

# TRIL INFOPARK LIMITED

## NOTICE

**NOTICE** is hereby given that an Extraordinary General Meeting of the Members of **TRIL INFOPARK LIMITED** will be held on Monday, 11<sup>th</sup> May 2015, at 11.00 A.M. at the Registered office of the Company Situated at Ramanujan IT City, Rajiv Gandhi Salai (OMR), Taramani, Chennai-600 113 to transact the following business:

### **SPECIAL BUSINESS:**

#### **To issue of Compulsorily Convertible Debentures (CCDs) to Tata Realty and Infrastructure Limited on private placement basis:**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62, 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 person(s) authorized and/ or any committee of the board constituted to exercise its powers, including the powers conferred by the resolution) to issue unlisted, unsecured compulsorily convertible debentures (hereinafter collectively referred as CCDs) of Rs. 10/- each (Rupees Ten only), at par, aggregating to Rs. 250 Crores (Rupees Two Hundred and Fifty Crores only) on private placement basis to Tata Realty and Infrastructure Limited, in one or more tranches, during a period of one year from the date of passing of this Resolution on the following terms and conditions:

#### **Terms for Issue of Compulsorily Convertible Debentures ('CCDs')**

- 1. Instrument:** Compulsorily Convertible Debentures [CCD]. The CCDs would be unsecured.
- 2. Face value:** The face value of CCDs shall be Rs 10 per CCD aggregating to Rs 250 crores
- 3. Coupon rate:** 0.01% per annum
- 4. Tenor of CCD:** Not exceeding 60 months. However, the CCDs can be converted to equity shares at the option of the investor at any time after allotment of CCDs, subject to necessary approval in place.

Ramanujan IT City, Taramani, Rajiv Gandhi Salai (OMR), Chennai - 600 113.

Tel : 044 - 66855111, Fax : 044 - 66855118

[www.ramanujanitcity.com](http://www.ramanujanitcity.com) [www.tata-realty.com](http://www.tata-realty.com)

CIN-U45200TN2008PLC066931



# TRIL INFOPARK LIMITED

**5. Conversion price:** Each CCD will be convertible into such number of equity shares of face value Rs 10 per share as may be determined considering the conversion price which would be equal to the Net Asset Value (NAV) of the equity shares or face value of equity shares whichever is higher. The NAV would be determined based on the latest audited financials of TRIL Infopark Limited."

**"RESOLVED FURTHER THAT** Mr.C.Velan, (DIN- 00181706) Executive Director & CEO and Mr. S.Ramprasad, Company Secretary be and are hereby severally authorized to sign on behalf of the Company all necessary letter of offers, forms, agreements and other documents as may be required in this regard, in the best interest of the Company."

**"RESOLVED FURTHER THAT** Mr.C.Velan, (DIN- 00181706) Executive Director & CEO and Mr.S.Ramprasad, Company Secretary be and are hereby severally authorized to file necessary e-form with the Registrar of Companies."

**"RESOLVED FURTHER THAT** the copies of the foregoing Resolution certified to be true copies by any one of Directors of the Company or by the Company Secretary be furnished to such person(s) as may be deemed necessary."

By Order of Board of Directors

  
S.Ramprasad  
Company Secretary

Registered Office Address:  
Ramanujan IT City, Rajiv Gandhi Salai (OMR),  
Taramani, Chennai – 600113  
CIN: U45200TN2008PLC066931

Place: Chennai

Date: 07<sup>th</sup> May 2015



# TRIL INFOPARK LIMITED

## NOTES:

- a. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS BEHALF, A PROXY NEED NOT BE A MEMBER.**
- b. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses set out above is annexed hereto.
- c. As per the Ministry of Corporate Affairs (MCA) Notification dated 19<sup>th</sup> March 2015 which has been recently published in the MCA Website, the e-voting provision as per Section 108 of the Companies Act, 2013 will be mandatory only for equity listed Companies. Since our Company is only a debt listed the e-voting process henceforth shall not be applicable. Accordingly the voting process for the EGM shall be either by show of hands or poll process as the case may be.
- d. Members are requested to give their consent to convene the meeting at a shorter notice.





# TRIL INFOPARK LIMITED

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### **To issue of Compulsorily Convertible Debentures (CCDs) to Tata Realty and Infrastructure Limited on private placement basis:**

In the last quarter of financial year 2014– 15, the Company was in pressing requirement of funds upto an amount of Rs. 250 Crores for the purpose of repayment of existing loans and for the development of the Project Ramanujan IT city. Accordingly, the Company approached Tata Realty Infrastructure Limited (TRIL) to fund the amount of Rs.250 Crores to the Company.

TRIL, by virtue of the Share Purchase Agreement (SPA) dated 23rd December 2014, entered with TRIF 1 Fund Cos to acquire their 53.30% stake in the Company, was restricted to invest in equity or equity linked instruments of the Company till the time the buyout is completed. Accordingly, TRIL had infused Rs.250 crores in the form of unsecured loan on 25th February 2015 in the Company. There is moratorium on interest payment upto 15th May 2015. In March 2015, TRIL completed buyout of 53.30% stake of the Company from TRIF 1 Fund Cos.

In order to relieve the Company from the interest burden and in compliance with the maintenance of minimum shareholding requirement of Joint Venture Agreement (JVA) dated 24th March 2008 entered into with TIDCO, TRIL has proposed the Company to allot Compulsory Convertible Debentures in lieu of the aforesaid unsecured loan of Rs.250 Crores.

Accordingly, it is proposed to issue 25 Crore CCDs of Rs.10/- each to TRIL on a private placement basis. The CCDs shall presently be issued at par and it shall be convertible into such number of equity shares of face value Rs.10 per share as may be determined considering the conversion price which would be equal to the Net Asset Value (NAV) of the equity shares or face value of equity shares whichever is higher. The NAV would be determined based on the latest audited financials of TRIL Infopark Limited.

Since, private placement of any security is required to be approved by the shareholders as per the provisions of section 42 of the Companies Act, 2013, the aforesaid resolution is proposed for approval.

The Board recommends the said Special resolution for approval of the members.


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# TRIL INFOPARK LIMITED

None of the directors and Key Managerial Personnel of the Company or their respective relatives are personally interested or concerned in the resolution.

By Order of Board of Directors



S.Ramprasad  
Company Secretary

Registered Office Address:  
Ramanujan IT City, Rajiv Gandhi Salai (OMR),  
Taramani, Chennai – 600113  
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