



कार्पोरेशन बैंक
Corporation Bank

SECTOR-31 BRANCH-0778/GURGAON - 122 001
IFS CODE : CORP000778

यह निश्चय जारी करने की तारीख से तीन महीने के लिए वैध है।
The instrument is valid for three months from the date of issue.

10032017
D D M M Y Y Y Y

Pay National Securities Depository Limited या धारक को ~~or~~ Bearer

रुपये Rupees one thousand one hundred

and fifty only

अदा करें ₹ 1,150/-

A/c. No. CC 01080001

A/c No. For NEFT/RTGS/ECS/DBT
077800401080001

For UNITECH MACHINES LTD


Authorized Signatory

कार्पोरेशन बैंक की सभी शाखाओं में देय
Payable at all branches of Corporation Bank

Please sign above

⑈856520⑈ 110017056⑈ 201512⑈ 11



UNITECH MACHINES LIMITED

Head Office : "UM House", Plot No. 35P, Sector-44, Gurgaon-122002 (Haryana) INDIA
Phones : +91-124-4326555, Fax : +91-124-4326571
Website : www.umgroup.in



CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

Ref. No. : Corporate Action/Deb/2016-17

Date : 9th March, 2017

National Securities Depository Limited
Trade World, A Wing
Kamala Mills Compound, Lower Parel
Mumbai – 400013.

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

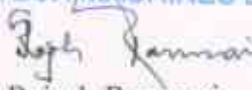
ISIN	INE910K07018
Security Description	Non Convertible Debentures
Allotment Date	06/03/2017
Face Value per security	Rs. 10,00,000 (Rupees Ten Lacs each)
Distinctive Numbers	Not applicable

Allotment Details	No. of records	No. of Securities (Quantity)
Electronic Form – NSDL	02	3800
Electronic Form – CDSL	NIL	NIL
Physical Form	NIL	NIL
Total Allotted	02	3800

1. **Rajesh Ramnani, Company Secretary of Unitech Machines Limited** declare that the issuer has obtained all the necessary approvals for the aforesaid issue of securities. The allotment is in terms of Board Resolution dated **06th March, 2013** (copy enclosed)

For UNITECH MACHINES LTD.

Signature :


Rajesh Ramnani
Company Secretary

Notes:

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



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF UNITECH MACHINES LIMITED HELD ON MONDAY, THE 6TH MARCH, 2017 AT UM HOUSE, PLOT NO. 35-P, SECTOR-44, GURGAON-122002, HARYANA

ALLOTMENT OF 3800 DEBENTURES ON PRIVATE PLACEMENT BASIS

The Chairman informed the Board that at the Extraordinary General Meeting of the Company held on 16th February, 2017 the members had passed a resolution for issue of 3800 (Three Thousand and Eight Hundred) Debentures of nominal value of Rs.10,00,000/- (Rupees Ten Lacs) each aggregating to Rs. 380,00,00,000 (Rupees Three Hundred Eighty Crores) of the Company at par on private placement basis to the following entities in the manner specified therein:-

Name of applicant	Father's / Husband's Name	Address	Occupation	No. of debentures of Rs. 10,00,000 each, being allotted
ECL Finance Limited (CIN: U65990MH2005PLC154854)	Company	Edelweiss House, Off CST Road, Kalina, Santacruz East, Mumbai Maharashtra-400055	Business	2500
Edelweiss Commodities Services Limited (CIN: U45201AP2006PLC078157)	Company	Edelweiss House, Off CST Road, Kalina, Santacruz East, Mumbai Maharashtra-400055	Business	1300
Total No Of Debentures				3800

The Chairman placed before the Board the names of applicants along with statement of application money tendered by them and further informed the Board that in compliance with the decision of the General Meeting there was a need for authorisation of the Board to allot the aforesaid 3800 Debentures.

After discussion, the Board passed the following resolution unanimously:-

***RESOLVED THAT** in pursuance to the authority vested in the Board by the shareholders of the Company vide their resolution passed at the Extraordinary Annual General Meeting of the Company held on 16th February, 2017 for issue and allot on private placement basis, 3800 (Three Thousand and Eight Hundred) debentures of nominal value of Rs.10,00,000/- (Rupees Ten Lacs) each of the Company aggregating to Rs. 380,00,00,000 (Rupees Three Hundred Eighty Crores) to the following persons, consent of the Board be and is hereby given to allot and issue the same in dematerialized form:-

Name of applicant	Father's / Husband's Name	Address	Occupation	No. of debentures of Rs. 10,00,000 each, being allotted
ECL Finance Limited (CIN: U65990MH2005PLC154854)	Company	Edelweiss House, Off CST Road, Kalina, Santacruz East, Mumbai Maharashtra-400055	Business	2500
Edelweiss Commodities Services Limited (CIN: U45201AP2006PLC078157)	Company	Edelweiss House, Off CST Road, Kalina, Santacruz East, Mumbai Maharashtra-400055	Business	1300
Total No Of Debentures				3800

For UNITECH MACHINES LTD.

