

Private & Confidential - For Private Circulation Only

Date: 17 July, 2017

Serial Number: _____

OFFER LETTER FOR COMPULSORY CONVERTIBLE DEBENTURES**PL SURYA URJA LIMITED**

A public limited company incorporated under the Companies Act, 2013 with

Registered Office: 17 – 18, Nehru Place, New Delhi – 110019, India

CIN: U40106DL2015PLC277555

Email: abhishek.goel@idfc.com

Issue of 200 Unsecured, Unlisted, Compulsory Convertible Debentures of the Company ("Debentures") at a face value of Rs. 10,00,000/- each on a private placement basis, aggregating to Rs. 20,00,00,000 Only ("Issue")

BACKGROUND

This private placement offer letter ("Offer Letter") is related to the subscription of Debentures to be issued and allotted by PL Surya Urja Limited (the "Issuer" or "Company") on a private placement basis and contains relevant information and disclosures required for the purpose of issuing and subscription of Debentures. The Issue and the subscription of the Debentures comprised in the Issue and described under this Offer Letter has been authorised by the Issuer through a resolution passed by the Board of Directors of the Issuer on July 17, 2017, special resolution passed by the shareholders of the Issuer on July 7, 2017 and in accordance with the provisions of the Companies Act, 2013 (the "Companies Act"). This Offer Letter is strictly for a private placement and is only an information brochure intended for private use. Nothing in this Offer Letter shall constitute and/or deem to constitute an offer or an invitation to an offer to the Indian public or any section thereof to subscribe for or otherwise acquire the Debentures in general. This Offer Letter should not be construed to be a prospectus or a statement in lieu of prospectus under the Companies Act. This Offer Letter and the contents hereof are restricted for only the intended recipient(s) who have been addressed directly and specifically through a communication by the Company. All eligible investors ("Investors") are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue.

The distribution of this Offer Letter, offer of subscription and sale of the Debentures in certain jurisdictions may be restricted by law. It does not constitute an offer for sale or solicitation of an offer to buy in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such state or jurisdiction.



DISCLAIMERS

ISSUER'S DISCLAIMER

This Offer Letter is neither a prospectus nor a statement in lieu of a prospectus under the Companies Act. The Issue of Debentures is being made strictly on a private placement basis. This Offer Letter has been prepared in conformity with the Companies Act, 2013 and Form PAS-4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time. 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 Offer Letter has been prepared solely to provide general information about the Company to eligible Investors to whom it is addressed and who are willing and eligible to subscribe to the Debentures. This Offer Letter does not purport to contain all the information that any eligible investor may require. Further, this Offer Letter has been prepared for informational purposes relating to this transaction only and upon the express understanding that it will be used only for the purposes set forth herein.

Neither this Offer Letter 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 Offer Letter 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 Company and its own appraisal of the creditworthiness of 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 circumstances. Further, any participation by any potential Investor in the Issue shall be subject to the risk factors mentioned under Annexure - I (*Risk Factors*) of this Offer Letter.

Apart from this Offer Letter, no offer document or prospectus has been prepared in connection with this Issue or in relation to the Company nor is such offer document or prospectus required to be registered under applicable laws or regulations.

The Company confirms that, as of the date hereof, this Offer Letter (including the documents incorporated by reference herein, if any) contains all information that is material in the context of the Issue, is accurate in all material respects and does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements herein, in the light of the circumstances under which they are made and are not misleading. No person has been authorized to give any information or to make any representation not contained or incorporated by reference in this Offer Letter or in any material made available by the Company 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 Company.

This Offer Letter and the contents hereof are restricted only for the intended recipient(s) who have been addressed directly and specifically through a communication by the Company and

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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 Offer Letter 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.

No invitation is being made to any persons other than those to whom application forms along with this Offer Letter being issued have been sent. Any application by a person to whom the Offer Letter has not been sent by the Company shall be rejected without assigning any reason.

The person who is in receipt of this Offer Letter 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 Company. The recipient agrees to keep confidential all of such information provided (or made available hereafter), including, without limitation, the existence and terms of such transaction, any specific pricing information related to the transaction or the amount or terms of any fees payable to us or other parties in connection with such transaction. This Offer Letter may not be photocopied, reproduced, or distributed to others before the closure of the Issue without the prior written consent of the Company.

The Company does not undertake to update this Offer Letter to reflect subsequent events after the date of this Offer Letter and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Company.

This Offer Letter 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 Offer Letter in any jurisdiction where such action is required. Persons into whose possession this Offer Letter comes are required to inform themselves about and to observe any such restrictions. The Offer Letter is made available to eligible Investors in the Issue on the strict understanding that it is private and confidential.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is made in India to the eligible Investors, who shall be specifically approached by the Company. The distribution of the Offer Letter or the application forms and the offer, sale, pledge or disposal of the Debentures may be restricted or prohibited by law in certain jurisdictions. Recipients are required to observe such restrictions and the Company and its affiliates accept no liability to any person in relation to the distribution of information in any such jurisdiction.

