

28th January, 2021



To,
The Manager- Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1,
G-Block, Bandra- Kurla Complex,
Bandra (E) Mumbai 400 051, India

Series: EQ
Symbol: SINTERCOM
ISIN: INE129Z01016

Subject: Outcome of the Meeting of the Board of Directors of Sintercom India Limited ("the Company") held on 28th January 2021

Ref:

1. **Disclosure in terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015;**
2. **Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("said Regulations")**

Dear Sir/ Madam,

The Board of Directors of the Company ("**Board**"), at its meeting ("**said meeting**") held today, 28th January, 2021, via video conference/other audio-visual means, at 6.30 pm have *inter alia* approved the following matters:

1. **Increase in the authorized share capital of the Company and consequent alteration of the capital clause (Clause V) of the memorandum of association of the Company**

The Board has approved an increase in the authorized share capital of the Company by 26,00,000 (Twenty Six lakhs) equity shares of ₹ 10/- (Rupees Ten) each, aggregating to ₹ 2,60,00,000/- (Rupees Two Crore Sixty Lakh only) with the Authorized Share Capital of the Company thereby standing increased from ₹ 25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 shares of ₹ 10/- (Rupees Ten) each to ₹ 27,60,00,000/- (Rupees Twenty-Seven Crore Sixty Lakh only) divided into 2,76,00,000 (Two Crore Seventy Six Lakh) equity shares of ₹ 10/- (Rupees Ten) each and consequently altering Clause V of the Company's memorandum of association, subject to the approval of the shareholders of the Company in an extra ordinary general meeting:

"(a) The Authorised Share Capital of the Company is ₹ 27,60,00,000/- (Rupees Twenty-Seven Crore Sixty Lakh only) divided into 2,76,00,000 (Two Crore Seventy-Six Lakh) equity shares of ₹ 10/- (Rupees Ten) each"



Anu

SINTERCOM India Limited
(Formerly Sintercom India Pvt. Ltd.)
CIN.: L29299PN2007PLC129627

Registered Office :
Gat No. 127, At Post Mangrul, Tal.: Maval,
(Talegaon Dabhade), Pune- 410507, India.
Tel.: 020 48522679
info@sintercom.co.in | www.sintercom.co.in

2. Issue and allotment of the following securities to Miba Sinter Holding GmbH And CO KG on a preferential basis ("Preferential Issue")

The Board has approved the issuance and allotment of the following securities on a preferential basis to Miba Sinter Holding GmbH And CO Kg ("Miba"), a members of the promoter and promoter group of the Company for an aggregate consideration of upto to ₹ 222,775,000/- in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, the said Regulations and other applicable laws, subject to approval of the shareholders of the Company and such other regulatory/ governmental approvals, as may be required:

- (i) 13,50,000 fully paid-up equity shares, at a price of ₹67/- (face value of ₹ 10/- each) aggregating to ₹ 9,04,50,000/- (Rupees Nine Crore Four Lakh Fifty Thousand Only), ranking pari passu to the existing fully paid-up equity shares ("Equity Shares"); and
- (ii) 19,75,000 Compulsory Convertible Debentures with an interest coupon of 4% per annum compounded quarterly, at a price of ₹67/- each (face value of ₹ 67/- each) aggregating to ₹ 13,23,25,000/- ("CCDs"), each CCD will be converted into equity shares at a conversion ratio of 1:1, at a price of ₹ 67/- per equity share in accordance with the CCD terms and with 50% of the CCDs being converted at any time commencing from 1 April 2021 but no later than 31 March 2022 and the balance 50% of the CCDs being converted at any time commencing from 1 April 2022 but no later than the expiry of a maximum period of 18 (eighteen) months from the date of allotment of the CCDs.

In connection with the Preferential Issue, the Board has also approved the execution of a security subscription agreement with Miba dated 28th January, 2021 The Preferential Issue is subject to the fulfillment of certain conditions precedent including the obtaining of shareholders' approval (by way of extra ordinary general meeting) for such preferential issuance and allotment as well as any regulatory / governmental approval(s), as applicable;

Details of the Preferential Issue and the Securities Subscription Agreement are set out in **Annexure A**.

3. Amendment of the Articles of Association of the Company.

The Board has approved certain amendments to the articles of association of the Company. Such amendments to the Company's articles of association shall be subject to the prior approval of the shareholders of the Company in an extra ordinary general meeting held for this purpose.

Details of the shareholders agreement as well as the proposed significant amendments to the articles of association are set out in **Annexure B**.



4. Convening the extra ordinary general meeting of the Company

The Board also approved the convening of the 01st Extra Ordinary General Meeting (“EGM”) of the Financial year 2020-2021 on Wednesday 24th February, 2021 at 5.00 PM IST through video conference (“VC”) / Other Audio-Visual Means (“OAVM”), and has also approved the draft notice convening the EGM to be issued to the shareholders for seeking their approval, among others, for:

- (i) increase in the authorized share capital of the Company and consequent alteration of the capital clause (Clause V) of the memorandum of association of the Company;
- (ii) Amendment of the articles of association of the Company; and
- (iii) the Preferential issue.