[Signature]

MANAGING DIRECTOR

REGD. OFFICE : 806, DEVIKA TOWER, 6 NEHRU PLACE, NEW DELHI-110019
WORKS : 10TH KM. DELHI ROAD, SAHARANPUR-247 451 (U.P.) PHONE : (01336) 246212-15 • FAX : (01336) 246846
CIN NO. : U34300DL1986PLC023498

Certified True Copy
For UNITECH MACHINES LTD.

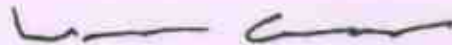
[Signature]
COMPANY SECRETARY

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid issuance of debentures in dematerialised form, the Board hereby authorizes any director of the Company or Mr. Rajesh Ramnani Company Secretary of the Company severally to take all necessary steps in this regards as may be necessary or required for the aforesaid purpose including without limitation to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents as and when necessary and to take all such further steps as may be required to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT letter of allotment be issued to the debenture holders entitled to the Debentures, be given to the debenture holders and the concerned authorities under the signature of any director of the Company or Mr. Rajesh Ramnani, Company Secretary of the Company as and when required.

RESOLVED FURTHER THAT a copy of this resolution duly certified as a true copy by any one of the authorised signatories be submitted to the concerned authority, persons and / or entities and they are hereby requested to rely upon the authority of the same."

for **UNITECH MACHINES LIMITED**



Verinder Kumar Sharma
Managing Director
DIN: 00096937
60, Prakriti Marg
Mehrauli Gurgaon Road
New Delhi-110 030

Certified True Copy

For **UNITECH MACHINES LTD.**



COMPANY SECRETARY

List of Allottees

Table A

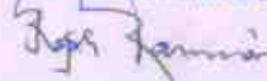
Name of the Company	UNITECH MACHINES LIMITED
Date of Allotment	06/03/2017
Type of shares Allotted (Equity or Preference)	NON-CONVERTIBLE DEBENTURES
Nominal Amount per share (in Rs.)	10,00,000 (Rs Ten Lacs) each
Premium / (Discount) Amount per share (in Rs.)	NIL
Total Numbers of allottees	2
Brief particulars in respect of terms and conditions, voting rights etc.	As per debenture trust deed

Table B (List of allottees, applicable in case of allotment of shares payable in cash)

S. No	Name & Occupation of Allottee	Address of Allottee	Nationality of the Allottee	Number of debentures allotted	Total amount paid (including premium) (in Rs.)	Total amount to be paid on calls (including premium) outstanding (in Rs.)	DP Name and DP ID
1	2	3	4	5	6	7	8
01	ECL Finance Limited (CIN: U65990MH2005PLC154854) (Business) Client ID: 10121423	Edelweiss House, Off CST Road, Kalina, Santacruz East, Mumbai Maharashtra	Indian	2,500	2,50,00,00,000	NIL	Edelweiss Broking Limited IN303719
02	Edelweiss Commodities Services Limited (CIN: U45201AP2006PLC078157) (Business) Client ID : 10121448	Edelweiss House, Off CST Road, Kalina, Santacruz East, Mumbai Maharashtra	Indian	1,300	1,30,00,00,000	NIL	Edelweiss Broking Limited IN303719
		Total		3,800	3,80,00,00,000		

Certified True Copy

For UNITECH MACHINES LTD.