This Offer Letter does not constitute an offer to sell or an invitation to subscribe to the 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 jurisdiction of the courts at Delhi. This Offer Letter does not constitute an offer to sell or an invitation to subscribe to the Debentures herein, in any other jurisdiction and to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. The sale or transfer of these Debentures outside India may require regulatory approvals in India, including without limitation, the approval of the RBI.



PAS-4 – OFFER LETTER

This Offer Letter has been prepared in conformity with Section 42, Section 62 of the Companies Act read with rules made thereunder and as per the format PAS-4 prescribed under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

1. GENERAL INFORMATION

SR. NO.	PARTICULARS	DETAILS				
a.	Name, address, website and other contact details of the Company indicating both registered office and corporate office	<p>PL Surya Urja Limited</p> <p>Registered office-17 18, Nehru Place, New Delhi -- 110019</p> <p>Corporate office- 7th Floor, One Indiabulls Centre, Tower 1C, 841 Jupiter Mills Compound, Senapati Bapat Marg, Elphinstone Road (W), Mumbai – 400 013</p> <p>Email-abhishek.goel@idfc.com</p> <p>Website- www.vectorgreen.in</p> <p>Contact No. -+91-22-4342 2116</p>				
b.	Date of incorporation of the Company	September 3, 2013				
c.	Business carried on by the Company and its subsidiaries with the details of branches or units, if any	To act as developer, owner, operator, consultant, contractor and sub-contractors for design, construction, operation and maintenance of the projects involving generation, transmission, distribution and management of solar power.				
d.	Brief particulars of the management of the Company	The management of the Company comprises of directors who are qualified professionals and have vast experience in engineering and finance fields.				
e.	Names, addresses, DIN and occupations of the directors					
	S.No.	Name	Designation	Address	DIN	Occupation
	1	Mahendra Bishi	Additional Director	301, Sagar Sangeet, Dr. A B Nair Road Juhu Mumbai-400049	07190515	Service
	2	Abhishek Goel	Additional Director	D-1803, 18 th Floor Ashok Garden, T J RD, Sewree West Mumbai- 400015	05278410	Service
	3	Sameer Mathur	Additional Director	Bldg No 20, Flat-703 NRI Complex, Seawoods Estate, Navi Mumbai 400706	06642754	Service

SR. NO.	PARTICULARS	DETAILS
f.	Management's perception of risk factors	As per Annexure –I(Risk Factors)
g.	Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of – i) statutory dues; ii) debentures and interest thereon; iii) deposits and interest thereon; iv) loan from any bank or financial institution and interest thereon.	None
h.	Names, designation, address and phone number, email ID of the nodal/ compliance officer of the Company, if any, for the private placement offer process	Nodal Officer Name- Abhishek Goel Designation- Director Address- D-1803, 18th Floor Ashok Garden, T J RD, Sewree West Mumbai- 400015 Telephone No- 022-43422116 Email Id- abhishek.goel@idfc.com

2. PARTICULARS OF THE OFFER

SR. NO.	PARTICULAR	DETAILS
a.	Date of passing of board resolution	July 17, 2017
b.	Date of passing of resolution in the general meeting, authorizing the offer of securities	July 07, 2017
c.	Kinds of securities offered (i.e. whether share or debenture) and class of security	Unsecured, Unlisted, Compulsory Convertible Debentures
d.	Price at which the security is being offered including the premium, if any, along with justification of the price	Debentures of face value of Rs. 10,00,000/- (Rupees Ten Lakhs) per debenture are issued or proposed to be issued at par aggregating upto INR <u>20,00,00,000</u>
e.	Name and address of the valuer who performed valuation of the security offered	Valuation to be provided at the time of creation of security.
f.	Amount which the Company intends to raise by way of securities	Rs. 20,00,00,000 (Rupee Twenty Crores).
g.	Terms of raising of securities: Duration,	Maturity Date: 20 (Twenty) years from the date

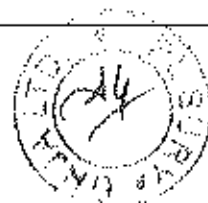


SR. NO.	PARTICULAR	DETAILS
	if applicable, rate of dividend or rate of interest, mode of payment and repayment	of issue, unless converted or redeemed earlier as per the terms of issue. Rate of interest: 16%p.a Mode of payment: Electronic Fund Transfer Mode of Repayment: Electronic Fund Transfer Other terms and conditions of the Debentures are set out in Annexure –II(Term Sheet).
h.	Proposed time schedule for which the offer letter is valid	One year from the date of shareholders' approval, i.e., July 7, 2018.
i.	Purposes and objects of the offer	The CCD subscription consideration shall be utilised by the Company towards adjustment / payment / termination of outstanding unsecured loan and for general corporate purposes.
j.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	None
k.	Principle terms of assets charged as security, if applicable	Not Applicable

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

SR. NO.	PARTICULAR	DETAILS
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	There is no financial or other material interest of directors, promoters or key managerial personnel in the offer. However, there is an outstanding promoter loan of Rs. 19.5 Crore in the Company.
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 Company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon	None

