

TRIL AMRITSAR PROJECTS LIMITED

(Formerly TRIF Amritsar Projects Limited)

Corporate Identity Number: U45203MH2008PLC181620

Registered Office: Elphinstone Building, 2nd Floor, 10 Veer Nariman Road, Mumbai - 400 001

Tel: +91 022-6629 4000 Fax: +91 022-6610 0520 Website: www.trilium.co.in

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the members of the TRIL Amritsar Projects Limited will be held on Friday, 19th May, 2017 at 4.30 p.m. at Elphinstone Building, 2nd Floor, 10 Veer Nariman Road, Mumbai – 400001 to transact following business:

SPECIAL BUSINESS:

- 1. To consider and if thought fit to pass the following resolution with or without modification(s) as Special Resolution:**

ISSUE OF SENIOR SECURED, UNLISTED, RATED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES AGGREGATING TO UP TO RS. 125,00,00,000 (RUPEES ONE HUNDRED TWENTY FIVE CRORE ONLY) ON RIGHT BASIS:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee of the board constituted to exercise its powers, including the powers conferred by the Resolution) for making offer(s) or invitations to subscribe to senior secured, unlisted, rated, redeemable, non-convertible debentures (hereinafter collectively referred as NCDs) of a face value of Rs. 10,00,000 (Rupees Ten Lakh only) each and for an aggregate consideration not exceeding Rs. 125,00,00,000 (Rupees One Hundred Twenty Five Crore only) on a private placement basis to eligible entities, bodies corporate, companies, banks, financial institutions and any other categories of eligible investors (eligible investors) permitted to invest in the NCDs under applicable laws, in one or more tranches, during a period of one year from the date of passing of this Resolution and that the said borrowing is within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to create and perfect security in relation to such NCDs and the ability and right of the debenture trustee to be appointed under the Debenture Documents, to take any corporate action, legal proceeding or other procedure or step in relation to the enforcement of any security created in favour of the debenture trustee for the benefit of the debenture holders, in any manner whatsoever (without any consent of any person), in accordance with the terms of the debenture documents be and is hereby, recognized and confirmed.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to execute all such documents, issue all disclosures, file all forms and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, doubt that may arise in the respect of the borrowings aforesaid and to execute all documents and writing as may be necessary, proper, desirable or expedient.”

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2. To consider and if thought fit to pass the following resolution with or without modification(s) as Special Resolution:

TO APPROVE THE CONVERSION OF LOAN INTO EQUITY

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any of the Companies Act, 2013 and Rules made there under, and in accordance with the Memorandum of Association and Articles of Associations of the Company and applicable regulation(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the members of the Company, be and is hereby accorded to the Company (herein after called the “Board”), on the terms and conditions contained in the financial documents, such terms and conditions to provide, *inter alia*, to convert the whole or part of the amount outstanding or payable, from time to time, by the Company, to the investors (hereinafter referred to as the “Debenture Holders”) under the terms of financing documents to be executed in respect of the debentures being issued by the Company, which may be subscribed by the Debenture Holders, from time to time, not exceeding Rs. 125 Crore (Rupees One Twenty Five Crore), consistent with the existing borrowing powers of the Company under Section 180 (1)(c) of the Companies Act, 2013 (hereinafter referred to as the “Financial Assistance(s)”), at the option of the Debenture Holders, into fully paid up equity share of the Company or convertible instruments on such terms and conditions as may be stipulated in the financing documents and subject to applicable laws or any other conversion remedy available to the Debenture Holders to convert outstanding amounts in equity shares or convertible instruments as per applicable laws, including but not limited to Reserve Bank of India’s circular dated June 8, 2015 on “*Strategic Debt Restructuring Scheme*” (as amended, supplemented or replaced from time to time).