COMPANY SECRETARY

Term Sheet – Unitech Machines Limited

Particulars	Terms & Conditions		
Investment Amount	Up to Rs. 380 cr. in the form of Subscription of NCDs		
Investor	Any entity of Edelweiss group and/or funds managed by any entity of Edelweiss group		
Investee Company	Unitech Machines Limited		
Coupon/ Interest on NCD	10% p.a. payable monthly on the 30th or last day of the month, whichever is earlier for the first 2 years, 12% p.a. thereafter		
Utilisation of Funds	The investment shall be utilized for the repayments of existing outstanding liabilities towards the Banks/ FIs.		
Repayment of NCD	Sr. No.	Repayment Dates	% of Amount
	1.	Last date of every month starting from 25 th to 36 th Month	15%
	2.	Last date of every month starting from 37 th to 48 th Month	15%
	3.	Last date of every month starting from 49 th to 60 th Month	20%
	4.	Last date of every month starting from 61 st to 72 nd Month	25%
	5.	Last date of every month starting from 73 rd to 84 th Month	25%
Security	<ol style="list-style-type: none">1. First charge by way of mortgage of the plants at Saharanpur & Bhagwanpur owned by Unitech Machines Limited (UML) and hypothecation of all the movable assets thereon.2. First charge of all the movable assets of the Auto division plant owned by UML at Manesar.3. First charge by way of hypothecation of all the movable assets thereon and pledge of 100% shareholding of Techno Auto Components India Private Limited4. Exclusive charge by way of mortgage of farm house at Sultanpur farms owned by Techno Auto Components India Private Limited5. Exclusive charge by way of mortgage of UM House at Gurgaon owned by Techno Trexim India (P) Limited and pledge of 100% shareholding of Techno Trexim India (P) Limited6. Exclusive charge by way of mortgage of property at Auriya, Kanpur owned by UM Power Limited and pledge of 100% shareholding of UM Power Limited7. Exclusive charge by way of mortgage of property at Candolim, Goa currently mortgaged to Yes Bank8. Escrow of entire receivables of Hero and UM House lease rentals9. Pledge of 100% shareholding of the UML10. Personal Guarantee of the Promoters		
Special Condition	1. The NCDs shall be Listed on BSE within 210 days of the date of allotment.		
Validity	This term sheet shall remain valid until 60 days from the date of issue		
Governing Law	The investment Amount will be governed by, and construed in accordance with Indian law. The place of exclusive jurisdiction would be Mumbai.		

For UNITECH MACHINES LTD.

Rajesh Kumar
COMPANY SECRETARY

Page 1 of 1

Certified True Copy
For UNITECH MACHINES LTD.
Rajesh Kumar
COMPANY SECRETARY

MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7

SRN : G37819984

Service Request Date : 10/03/2017

Payment made into : Union Bank Of India

Received From :

Name : HARDEV SINGH JAGDEV
Address : 101, Plot No.-6, LSC,
Rajdhani Plaza, New Rajdhani Enclave,
DELHI, Delhi
India - 110092

Entity on whose behalf money is paid

CIN: U34300DL1986PLC023498
Name : UNITECH MACHINES LIMITED
Address : 806, DEVIKA TOWER
6, NEHRU PLACE
NEW DELHI, Delhi
India - 110019

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form PAS-3	Normal	600.00
Total		600.00

Mode of Payment: Credit Card- Union Bank Of India

Received Payment Rupees: Six Hundred Only

Note -The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar, then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable, (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

For UNITECH MACHINES LTD.

Rajh Ramani
COMPANY SECRETARY

FORM NO. PAS-3



Return of Allotment

[Pursuant to section 39(4) and 42 (9) of the Companies Act, 2013 and rule 12 and 14 Companies (Prospectus and Allotment of Securities) Rules, 2014]

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

1 (a) Corporate Identity Number (CIN) of company

U34300DL1986PLC023498

Pre-fill

(b) Global Location Number (GLN) of Company

2 (a) Name of the company

UNITECH MACHINES LIMITED

(b) Address of the Registered office of the company

806, DEVIKA TOWER
6, NEHRU PLACE
NEW DELHI
Delhi
110019
India

(c) Email Id of the company

umcsdsc@the-umgroup.com

3. Securities allotted payable in cash

*Number of allotments

1

1 (i) * Date of allotment

06/03/2017

(DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution

16/02/2017

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

G37320256

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input checked="" type="checkbox"/> Debentures
Brief particulars of terms and conditions				As per Debenture Trust Deed
Number of securities allotted				3,800
Nominal amount per security (in Rs.)				1000000.00
Total nominal amount (in Rs.)				3,800,000,000
Amount paid per security on application (excluding premium) (in Rs.)				1000000.00
Total amount paid on application (excluding premium) (in Rs.)				3,800,000,000
Amount due and payable on per security on allotment(excluding premium) (in Rs.)				0.00
Total amount paid on allotment (excluding premium) (in Rs.)				0.00
Premium amount per security due and payable (if any) (in Rs.)				0.00
Total premium amount due and payable (if any) (in Rs.)				0.00
Premium amount paid per security (if any)				0.00
Total premium amount paid (if any) (in Rs.)				0.00
Amount of discount per security (if any) (in Rs.)				0.00
Total discount amount (if any) (in Rs.)				0.00
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				0.00

For UNITECH MACHINES LTD

COMPANY SECRETARY

4. Securities allotted for consideration other than cash

* Number of allotments

(i)* Date of allotment

(DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Number of securities allotted				
Nominal amount per security (in Rs.)				
Total nominal amount (in Rs.)				
Amount to be treated as paid up on each security (in Rs.)				
Premium amount per security (if any) (in Rs.)				
Total premium amount (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				
Total discount amount (if any) (in Rs.)				