SR. NO.	PARTICULAR	DETAILS																				
	conclusion of such litigation or legal action shall be disclosed																					
c.	Remuneration of directors (during the current year and last three financial years) None of the Non-Independent Directors of the Company draws any remuneration from the Company, however, the Independent Directors are entitled to the remuneration by way of sitting fees and out of pocket expenses for attending the meetings of the Board, the details of which are as follows: <div style="text-align: right;">(Amount in INR)</div> <table><tr><th>Name of the Independent Director</th><th>FY 2017-18</th><th>FY 2016-17</th><th>FY 2015-16</th><th>FY 2014-15</th></tr><tr><td>Mr. Rahul Vashishtha</td><td>15000</td><td>25,000</td><td>25,000</td><td>NA</td></tr><tr><td>Mr. Sandeep Kumar</td><td>16,000</td><td>4,000</td><td>NA</td><td>NA</td></tr><tr><td>Ms. Jahnavi Upadhyay</td><td>NA</td><td>10,000</td><td>50,000</td><td>NA</td></tr></table> *Note- The aforesaid fees is as per actual amount paid.	Name of the Independent Director	FY 2017-18	FY 2016-17	FY 2015-16	FY 2014-15	Mr. Rahul Vashishtha	15000	25,000	25,000	NA	Mr. Sandeep Kumar	16,000	4,000	NA	NA	Ms. Jahnavi Upadhyay	NA	10,000	50,000	NA	
Name of the Independent Director	FY 2017-18	FY 2016-17	FY 2015-16	FY 2014-15																		
Mr. Rahul Vashishtha	15000	25,000	25,000	NA																		
Mr. Sandeep Kumar	16,000	4,000	NA	NA																		
Ms. Jahnavi Upadhyay	NA	10,000	50,000	NA																		
d.	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	Attached as Annexure-III (Related Party Transactions)																				
e.	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	None																				
f.	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	None																				



SR. NO.	PARTICULAR	DETAILS
g.	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	None

4. FINANCIAL POSITION OF THE COMPANY

(a) Capital structure of the Company:

(i) the authorized, issued, subscribed and paid up capital:

Particulars	Number & Description of Securities	Nominal Value
Authorised Capital	2,00,00,000 Equity Shares of Rs. 10/- each	Rs. 20,00,00,000/-
	Total Authorized Capital	Rs. 20,00,00,000/-
Issued Capital	2,00,00,000 Equity Shares of Rs. 10/- each	Rs. 20,00,00,000/-
	Total Issued Capital	Rs. 20,00,00,000/-
Subscribed & Paid Up Capital	2,00,00,000 Equity Shares of Rs. 10/- each	Rs. 20,00,00,000/-
	Total Subscribed & Paid Up Capital	Rs. 20,00,00,000/-

(ii) Size of the present offer:

200 (Two hundred) Unsecured, Unlisted, Compulsory Convertible Debentures of the Company at a face value of Rs. 10,00,000/- (Rupees Ten Lakhs) each are proposed to be allotted for an amount not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crore only).

(iii) Paid Up Capital:

Paid Up Capital of the Company			
(A) after the offer		(B) after conversion of convertible instruments, if applicable	
No. & Description of Securities	Nominal Value	No. & Description of Securities	Nominal Value
2,00,00,000 Equity Shares of Rs. 10/- each	Rs. 20,00,00,000	2,00,00,000 Equity Shares of Rs. 10/- each	Rs. 20,00,00,000
Total Paid Up Capital	Rs. 20,00,00,000	Total Paid Up Capital	Rs. 20,00,00,000

SUBSCRIPTION AND ISSUE OF DEBENTURES

1. Only eligible Investors to whom this Offer Letter is addressed may apply for the Debentures by completing the application form in the prescribed format (as per Annexure VII (*Application Form*)) in BLOCK LETTERS in English as per the instructions contained therein and during the period from the Issue opening date to the Issue closing date (both dates inclusive). The Company reserves the right to close the Issue at an earlier date in the event the Issue is fully subscribed.
2. The application should be for a minimum of 50 (fifty) Debenture and in multiples of 1 (one) Debenture thereafter. No application can be made for a fraction of a Debenture.
3. The applicant must along with the transfer payments/ application amounts required to be made by way of any ECS or RTGS (and where ECS or RTGS service is not available, by way of cheque, bank draft or demand drafts), to the bank account of the Company as per details mentioned in the application form. Any application amount if paid by way of either cheque, demand draft(s) or bank draft drawn or made payable in favour of the Company or otherwise as may be set out in the application form and crossed "Account Payee Only". Cheque, bank drafts or demand draft(s) may be drawn on any bank including a co-operative bank, which is a member or a sub-member of the bankers clearing house located at Delhi/Mumbai.
4. The applicant or in the case of an application in joint names, each of the applicants, should mention its Permanent Account Number ("PAN") allotted under the Income Tax Act ("IT Act"). As per the provision of Section 139A(5A) of the IT Act, PAN needs to be mentioned on the tax deduction certificates. Hence, the Investor should mention his PAN if the Investor does not submit Form 15G/15AA/other evidence, as the case may be, for non-deduction of tax at source. In case the PAN has not been allotted, the applicant shall mention "Applied for" and in case the applicant is not assessed to income tax, the applicant shall mention 'Not Applicable' (stating reasons for non-applicability) in the appropriate box provided for the purpose. Application forms without this information will be considered incomplete and are liable to be rejected. In case of failure to furnish PAN Number, tax at source will be deductible at the applicable rate.
5. Applications may be made in single or joint names (not exceeding three). In the case of joint applications, all payments will be made out in favour of the first applicant. All communications will be addressed to the first named applicant whose name appears in the application form at the address mentioned therein.
6. The Investors will be required to remit the funds as well as submit the duly completed application form along with other necessary documents to Company on or prior to the allotment date.
7. The Company will allot the Debentures on the allotment date.
8. Applicants should remit the application amount along with the applications through RTGS on or prior to the allotment date.