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Debenture Holders such number of equity shares or convertible instruments pursuant to conversion of the outstanding portion of the Financial Assistance as may be permitted under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Debenture Holders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid equity shares/ convertible instruments and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek

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any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. A statement pursuant to section 102 of the Companies Act, 2013 (“the act”) relating to the business to be transacted at the meeting is annexed hereunder and forms a part of Notice.
3. All documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company on all working days (except Saturday and Sunday) between 11.00 A.M. to 1.00 P.M upto the date of Extra Ordinary General Meeting (EGM) and the same along with other documents as required under the applicable law will also be available for inspection at the time of EGM of the Company at the venue of the meeting.

For **TRIL AMRITSAR PROJECTS LIMITED**

Pravin Karambelkar
Company Secretary

Date:

Place: Mumbai

Address:

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item no. 1

The Company is desirous of raising funds up to Rs. 125 crore for repayment of Inter Corporate Deposits (ICDs) availed from Tata Realty and Infrastructure Limited (TRIL) and for other corporate purpose as may be agreed between the Company and the debenture holders, by way of issuance and allotment of 1,250 (One Thousand Two Hundred and Fifty Only) senior secured, unlisted, rated, redeemable, non-convertible debentures of a face value of Rs. 10,00,000 (Rupees Ten Lakh only) each and for an aggregate consideration not exceeding Rs. 125,00,00,000 (Rupees One Hundred Twenty Five Crore only) on a private placement basis to be subscribed by Deutsche Bank AG (acting through its Mumbai branch or any other branch in India) (DB) or any other debenture holders.

Pursuant to the provisions of Sections 42 and 71 of Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules 2014 and Companies (Share Capital and Debentures) Rules, 2014, the Company is required to obtain an approval of its Members by a way of Special Resolution, for issue of securities on private placement basis and creation and perfection of security in relation to such issuance. Such an approval will be valid for a period of one year for all the offers and invitations made for debentures during the year.

The approval of members of the Company is therefore sought for issue of NCDs on a private placement basis, in one or more tranches, on such terms and conditions including the price, coupon, tenor, repayment terms etc., as may be mentioned in the Letter of Offer in form PAS-4.

None of the Directors of the Company or their respective relatives are concerned or interested in the passing of the proposed resolution. The Directors recommend the resolution at Item Nos. 1 of the accompanying notice for approval of members of the Company.

Item no. 2

The Board at its meeting held on April 26, 2017, had approved issuance and allotment of 1,250 (One Thousand Two Hundred and Fifty Only) senior secured, unlisted, rated, redeemable, non-convertible debentures of a face value of Rs. 10,00,000 (Rupees Ten Lakh only) each and for an aggregate consideration not exceeding Rs. 125,00,00,000 (Rupees One Hundred Twenty Five Crore only) on a private placement basis to be subscribed by Deutsche Bank AG (acting through its Mumbai branch or any other branch in India) (DB) or any other debenture holders. In line with the various directives issued by the Reserve Bank of India, it would be necessary to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder to enable the Banks and Financial Institution (hereinafter referred to as the “**Lenders**”) to convert the outstanding loans, debentures or any other financial assistance categorized as loans (hereinafter referred to as the “**Financial Assurances**”), in foreign currency or India Rupee which may be availed from the Lenders, from time to time, at their option, into fully paid up equity shares of the Company or convertible instruments on such terms and conditions as may be stipulated in the financing documents and subject to applicable laws or any other conversion remedy available to the debenture holders to convert outstanding amounts in equity shares or convertible

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instruments as per applicable laws, including but not limited to Reserve Bank of India's circular dated June 8, 2015 on "*Strategic Debt Restructuring Scheme*" (as amended, supplemented or replaced from time to time).

The proposed resolution is an enabling resolution under the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013 for the conversion of outstanding loan, debentures or any other financial assistance categorized as loans into equity shares or convertible instruments of the Company.

Your directors recommend the resolutions at Item no. 2 of the accompanying notice for approval of the conversion of proposed loan into equity shares or convertible instruments, by passing a special resolution.

