA' and 'CRISIL A1+' for its Long term bank facilities and Short term bank facilities respectively.

For FY2016, the total revenue was Rs. 38,634 crore on a standalone basis and Rs. 68,888 Crore on a consolidated basis.

Details of share capital of VGCB as on last quarter ended 31st Mar 2017.

Particulars	No. of Equity Shares	Face Value	Amount in Rs.
Authorised Share Capital	50,000,000	Rs 10 each	50 Crores
Issued, subscribed and Paid-up Share Capital	32,108,000	Rs 10 each	32.11 Crores

Changes in capital structure (Equity) as on last quarter ended 31st Mar 2017 for the last five years

The initial share capital was Rs.1,00,000 which was increased by way of a further allotment of 32,098,000 equity shares of Rs.10 each at par as fully paid up to Vedanta Limited during 2014-15. Accordingly, the total issued share capital is now at 32,108,000 shares of Rs.10 each fully paidup. VGCB is a 100% owned subsidiary of VL and VL is the subsidiary of Vedanta Resources Plc, London ("Vedanta").



Date of Change (AGM/EGM)	Rs	Particulars
29 th Dec, 2010	500,000,000/-	Authorized capital increased from Rs.100,000/- to Rs.500,000,000/-

Equity Share capital history of the Company as on last quarter end, for the last five years

Date of Allotment	No. of Equity Shares	Face Value (Rs)	Issue Price (Rs)	Consideration	Nature of Allotment	Cumulative			Remarks
						No. of Equity Shares	Equity Share Capital	Equity share Premium (Rs)	
20 th April, 2010	10,000	10	10	Cash	Equity Shares without differential rights	10,000	1,00,000	Nil	Nil
11 th Aug, 2014	24,098,000	10	10	Cash	Equity Shares without differential rights	24,108,000	24,10,80,000	Nil	Nil
21 st Oct, 2014	8,000,000	10	10	Cash	Equity Shares without differential rights	32,108,000	32,10,80,000	Nil	Nil

Details of any acquisition or amalgamation in the last 1 year:

No acquisition or amalgamation has been done in last 1 year.

Details of any reorganization or reconstruction in the last 1 year:

No reorganization or reconstruction has been done in last 1 year.




DETAILS OF SHAREHOLDING PATTERN AS ON THE LAST QUARTER ENDED 31st MAR 2017

S. No	Particulars	Total No of Equity Shares	No of shares in demat form	Total shareholding as % of total no of equity shares
1.	Vedanta Ltd	32,108,000	Nil	100%

Note: No shares have been pledged by promoters

Main Objects of the Company –

- 1) To carry on the business of constructing, erecting, designing, building, transferring, financing, buying, selling, giving or taking on lease or license, repairing, remodeling, demolishing, developing, improving, owning, upgrading, equipping, operating and maintaining the Mechanized Coal Handling Facilities at the General Cargo Berth (GCB) in the outer Harbour of Visakhapatnam Port for handling coking and steam coal and to undertake all works and projects as is necessary, and related, to it, on Build, Operate and Transfer (BOT) basis.
- 2) To enter into joint ventures, consortium agreement, collaborations, any other similar arrangements with other body corporate(s), partnership firm(s), society (ies), trust(s), Government department(s) or any other body(ies) controlled or operated by the Government, whether registered, incorporated or constituted in India or abroad, incorporate Special Purposes Vehicles/subsidiaries Companies/entities, to undertake, execute and/ or finance such businesses, projects envisaged under the Main Objects of the Company.

List of top 10 holders of equity shares of the Company as on the latest quarter ended 31st Mar 2017

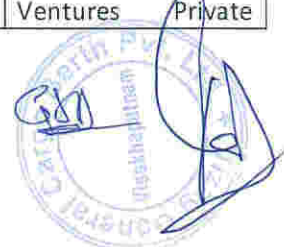
S. No.	Name of the Shareholders	Total no of Equity shares	No of shares in demat form	Total shareholding as % of total no of equity shares
1.	Vedanta Ltd	32,108,000	Nil	100%

Detail of Directors on the Company

(A) Board of Directors as on date

S. No	Name, Designation and DIN	DOB / Age	Address	Director of the Company Since	Details of other Directorships held
1	Mr. Kannan Ramamirtham, Non-Executive Independent Director DIN: 00227980	02.06.1949/68	Karachi Citizens CHS 205-B, New Link Road D.N. Nagar, Andheri (West) Mumbai Maharashtra 400053	31.03.2015	1. Orient Press Limited 2. Orchid Pharma Limited 3. Ram Ratna Wires Limited 4. R R Kabel Limited 5. Bharat Aluminium Co Limited 6. Shasun Pharmaceuticals Limited (Amalgamated) 7. SVL Limited 8. New Leaf Education Products Private Limited

					<p>9. Lakecity Ventures Private Limited</p> <p>10. Orionsayi Consultant Private Limited</p> <p>11. Bharat Re-insurance Brokers Private Limited</p> <p>12. Realtime Techsolutions Private Limited</p>
2	Allam Pallam Ramakrishnan Narayanaswamy, Non-Executive Independent Director, DIN – 00818169	22.12.1951/66	AA-12, Archana Chs, Juhu Versova Link Road, Andheri (West) Mumbai Maharashtra 400053	31.03.2015	<p>1. Hindustan Zinc Limitedz</p> <p>2. Sterlite Technologies ltd.</p> <p>3. Bharat Aluminum Co. Ltd</p> <p>4. Sesa Mining corporation Ltd.</p> <p>5. Sesa Resources Ltd.</p> <p>6. Malco Energy Ltd.</p> <p>7. Sterlite Power Grid Ventures Ltd.</p> <p>8. Sterlite Grid limited</p> <p>9. IBIS Softee Solutions Pvt. Ltd</p> <p>10. IBIS Systems & Solutions Pvt. Ltd</p>
3	Mansoor Siddiqi, Non-Executive Director, DIN – 01256089	31.08.1953/64	103, Bldg No.12, Indra Darshan- II Oshiwara, Andheri (West) Mumbai Mahara shtra 400053	20.04.2010	<p>1. Talwandi Sabo Power Limited</p> <p>2. Paradip Multi Cargo Berth Private Limited</p>
4	Guggilam Rajagopalan Arun Kumar, Non-Executive director, DIN – 01874769	29.06.1971/46	No 340 9th Main 14th Cross Indiranagar 2nd Stage Bangalore Karnataka 560038	20.10.2016	<p>1. Vedanta Limited</p> <p>2. Sesa Resources Ltd.</p> <p>3. Sesa Mining corporation Ltd.</p> <p>4. Sterlite Ports Limited</p> <p>5. Sterlite Infra Limited (Amalgamated)</p> <p>6. Maritime Ventures Private</p>



					Limited 7. Goa Sea Port Private Limited 8. Sesa Community Development Foundation
5	Pooja Yadava, Non Executive woman director, DIN – 07146082	14.12.198 0/37	H-351/B Jade Villas Block H Palam Vihar Gurgaon Haryana 122001	31.03.201 5	NIL

(B) Name of the current directors who are appearing in the RBI defaulter list and/or ECGC default list, if any

No director's name is appearing in the RBI defaulter list and / or ECGC defaulter list.

(C) Details of Change in Directors since last three (3) years

S. No.	Name of Directors and DIN	Date of Appointment	Date of Resignation
1	Dindyal Jalan DIN – 00006882	20 April 2010	20 October 2016
2	Venkatesan Sankaranarayanan DIN – 02237446	24 July 2013	11 August 2014
3	Kannan Ramamirtham DIN – 00227980	31 March 2015	NA
4	Allam Pallam Ramakrishnan Narayanaswamy DIN - 00818169	31 March 2015	NA
5	Pooja Yadava DIN – 07146082	31 March 2015	NA
6	Guggilam Rajagopalan Arun Kumar DIN – 01874769	20 October 2016	NA
7	Pratik Agarwal DIN – 03040062	28 March 2011	21 February 2017

Details of Auditors of the Company

Name	Address	Auditors Since
S.R. Batliboi & Co.	Golf View Corporate Tower B, Sector -42, Sector Road, Gurgaon, Haryana - 122002	FY 2016-17

Details of Auditors since last 3 years:

Auditors have been changed from FY 2016-17 onwards. Detail of previous auditors is as given below:

Name	Address	Auditors Since
Deloitte Haskins & Sells LLP	Deloitte Haskins & Sells LLP Chartered Accountants Tower 3, 27 th – 32 nd Floor,	FY 2011-12

Private Placement
Offer Letter
For private circulation
only



**VIZAG GENERAL CARGO
BERTH PRIVATE LIMITED**

Private &
Confidential

Name	Address	Auditors Since
	IndiaBulls Finance Centre, Elphinstone Mills Compound, Elphinstone (W), Mumbai - 400013	

(Signature)

Details of the Borrowings of the Company as on the latest quarter ended 31st Mar 2017.

Details of Secured Loan Facilities as on 31st Mar 2017

(Rs. Crs unless otherwise specified)

Lender's Name	Type of Facility	Amount Sanctioned	Principal amount outstanding	Repayment Date/ Repayment Schedule	Details of Security
YES Bank Limited	Rupee Term Loan	275	275	Repayable in 10 half yearly instalments from Jan 2018.	Secured by First Pari Passu Charge on all the Movable Properties and current assets of the company. Further, carry the Corporate guarantee of Vedanta limited.
ICICI Bank Limited	Capex Buyers Credit	125	118	Repayable in FY 2017-18	Secured by First Pari Passu Charge on all the Movable Properties and current assets of the company. Further, carry the Corporate guarantee of Vedanta limited.

Details of Unsecured Facilities as on 31st Mar 2017

(Rs. Crs unless otherwise specified)

Lender's Name	Type of Facility	Amount Sanctioned	Principal amount outstanding	Repayment Date/ Repayment Schedule
Vedanta Limited	Inter Corporate Loan	INR 278 Cr	INR 7.75 Cr	Repayable in FY 2017-18
Vedanta Limited	Compulsory Convertible Debentures	INR 150 Cr	INR 150 Cr	Convertible in Mar 2018

Details of NCDs as on 31st Mar 2017

No NCD were outstanding as on 31st Mar, 2017

List of Top 10 Debenture holders as on 31st Mar 2017

No NCD were outstanding as on 31st Mar, 2017

The amount of corporate guarantee issued by the Issuer along with name of the counterparty (like name of subsidiary, JV entity, Group Company, etc) on behalf of whom it has been issued.

No Corporate guarantee issued

Details of Commercial Paper:- The total Face Value of Commercial Papers Outstanding as on the latest quarter ended 31st Mar 2017 :

No Commercial Paper was issued by the issuer.

Details of Rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares) as on 31st Mar 2017

Party name (in case of a facility)/ Instrument name	Type of facility / Instrument	Amt sanctioned / Issued	Principle amount outstanding	Repayment Schedule	Credit Rating	Secured / Unsecured	Security
Vedanta Limited	Compulsory Convertible Debentures	Rs.150 Cr	Rs.150 Crs	Mar'18	NA	Unsecured	NA

Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the Company, in the past 5 years

The Company is discharging all its liabilities in time. The Company has been paying regular interest and principle whenever due. There has been no default in payment of due interest or redemption in relation to debt securities issued / debt taken by the Company in past 5 years.

Details of any outstanding borrowings taken/ debt securities issued where taken / issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option;

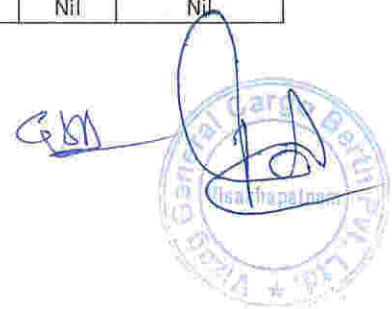
No borrowings taken / debt securities issued (i) for consideration other than cash, in whole or part or (ii) at a premium or discount or (iii) in pursuance of an option.