The RTGS details of Company are as under:

Account Details

Account Bank: Indusind Bank Limited

Account No.: 201001420150

Account Branch: Nariman Point, Mumbai

IFSC Code: INDB0000006

Modification of the Offer Letter

The Registrar and the Company may agree, without the consent of the Debenture Holder(s), but with the prior notice to the Debenture Holder(s), to any modification of this Offer Letter which is a manifest or proven error or is in violation of any provision of law.

Depository Arrangements

The Company shall make necessary depository arrangements with the depository for the issue and holding of the Debentures in dematerialised form.

List of Beneficiaries

The Company shall request the depositories to provide a list of beneficiaries on the record date. This shall be the list, which will be used for payments of redemption amounts.

Applications to be accompanied with bank account details

Every application shall be required to be accompanied by the bank account details of the applicant and the magnetic ink character reader code of the bank for the purpose of availing direct credit of interest and all other amounts payable to the Debenture Holder(s) through electronic transfer of funds or RTGS.

Letters of Allotment

The Debentures will be credited in dematerialised form.

Refunds

For applicants whose applications have been rejected or allotted in part, refund orders will be dispatched within the applicable statutory period from the allotment date.

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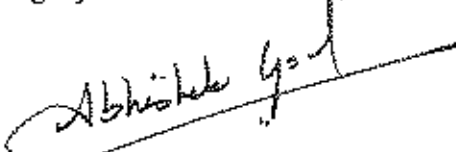


DECLARATION BY DIRECTORS

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

I am authorized by the Board of Directors of the Company vide resolution dated June 02,, 2017 to sign this form and declare that all the requirements of Companies Act 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 all the required attachments have been completely, correctly and legibly attached to this form.



Abhishek Goel
Director, PL Surya Urja Limited
Date: July 17, 2017
Place: Mumbai

Attachments:

Copy of board resolution

Copy of shareholders resolution

ANNEXURE -I

RISK FACTORS

The information and contents contained in this private placement offer letter have been supplied by the Issuer. The said information and contents have not been verified from any independent sources (including the original source documents). These information and contents is the responsibility of the Company alone. Its accuracy and completeness cannot be guaranteed and its reliability cannot be assured.

Although the legal advisors and all intermediaries associated with this private placement offer letter believe that the information and contents used herein are correct, complete and reliable, in absence of independent verification, neither the legal advisors nor any of the intermediaries are or can be held responsible for the correctness, completeness or the adequacy of the data contained herein.

The Issuer believes that the following factors may affect its ability to fulfil its obligations under the Debentures issued under the private placement offer letter. 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.

The Issuer believes that the factors described below represent the principal risks inherent in investing in Debentures issued under the private placement offer letter, but the inability of the Issuer, as the case may be, to pay interest, or other amounts on or in connection with any Debentures may occur for other reasons and the Issuer does not represent that the statements below regarding the risks of holding any Debentures are exhaustive. Prospective Investors should also read the detailed information set out elsewhere in this private placement offer letter and reach their own views prior to making any investment decision.

The Debentures are sophisticated instruments, can involve a high degree of risk and are intended for sale only to those Investors capable of understanding the risks entailed in such instruments.

The following are the risks envisaged by the Issuer and the Investors should consider the following risk factors carefully for evaluating the Company and its business before making any investment decision. Unless the context requires otherwise, the risk factors described below apply to the Company only. The risks have been quantified wherever possible. If any one of the following stated risks actually occurs, the Company's business, financial conditions and results of operations could suffer and therefore the value of the Company's debt securities could decline.

Note: The risk factors herein are not exhaustive and unless specified or quantified in the relevant risk factors, the Company is not in a position to quantify the financial or other implications of any risk mentioned herein below:

- (a) **Evacuation Risk:** Power is being evacuated through 66 KV transmission line to Boha Substation situated at ~2.5 kms from the power plant. These transmission lines are part of the Punjab State electricity network which in turn is seamlessly connected to the national grid network. The evacuation infrastructure is fully in place.
- (b) **O&M Risk:** The Project has entered into an O&M contract with Jakson Engineers Limited. Project will be under supervision of technical team at Vector Green Energy Pvt Ltd. which constitutes experienced professionals from the renewable industry. The Company will ensure



best-in-class O&M practices which ensure tight control on O&M costs.