None of the directors of the Company or their respective relatives are concerned or interested in the resolution no. 2.

By order of the Board
For **TRIL AMRITSAR PROJECTS LIMITED**

Pravin Karambelkar
Company Secretary

Date:

Place: Mumbai

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ATTENDANCE SLIP

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Joint Shareholders may obtain additional Attendance Slip in request

Regd. Folio No.

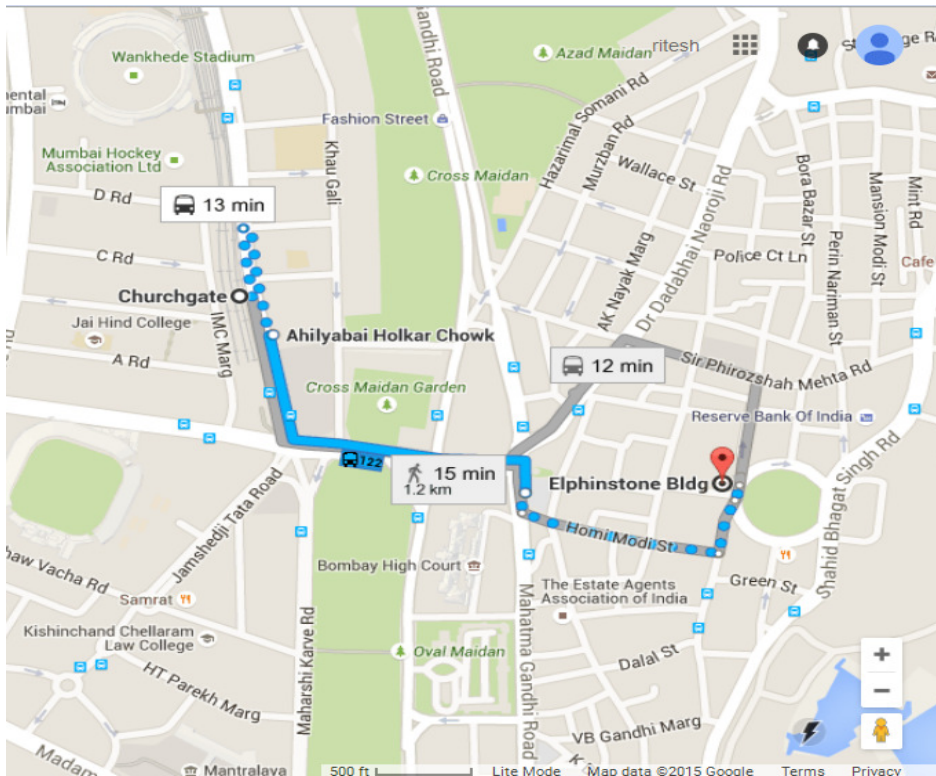
NAME AND ADDRESS OF SHAREHOLDER: _____

NO. OF SHARES HELD: _____

I hereby record my presence at the Extra Ordinary General Meeting of TRIL Amritsar Projects Limited held on Friday, the 19th May 2017 at 4.30 p.m. at Elphinstone Building, 2nd Floor, 10, Veer Nariman Road, Fort, Mumbai 400 001.

Signature of the Shareholder or Proxy

ROUTE MAP FOR REACHING AT THE AGM VENUE



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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U45400DL2007PTC163100

Name of the company: TRIL AMRITSAR PROJECTS LIMITED

Registered office: Elphinstone Building, 2nd Floor, 10 Veer Nariman Road, Mumbai -400001.

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail id:
Signature: or failing him
2. Name:
Address:
E-mail id:
Signature: or failing him
3. Name:
Address:
E-mail id:
Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of TRIL Amritsar Projects Limited held on Friday, the 19th May 2017 at Elphinstone Building, 2nd Floor, 10, Veer Nariman Road, Fort, Mumbai 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Issue of CCDs
2. Conversion of loan in to equity



Signed thisday of20.....

Signature of the shareholder

Signature of the proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.