Details of Promoters of the Company

Details of the promoter holding in the company as on latest quarter ended on 31st Mar 2017

S. No	Name of the shareholders / Promoters	Total No of equity shares	No of shares in demat form	Total shareholding as % of total no of equity shares	No of shares pledge	% of shares pledged with respect to shares owned
1.	Vedanta Ltd	32,108,000	Nil	100%	Nil	Nil

CPA




Abridged Standalone Balance sheet as on 31st March 2017 and 31st March 2016

VIZAG GENERAL CARGO BERTH PRIVATE LIMITED BALANCE SHEET AS AT 31 MARCH, 2017			
	Note No.	As at 31 March, 2017 (Rupees)	As at 31 March, 2016 (Rupees)
ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	4A	14,613,589	18,817,334
(b) Other intangible assets	4B	5,750,581,393	5,989,707,789
(c) Financial assets			
(i) Trade Receivable	5	17,022,351	-
(ii) Others financial asset	6	26,051,228	26,051,228
(d) Other non-current assets	7	103,736,709	109,187,776
Total non current assets		5,912,005,271	6,143,764,127
2 Current assets			
(a) Inventories	8	18,890,624	43,029,402
(b) Financial assets			
(i) Investments	9	-	-
(ii) Trade receivables	10	132,568,352	114,309,517
(iii) Cash and cash equivalents	11	35,028,597	18,070,680
(iv) Loans	12	62,252	-
(v) Other financial assets	13	1,156,589	2,846,175
(c) Other current assets	14	24,880,618	17,365,035
Total current assets		212,587,032	195,620,810
Total assets		6,124,592,303	6,339,384,937
EQUITY AND LIABILITIES			
1 EQUITY			
(a) Equity Share capital	15A	321,080,000	321,080,000
(b) Other equity	15B	438,985,695	892,295,688
Total equity		760,065,695	1,213,375,688
2 LIABILITIES			
Non-current Liabilities			
(a) Financial liabilities			
(i) Borrowings	16	2,430,703,737	1,214,566,465
(b) Deferred tax liabilities (Net)	32	691,527,925	598,838,021
(c) Other non-current liabilities	17	314,290,790	328,248,910
Total non current liabilities		3,436,522,452	2,141,653,396
Current liabilities			
(a) Financial liabilities - current			
(i) Borrowings	18	77,500,000	1,935,000,000
(ii) Trade payables	19	73,965,740	74,275,151
(iii) Other financial liabilities	20	1,731,179,808	926,063,594
(b) Other current liabilities	21	37,764,626	42,765,669
(c) Provisions	22	7,593,981	6,251,438
Total current liabilities		1,928,004,155	2,984,355,852
Total liabilities		5,364,526,607	5,126,009,249
Total equity and liabilities		6,124,592,302	6,339,384,937



Abridged Standalone Statement of Profit & Loss for the year ended on 31st Mar 2017 and 31st Mar 2016

VIZAG GENERAL CARGO BERTH PRIVATE LIMITED			
STATEMENT OF PROFIT AND LOSS (INCLUDING OTHER COMPREHENSIVE INCOME)			
FOR THE YEAR ENDED 31 MARCH, 2017			
	Note No.	Year ended 31 March, 2017 (Rupees)	Year ended 31 March, 2016 (Rupees)
I Income			
(a) Revenue from operations	23	1,057,517,413	1,711,982,426
(b) Other income	24	19,188,933	21,010,635
Total income		1,076,706,346	1,732,993,061
II Expenses			
(a) Employee benefits expense	25	51,661,651	65,467,512
(b) Finance costs	26	325,160,100	299,664,738
(c) Depreciation and amortization expense	4B	252,134,485	249,702,228
(d) Other expenses	27	810,312,567	946,781,699
Total expenses		1,439,268,803	1,561,616,176
III Profit before tax for the year		(362,562,457)	171,376,885
IV Tax expense			
(a) Current tax		92,689,898	160,941,620
(b) Deferred tax	32	92,689,898	160,941,620
V Profit for the year		(455,252,355)	10,435,265
VI Other comprehensive income			
(a) Items that will not be reclassified to profit or (loss) - Remeasurement of defined benefit plans		1,924,373	(347,586)
VII Total comprehensive income for the period		(453,327,982)	10,087,679
VIII Earnings per equity share			
(a) Basic - Face value 10 /-	36	(14.18)	0.33
(b) Diluted - Face value 10 /-	36	(14.18)	0.06



Abridged Standalone Cash Flow Statement for the year ended on 31st March 2017 and 31st March 2016

VIZAG GENERAL CARGO BERTH PRIVATE LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2017			
Particulars	Note No.	Year ended 31.03.2017	Year ended 31.03.2016
		(Rupees)	(Rupees)
A. Cash flows from operating activities			
Profit / (Loss) before tax		(362,562,457)	171,376,885
Adjustments for :			
Depreciation and amortisation expense		252,134,485	249,702,228
Finance costs recognised in profit or loss		325,160,100	299,664,738
Interest income recognised in profit or loss		(4,259,760)	(1,203,254)
Net (gain) / Loss on derecognition of financial assets measured at: FVTPL		(823,893)	(3,458,348)
Liabilities / provisions no longer required written back		-	(41,665,360)
Deferred Government grant		(13,968,052)	(13,968,054)
Net (gain) / Loss on foreign currency transactions and translation		503,148	(1,482,195)
Actuarial loss recognised in other comprehensive income		1,924,373	(347,586)
Operating profit before working capital changes		198,107,944	658,619,054
Adjustments for (increase) / decrease in operating assets:			
Inventories		24,138,778	(9,947,677)
Trade receivables		(35,281,186)	(46,063,322)
Other current and non-current assets		(437,182)	(46,856,582)
Adjustments for (increase) / decrease in operating liabilities:			
Trade and other payable		(309,411)	43,898,428
Other current and non-current Liabilities		76,778,327	(62,940,643)
Short-term provisions		1,342,543	767,413
Net cash flow from operating activities (A)		264,339,812	537,476,671
B. Cash flows from investing activities			
Capital expenditure on fixed assets including capital advances		(30,774,872)	(16,552,189)
Purchased of current investments not considered as cash and cash equivalents		(558,999,086)	(948,000,000)
Proceeds from sale of current investments		558,999,086	1,202,774,568
Interest received		3,214,944	120,325
Net cash flow from investing activities (B)		(27,559,928)	238,342,704
C. Cash flows from financing activities			
Proceeds from issue of equity shares		-	-
Proceeds from long-term borrowings		2,750,000,000	1,164,922,606
Proceeds from short-term borrowings		787,500,000	1,935,000,000
Repayment of short-term borrowings		(3,395,000,000)	(3,393,533,918)
Interest and finance charges paid		(362,321,967)	(480,321,490)
Net cash flow used in financing activities (C)		(219,821,967)	(773,932,802)
Net increase in cash and cash equivalent (A+B+C)		16,957,917	1,886,573
Cash and cash equivalents at beginning of the year		18,070,680	16,184,108
Cash and cash equivalents at the end of the year	11	35,028,596	18,070,680



Abridged Standalone Balance sheet as on 31st March 2015 and 31st March 2014

VIZAG GENERAL CARGO BERTH PRIVATE LIMITED
BALANCE SHEET AS AT 31 MARCH, 2015

Particulars	Note No.	As at	As at
		31.03.2015 (Rupees)	31.03.2014 (Rupees)
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	321,080,000	100,000
(b) Reserves and surplus	4	(523,365,493)	(514,879,641)
2 Share application money pending allotment		-	167,980,000
3 Non-current liabilities			
(a) Long-term borrowings	5	2,250,000,000	5,441,162,869
4 Current liabilities			
(a) Short-term borrowings	6	245,042,983	25,522,836
(b) Trade payables	7	74,312,594	69,581,483
(c) Other current liabilities	8	3,581,600,925	1,085,953,409
(d) Short-term provisions	9	5,484,025	5,284,067
TOTAL		5,954,455,033	6,280,715,023
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	5,478,499,193	5,800,363,618
(ii) Intangible assets	10	2,070,820	3,722,715
(iii) Capital work-in-progress		-	22,379,440
(b) Long-term loans and advances	11	77,681,239	46,327,751
2 Current assets			
(a) Current investments	12	248,796,103	214,630,610
(b) Inventories	13	33,081,721	3,219,721
(c) Trade receivables	14	68,246,195	80,649,694
(d) Cash and cash equivalent	15	16,164,108	6,028,003
(e) Short-term loans and advances	16	16,801,108	92,061,951
(f) Other current assets	17	13,094,459	10,530,710
TOTAL		5,954,455,033	6,280,715,023



Abridged Standalone Statement of Profit and Loss for the year ended on 31st March 2015 and 31st March 2014

VIZAG GENERAL CARGO BERTH PRIVATE LIMITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2015			
Particulars	Note No.	For the year ended 31.03.2015 (Rupees)	For the year ended 31.03.2014 (Rupees)
1 Income			
(a) Revenue from operations	18	1,659,129,358	1,001,968,546
(a) Other income	19	177,153,729	55,067,126
Total Revenue		<u>1,836,283,087</u>	<u>1,057,035,672</u>
2 Expenses:			
(a) Employee benefits expense	20	61,761,220	73,955,267
(b) Finance costs	21	317,927,798	336,869,493
(c) Depreciation and amortization expense	10	454,127,749	351,435,959
(d) Other expenses	22	1,010,932,172	656,390,996
Total expenses		<u>1,844,768,939</u>	<u>1,420,651,735</u>
3 Profit/(Loss) before tax		(8,485,852)	(363,616,063)
4 Tax expense			
5 Profit/(Loss) for the year		<u>(8,485,852)</u>	<u>(363,616,063)</u>
Earnings per equity share	23.11		
Nominal value of share Rs. 10			
(1) Basic		(0.45)	(36,361.61)
(2) Diluted		(0.45)	(36,361.61)



Abridged Standalone Cash Flow Statement for the year ended on 31st March 2015 and 31st March 2014

**VIZAG GENERAL CARGO BERTH PRIVATE LIMITED
CASH FLOW STATEMENT FOR THE PERIOD ENDED 31 MARCH, 2015**

	Note No.	Year ended 31.03.2015 (Rupees)	Year ended 31.03.2014 (Rupees)
A. Cash flows from operating activities			
Net Profit (loss) before tax		(8,485,852)	(363,616,063)
Adjustment for:			
Depreciation		454,127,749	351,435,909
Finance Cost		317,927,798	359,471,203
Loss on Damage to asset		-	1,226,410
Mark to Market (Gain)/Loss on Derivative (Forward Cover)		(10,937,160)	(69,162,987)
Profit on sale of investment		(12,044,807)	(10,318,240)
Operating profit before working capital changes		740,587,728	359,636,362
Adjustments for (increase) / decrease in operating assets:			
Inventories		(29,861,998)	(3,219,721)
Trade receivables		12,403,498	(67,399,090)
Short-term loans and advances		92,586,263	119,800,321
Long-term loans and advances		(48,884,332)	(20,805,881)
Other current assets		(12,500,909)	(10,530,710)
Adjustments for increase / (decrease) in operating liabilities:			
Trade payables		4,731,106	69,531,488
Other current liabilities		(546,017,257)	20,413,987
Short-term provisions		189,958	5,294,057
Net cash flow from / (used in) operating activities (i)		112,434,058	382,172,663
B. Cash flows from investing activities			
Purchase of Fixed Assets including capital work in progress		(29,827,850)	(92,871,449)
Purchase of Investments		(1,543,400,000)	(949,661,884)
Sale of Investments		1,521,279,327	825,674,546
Net cash flow from / (used in) investing activities (ii)		(51,948,523)	(217,058,787)
C. Cash flows from financing activities			
Proceeds from Issue of Equity Share Capital		153,000,000	-
Proceeds from long-term borrowings		-	3,084,471,347
Proceeds from short-term borrowings		152,878,140	2,425,102
Payment of short-term borrowings		(26,326,471)	-
Interest and finance charges paid		(317,927,798)	(359,075,015)
Repayment of other long-term borrowings		-	(2,926,740,105)
Rollover gain/(loss) on Forward Cover (Net)		(12,754,098)	31,427,909
Net cash flow from / (used in) financing activities (iii)		(51,130,227)	(158,490,682)
Net (decrease)/increase in cash and cash equivalent (i+ii+iii)		9,355,304	6,623,383
Cash and cash equivalents at beginning of the year		6,828,803	- 205,410
Cash and cash equivalents at the end of the year	15	16,184,108	6,828,803




DISCLOSURE WITH REGARD TO THE INTEREST OF DIRECTORS, LITIGATION ETC.

- (a) 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

No interest of any directors, promoters or key managerial personnel in the offer.