The meeting started at 6.30. P.M. and concluded at 9.10 P.M.

Kindly take the same on record and acknowledge receipt.

**For and on Behalf of
Sintercom India Limited**



**Anuja Joshi
Company Secretary and Compliance Officer
Place: Pune**



Enclosed: As mentioned above

Annexure A

1. Details of Preferential Issue of the Equity Shares:

Particulars	Details
Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Fully paid-up Equity Shares
Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment, etc.)	Preferential Issue
Total number of securities proposed to be issued or the total amount for which the securities will be issued	13,50,000 fully paid-up equity shares, at a price of ₹67/- (face value of ₹ 10/- each) aggregating to ₹ 9,04,50,000/- (Rupees Nine Crore Four Lakh Fifty Thousand Only), ranking pari passu to the existing fully paid-up equity shares
Name of the Investor	Miba Sinter Holding GmbH And CO KG, a member of the promoter and promoter group of the Company
Post allotment of securities - outcome of the subscription, issue price, number of investor(s)	<input type="checkbox"/> Number of Investor(s): 1 (One) <input type="checkbox"/> Percentage of post allotment shareholding: 24.81 % <input type="checkbox"/> Issue price: ₹ 67/- per equity share (face value of ₹ 10/- each)
In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	N.A.

2. Details of Preferential Issue of the Compulsory Convertible Debentures:

Particulars	Details
Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Fully paid-up Compulsory Convertible Debentures with a interest coupon of 4% per annum compounded quarterly.
Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment, etc.)	Preferential Issue
Total number of securities proposed to be issued or the total amount for which the securities will be issued	19,75,000 Compulsory Convertible Debentures, at a price of ₹67/- each (face value of ₹ 67/- each) aggregating to ₹ 13,23,25,000/-
Name of the Investor	Miba Sinter Holding GmbH And CO KG, a member of the promoter and promoter group of the Company
Post allotment of securities - outcome of the subscription, issue price, number of investor(s)	<input type="checkbox"/> Number of Investor(s): 1 (One) <input type="checkbox"/> Percentage of post allotment shareholding: Not applicable as compulsory convertible debentures are being issued <input type="checkbox"/> Issue price: 67/- per equity share
In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Compulsory Convertible Debentures (CCDs) will be converted into equity shares at a conversion ratio of 1:1, at ₹ 67/- per equity shares (face value ₹ 10 per equity share) in accordance with the CCDs terms with 50% of the CCDS being converted at any time commencing from 1 April 2021 but no later than 31 March 2022 and the balance 50% of the CCDs being converted at any time commencing from 1 April 2022 but no later than the expiry of a maximum period of 18 (eighteen) months from the date of allotment of the CCDs.



SINTERCOM

3. Details of Security Subscription Agreement:

Particulars	Details
Name of the parties with whom the agreement is entered	Miba Sinter Holding GmbH And CO KG ("Miba")
Purpose of entering into agreement	The Company has entered into the securities subscription agreement dated 28th January 2021 ("SSA") for the purpose of raising funds through the Preferential Issue to Miba, and provides that the Company shall issue and allot the Equity Shares and CCDs to Miba, on a preferential basis. Such allotment is subject to the fulfilment of certain conditions precedent including obtaining a shareholders' approval as well as any regulatory / governmental approval(s), as applicable for the Preferential Issue.
Shareholding, if any, in the entity with whom the agreement is executed	NIL (<i>Miba holds 20.61% of the equity share capital of the Company as on 28th January 2021</i>)
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure, etc.	<p>In terms of the SSA, the Preferential Issue to Miba will be undertaken for an aggregate consideration of upto to ₹ 222,775,000/-, for the issuance and allotment of the following securities:</p> <p>(i) 13,50,000 fully paid-up equity shares, at a price of ₹67/- (face value of ₹ 10/- each) aggregating to ₹ 9,04,50,000/- (Rupees Nine Crore Four Lakh Fifty Thousand Only); and</p> <p>(ii) 19,75,000 Compulsory Convertible Debentures, at a price of ₹67/- each (face value of ₹ 67/- each) aggregating to ₹ 13,23,25,000/-.</p> <p>The Preferential Issue would be subject to the due fulfillment of certain conditions precedent more particularly detailed in the SSA including obtaining the approval of the shareholders of the Company for such preferential issuance and allotment as well as the obtaining of applicable regulatory approvals.</p> <p>The equity shares and CCDs to be issued under the SSA would be locked-in as per provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.</p> <p>The subscription proceeds are to be used to help facilitate the Company with additional funds necessary for acquisition of capital goods and machinery, operation and management of the Company provided that an amount equal to INR 90,000,000 (Indian Rupees Ninety Million only) from the subscription proceeds is to be allocated towards the acquisition of capital goods & machinery by the Company.</p> <p>The Company is not to issue any equity shares or any other form of instruments or securities compulsorily or optionally</p>