(iv)* Details of consideration

Consideration for which such securities have been allotted:	Description of the consideration	Value (amount in Rs.)
(a) Property and assets acquired		
(b) Goodwill		
(c) Services (give nature of services)		
(d) Conversion of Debentures		
(e) Conversion of Loans		
(f) Other items (to be specified)		

(v)* Whether an agreement or contract is executed in writing for allotting securities for consideration other than cash (if yes, attach a copy of such agreement or contract). ☐ Yes ☐ No

(vi) Whether valuation report of the Valuated person has been obtained.

☐ Yes ☐ No

5. Bonus shares issued

- | | | |
|--|----------------------|--------------|
| (a) Date of allotment | <input type="text"/> | (DD/MM/YYYY) |
| (b) Number of bonus shares | <input type="text"/> | |
| (c) Nominal amount per share (in Rs.) | <input type="text"/> | |
| (d) Amount to be treated as paid up per share (in Rs.) | <input type="text"/> | |
| (e) * Date of passing shareholders' resolution | <input type="text"/> | (DD/MM/YYYY) |
| (f) * SRN of Form No. MGT-14 | <input type="text"/> | |

6. In respect of private placement

(a) Category to whom allotment is made:

- ☐ Existing shareholders
- ☐ Employee
- ☐ Directors
- ☐ Qualified Institutional Buyers
- ☒ Others

(b) Declaration that in respect of preferential allotment or private placement the company has:

- ☒ allotted securities to less than two hundred persons in aggregate in a financial year excluding exempted categories;
- ☒ not allotted securities with an application size of less than twenty thousand per person;
- ☒ offered such securities through private placement offer letter and no prospectus or any other public advertisement has been issued for the same;
- ☒ completed allotment in respect of earlier private placement offers;
- ☒ received money payable on subscription of such securities through cheque or demand draft or other banking channels but not in cash;
- ☒ made such offers only to the persons whose names were recorded by the company prior to such invitation and such persons have received such offer by name;
- ☒ Maintained a complete record of such offers and acceptances in Form No. PAS-5.

7. * Capital structure of the company after taking into consideration the above allotment(s) of shares

Particulars	Authorized capital of the company	Issued capital of the company	Subscribed capital	Paid up capital
Number of equity shares	50,000,000	38,471,650	38,471,650	38,471,650
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	500,000,000.00	384,716,500.00	384,716,500.00	384,716,500.00
Number of preference shares	0	0	0	0
Nominal value per preference share				
Total amount of preference shares				
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	500,000,000.00	384,716,500.00	384,716,500.00	384,716,500.00

8.* Debt Structure of the company after taking into consideration the above allotment(s) of debentures/ other security:

Particulars:	Total number of securities	Nominal value per unit of security	Total amount
Debentures	3,800	1000000	3,800,000,000
Secured loans			2,603,200,000
Others, specify	0	Unsecured Loans	753,300,000

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

☒ Yes ☐ No

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

Attachments

List of attachments

1.*List of allottees. Attach separate list for each allotment (refer instruction kit for format). If not attached, then it shall be submitted separately in a CD.

Attach

List of Allottees.pdf
CTC of Board Resolution.pdf
PAS-5.pdf

2.*Copy of Board or shareholders' resolution.

Attach

6. Complete record of private placement offers and acceptances in Form PAS-5.

Attach

Remove attachment

7. Optional attachment(s), if any.

Attach

Declaration

I am authorized by the Board of Directors of the Company vide resolution no " 04 dated " 06/03/2017 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that:

1. All the required attachments have been completely, correctly and legibly attached to this form.
2. The list of allottees is correct and complete as per records of the company.
3. Where the securities are issued other than cash, the contract as well as list of allottees and any other contract of sale, or a contract for services or other consideration in respect of which that allotment is made is attached herewith. If not, then an attachment has been attached by the company mentioning all the particulars of the contract in writing.

* To be digitally signed by

* Designation

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



Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii. All the required attachments have been completely and legibly attached to this form.

* To be digitally signed by



- * ☐ Chartered accountant (in whole-time practice) or ☐ Cost accountant (in whole-time practice) or
☒ Company secretary (in whole-time practice)

* Whether associate or fellow ☐ Associate ☒ Fellow


* Membership number

* Certificate of practice number

Note: Attention is drawn to provisions of Section 448 of the Companies Act, 2013 which provide for punishment for false statement and certification.

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.

For UNITECH MACHINES LTD.


COMPANY SECRETARY