- (b) 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 Issuer 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

i) Ongoing legal proceedings against the Issuers

1) Writ Petitions filed against the company in Hon'ble High Court –

- In year 2012 a Writ petition was filed by Paryavarana Parirakshana Samithi against central and state government departments and our company. The petitioners claim to be fighting for pollution-free environment in the city and filed this PIL before AP High Court for Writ of Mandamus declaring environmental clearance given by Ministry of Environment and Forest and consequential Consent for Establishment given by State Pollution Control Board is illegal and for directions to all Respondents to forbear from proceeding with the project. The matter has not yet been heard by the Court.
- Writ petition was filed by one Mr. S. Arif Ahmed against Union of India, Visakhapatnam Port Trust, A.P. Pollution Control Board and our Company, for handling of Non-Coal cargo at our Company. The matter has not yet been heard by the Hon'ble High Court.
- Writ Petition was filed in 2016 by our competitors against Union of India, Visakhapatnam Port Trust and our company, seeking directions on cargo movement by roadways. The court has issued orders.

2) Writ petition filed by the Company in Hon'ble High Court

- A writ was filed against Vishakhapatnam Port Trust in 2015, praying for dismissal of the respondent's instructions to collect engine hire charges from customers and deposit the same in their account. The matter is reserved for hearing.

ii) Ongoing tax proceedings against the Issuers

- 1) The Commissioner of Service tax has passed an order in Apr'2017 for an amount of Rs.5,00,05,404/- levying service tax on Berth hire charges received during 2012-13 and 2013-14 and disallowing the CENVAT credit availed on capital goods during the period 2011-12 to 2014-15.



Private Placement
Offer Letter
For private circulation
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VIZAG GENERAL CARGO
BERTH PRIVATE LIMITED

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- (c) Remuneration of directors by way of Sitting Fees (during the current year and last three financial years)

F.Y. 2016-17	Rs 4 Lac
F.Y. 2015-16	Rs. 4.20 Lac
F.Y. 2014-15	NIL
F.Y. 2013-14	NIL



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:

Related Party transaction entered in financial year 2016-17

Sl No	Transactions during the year	Year ended 31 March, 2017 (Rupees)	Year ended 31 March, 2016 (Rupees)
(i)	Short-term borrowings taken during the year - Vedanta Limited (Formerly Sesa Sterlite Limited)	787,500,000	2,250,000,000
(ii)	Income from port operations * - Vedanta Limited (Formerly Sesa Sterlite Limited) - Bharat Aluminium Company Limited - Maritime Ventures Private Limited	522,000 757,900 428,565,504	580,854 1,596,915 773,045,459
(iii)	Services taken from - Vedanta Limited (Formerly Sesa Sterlite Limited)	-	823,865
(iv)	Employee benefit expenses charged by * - Vedanta Limited (Formerly Sesa Sterlite Limited) - Vedanta Limited (Formerly Sesa Sterlite Limited) - Talwandi Saboo Private Limited	(2,993,718) 171,685 72,739	2,771,619 - -
(v)	Employee benefit expenses charged to * - Vedanta Limited (Formerly Sesa Sterlite Limited) - Maritime Ventures Private Limited - Talwandi Saboo Private Limited	1,978,453 2,801,016 74,835	376,948 2,880,517 235,894
(vi)	Finance cost charged by Vedanta Limited (Formerly Sesa Sterlite Limited) * - Interest on on debentures measured at amortised cost - Other borrowing costs - Interest on buyers credit measured at amortised cost	213,325 9,622,339 65,220,616	308,707 7,103,185 169,187,671
(vii)	Reimbursement of expenses to/(from) -net * - Talwandi Saboo Private Limited - Sterlite Technologies Limited - Vedanta Limited (Formerly Sesa Sterlite Limited) - Maritime Ventures Private Limited - Sterlite Port Limited	20,601 - 776,442 1,346,467 172,462	136,288 - 4,139,219 7,261,576 -


* Details of related party transactions are reported by excluding taxes, if any



Related Party transaction entered in financial year 2015-16:

Sl No	Transactions during the year	As at 31.03.2016 (Rupees)	As at 31.03.2015 (Rupees)
(i)	Short-term borrowings taken from - Vedanta Limited (Formerly Sesa Sterlite Limited)	2,250,000,000	-
(ii)	Rendering of services to * - Vedanta Limited (Formerly Sesa Sterlite Limited) - Bharat Aluminium Company Limited - Maritime Ventures Private Limited	580,854 1,596,915 773,045,459	- - 472,003,435
(iii)	Services taken from - Vedanta Limited (Formerly Sesa Sterlite Limited)	823,865	-
(iv)	Employee benefit expenses charged by * - Vedanta Limited (Formerly Sesa Sterlite Limited)	2,771,619	28,184,892
(v)	Employee benefit expenses charged to * - Vedanta Limited (Formerly Sesa Sterlite Limited) - Black Mountain Mine - Bharat Aluminium Company Limited - Maritime Ventures Private Limited - Talwandi Saboo Private Limited	376,948 - - 2,880,517 235,894	1,446,690 113,204 73,102 4,162,407 -
(vi)	Finance cost charged by Vedanta Limited (Formerly Sesa Sterlite Limited) * - Interest on Compulsory Convertible Debentures - Corporate Guarantee commission - Interest on Short term borrowing	1,500,000 7,103,185 169,187,671	1,500,000 12,939,408 -
(vii)	Reimbursement of expenses to/(from) -net * - Talwandi Saboo Private Limited - Sterlite Technologies Limited - Vedanta Limited (Formerly Sesa Sterlite Limited) - Maritime Ventures Private Limited	136,288 - 4,139,219 7,261,576	44,167 - 2,635,360 12,174,930

* Details of related party transactions are reported by excluding taxes, if any




Related Party transaction entered in financial year 2014-15:

Sl No	Transactions during the year	As at 31.03.2015 (Rupees)	As at 31.03.2014 (Rupees)
(i)	Rendering of services to * - Vedanta Limited - Power Division (Formerly Sesa Sterlite Limited) - Maritime Ventures Private Limited	- 472,003,435	15,360,734 210,968,261
(ii)	Employee benefit expenses charged by * - Vedanta Limited (Formerly Sesa Sterlite Limited) - Bharat Aluminium Company Limited	28,184,892 -	38,815,809 1,044,382
(iii)	Employee benefit expenses charged to * - Vedanta Limited (Formerly Sesa Sterlite Limited) - Black Mountain Mine - Bharat Aluminium Company Limited - Maritime Ventures Private Limited	1,446,690 113,204 73,102 4,162,407	553,349 - - -
(iv)	Finance cost charged by Vedanta Limited (Formerly Sesa Sterlite Limited) * - Interest on Compulsory Convertible Debentures - Corporate Guarantee commission	1,500,000 12,939,408	1,500,000 13,375,669
(v)	Reimbursement of expenses to/(from) - Net * - Talwandi Saboo Private Limited - Sterlite Technologies Limited - Vedanta Limited (Formerly Sesa Sterlite Limited) - Maritime Ventures Private Limited	44,167 - 2,635,360 12,174,930	57,783 (350,000) 1,931,803 -

* Details of related party transactions are reported by excluding taxes, if any

- a) Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer 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:

No reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter

- b) 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

Nil

- c) 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





ISSUE/INSTRUMENT SPECIFIC REGULATIONS – RELEVANT DETAILS

The issue of Debentures is in compliance with/governed by the relevant provisions of applicable law including the following:

- a) Companies Act, 1956;
- b) Companies Act, 2013;
- c) Companies (Share Capital and Debentures) Rules, 2014;
- d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time; and
- e) The Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended from time to time.

G.M.
A circular blue ink stamp of Vizag General Cargo Berth Private Limited. The text around the perimeter of the stamp reads "Vizag General Cargo Berth Private Limited". In the center of the stamp, there is a handwritten signature in blue ink.

A faint, circular blue ink stamp located at the bottom left of the page. The text within the stamp is mostly illegible due to fading, but it appears to contain the name of the company and possibly a date or reference number.

DETAILS OF SECURITIES ISSUED AND SOUGHT TO BE LISTED

Issuer	Vizag General Cargo Berth Private Limited
Security Name	8.25% VGCB Sept 2020
Type of Instrument	Rated, Taxable, Secured, Listed, Redeemable, Non-Convertible Debentures
Nature of Instrument	Secured
Seniority	Senior
Mode of Issue	Private Placement
Eligible Investors	<p>The following categories of investors, specifically approached, are eligible to apply for this private placement of NCD's:</p> <ol style="list-style-type: none"> 1. Scheduled Commercial Banks; 2. Financial Institutions 3. Insurance Companies 4. Primary/ State/ District/ Central Co Operative Banks (subject to permission from RBI) 5. Regional Rural Banks 6. Mutual Funds 7. Companies, Bodies Corporate authorised to invest in Debentures 8. Trust, provident funds, Gratuity, Superannuation & Pension Funds, subject to their investment guidelines. 9. Any other investor(s) authorized to invest in the private placement.
Listing	The Debentures shall be listed on Bombay Stock Exchange of India Limited ("BSE"). Listing will be done within 15 days from the Deemed Date of Allotment. The Company shall ensure that the Debentures are listed within 15 days from the Deemed Date of Allotment.
Rating of the Instrument	CRISIL AA (SO)/ Stable
Issue Size	Rs. 425,00,00,000/- (4250 Non-Convertible Debentures of Rs. 10,00,000/- each)
Option to retain Oversubscription	Not Applicable
Purpose and Objects of the Issue	Proceeds of the issue may be utilised for repayment / prepayment of existing debt, various capex / operational payments and for general corporate purposes.
Tenor	3 years 136 days
Coupon Rate / Interest Rate	8.25% per annum, payable annually. Any applicable tax deduction / withholding required to be done by the Issuer, shall be done from the interest payable and the Issuer shall provide a certificate of such tax deduction / withholding to the Investor.
Step Up / Step Down Coupon Rate	N.A.
Coupon Payment Frequency	As stated below
Coupon Payment Dates	<p>First Coupon Payment Date: 17th May 2018 Second Coupon Payment Date: 17th May 2019 Third Coupon Payment Date: 15th May 2020 Fourth Coupon Payment date: 30th Sept 2020.</p>
Coupon Reset Process	None
Coupon Type	Fixed
Day count basis	<p>Actual/Actual Basis Interest payable on the Debentures will be calculated on the basis of actual number of days elapsed in a year of 365 or 366 Days as the case may be</p>

Interest on Application Money	At the coupon rate (subject to deduction of tax of source, as applicable) from the date of realization of cheque(s) / demand draft(s) up to one day prior to the Deemed Date of Allotment.
Default Interest	In case of default in the payment of interest and / or principal redemption on the due dates, additional interest at 2% over the Coupon Rate will be payable by the Issuer till the date of cure of the concerned default.
Issue Price / Face Value	At par. Rs. 10,00,000/- per debenture
Redemption Amount	At Par. Face value of the Debenture plus any coupon which may have accrued on the Redemption Date
Redemption Date	30 th Sept 2020 (3 years 136 days)
Redemption Premium / Discount	Nil
Minimum Application Size	1 Debenture of Rs. 10,00,000/- each and in multiple of 1 Debenture thereafter for each series
Market Lot	1 Debenture
Discount at which security is issued	N.A., as the security is being issued at par
Put & Call Option	Not Applicable
Put Option Date	Not Applicable
Put Option Price	Not Applicable
Call Option Date	Not Applicable
Call Option Price	Not Applicable
Put Notification time	Not Applicable
Call Notification time	Not Applicable
Issue Timing	
Issue Opening Date	17 th May 2017
Issue Closing Date	17 th May 2017
Pay-in Date	17 th May 2017
Deemed Date of Allotment	17 th May 2017
Issuance Mode	Dematerialised only
Trading Mode	Dematerialised only
Settlement Mode of the Instrument	The payment of the due interest and / or principal shall be done by way of RTGS/Electronic fund transfer/ cheque to the holders of the NCDs as on the Record Date
Settlement	Credit to the demat account of the investor shall be given within 2 Working Days from the Deemed date of the allotment
Depository	National Securities Depository Limited (NSDL)/ Central Depository Services Limited (CDSL)
Business Days / Working Days	<p>A "Business Day"/ "Working Day" shall be a day on which commercial banks are open for business in the city of Mumbai.</p> <p>If any Coupon Payment Date, except the last coupon payment date, falls on a day that is not a Business Day, the payment shall be made by the Issuer on the immediately succeeding Business Day.</p> <p>If the Redemption Date, also being the last Coupon Payment Date, of the Bonds falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the immediately preceding Business Day along with the interest accrued on the Bonds until the date of maturity.</p>