- (c) **Off-take Risk and Payment Risk:** Issuer has entered into a 25-year PPA with the Punjab State Power Corporation Limited (PSPCL). Punjab is regarded as one of the more progressive states for state electricity reform and was one of first few states to sign up for UDAY scheme of Central Government. As per the latest ICRA rating in June 2016, the PSPCL was rated B+. While PSPCL has lower AT&C losses, they exhibit dependence on state support to meet financing gap between Average Revenue Realization (ARR) and the Average Cost of Supply (ACS) arising from subsidies to the agricultural sector.
- (d) **Credit Risk:** The payment of the principal and coupon on the Debentures is subject to the credit risk of the Company whereby the Investors may or may not recover all or part of the principal or coupon amount of the funds invested in case of default by the Company. Debenture Holders assume the risk that the Company will not be able to satisfy their obligations under the Debentures and may or may not recover all or part of the principal and/or coupon amount in case of default by the Company.
- (e) **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. Investors who are in any doubt as to their tax position should consult their own independent tax advisers. In addition, 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.
- (f) **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.
- (g) **Court proceedings:** If any dispute arises between the Company and any other party, the Company 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.
- (h) **Priority of payments:** The Company 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 to the extent of claims of income tax authorities.
- (i) **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.



ANNEXURE - II

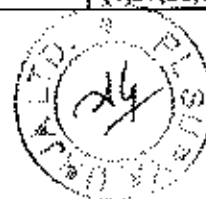
TERM SHEET

1.	Issuer	PL Surya Urja Limited
2.	Sponsor	India Infrastructure Fund (IIF2)
3.	Promoter	Vector Green Energy Private Limited
4.	Project	20 MW Solar Power project at district Mansa, Punjab
5.	Purpose of the Issue	The CCD Subscription Consideration shall be utilised by the Company towards adjustment / payment / termination of outstanding unsecured loan and for general corporate purposes.
6.	Interest payment Schedule	Interest Payment dates: 30/09/17, 31/03/18, 30/09/18, 31/03/19, 30/09/19, 31/03/20, 30/09/20, 31/03/21, 30/09/21, 31/03/22, 30/09/22, 31/03/23, 30/09/23, 31/03/24, 30/09/24, 31/03/25, 30/09/25, 31/03/26, 30/09/26, 31/03/27, 30/09/27, 31/03/28, 30/09/28, 31/03/29, 30/09/29, 31/03/30, 30/09/30, 31/03/31, 30/09/31, 31/03/32, 30/09/32, 31/03/33, 30/09/33, 31/03/34, 30/09/34, 31/03/35, 30/09/35, 31/03/36, 30/09/36, 31/03/37, 17/07/37
7.	Security	Nil
8.	Financial Covenants	Nil

ANNEXURE - III

RELATED PARTY TRANSACTIONS

Particulars	Holding company		Ultimate holding company	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
FPC Contractor Fees	-	-	-	-
Balance outstanding as at end of the year				
Receivable/(payable)				
Punj Lloyd Infrastructure Ltd.	(19,49,18,175)	(22,39,90,000)	-	-
Punj Lloyd Limited	-	-	-	(1,59,28,175)



ANNEXURE-IV

DETAILS OF THE EXISTING SHARE CAPITAL OF THE COMPANY

Date of Allotment	No. of shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Form of consideration	Amount (Rs.)
November 05, 2013	50,000	10/-	10/-	Cash	5,00,000/-
November 28, 2013	1,99,50,000	10/-	10/-	Cash	19,50,00,000/-
Total Paid Up Capital					20,00,00,000/-

Allotments made in the last one year preceding the date of offer: NIL



ANNEXURE - V

- (a) A summary of the financial position of the Company as in the three audited balance sheets immediately preceding the date of circulation of offer letter: Annexure-V

Parameters (Please note that the line items provided below are only indicative)	Fiscal March 2017	Fiscal March 2016	Fiscal March 2015
Total debt	1,28,11,84,396	1,41,34,38,400	1,44,61,85,441
(Of which-Non Current Maturities of)			
Long Term Borrowing	1,17,52,17,732.00	1,30,74,70,400.00	1,42,04,15,441.00
Short Term Borrowing	-	-	-
Current Maturities of Long Term Borrowing	10,59,66,664	10,59,68,000	2,57,70,000
Net Fixed Assets	1,52,41,01,719.96	1,59,07,47,259.70	1,65,73,56,461.44
Non-Current Assets	-	-	-
Cash and Cash Equivalents	4,26,697.00	3,49,89,668.00	2,18,34,937.00
Current Investments	-	-	-
Current Assets	3,99,33,035.00	9,24,49,262.00	6,21,56,980.00
Current Liabilities	11,25,23,560.44	12,51,02,654.00	8,39,33,414.00
Net sales	25,78,48,091.00	27,14,67,410.00	3,18,88,440.00
EBITDA	19,51,67,473.00	21,85,11,542.81	2,90,27,444.00
EBIT	12,57,31,814.67	15,18,64,088.07	2,14,93,561.00
Interest	14,34,27,212.00	15,19,41,951.00	1,91,44,068.00
PAT	(1,76,95,397)	(77,863)	(23,49,493)
Dividend amount	-	-	-
Current ratio			