	In the event the Record Date falls on a day which is not a Business Day, the immediately preceding Business Day will be considered as the Record Date.
Record Date	15 Days prior to each Coupon Payment / Redemption Date.
Security	(i) Secured by way of first pari-passu charge on the specific movable and/or immovable Fixed Assets, as may be identified and notified by the Issuer to the Security Trustee from time to time, with minimum asset coverage of 1 time of the aggregate face value of Bonds outstanding at any point of time. (ii) Unconditional and Irrevocable Corporate Guarantee of Vedanta Limited
Security Creation	<p>The Company shall execute a Debenture Trust Deed in Form No. SH.12 or as near thereto as possible, in favour of the Debenture Trustee within sixty days of Deemed Date of Allotment of the Bonds and submit with Stock Exchange and Debenture Trustee / Bondholders, within five working days of execution of the same for uploading on its website.</p> <p>In the event of delay in execution of Debenture Trust Deed within sixty days of Deemed Date of Allotment of the Bonds or delay in the creation of pari-passu charge on the security within 60 days from the Deemed Date of Allotment, the Company shall refund the subscription with the Coupon Rate or pay penal interest at the rate of 2.00% p.a. over the Coupon Rate till these conditions are complied with, at the option of the Bondholders.</p> <p>The Company shall create charge over specific fixed assets and file the same with ROC within 180 days of the deemed date of allotment. Provided that the charge as mentioned before has been created and filed with ROC, the company shall complete other procedural formalities, if any applicable, within 180 days from deemed date of allotment. (Debenture Trust Deed to be executed within 60 days. 180 days is applicable for security creation for providing minimum 1 time security cover.)</p>
Future Borrowings and Automatic Approvals to the Issuer	<p>As long as the Company maintains the stipulated security cover in respect NCDs, the Company shall be entitled to borrow/ raise loans or avail of financial assistance in whatever form and also issue Debentures / Notes / other securities in any manner and to change its capital structure without the consent of Debenture holders/Debenture Trustee.</p> <p>Further, the Company shall not be required to obtain debenture holders/ debenture trustee consent for creating pari passu charge on the assets given as a security or otherwise for further borrowings till the time stipulated security cover/Asset cover is maintained.</p> <p>In case, pari passu letter for any charge creation is requested by the Issuer, Debenture Trustee shall be empowered to issue the same without seeking consent from the Debenture holders, as long as the Issuer satisfies the above requirement of minimum security cover maintenance by way of a practicing Chartered Accountant's certificate.</p> <p>The Issuer Company shall not be required to obtain any approval/consent /NOC from the NCD holders / Debenture Trustee for any merger / amalgamation /restructuring scheme of the Issuer, by whatever name called, within the Vedanta Group.</p>
Name of the	Axis Trustee Services Limited

Debenture Trustee	
Roles and Responsibilities of Debenture Trustee	The Trustees shall perform its duties and obligations and exercise its rights and discretions, in keeping with the trust reposed in the Trustees by the holder(s) of the Bonds and shall further conduct itself, and comply with the provisions of all applicable laws. The Trustees shall carry out its duties and perform its functions as required to discharge its obligations under the terms of SEBI Debt Regulations, the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the Debenture Trusteeship Agreement, Disclosure Document and all other related transaction documents, with due care, diligence and loyalty.
Governing laws and jurisdiction	The Bonds are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof shall be subject to the jurisdiction of district courts of Mumbai, Maharashtra
Other Terms	Other terms of the Debentures are as set out under Annexure I

Illustration of Bond Cash Flows

As per the SEBI Circular No. CIR/IMD/DF/18/2013 dated October 29, 2013, the cash flows emanating from the Debentures are mentioned below by way of an illustration.

Cash Flow / Payment Date in relation to 8.25% VGCB Sep, 2020	Principal Repayment	Coupon	Redemption Premium	Total Payment (Rs)
May 17, 2018	Nil	INR 35,06,25,000/-	Nil	INR 35,06,25,000/-
May 17, 2019	Nil	INR 35,06,25,000/-	Nil	INR 35,06,25,000/-
May 15, 2020	Nil	INR 34,87,09,016/-	Nil	INR 34,87,09,016/-
September 30, 2020	INR 425,00,00,000/-	INR 13,25,65,068/-	Nil	INR 438,25,65,068/-

Cash Flows in case Call Option/Put Option is exercised.	Principal Repayment	Coupon	Redemption Premium	Total Payment
	NA			

If any Coupon Payment Date, except the last coupon payment date, falls on a day that is not a Business Day, the payment shall be made by the Issuer on the immediately succeeding Business Day. If the Redemption Date, also being the last Coupon Payment Date, of the Bonds falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the immediately preceding Business Day along with the interest accrued on the Bonds until the date of maturity.



MANAGEMENT'S PERCEPTION OF RISK FACTORS

The Issuer believes that the following factors may affect its ability to fulfil its obligations under the Debentures. These risks may include, among others, business aspects, equity market, bond market, interest rate, market volatility and economic, political and regulatory risks and any combination of these and other risks. Prospective investors should carefully consider all the information in this Offer Letter, including the risks and uncertainties described below, before making an investment in the Debentures. All of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.

Risk Factors

An investment in Debentures involves a high degree of risk. Investors should carefully consider each of the following risk factors and all the information set forth in this Offer Letter before making an investment in our Debentures. The risks and uncertainties described in this section are not the only risks that the Issuer currently faces. Additional risks and uncertainties not presently known to the Issuer may also have an adverse effect on the Issuer's business, results of operations and financial condition. If any particular or some combinations of the following risks or other risks that are not currently known actually occur, the business prospects, results of operations and financial condition of the Issuer could be adversely affected. The actual occurrence of such risks will also affect the trading price of the Debentures and the value of your investment could decline or be lost.

Risk Factors in relation to the Debentures

Taxation: Potential purchasers and sellers of the Debentures should be aware that they may be required to pay taxes in accordance with the laws and practices of India. Payment and/or delivery of any amount due in respect of the Debentures will be conditional upon the payment of all applicable taxes, duties and/or expenses.

Potential investors who are in any doubt as to their tax position should consult their own independent tax advisers. In addition, potential investors should be aware that tax regulations and their application by the relevant taxation authorities change from time to time. Accordingly, it is not possible to predict the precise tax treatment which will apply at any given time.

Interest Rate Risk: All securities where a fixed rate of interest is offered are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, i.e. when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fluctuation in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Any increase in rates of interest is likely to have a negative effect on the price of the Debentures.

The Debentures may be illiquid: It is not possible to predict if and to what extent a secondary market may develop in the Debentures or at what price the Debentures will trade in the secondary market or whether such market will be liquid or illiquid. As specified in this Offer Letter, an application has been made to list the Debentures on the Bombay Stock Exchange and an in-principle approval has been obtained. If the Debentures are so listed or quoted or admitted to trading on the Bombay Stock Exchange (BSE), no assurance is given by the BSE that any such listing or quotation or admission to trading will be maintained. The fact that the Debentures may be so listed or quoted or admitted to trading does not necessarily lead to greater liquidity than if they were not so listed or quoted or admitted to trading.

The Issuer may, but is not obliged to, at any time purchase the Debentures at any price in the open market or by tender or private agreement. Any Debentures so purchased may be resold or surrendered for cancellation. The more limited the secondary market is, the more difficult it may be for holders of the Debentures to realise value for the Debentures prior to redemption of the Debentures.

Downgrading in credit rating: The Debentures have been rated by the Credit Rating Agency as having CRISIL AA (SO)/ Stable Outlook rating for the issuance of Debentures for an aggregate amount of INR 425 Crores

The Issuer cannot guarantee that this rating will not be downgraded. Such a downgrade in the credit rating may lower the value of the Debentures and may also affect the Issuer's ability to raise further debts.

The Issuer has limited sources of funds to fulfil its obligations under the Debentures: If there is a shortfall in any amounts then due and payable pursuant to the terms of the Debentures, the Issuer may not have sufficient funds to make payments on the Debentures and the Debenture Holders may incur a loss on the Debenture amount and redemption premium. The ability of the Issuer to meet its obligations to pay any amounts due to the Debenture Holders under the Debentures will ultimately be dependent upon funds being received from internal accruals and/or borrowings. The Issuer is therefore generally exposed to the credit risk of the relevant counterparties in respect of such payments.

The Debentures may not be a suitable investment for all investors: Potential investors should ensure that they understand the nature of the Debentures and the extent of their exposure to risk, that they have sufficient knowledge, experience and access to professional advisers such as legal, tax, accounting and other advisers to make their own legal, tax, accounting and financial evaluation of the merits and risks of investment in the Debentures and that they consider the suitability of the Debentures as an investment in the light of their own circumstances and financial condition. These risks may include, among others, equity market risks, bond market risks, interest rate risks, market volatility and economic, political and regulatory risks and any combination of these and other risks.

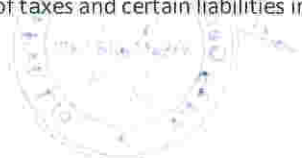
Delays in court proceedings in India: If any dispute arises between the Issuer and any other party, the Issuer or such other party may need to take recourse to judicial proceedings before courts in India. It is not unusual for court proceedings in India to continue for extended periods. Disposition of cases may be further subject to various delays including multiple levels of appellate adjudication.

Exercise of powers by the Debenture Trustee is subject to equitable principles and supervisory powers of courts: The exercise by the Debenture Trustee of the powers and remedies conferred on it under the Debentures and the Debenture Documents or otherwise vested in it by law, will be subject to general equitable principles regarding the enforcement of security, the general supervisory powers and discretion of the Indian courts in the context thereof and the obtaining of any necessary governmental or regulatory consents, approvals, authorisations or orders.

Debenture Trustee has the right to agree to certain amendments without consent of Debenture Holders: The Debenture Trustee has the right, without requiring the consent of the Debenture Holders to agree to any modification to the Debenture Document which is, in its opinion, of a formal minor or technical nature or to correct a manifest error. The Debenture Trustee may also so agree to any modification to the Debenture Document that is, in its opinion, not materially prejudicial to the interests of the Debenture Holders.

The right of the Debenture Holders to receive payments under the Debentures will be junior to certain tax and other liabilities preferred by law: The Issuer will be applying for a no-objection certificate from the income tax authorities under section 281 of the Income Tax Act, 1961 in respect of the security to be created for the Debentures. The Issuer cannot guarantee that this no-objection certificate will be granted, and if such certificate is not available prior to creation of the security, the assets subject to the security may be subject to prior claims by the income tax authorities

The right of the Debenture Holders to receive payments under the Debentures will be junior to certain tax and other liabilities preferred by law on an insolvency of the Issuer: The Debentures will be subordinated to certain liabilities preferred by law such as claims of the Government of India on account of taxes and certain liabilities incurred in the ordinary course of the Issuer's business (including workmen's



dues). Upon an order for winding-up in India, the assets of a company are vested in a liquidator who has wide powers to liquidate such company to pay its debt and administrative expenses.

Receipt of coupon or principal is subject to the credit risk of the Issuer: Investors should be aware that the receipt of any coupon payment and principal amount at maturity is subject to the credit risk of the Issuer. Any stated credit rating of the Issuer reflects the independent opinion of the referenced rating agency as to the creditworthiness of the rated entity but is not a guarantee of credit quality of the Issuer. Any downgrading of the credit ratings of the Issuer by the rating agency may lower the value of the Debentures.

Risks in Relation to Indian Market, Economy and Political Situation

Future legal and regulatory obstructions: The central and state governments serve multiple roles in the Indian economy, including producers, consumers and regulators, which may have a significant influence on the Issuer. Future government policies and changes in laws and regulations in India, including applicable foreign exchange laws and comments, statements, policy changes or any adverse interpretation of applicable law by any regulator, including but not limited to the SEBI or the RBI, may adversely affect the Debentures. The timing and content of any new law or regulation is not within the Issuer's control and such new law, regulation, comment, statement, policy change or adverse interpretation by any regulator could have an adverse effect on the market for and the price of the Debentures.

Further, the SEBI, the Bombay Stock Exchange, the ROC or other regulatory authorities may require clarifications on this Offer Letter, which may cause a delay in the issuance of the Debentures or may result in the Debentures being materially affected or even rejected.

Risk Factors in relation to the Issuer and Industry:

Expansion Projects: NIL.