	0.35	0.74	0.74
Interest coverage ratio	0.88	1.00	1.12
Gross debt/equity ratio	7.62	7.61	7.78
Debt Service Coverage Ratios			
Total Equity	16,81,43,125	18,58,38,522	18,59,16,385
Provision of Major maintenance	4,33,65,392	3,55,36,744	
EBITDA	23,85,32,865	25,40,48,286	2,90,27,444
Principal + Interest	56,72,99,212	25,79,09,951	4,49,14,068
Debt Service Coverage Ratios	0.42	0.99	0.65

ANNEXURE - VI

AUDITED CASH FLOW STATEMENTS

Particulars	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015
Net cash flow from/ (used in) operating activities (A)	9,76,89,697	12,01,97,448	4,58,85,268
Net cash flow used in investing activities (B)	-	(2,25,012)	(1,65,84,17,778)
Net cash flow used in financing activities (C)	(13,22,52,668)	(10,68,17,705)	1,63,36,84,956
Net decrease in cash and cash equivalents (A + B + C)	(3,45,62,971)	1,31,54,731	2,11,52,446
Cash and cash equivalents at the beginning of the year	3,49,89,668	2,18,34,937	6,82,491
Cash and cash equivalents at the end of the year	4,26,697	3,49,89,668	2,18,34,937



ANNEXURE - VII

APPLICATION FORM

Application No: _____

Date: _____

PL. SURYA URJA LIMITED

Registered Office: 17 – 18, Nehru Place,
New Delhi – 110019, India

Dear Sir,

Having read and understood the contents of the Offer Letter dated July 17, 2017, we apply for allotment of Unsecured Unlisted Compulsory Convertible Debentures (CCDs) offered 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 Offer Letter.

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

No. of Debentures Applied for	No. in Figures	No. 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:

Status: Banking Company ☐ Insurance Company ☐ Others specify

Name of Authorized Signatory	Designation	Signatures

Details of Bank Account

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

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		() Not Allotted	
Tax Deduction Status	() Fully Exempt	() Tax to be deducted at Source	() Yes	() No

(Tear here)

ACKNOWLEDGEMENT SLIP

Application No: _____ Date: _____

Received

From

Rs. _____/- By Cheque/ Demand Draft/ RTGS No

drawn on _____ towards application for _____ CCDs. (Cheques/ Demand Drafts are subject to realisation.)

For all further correspondence please contact: Mr. Abhishek Goel, Tel: +91-22-4342 2116

INSTRUCTIONS

1. You must complete application in full in BLOCK LETTERS IN ENGLISH.
2. Your Signatures should be made in English or in any of the Indian languages
3. Application forms duly completed in all respects, together with high value Cheques/ Pay Order/ Demand Drafts must be lodged at the Registered Office.
4. Payments through RTGS shall be made as follows:

Beneficiary : PL Surya Urja Limited
Account name : PL Surya Urja Current Account



IFSC Code : INDB0000006
Bank Account No. : 201001420150
Bank : IndusInd Bank
Branch : Nariman Point, Mumbai

5. The bank draft(s)/Demand Draft(s) of high value clearing zone should be drawn in favour of "Pl. Surya Urja Limited" and crossed "A/c payee" only. Cheque(s)/Demand draft(s) may be drawn on any scheduled bank and payable at par on all branches.
6. As a matter of precaution against possible fraudulent encashment 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.
7. Loss of interest cheques/refund cheques should be intimated to the Issuer 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 Issuer.
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. In the "Acknowledgement Slip" appearing below the Application Form will be considered as sole proof of 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 Offer Letter.



PL Surya Urja Limited

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CIN: U40106GJ2013PLC257163



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF PL SURYA URJA LIMITED HELD ON FRIDAY, 7TH JULY 2017 AT 2 P.M. AT PLOT NO. 78, INSTITUTIONAL AREA, SECTOR-32, GURUGRAM-122001

ITEM NO. 3 SPECIAL RESOLUTION:

TO ISSUE UNSECURED COMPULSORY CONVERTIBLE DEBENTURES (CCDs) AGAINST CASH AT PAR FOR AN AMOUNT NOT EXCEEDING RS. 21,00,00,000/-

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made there under and the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions, notifications, guidelines, procedures, policies, circulars and/or sanctions of the Central Government, Reserve Bank of India and any regulatory or other authorities as may be necessary and on such terms and conditions, which may be agreed to by the Board of Directors of the Company ("Board"), the consent of the members of the Company ("Members") be and is hereby accorded to the Board to create, offer, invite to subscribe, issue and allot, from time to time, not exceeding 210 (Two Hundred Ten) unsecured, unlisted compulsory convertible debentures ("CCDs" or "Debentures") each having a face value of Rs. 10,00,000/- (Rupees Ten Lakhs) carrying a coupon rate of 16% per annum for such term as may be decided by the Board in its absolute discretion, each fully paid up, for an amount not exceeding Rs. 21,00,00,000/- (Rupees Twenty One Crores only) nominal value of CCDs together with any further interest accrued but unpaid thereon till the date of conversion being referred to herein as "Conversion Amount" to India Infrastructure Fund II ("IIF II"), by way of preferential allotment, in such manner as the Board may, in its absolute discretion thinks fit on the following terms and conditions:

1. The CCDs shall be automatically and compulsorily be converted into the equity shares of face value of Rs. 10/- each at a price determined by the valuation report issued by a registered valuer ("Conversion Price"), on expiry of its term unless converted earlier pursuant to debenture holders election to convert CCDs into the equity shares by issuing a conversion notice to the Company.
2. The CCDs by themselves do not give its holder any voting rights or any right of the shareholder of the Company.
3. The CCDs proposed to be offered, issued and allotted to IIF II shall either be allotted in physical or dematerialized form as per the absolute discretion of the Board.
4. The new equity shares to be allotted upon conversion of CCDs shall be issued in dematerialized form and shall rank *pari-passu* with the existing issued and subscribed equity shares in all respect including dividend.



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CIN: U40106IN 2013PLC267153



RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable, including modification in the terms and conditions of the issue as may be required by any statutory, regulatory and other appropriate authorities and such approvals as the Board may agree and to settle all queries or doubts that may arise in the proposed issue, issuance of equity shares upon conversion and execute all such deeds, documents, writings, agreements, applications in connection with the proposed issue as the Board may deem fit without being required to seek any further consent or approval of its members or otherwise, to the end and intent that its members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

For PL Surya Urja Limited

A handwritten signature in black ink, appearing to read 'Abhishek Goel', written over a dashed line.

Abhishek Goel
Director
DIN 05270410

A handwritten signature in black ink, appearing to be a stylized 'AG' or similar initials.

PL Surya Urja Limited

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CIN: U40106DL2013PLC257153

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013****ITEM NO. 3 SPECIAL RESOLUTION:**

The Company propose to issue and allot 16% per annum interest bearing Unsecured Compulsory Convertible Debentures (CCDs) against cash at par for amount not exceeding Rs. 21,00,00,000/- (Rupees Twenty One Crores only) convertible into equity shares of the Company at such price as may be determined by the valuation report.

The Board of Directors at their meeting, subject to the approval of the members of the Company, approved the proposal to issue CCDs.

Other terms relating to the issue of CCDs are as under:

1. The CCDs unless converted earlier into the equity shares of the Company at the option of the CCD holders shall be compulsorily converted into the equity shares at the expiry of its term.
2. The CCDs shall be transferable subject to the prior consent of the Company. The CCDs subscriber / holder shall be entitled to sell, assign, transfer or otherwise create interest in all or part of the CCDs to any third party at any time subject to the provisions of the Articles of Association of the Company and to the extent permitted under applicable laws.
3. The CCDs shall accrue and earn interest at the rate of 16% per annum till their conversion into the equity shares of the Company and shall become payable to the CCDs holder semiannually.
4. The right to receive coupon interest shall be cumulative. The CCDs shall confer on the holder a right to receive CCDs coupon, in priority to the holders of shares in the capital of the Company. The CCDs coupon shall be subject to applicable tax deduction at source. The Company shall provide the CCDs holder with the relevant proof of such tax deduction certificate as per the applicable laws.
5. In case Board of Directors of the Company decides to allot compulsory convertible debentures in physical mode, a certificate ('Debenture Certificate') will be issued to the CCDs subscriber in respect of their registered holding of the CCDs. Each CCD and each Debenture Certificate will have an identifying number which will be recorded on the relevant Debenture Certificate and register of debenture holders maintained by the Company ('Debenture Register'). All transfer shall be registered and respective entries in respect thereof shall be entered in the Debenture Register maintained by the Company. The title to the CCDs shall be evidenced by Debenture Certificates to the CCDs holder and the registration of holders name thereof in the Debenture Register maintained by the Company. The Company shall deem and treat the Person in whose name the CCD is registered as the absolute owner of such CCD (notwithstanding any notice of ownership, trust or any interest

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- therein or writing thereon or notice of any previous loss or the theft thereof) for the purpose of interest payment thereof or on any other account.
6. The CCD holders shall have a right to convert their CCDs into fully paid up equity shares by giving a written notice to the Company ("Conversion Notice") at any time post the date of CCDs issuance. Provided that if any approval under Applicable Law is required to be obtained for the conversion of the CCDs into shares, then the right of CCD holder to convert the CCDs into shares shall be subject to the Company obtaining such approval. The Company shall promptly upon receipt of the conversion notice, initiate steps to complete the conversion of the relevant CCDs by the issue and allotment to CCD holders, of the relevant number of fully paid up shares to be issued upon conversion of the relevant CCDs. The Company shall pay all cost and expenses arising on the issue of the shares pursuant to any conversion of the CCDs including any fees for increase in authorised share capital, stamp duty, or other taxes, if applicable and levies.
 7. The shares so allotted and issued pursuant to conversion of all or part of the CCDs, shall from the Date of Conversion, rank pari passu in all respects with the existing shares of the Company and shall be transferable subject to the provisions of the Memorandum and Article of Association of the Company and Subscription Agreement, if any. If the issue of the shares pursuant to conversion of CCDs gives rise to an obligation on the Company to issue a fraction of a share to the CCD holder, the number of shares to be issued shall be rounded up to the next whole number of the shares.
 8. All the amounts to be paid to CCD holders shall be made through bank transfer post receipt of all regulatory approvals, if any and post receipt of approvals from the lenders of the Company, if applicable and after satisfying the conditions mentioned in the financing documents.
 9. The Company shall ensure requisite authorized capital to accommodate the resulting equity shares issued upon conversion of CCDs before expiry of its term or immediately upon receipt of Conversion Notice from the holders of the CCDs to convert their holding into the equity shares of the Company.
 10. The disclosures required pursuant to the Companies Act, 2013 and rules framed there under are as follows:
 - (a) **Objects of the preferential issue:**
The object of this issue is to allot CCDs to HF II and repayment of the existing shareholders loan.
 - (b) **The total number of shares or other securities to be issued:**
210 unsecured Compulsory Convertible Debentures are proposed to be issued to HF II. The resultant equity shares to be issued upon conversion of CCDs into equity shares of the company shall be determined by dividing the Conversion Amount by the Conversion Price as determined by a valuation report of the registered valuer.