Coal Security Risk: Due to lower import volumes of Coal in India and priority of Government in Coal India usage & productions may affect the operational performance of Company.

Legal Risk: Outcome of legal cases pending with judicial authorities may not be in favour of the Company

Currency Risk: Any adverse movement in exchange rate may affect the liability for unhedged foreign currency exposure of Company.

SERVICING OF EXISTING DEBT, PAYMENT OF DUE INTEREST ON DUE DATES ON TERM LOANS AND DEBT SECURITIES

The Company is discharging all its liabilities in time. The Company has been paying regular interest and principle whenever due.

Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of –

1. statutory dues: Nil
2. debentures and interest thereon: Nil
3. deposits and interest thereon; Nil
4. loan from any bank or financial institution and interest thereon: Nil

There has been no default in payment of due interest or redemption in relation to debt securities issued / debt taken by the Company prior to the date of this Private Placement Offer Letter / Disclosure Document.



Private Placement
Offer Letter
For private circulation
only



**VIZAG GENERAL CARGO
BERTH PRIVATE LIMITED**

Private &
Confidential

Permission / Consent for First Pari - Passu Charge

If applicable, in the event of any permission / consent is required to be obtained to create security, the same shall be done prior to the creation of the security subject to the provisions under the clause "Security" mentioned elsewhere in the document.



MATERIAL CONTRACTS, AGREEMENTS INVOLVING FINANCIAL OBLIGATIONS OF THE ISSUER

The Company, in the ordinary course of its business, enters into various agreements, which may contain certain financial obligations and/or provisions which may have an impact on its financial condition. Such contracts or agreements may be inspected at the Registered Office of the Issuer from 11.00 am to 1.00 pm from the date of this Private Placement Offer Letter / Disclosure Document, until the date of closure of this Issue.

- 1) Certified true copy of the Memorandum and Articles of Association of the Company.
- 2) Copy of Board Resolution dated April 27, 2017 regarding the issue of non-convertible debentures
- 3) Copy of the letter from Registrar to the Company giving their consent to act as the registrar and transfer agent to the issue.
- 4) Copy of letter from the Debenture Trustee to the Company giving their consent to act as the Debenture Trustee to the issue.
- 5) Shareholders resolution was passed by the Issuer under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 on 04th May, 2017.

Material Documents:

- 1) Certified true copies of the Memorandum and Articles of Association of the Company, as amended from time to time.
- 2) Copy of the Certificate of Incorporation of the Company
- 3) Certified true copy of the Resolution(s) of the Company passed at the Annual General Meeting for approve/ increase in borrowing limits.
- 4) Copies of Annual Reports of the Company for the last two financial years.
- 5) Certified true copy of the Resolution of the members of the Company passed at the Annual General Meeting appointing S R Batliboi & Co., Chartered Accountants, as statutory auditors of the Company.
- 6) Copy of the tripartite agreement between the Company, Registrar and National Securities Depository Limited.

Any material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the Issuer/promoters, tax litigations resulting in material liabilities, corporate restructuring event etc) at the time of issue which may affect the issue or the investor's decision to invest / continue to invest in the debt securities-

No material event/ development or change has occurred at the time of issue which may affect the issue or the investor's decision to invest / continue to invest in the debt securities.



BRIEF OFFER DETAILS & OTHER MODALITIES**(a) The Issue**

The Company proposes to issue upto 4250 Rated, Taxable, Secured, Listed, Redeemable, Non-convertible debentures of face value of Rs. 10 lakhs each, aggregating upto Rs. 425 Crores, to be issued at par on a private placement basis.

(b) Utilization of the Issue Proceeds

For refinancing the existing debts of the Issuer, Operational payments and for general corporate purposes.

(c) Rating

The Company has obtained long term rating of CRISIL AA (SO)/ Stable for this debenture issue.

(d) Redemption Schedule

S. No.	Redemption Dates	No of NCD to be redeemed	Redemption Price per Debenture	Redemption Amount redeemed
1.	September 30, 2020	4250	Rs. 10,00,000/- each	Rs.425,00,00,000/-*

* Along with accrued interest at the Coupon rate

(e) Maturity Period

Three years and one hundred and thirty six days.

(f) Coupon – 8.25% per annum**(g) Discount / Effective Price to Investor**

The Debentures are being issued at face value and no discount shall be offered on the Debenture. Hence the Investor shall pay 100% of the Issue Price.

(h) Security

- I. Secured by way of first pari-passu charge on the specific movable and/or immovable Fixed Assets, as may be identified and notified by the Issuer to the Security Trustee from time to time, with minimum asset coverage of 1 time of the aggregate face value of Bonds outstanding at any point of time.
- II. Corporate Guarantee of Vedanta Limited.

(i) Description of Security:

Security shall be created on the following assets to maintain 1.00 times security cover on the outstanding amount of debentures:

1. Mortgage on pari passu basis on the fixed assets of the Issuer; and
2. Hypothecation on pari passu basis over movable fixed assets of the Issuer located at Vizag General Cargo Berth Private Limited, Administrative Building, Eastern Stack yard, Visakhapatnam Port Trust, Visakhapatnam – 530 035.



The Permitted Investments shall also be secured in favour of the Debenture Trustee.

DEBENTURE TRUSTEE

The Company has appointed Axis Trustee Services Limited as the Debenture Trustee. All the rights and remedies of the Debenture holders shall vest in and shall be exercised by the Debenture Trustee. All investors are deemed to have irrevocably given their authority and consent to Axis Trustee Services Limited to act as their Debenture Trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by the Company to the Debenture Trustee on behalf of the Debenture holders shall discharge the Company pro tanto to the Debenture holders. Resignation/retirement of the Debenture Trustee shall be as per terms of the trust deed to be entered into between the Company and the Debenture Trustee. A notice in writing to the Debenture holders in such an event shall be provided for the same.

The Debenture Trustee shall duly intimate the Debenture holders by issuing a release on occurrence of any of the following events:

- a. default by the Company to pay interest on the Debentures or redemption amount;
- b. failure of the Company to create a charge on the assets for the secured Debentures within stipulated time period;
- c. Revision of credit rating assigned to the Debentures.
- d. breach of financial covenants, if applicable, by the Company

Such information shall also be placed on the websites of the Debenture Trustee, the Company and the Stock Exchange.

Axis Trustee Services Limited has given its written consent for its appointment as debenture trustee to the Issuer under Regulation 4(4) of the SEBI Regulations and for inclusion of its name in the form and context in which it appears in this Private Placement Offer Letter.

APPLICATION FOR THE DEBENTURES

How to Apply

Applications for the Debentures must be made in the Application Form and must be completed in block letters in English by investors. Application Forms must be accompanied by either a demand draft or cheque or electronic transfer drawn or made payable in favour of "Vizag General Cargo Berth Private Limited" and cheque or draft should be crossed as "Account Payee only". The full amount of the issue price for the Debentures applied for has to be paid along with the delivery of the fully completed and executed Application Form together with other applicable documents described below.

Cheques/demand drafts/electronic transfer may be drawn on any scheduled bank and payable at Visakhapatnam, Andhra Pradesh.

The Company assumes no responsibility for any applications/cheques/demand drafts lost in mail or in transit.

Who can apply

Nothing in this Private Placement Offer Letter / Disclosure Document shall constitute and/or deem to constitute an offer or an invitation to an offer, to be made to the public or any section thereof through this Private Placement Offer Letter / Disclosure Document, and this Private Placement Offer Letter / Disclosure Document and its contents should not be construed to be a prospectus under the Act.



This Private Placement Offer Letter / Disclosure Document and the contents hereof are restricted for only the intended recipient(s) who have been addressed directly through a communication by or on behalf of the Company and only such recipients are eligible to apply for the Debentures. The categories of investors eligible to invest in the Debentures, when addressed directly, include banks, financial institutions including development financial institutions, companies and body corporates, insurance companies, Mutual Funds and such other category of investors as expressly authorised to invest in the Debentures.

Application by Banks/ Corporate Bodies/ Mutual Funds/ Financial Institutions/ Trusts/ Statutory Corporations / Insurance Companies

The applications must be accompanied by certified true copies of (i) memorandum and articles of association/constitutional documents/bye-laws/trust deed; (ii) resolution authorizing investment and containing operating instructions; (iii) specimen signatures of authorized signatories; and (iv) necessary form for claiming exemption from deductions on interest on application money. Application made by an asset management company or a custodian of Mutual Fund shall clearly indicate the name of the concerned scheme for which application is being made.

Application under Power of Attorney

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signatures of all authorised signatories must be lodged along with the submission of the completed Application Form. Further, modifications/additions in the power of attorney or authority should be delivered to the Company at its Registered Office.

Submission of completed Application Form

All applications duly completed accompanied by account payee cheques/drafts/application money/transfer instructions from the respective investor's account to the account of the Issuer, shall be submitted at the Registered/Head Office of the Issuer.

Issue Programme

ISSUE OPENING DATE	May 17, 2017
ISSUE CLOSING DATE	May 17, 2017
PAY IN DATE	May 17, 2017
DEEMED DATE OF ALLOTMENT	May 17, 2017

The Company reserves the right to change the Issue programme, including the Deemed Date of Allotment, at its sole discretion, without giving any reasons or prior notice. Debentures will be open for subscription at the commencement of banking hours and close at the close of banking hours on the dates specified in this Private Placement Offer Letter / Disclosure Document.

Mode of Payment

All cheques/drafts/transfers/RTGS must be made payable to "Vizag General Cargo Berth Private Limited".

Details for RTGS payments are mentioned in the instructions as part of the application form in the private placement offer letter.

Procedure and Schedule for Allotment and Issue of Certificates

On the Debentures being subscribed under this offer, the Debentures would be allotted by such persons as are authorized by the Board / Committee of Directors from time to time. The allotment would be intimated by way of a Letter of Allotment. The Company will execute and dispatch, such Letter of Allotment.



or refund letter along with refund amount, not later than seven working Days after receipt of completed Application Form or the Deemed Date of Allotment, whichever is later.

After completion of all legal formalities, the Company will issue the Debentures certificate(s)/credit the DP account of the allottees against surrender of the Letter(s) of Allotment within three month(s) of the Deemed Date of Allotment or such extended period, subject to obtaining the approvals, if any.

Basis of Allotment

The Company has the sole and absolute right to allot the Debentures to any applicant.

Right to Accept or Reject Applications

The Company is entitled at its sole and absolute discretion to accept or reject any application, in part or in full, without assigning any reason. Application Forms that are not complete in all respects shall be rejected at the sole and absolute discretion of the Company.

Dispatch of Refund Orders

The Company shall ensure dispatch of refund orders by registered post or by way of RTGS within seven working days from the Deemed Date of Allotment.

Loss of Interest Cheques/Refund Cheques

Loss of interest cheques/refund cheques should be intimated to the Company along with request for duplicate issue. The issue of duplicates in this regard shall be governed by applicable law and any other conditions as may be prescribed by the Company.

Interest on Application Money

If applicable, Interest at applicable coupon rate will be paid on the application money to the applicants. Such interest will be paid for the period commencing from the date of realization of the cheque(s)/demand drafts (s) /RTGS up to but excluding the Deemed Date of Allotment. The interest payable on application money will be credited within 3 Working Days after the Deemed Date of Allotment. The letters of Allotment/Allotment advice/refund orders, as the case may be, will be sent by registered post/courier/hand delivery within seven days from the Deemed Date of Allotment to the first/sole applicant, at the sole risk of the applicant. The payment will be subject to tax deducted at source at the rates prescribed under the provisions of the IT Act or any other statutory modification or re-enactment thereof.

Tax exemption certificates, if applicable, in respect of non-deduction of tax on interest on application money must be submitted along with the Application Form. It is clarified that interest shall not be paid on invalid and incomplete Application Forms.

Interest at the applicable coupon will be paid only to the Debenture holders registered in the Register of Debenture holders or to the Beneficial Owners. All the applications for transfer shall be accepted only at the Registered Office of the Company.

In the case of joint holders of Debentures, interest shall be payable to the first named Debenture holder. For the purpose of registering a transfer of Debentures prior to the Record Date, the Debenture certificate(s)/Letter(s) of the Allotment, a duly stamped transfer deed and all supporting documents must reach the Company at its Registered Office at least seven Working Days before the Record Date. The provisions of the Depositories would be complied with by the Registrar for facilitating payment by the Company on the respective payment date.

Tax as applicable under the IT Act or any other statutory modification or re-enactment thereof will be



deducted at source on the interest payable on the Debentures. Tax exemption certificate/document/form, under Section 193 of the IT Act if any, must be lodged at the Registered Office/Head office of the Issuer, at least 15 days before the relevant interest payment becoming due.

Computation of Interest

Interest for each of the interest periods shall be calculated, on 'actual/ actual' (actual/366 in case of a leap year) basis, on the face value of principal outstanding on the Debentures at the coupon rate rounded off to the nearest Rupee. Interest shall be payable in accordance with this Information Memorandum with the first interest payment being made on May 17, 2018 and the final interest payment shall be made along with redemption at the Redemption Date. (These dates shall accordingly change with a change in the Deemed Date of Allotment or due to non-Working day, if any)

Redemption Schedule*

Redemption schedule is mentioned below assuming Deemed Date of Allotment as May 17, 2017:-

S. No.	Redemption Date	No of NCD to be redeemed	Redemption Price per Debenture	Redemption Amount redeemed
1.	September 30, 2020	4250	Rs. 10,00,000/- each	Rs. 425,00,00,000/-*

* Along with accrued interest at the Coupon rate

It is amply clarified that the Debentures would be redeemed by bullet repayment on final Redemption Date for each of the Series.

*** This may change due to change in Deemed Date of Allotment**

Payment on Redemption

Payment of the redemption amount of the Debentures will be made by the Company to the beneficiaries as per the beneficiary list provided by the Depositories as on the Record date. The Debentures shall be taken as discharged on payment of the redemption amount by the Company to the beneficiaries as per the beneficiary list. Such payment will be a legal discharge of the liability of the Company towards the Debenture holders. On such payment being made, the Company will inform the Depositories and accordingly the account of the Debenture holders with the Depositories will be adjusted. The Company's liability to the Debenture holder in respect of all their rights including for payment or otherwise shall cease and stand extinguished after the maturity date, in all events save and except for the Debenture holder's right of redemption as stated above. Upon dispatching the payment instrument towards payment of the redemption amount as specified above in respect of the Debentures, the liability of the Company shall stand extinguished and the Company shall request Debenture Trustee to issue No Due Certificate and release the Security.

Delay in Executing Transaction Documents

The Issuer shall execute the Debenture Trust Deed within a period of 30 days from the Deemed Date of Allotment, and shall create and perfect the Security for the Debentures within a period of 60 days from the Deemed Date of Allotment. Any failure of the Issuer to comply with the obligation shall constitute an event of default under the Transaction Documents.

Delay in Listing

In case of delay in listing of the Debentures beyond 20 days from the deemed date of allotment, the Company will pay penal interest of 1% p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such Debentures to the investor.



Provided that in the event that any investor is an FPI, the Issuer undertakes to get the Debentures listed on BSE within 15 days from the Deemed Date of Allotment. In case the Debentures are not listed within 15 days of Deemed Date of Allotment for any reason whatsoever, then the Issuer shall immediately redeem/buy back the Debentures only from those Debenture Holders for whom applicable regulations including RBI/2011-12/423 A.P.(DIR Series) Circular No. 89 dated March 1, 2012 issued by the Reserve Bank of India, do not permit holding to-be listed debt securities if listing is not done within said 15 days, and in such an eventuality the Issuer shall reimburse such Debenture Holders for reasonable costs and expenses including all accrued interest, liquidity costs, hedge costs or other break costs, as determined by such Debenture Holders, that the Debenture Holders may have incurred for the investment. The Issuer shall also simultaneously offer to redeem/ buy back the Debentures held by other Debenture Holders, as also similarly reimburse costs and expenses (as indicated above) as determined by such Debenture Holders, that they may have incurred for the investment.

Issue of Debenture Certificates

After completion of all legal formalities, the Company will issue the Debentures certificate(s) within the time specified under the applicable laws. The Company shall credit the depository account of the allottee within two Working Days from the Deemed Date of Allotment.

Splitting and Consolidation

Splitting and consolidation of the Debentures is not applicable in the demat mode since the saleable lot is one Debenture.

Power of Company to exercise right to re-purchase and/or re-issue the Debentures

The Company will have the power, exercisable at its sole and absolute discretion from time to time, to re-purchase a part or all of its Debentures from the secondary markets, at any time prior to the Maturity date, subject to applicable law and in accordance with the prevailing guidelines/regulations issued by the RBI, the SEBI and other authorities. In the event of a part or all of its Debentures being repurchased as aforesaid or redeemed under any circumstances whatsoever, the Company shall have, and shall be deemed always to have, the power to reissue the Debentures either by reissuing the same Debentures or by issuing other debentures in their place. Further, in respect of such re-purchased/re-deemed Debentures, the Company shall have the power, exercisable either for a part or all of those Debentures, to cancel, keep alive, appoint nominee(s) to hold or reissue at such price and on such terms and conditions as it may deem fit and as permitted by law.

Eligible Holders and Mode of Transfer

The title to the Debentures shall pass by execution of duly stamped transfer deed(s) accompanied by the Debentures certificate(s) together with necessary supporting documents. The transferee(s) should deliver the Debenture certificates to the Company for registration of transfer in the Register of Debentureholders at the Registered Office. The Company on being satisfied will register the transfer of such Debentures in its Register of Debentureholders. The person whose name is recorded in the Register of Debentureholders shall be deemed to be the owner of the Debenture.

Debentures

Request for registration of transfer, along with the necessary documents, and all other communications, requests, queries and clarifications with respect to the Debentures should be addressed to and sent to the Administrative Office of the Company. No correspondence shall be entertained in this regard at any other branches or any of the offices of the Company. In the event the Debentures are issued in physical form, the Company shall use a common form of transfer.

The request from Registered Debentureholder(s) for splitting/consolidation of Debenture Certificates will



be accepted by the Company only if the original Debentures certificate(s) is/are enclosed along with an acceptable letter of request. No requests for split below the market lot will be entertained.

Transfer of debentures in dematerialised form would be in accordance to the rules/procedures as prescribed by the Depositories.

Representations on NoCs

The Company has obtained the necessary consents, if required, from its creditors/existing lenders for borrowing by way of the issue of Debentures and security creation.

Future Borrowings

As long as the Company maintains the stipulated security cover on the NCD, the Company shall be entitled to borrow/raise loans or avail of financial assistance in whatever form and also issue Debentures / Notes / other securities in any manner and to change its capital structure without the consent of Debenture holders/Debenture Trustee.

Further, the Company shall not be required to obtain debenture holders/ debenture trustee consent for creating pari passu charge on the assets given as a security for further borrowings, except for creation of security on Permitted Investments, till the time stipulated security cover/Asset cover is maintained. For the avoidance of doubt, it is clarified that the Company shall not create further charge / encumbrance over the Permitted Investments.

In case, pari passu letter for any charge creation is requested by the Issuer, Debenture Trustee shall be empowered to issue the same without seeking consent from the Debenture holders, as long as the Issuer satisfies the above requirement of minimum security cover maintenance by way of a practicing Chartered Accountant's certificate.

Succession

In the event of demise of a Registered Debenture holder being an Individual, the Company will recognize the executor or administrator of the demised Registered Debenture holder or the holder of succession certificate or other legal representative of the demised Registered Debenture holder as the Registered Debenture holder of such Debentures, if such a person obtains probate or letter of administration or is the holder of succession certificate or other legal representation, as the case may be, from a court in India having jurisdiction over the matter and delivers a copy of the same to the Company. The Company may in its absolute discretion, where it thinks fit, dispense with the production of the probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Debentures standing in the name of the demised Debenture holder(s) on production of sufficient documentary proof or indemnity. In case of joint holders, on demise of the first holder, the surviving joint holder shall be recognized as the Registered Debenture holder of such debentures on production of death certificate of the demised Debenture holder. In case a person other than individual holds the Debentures, the rights in the Debentures shall vest with the successor acquiring interest therein, including liquidator or any such person appointed as per the applicable law.

Issue of Duplicate Debenture Certificates

If any Debenture certificate(s) is/are mutilated or defaced, then, upon production of such certificates at the Registered Office, the same will be cancelled and a new Debenture certificate will be issued in lieu thereof. If any Debenture certificate is lost, stolen or destroyed then, upon production of proof thereof to the satisfaction of the Company and upon furnishing such indemnity as the Company may deem adequate and upon payment of any expenses incurred by the Company in connection thereof, new certificate(s) shall be issued.



Notices

The Company agrees to send notice of all meetings of the Debenture holders specifically stating that the provisions for appointment of proxy as mentioned in Section 105 of the Companies Act, 2013 shall be applicable for such meeting. The notices, communications and writings to the Debenture holder(s) required to be given by the Company shall be deemed to have been given if sent by registered post to the Registered Debenture holder(s) at the address of such Debenture holder(s) registered with the Registered Office of the Company.

All notices, communications and writings to be given by the Debenture holder(s) shall be sent by registered post or by hand delivery to the Company at its Registered Office or to such persons at such address as may be notified by the Company from time to time and shall be deemed to have been received on actual receipt of the same.

Rights of Debenture holders

The Debentureholder(s) shall not be entitled to any right and privileges of shareholders other than those available to them under the Act. The Debentures shall not confer upon the holders the right to receive notice(s) or to attend and to vote at any general meeting(s) of the shareholders of the Company.

Modifications of Rights

The rights, privileges, terms and conditions attached to all Debentures may be varied, modified or abrogated with the consent, in writing, of those holders of the Debentures who hold at least three-fourths of the outstanding amount of Debentures or with the sanction accorded pursuant to a resolution passed at a meeting of the Debentureholders, carried by a majority consisting of not less than three-fourths of the persons voting there upon a show of hands or, if a poll is demanded by a majority representing not less than three-fourths in value of the votes cast on such poll, provided that nothing in such consent or resolution shall be operative against the Company if the same are not accepted in writing by the Company.

Debenture Redemption Reserve (DRR)

The Issuer shall maintain the debenture redemption reserve as per section 71(4) of the Companies Act, 2013 read with Rule 18(7) of Companies (Share Capital and Debentures) Rules, 2014 and circulars issued by Central Government in this regard.

Pursuant to Regulation 16 of the SEBI Regulations and Section 71 of the Companies Act, any company that intends to issue debentures needs to create a DRR to which adequate amounts shall be credited out of the profits of the company until the redemption of the debentures. Accordingly, the Company shall create DRR of 25% of the value of Debentures issued and allotted in terms of this Private Placement Offer Letter, for the redemption of the Debentures. The Company shall credit adequate amounts to the DRR from its profits every year until the debentures are redeemed. The amounts credited to the DRR shall not be utilized by the Company for any purpose other than for the redemption of the Debentures. The Company shall before 30th April, deposit or invest, a sum which shall not be less than 15% of the amount of debentures maturing during the year ended on 31st day of March next in permitted investments. The amount deposited or invested shall not be utilized for any purpose other than for the repayment of debentures maturing during the year.

Governing Laws and Jurisdiction

The Debentures are governed by and will be construed in accordance with the Indian law. The Company, the Debentures and Company's obligations under the Debentures shall, at all times, be subject to the directions of the RBI and the SEBI. The Debenture holders, by purchasing the Debentures, agree that the New Delhi Courts and tribunals shall have exclusive jurisdiction with respect to matters relating to the Debentures.

Effect of Holidays

If any Coupon Payment Date, except the last coupon payment date, falls on a day that is not a Business Day, the payment shall be made by the Issuer on the immediately succeeding Business Day along with interest for such additional period. Further, interest for such additional period so paid, shall be deducted out of the interest payable on the next Coupon Payment Date.

If the Redemption Date, also being the last Coupon Payment Date, of the Bonds falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the immediately preceding Business Day along with the interest accrued on the Bonds until the date of maturity.

In the event the Record Date falls on a day which is not a Business Day, the immediately preceding Business Day will be considered as the Record Date

Tax Deduction at Source

Tax as applicable under the IT Act or any other statutory modification or re-enactment thereof will be deducted at source on the interest payable on the Debentures. Tax exemption certificate/document/form, under Section 193 of the IT Act if any, must be lodged at the Administrative Office of the Issuer, at least 15 days before the relevant interest payment becoming due. Tax exemption certificate / declaration of non-deduction of tax at source on interest on application money, should be submitted along with the application form.