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**(c) The Price or Price Band at /within which the allotment is proposed;**

The CCDs of face value of Rs. 10,00,000/- each is proposed to be issued at par carrying a coupon rate of 16% per annum for a term as may be decided by the Board, each fully paid up, for an amount aggregating upto Rs. 21,00,00,000/- (Rupees Twenty One Crores only).

(d) Basis on which price has been arrived at along with report of the registered valuer;
The CCDs are proposed to be issued at its face value. The equity shares shall be allotted at a fair price pursuant to conversion of CCDs as determined by a valuation report of the registered valuer. The aforesaid report is attached herewith.**(e) Relevant date with reference to which the price has been arrived at;**
Not Applicable**(f) The class or classes of persons to whom the allotment is proposed to be made;**

The allotment of CCDs are proposed to be made to IIF-II, the resultant shares pursuant to conversion of CCDs shall be issued to the persons registered as the registered holder of CCDs in the Debenture Register maintained by the Company/record maintained by the Depository.

(g) Intention of promoters, directors and key managerial persons to subscribe to the offer;

The proposed CCDs are being offered to IIF II. No director or key managerial persons have any intention to subscribe the issue.

(h) The proposed time within which the allotment shall be completed;

The proposed allotment shall be completed within the time prescribed under the Companies Act, 2013 and the rules and regulations framed there under.

(i) The names of the proposed allottee(s) and the percentage of post preferential capital that may be held by them;

The CCDs are proposed to be allotted to India Infrastructure Fund II. There shall not be any change in the pre and post preferential allotment of CCDs.

However, the resultant equity shares pursuant to conversion of CCDs into equity shares shall be issued to the holder of CCDs at the time of conversion. The post allotment shareholding may change if the CCDs are transferred by IIF II post its allotment and conversion occurs in the hands of the transferee.

(j) Change in control, if any, in the company that would occur consequent to preferential offer;

No change in control shall occur pursuant to issue of CCDs.

(k) Number of persons to whom the allotment on preferential basis has already been made during the year in terms of number of securities as well as price;
Nil**(l) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;**
N.A.

dy



PL Surya Urja Limited

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 CIN: U40103DL2013PLC257153

**(m) Pre Issue and post issue shareholding pattern of the Company;**

S.No.	Category	Pre-Issue		Post Issue	
		No. of Shares held	Percentage of shareholding	No. of Shares held	Percentage of shareholding
A	Promoters Holding				
1	Indian Individual	0	0	0	0
	Body Corporate	1,99,99,994**	100	1,99,99,994**	50.03
	Sub Total	1,99,99,994	100	1,99,99,994	50.03
2	Foreign Promoters	0	0	0	0
	Sub Total (A)	1,99,99,994	100	1,99,99,994	50.03
B	Non Promoters holding				
1	Institutional Investors				
2	Non Institution				
	Private Corporate Bodies	0	0	1,99,00,000*	49.97
	Directors and Relatives	0	0	0	0
	Indian Public	0	0	0	0
	Others (Including NRIs)	6**	0	6	0
	Sub Total (B)	0	0	1,99,00,006	49.97
	Grand Total (A+B)	2,00,00,000	0	3,99,00,000	100

* considering conversion of all GCDs at a conversion price of Rs. 10.01 per share as determined by the valuation report provided by a registered valuer.

** 6 shares are held by individuals as a nominee with beneficial ownership held by body corporate.

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*-The above shareholding pattern has been prepared considering no change in the shareholding of Promoters. In case of change in promoter holding, the shareholding pattern shall accordingly change.

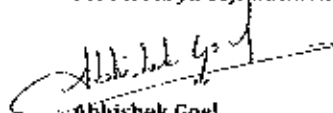
As per the provisions of Section 42, 62 and 71 of the Companies Act, 2013 read with rules made there under, a Company offering or making an invitation to subscribe to securities on a preferential basis is required to obtain the approval of its members by way of a special resolution.

Accordingly, consent of the members of the Company is sought by way of a special resolution as set out in Item No. 3 of the accompanying notice.

Your Directors, therefore, recommend the resolution set out at Item no. 3 for your approval by way of Special Resolution.

None of the Directors, Key Managerial Persons and their relatives is in any way concerned or interested in the resolution set out under item no. 3 of the convening notice.

For PL Surya Urja Limited


Abhishek Goel
Director
DIN 05278410