The Issuer shall be entitled to deduct appropriate taxes or other deductions as required to be withheld on the redemption amount or any other Debenture payments at the rates prevailing from time to time under the provisions of the IT Act or any other law, or any other statutory modification or re-enactment thereof. In case any Debenture holder wishes to avail a lower rate of withholding tax pursuant to the provisions of any tax treaty entered into by India with the country of residence of such Debenture holder, then such Debenture holder shall need to provide an appropriate representation / documentation to the satisfaction of the Issuer for claiming a lower rate of withholding tax under the respective tax treaty.

Record Date

The record date shall be 15 Days before each relevant payment date(s) including interest payments and /or principal repayments / payments on redemption for determining the beneficiaries of the Debentures.

In case the Record Date/Book Closure Date falls on Sunday/Saturday/Holiday, the working day prior to the said Sunday/Saturday/Holiday will be considered as the record date/book closure date.



OTHER REGULATORY AND STATUTORY DISCLOSURES

Disclaimer in respect of Jurisdiction

This Issue is made in India to investors as specified under clause "Who Can Apply" of this Private Placement Offer Letter / Disclosure Document, who shall be specifically approached by the Company. This Private Placement Offer Letter / Disclosure Document does not constitute an offer to sell or an invitation to subscribe to Debentures offered hereby to any person to whom it is not specifically addressed. Any disputes arising out of this Issue will be subject to the exclusive jurisdiction of the courts and tribunals of New Delhi. This Private Placement Offer Letter / Disclosure Document does not constitute an offer to sell or an invitation to subscribe to the Debentures herein, in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction.

Company Disclaimer Clause

The Company certifies that the disclosures made in this Private Placement Offer Letter / Disclosure Document are generally adequate and in conformity with the SEBI Regulations. Further, the Company accepts no responsibility for statements made otherwise than in the Private Placement Offer Letter / Disclosure Document or any other material issued by or at the instance of the Company and anyone placing reliance on any source of information other than this Private Placement Offer Letter / Disclosure Document would be doing so at his own risk.

Cautionary Note

This Private Placement Offer Letter / Disclosure Document is not intended to provide the sole basis of any credit decision or other evaluation and should not be considered as a recommendation that any recipients of this Private Placement Offer Letter / Disclosure Document should invest in the Debentures proposed to be issued by the Company. Each potential investor should make its own independent assessment of the investment merit of the Debentures and the Company. Potential investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and should possess the appropriate resources to analyze such investment and the suitability of such investment to such investor's particular circumstance. This Private Placement Offer Letter / Disclosure Document is made available to potential investors on the strict understanding that it is confidential. Recipients shall not be entitled to use any of the information otherwise than for the purpose of deciding whether or not to invest in the Debentures.

No person including any employee of the Company has been authorized to give any information or to make any representation not contained in this Private Placement Offer Letter / Disclosure Document. Any information or representation not contained herein must not be relied upon as having been authorized by or on behalf of the Company. Neither the delivery of this Private Placement Offer Letter / Disclosure Document at any time nor any statement made in connection with the offering of the Debentures shall under the circumstances imply that any information/representation contained herein is correct at any time subsequent to the date of this Private Placement Offer Letter / Disclosure Document. The distribution of this Private Placement Offer Letter / Disclosure Document or the Application Forms and the offer, sale, pledge or disposal of the Debentures may be restricted by law in certain jurisdictions. This Private Placement Offer Letter / Disclosure Document does not constitute an offer to sell or an invitation to subscribe to the Debentures in any jurisdiction to any person to whom it is unlawful to make such offer or invitation in such jurisdiction. Persons into whose possession this Private Placement Offer Letter / Disclosure Document comes are required by the Company to inform themselves about and observe any such restrictions. The sale or transfer of these Debentures outside India may require regulatory approvals in India, including without limitation, the approval of the RBI.



Issue of Debentures in Dematerialized Form

The Debentures will be issued in dematerialized form. The Company has made arrangements with the Depositories for the issue of the Debentures in dematerialised form. Investors will have to hold the Debentures in dematerialised form as per the provisions of The Depositories Act, 1996. The Depository Participant's name, DP-ID and beneficiary account number must be mentioned at the appropriate place in the Application Form. The Company shall take necessary steps to credit the Debentures allotted to the depository account of the investor.

The Company will make the Allotment to investors on the Deemed Date of Allotment after verification of the Application Form, the accompanying documents and on realisation of the application money. The Allotted Debentures at the first instance will be credited in dematerialized form on Letter of Allotment ISIN ("LOA ISIN") within two Working Days of the Deemed Date of Allotment and subsequently LOA ISIN will be converted to a Debenture ISIN.

Transferability of Debentures

The Debentures shall be freely transferable subject to applicable law. Further, any dispute in regard to the sale, transfer or assignment of any Debentures or in respect to any principal/interest claim, shall be settled between the transferor(s) and the transferee(s), and the Company shall not be liable in this regard in any manner, whatsoever.

Debentures held in electronic form (dematerialized) form shall be transferred subject to and in accordance with the rules / procedures as prescribed by the NSDL or CDSL / depository participant of the transferor/ transferee and any other applicable laws and rules notified in respect thereof.

Consents

Axis Trustee Services Ltd has given its written consent for its appointment as debenture trustee to the Issue under Regulation 4(4) of the SEBI Regulations and inclusion of its name in the form and context in which it appears in this Private Placement Offer Letter / Disclosure Document.



ANNEXURE I: TERM SHEET

Date of passing resolution in general meeting	4 th May 2017				
Date of passing of Board Resolution	27 th Apr 2017				
Kind of Security	Secured, Rated, Redeemable, Taxable, Non-Convertible Debentures				
Security	(i) Secured by way of first pari-passu charge on the specific movable and/or immovable Fixed Assets, as may be identified and notified by the Issuer to the Security Trustee from time to time, with minimum asset coverage of 1 time of the aggregate face value of Bonds outstanding at any point of time. (ii) Unconditional and Irrevocable Corporate Guarantee of Vedanta Limited				
Price at which the security is being offered including the premium, if any, along with justification of the price	The security will be issued At par				
Value of Security	N.A.				
Issue Size	Rs. 425 Crores				
Tenor	3 years 136 days				
Redemption Date	30 th Sept, 2020.				
Coupon Rate (payable per annum)	8.25% p.a.				
Coupon Payment-Dates/Frequency	Coupon Payment Dates <table border="1" style="width: 100%;"> <tr> <td>17-May-18</td> </tr> <tr> <td>17-May-19</td> </tr> <tr> <td>15-May-20</td> </tr> <tr> <td>30-Sept-20</td> </tr> </table>	17-May-18	17-May-19	15-May-20	30-Sept-20
17-May-18					
17-May-19					
15-May-20					
30-Sept-20					
Settlement	At Par				
Validity / Pay in	The pay-in would be applicable upto 17 th May, 2017.				
Purpose and Objects of the Issue	Proceeds of the issue may be utilised for repayment / prepayment of existing debt, operational payments and for general corporate purposes. Issue proceeds will not be used for acquisition of Land or for investing in Capital Markets				
Contribution being made by the promoters or directors as part of the offer or separately in furtherance of such objects	No contributions have been made by the promoters or directors of the Issuer, either as part of the offer or separately in furtherance of such objects.				

Deemed Date of Allotment	17/05/2017
Minimum Subscription and multiples of Debt Securities	Minimum 1 Debenture of Rs. 10,00,000 each or multiples therefore
Put Option Date	N.A
Put Option Price	N.A
Call Option Date	N.A
Call Option Price	N.A
Put Notification Time	N.A
Call Notification Time	N.A
Listing	The NCD shall be listed on the Wholesale Debt Market segment of BSE. In case of delay in listing beyond 15 days from the Deemed Date of Allotment, the Company will pay penal interest of 1% p.a. over the coupon rate from the expiry of 30 days from the Deemed Date of Allotment till the date of listing.
Mode of issuance	Only in Dematerialized form
Mode of Trading	Only in Dematerialized form
Depository	NSDL / CDSL
Rating of the Instrument	" CRISIL AA (SO)/ Stable " by CRISIL
Settlement by way of	Cheque/DD/RTGS/NEFT/Electronic Transfer
Issue Timing:	
1. Issue Opening Date	17/05/2017
2. Issue Closing Date	17/05/2017
3. Pay – in – Date	17/05/2017
4. Deemed date of Allotment	17/05/2017
Name & Address of the Debenture Trustee	Axis Trustee Services Limited Axis House, 2nd Floor Wadia International Centre P B Marg, Worli Mumbai – 400025

Other Details

Security Name	8.25% VGCB Sept 2020
Issuer	Vizag General Cargo Berth Private Limited
Type of Instrument	Secured, Rated, Non-Convertible, Non-Cumulative, Redeemable, Debenture (NCD)
Nature of Instrument	Secured
Seniority	Senior
Arranger	Direct

Mode of Issue	Private Placement
Eligible Investors	The following categories of investors, specifically approached, are eligible to apply for this private placement of NCD's: <ol style="list-style-type: none"> 1. Scheduled Commercial Banks; 2. Financial Institutions; 3. Insurance Companies; 4. Primary/ State/ District/ Central Co-operative Banks (subject to permission from RBI); 5. Regional Rural Banks; 6. Mutual Funds; 7. Companies, Bodies Corporate authorised to invest in Debentures; 8. Trusts, Provident Funds, Gratuity, Superannuation & Pension Funds, subject to their Investment guidelines. 9. Any other investor(s) authorized to invest in the private placement.
Option to retain oversubscription	NIL
Step Up/ Step Down Coupon Rate	N.A.
Redemption Amount	At par (Rs.10,00,000 per NCD)
Coupon Type	Fixed
Coupon Reset Process	None
Day Count Basis	Actual/Actual Basis Interest payable on the NCD's will be calculated on the basis of actual number of days elapsed in a year of 365 or 366 Days as the case may be.
Interest on application money	At the coupon rate (subject to deduction of tax of source, as applicable) from the date of realization of cheque(s) / demand draft(s) up to one day prior to the Deemed Date of Allotment.
Default Interest Rate	In case of default in payment of interest and/or principal redemption on the due dates, additional interest @ 2% p.a. over the Coupon Rate will be payable by the Company till the date of cure of the concerned default.
Redemption Premium / Discount	NIL
Issue Price	Rs.10,00,000 per NCD
Discount at which security is issued and the effective yield as a result of such discount	N.A., as the security is being issued at par
Face Value	Rs.10,00,000 per NCD
Minimum Application	1 NCD of the face value of Rs.10,00,000 each and in multiple of 1 thereafter
Details of the utilization of the Proceeds	Proceeds of the issue may be utilised for repayment / prepayment of existing debt, operational payments and for general corporate purposes. Issue proceeds will not be used for acquisition of Land or for

	investing in Capital Markets
Business Day Convention	<p>A "Business Day"/ "Working Day" shall be a day on which commercial banks are open for business in the city of Mumbai & Visakhapatnam.</p> <p>If any Coupon Payment Date, except the last coupon payment date, falls on a day that is not a Business Day, the payment shall be made by the Issuer on the immediately succeeding Business Day.</p> <p>If the Redemption Date, also being the last Coupon Payment Date, of the Bonds falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the immediately preceding Business Day along with the interest accrued on the Bonds until the date of maturity.</p> <p>In the event the Record Date falls on a day which is not a Business Day, the immediately preceding Business Day will be considered as the Record Date.</p>
Record Date	15 Days prior to each Coupon Payment / Redemption Date.
Security Creation	<p>The Company shall execute a Debenture Trust Deed in Form No. SH.12 or as near thereto as possible, in favour of the Debenture Trustee within sixty days of Deemed Date of Allotment of the Bonds and submit with Stock Exchange and Debenture Trustee / Bondholders, within five working days of execution of the same for uploading on its website.</p> <p>In the event of delay in execution of Debenture Trust Deed within sixty days of Deemed Date of Allotment of the Bonds, the Company shall refund the subscription with the Coupon Rate or pay penal interest at the rate of 2.00% p.a. over the Coupon Rate till these conditions are complied with, at the option of the Bondholders.</p> <p>The Company shall create charge over specific fixed assets and file the same with ROC within 180 days of the deemed date of allotment. Provided that the charge as mentioned before has been created and filed with ROC, the company shall complete other procedural formalities, if any applicable, within a period not exceeding 180 days from deemed date of allotment. (Debenture Trust Deed to be executed within 60 days. 180 days is applicable for security creation for providing minimum 1 time security cover.)</p>
Future Borrowings and Automatic Approvals to the Issuer	As long as the Company maintains the stipulated security cover in respect NCD's, the Company shall be entitled to borrow/ raise loans or avail of financial assistance in whatever form and also issue Debentures / Notes / other securities in any manner and to change its capital structure without the consent of Debenture holders/Debenture Trustee.



	<p>Further, the Company shall not be required to obtain debenture holders/ debenture trustee consent for creating pari passu charge on the assets given as a security for further borrowings till the time stipulated security cover/Asset cover is maintained.</p> <p>In case, pari passu letter for any charge creation is requested by the Issuer, Debenture Trustee shall be empowered to issue the same without seeking consent from the Debenture holders, as long as the Issuer satisfies the above requirement of minimum security cover maintenance by way of a practicing Chartered Accountant's certificate.</p> <p>The Issuer Company shall not be required to obtain any approval/consent /NOC from the NCD holders / Debenture Trustee for any merger / amalgamation /restructuring scheme of the Issuer, by whatever name called, within the Vedanta Group.</p>
Transaction Documents	<ol style="list-style-type: none"> 1. Letter appointing Axis Trustee Services Limited, as Trustees to the Bondholders; 2. Debenture Trusteeship Agreement; 3. Debenture Trust Deed; 4. Rating Letter from CRISIL Ratings and another rating agency; 5. Letter appointing Registrar; 6. In-principle approval of Stock Exchange for listing of Bonds; Tripartite Agreement between the Issuer; Registrar and NSDL for issue of Bonds in dematerialized form
Conditions Precedent to Disbursement	<p>The subscription from investors shall be accepted for allocation and allotment by the Issuer subject to the following:</p> <ol style="list-style-type: none"> 1. Written consent letter from Axis Trustee Services Limited, conveying their consent to act as Trustees for the Bondholders; 2. Execution of Debenture Trustee Agreement 3. In-principle listing approval from BSE, for listing of Bonds; 4. Rating Letter from CRISIL Ratings and another rating agency; 5. Written consent letter from Karvy Computershare, conveying their consent to act as Registrar to the issue 6. Board and Shareholders Resolution of the Issuer as required under the Companies Act 2013 for issuance of the NCDs 7. A certified true copy of the special resolution of the shareholders of the Issuer approving the private placement of the Debentures under rule 14 (2) (a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014



Handwritten initials



	<ol style="list-style-type: none"> 8. A certified true copy of the special resolution of the shareholders of the Issuer under section 180(1) (c) of the Companies Act, 2013 setting out the borrowing limit applicable to the Issuer 9. Compliance with all applicable laws and regulations pertaining to the issuance of the NCD.
<p>Conditions Subsequent to Disbursement</p>	<p>The Issuer shall ensure that the following documents are executed/ activities are completed as per time frame mentioned elsewhere in this Private Placement Offer Letter:</p> <ol style="list-style-type: none"> 1. Ensuring that the payment made for subscription to the Bonds is received from the bank account of the person/ entity subscribing to the Bonds and keep record of the bank accounts from where payments for subscriptions have been received. In case of subscription to the Bonds to be held by joint holders, application monies is received from the bank account of the person whose name appears first in the Application Form; 2. Maintaining a complete record of private placement offers in Form PAS-5 and filing the such record along with Private Placement Offer Letter in Form PAS-4 with the Registrar of Companies with fee as provided in Companies (Registration Offices and Fees) Rules, 2014 and with Securities and Exchange Board of India, within a period of thirty days of circulation of the Private Placement Offer Letter; 3. Filing a return of allotment of Bonds with complete list of all Bondholders in Form PAS-3 under section 42 of the Companies Act, 2013, with the Registrar of Companies within thirty days of the Deemed Date of Allotment along with fee as provided in the Companies (Registration Offices and Fees) Rules, 2014; 4. Credit of demat account(s) of the allottee(s) by number of Bonds allotted within two working days from the Deemed Date of Allotment; 5. Making listing application to BSE within 15 days from the Deemed Date of Allotment of Bonds and seeking listing permission within 20 days from the Deemed Date of Allotment of Bonds; 6. Executing the Debenture Trust Deed in Form No. SH.12 or as near thereto as possible, in favour of the Trustee within sixty days of Deemed Date of Allotment of the Bonds and submit with BSE within five working days of execution of the same for uploading on its website.
<p>Event of Defaults</p>	<ol style="list-style-type: none"> 1. Default in payment of monies due in respect of interest/principal in respect of the NCDs with a cure period of 7 days;



	<p>2. Default in payment of any other monies including costs, charges and expenses incurred by the Trustees with a cure period of 30 days.</p> <p>3. If the Issuer/Guarantor voluntarily or compulsorily goes into liquidation or receiver is appointed in respect of its assets or refers itself to Board for Industrial and Financial Reconstruction</p> <p>4. If the Issuer/Guarantor commences a voluntary proceeding under any applicable bankruptcy, insolvency, winding up or other similar law now or hereafter in effect, or consents to the appointment of or the taking of possession by a receiver, liquidator, assignee (or similar official) for any substantial part of its property.</p> <p>5. The Issuer/Guarantor is unable or has admitted in writing its inability to pay its debt as they mature.</p>
<p>Role and Responsibilities of Debenture Trustee</p>	<p>The Trustees shall perform its duties and obligations and exercise its rights and discretions, in keeping with the trust reposed in the Trustees by the holder(s) of the Bonds and shall further conduct itself, and comply with the provisions of all applicable laws. The Trustees shall carry out its duties and perform its functions as required to discharge its obligations under the terms of SEBI Debt Regulations, the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the Debenture Trusteeship Agreement, Disclosure Document and all other related transaction documents, with due care, diligence and loyalty.</p>
<p>Governing Law and Jurisdiction</p>	<p>The Bonds are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof shall be subject to the jurisdiction of district courts of Mumbai, Maharashtra</p>
<p>Covenants</p>	<ol style="list-style-type: none"> 1. Security Creation: In the event of delay in execution of Debenture Trust Deed within sixty days of Deemed Date of Allotment of the Bonds, the Company shall refund the subscription with the Coupon Rate or pay penal interest at the rate of 2.00% p.a. over the Coupon Rate till these conditions are complied with, at the option of the Bondholders. 2. Default in Payment: In case of default in payment of interest and/ or principal redemption on the due dates, the Company shall pay additional interest at the rate of 2.00% p.a. over the Coupon Rate for the defaulting period i.e. the period commencing from and including the date on which such amount becomes due and upto but excluding the date on which such amount is actually paid. 3. Delay in Listing: The Company shall make listing application to BSE within 15 days from the Deemed Date of Allotment of the Bonds and seek listing permission within 30 days



	<p>from the Deemed Date of Allotment of Bonds. In case of delay in listing of the Bonds beyond 20 days from the Deemed Date of Allotment, the Company shall pay penal interest at the rate of 1.00% p.a. over the Coupon Rate from the expiry of 30 days from the Deemed Date of Allotment till the listing of Bonds to the Bondholder(s).</p> <p>The interest rates mentioned in above three covenants shall be independent of each other.</p>
Debenture Redemption Reserve	<p>The Company shall create a Debenture Redemption Reserve, out of the profits of the Company for payment of dividend, for the purpose of redemption of Bonds and shall invest or deposit the sums, in pursuance of clause (7) of rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, as applicable and amended from time to time.</p>
Interest Tax, Service Tax, levies and duties	<p>Income Tax or such other tax as may be required to be deducted at source under the Income Tax Act or any other applicable Act/Rules shall be deducted from the interest payable by the company.</p>
Other Expenses	<p>Any expenses that may be incurred towards executing of this transaction including NCD issuance, security creation, custodial services, payment of stamp duty, fees for legal, accounting, due diligence and others shall be borne by the Issuer</p>



Private Placement
Offer Letter
For private circulation
only



**VIZAG GENERAL CARGO
BERTH PRIVATE LIMITED**

*Private &
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ANNEXURE III: RATING LETTER & RATING RATIONALE

Attached herewith separately

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ANNEXURE IV: CONSENT LETTER FROM THE DEBENTURE TRUSTEE

Attached herewith separately

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ANNEXURE V: BSE IN-PRINCIPLE APPROVAL FOR LISTING

Attached herewith separately

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ANNEXURE VI: DETAILS OF CORPORATE GUARANTEE

Deed of guarantee dated May 12, 2017 executed by Vedanta Limited, the parent of the Company, in favour of the Debenture Trustee for the benefit of the Debenture Holders.

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ANNEXURE VII: BOARD RESOLUTION FOR NCD ISSUANCE

Attached herewith separately

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APPLICATION FORM

Application No: VGCB/2017-18/01

Date:

ISSUE OPENS ON: May 17, 2017

CLOSING ON: May 17, 2017

Name of Applicant:

Dear Sirs,

Having read and understood the contents of the Information Document / Disclosure Document dated March 01, 2017 we apply for allotment of the Debentures to us. The amount payable on application as shown below is remitted herewith. On allotment, please place our name(s) on the Register of Debenture holder(s). We bind ourselves to the terms and conditions as contained in the Information Document / Disclosure Document.

(Please read carefully the instructions on the next page before filling this form)

Details	
No. of debentures applied (in figures)	
No. of debentures applied (in words)	
Amount (Rs. in figures)	
Amount (Rs. in words)	
Cheque/Demand Draft/RTGS Details	
Date	
Drawn on Bank	

Applicant's Name & Address in full (please use capital letters)

		Pin Code:
Telephone:	Fax:	Email:
Contact Person		

Status: Banking Company () Insurance Company () Others () – please specify

Name of Authorised Signatory	Designation	Signature

Details of Bank Account

Bank Name & Branch	
Nature of Account	
Account No.:	
IFSC/NEFT Code	
MICR No	

Depository Details

DP Name			
DP ID		Client ID	

(*) We understand that in case of allotment of debentures to us/our Beneficiary Account as mentioned above would be credited to the extent of debentures allotted.

Taxpayers PAN / GIR No.	IT Circle/Ward/District	<input type="checkbox"/> Not Allotted	
Tax Deduction Status	<input type="checkbox"/> Fully Exempt	<input type="checkbox"/> Tax to be deducted at Source	<input type="checkbox"/> Yes <input type="checkbox"/> No

(Tear here)

ACKNOWLEDGEMENT SLIP

Application No: _____

Date: _____

Name of the Applicant
Address of the Applicant

Details		
No of debentures applied (in figures)		
No. of debentures applied (in words)		
Amount (Rs. in figures)		
Amount (Rs. in words)		
Cheque/Demand Draft/RTGS Details		
Date		
Drawn on Bank		

For all further correspondence please contact: The Compliance Officer, Talwandi Sabo Power Limited

INSTRUCTIONS

1. You must complete application in full in BLOCK LETTERS IN ENGLISH.
2. Your Signatures should be in English or in any of the Indian languages
3. Application forms duly completed in all respects, together with Cheques/Pay Order/Demand Draft, must be lodged at the registered office of the Company.
4. In case of payments through RTGS, the payments may be made as follows:
Beneficiary : Vizag General Cargo Berth Private Limited
Bank Details : Axis Bank
Bank Branch : Axis bank Ltd, 47-10-14, Saripalli Elite, 2nd Lane, Dwarakanagar, Visakhapatnam-530016, Andhra Pradesh
Account No. : 913020011575178
IFSC Code : UTIB0000369

5. The Cheque(s)/Demand Draft(s) should be drawn in favour of "Vizag General Cargo Berth Private Limited" and crossed "A/c payee" only. Cheque(s)/Demand draft(s) may be drawn on any scheduled bank and payable at Mansa, Punjab.
6. Outstation cheques, cash, money orders, postal orders and stock invest will NOT be accepted.
7. As a matter of precaution against possible fraudulent encashments of interest warrants due to loss/misplacement, you are requested to mention the full particulars of the bank account, as specified in the application form.
8. Interest warrants will then be made out in favour of the bank for credit to your account. In case the full particulars are not given, cheques will be issued in the name of the applicant at their own risk.
9. VGCB in the "Acknowledgement Slip" appearing above the Application Form will acknowledge receipt of applications. No separate receipt will be issued.
10. You should mention your Permanent Account Number or the GIR number allotted under Income-Tax Act, 1961 and the Income-Tax Circle/Ward/District. In case where neither the PAN nor GIR number has been allotted, the fact of non-allotment should be mentioned in the application form in the space provided.
11. The application would be accepted as per the terms of the issue outlined in the Information Document / Disclosure Document.