Amey





SINTERCOM

	convertible into or exercisable or exchangeable for, or which carry a right to subscribe to or purchase, equity shares of the Company from time to time or any other form of securities which shall carry voting rights from 28 th January, 2021 being the date of execution of the SSA till 31 March 2023 (both days included).
Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship.	Miba is a member of the promoter and promoter group of the Company and currently holds 20.61% of the equity share capital of the Company as on 28th January 2021
Whether the transaction would fall within related party transaction? If yes, whether the same is done at "arm's length"	NA
In case of issuance of shares to the parties, details of issue price, class of shares issued	<p>Issue and allotment of</p> <p>(iii) 13,50,000 fully paid-up equity shares, at a price of ₹67/- (face value of ₹ 10/- each) aggregating to ₹ 9,04,50,000/- (Rupees Nine Crore Four Lakh Fifty Thousand Only), ranking pari passu to the existing fully paid-up equity shares; and</p> <p>(iv) 19,75,000 Compulsory Convertible Debentures, at a price of ₹67/- each (face value of ₹ 67/- each) aggregating to ₹ 13,23,25,000/-.</p> <p>The securities will be issued at a price of ₹ 67/- per equity share and ₹ 67/- per Compulsory Convertible Debenture. The total subscription consideration for the equity shares and the Compulsory Convertible Debentures aggregates upto to ₹ 222,775,000/-.</p>
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	NIL

Mube



Annexure B

Details of amendment to Articles of Association

The following is a summary of the significant amendments proposed to be made to the Articles of Association.

1. Certain definitions have been introduced into the Articles for capitalised terms used in the Articles but which are not separately defined.
2. Certain covenants or obligations have been placed on BRN Industries Limited ("**BRN**") as a promoter and shareholder of the Company. These covenants include placing an obligation on BRN to: (a) procure and maintain all licenses, consent and permits required for the conduct of its business and affairs; (b) conduct its business and affairs in compliance with its constitutional documents, the Company's articles of association and applicable law; (c) not enter into any agreement that is conflict with the Company's articles of association, (d) not dilute its shareholding in the Company or transfer or sell or encumber it's shareholding in the Company apart from in the manner contemplated under the Company's articles of association; (e) not carry on any business that would compete with the Company.
3. Certain covenants or obligations have been placed on Miba Sinter Holding GmbH & CO KG ("**MIBA**") as a promoter and shareholder of the Company. These covenants include placing an obligation on MIBA to: (a) permit the Company to project the relationship between the promoters of the Company as a joint venture between MIBA and the Company for marketing and other purposes to enhance the business and image of the Company; (b) not dilute its shareholding in the Company or transfer or sell or encumber it's shareholding in the Company apart from in the manner contemplated under the Company's articles of association; (c) not carry on any business that would compete with the Company.
4. Certain covenants or obligations have been placed on Mr. Jignesh Raval as a promoter and shareholder of the Company ("**JR**"). These covenants include placing an obligation to JR to: (a) not dilute its shareholding in the Company or transfer or sell or encumber it's shareholding in the Company apart from in the manner contemplated under the Company's articles of association; (c) not carry on any business that would compete with the Company.
5. An obligation has been placed on BRN, MIBA and JR to ensure that at all times each shareholder in the Company shall have rights of pre-emption to subscribe to any share capital increase, debt instruments or other securities issuance (including, without limitation, convertible bonds and options) (each case a "**Securities Issuance**"), in proportion to such shareholder's pro rata shareholding in the Company at the time of such proposed Securities Issuance, unless the shareholders in the general meeting decide otherwise.
6. Each of BRN, MIBA and JR have agreed and acknowledged that it would lock-in its respective shareholding in the Company as per applicable law and in the manner contemplated under the Company's articles of association.
7. Any transferee acquiring shares from BRN, MIBA or JR would be required to execute a deed of adherence to the Company's articles of association agreeing to be bound by all of the transferor's rights and obligations under the Company's articles of association.




8. A pre-emptive right has been provided to each of BRN and MIBA by way of a right of first refusal in the event of any transfer of shares in the Company by either MIBA or BRN and the process to be followed for exercise of the right of first refusal has been inserted.
9. A right has been provided to each of BRN and MIBA ("**Non-Selling Shareholder**") to also participate in any sale of shares in the Company by BRN or MIBA ("**Selling Shareholder**") by way of exercise of a tag right by the Non-Selling Shareholder. The process to be followed for exercise of the tag right by a Non-Selling Shareholder has been inserted. A drag right has been provided to a Selling Shareholder to also compel a Non-Selling Shareholder to sell its shares in the Company to the person acquiring the shares from a Selling Shareholder in the event a Non-Selling Shareholder holds less than 10% of the share capital of the Company. The process to be followed in this regard has also been inserted.
10. In the event that BRN group or MIBA undergoes a change of control ("**Change of Control Party**"), then subject to the requirements of applicable laws, the other party, continuing as a shareholder of the Company ("**Continuing Party**"), shall have the right (but not the obligation) to call the Change of Control Party to sell all its shares to the Continuing Party or any other person appointed by the Continuing Party. The process to be followed in this regard has also been inserted.
11. Provisions have been inserted in relation to the ability of BRN and MIBA to nominate Directors to the Board of Directors of the Company ("**Board**") including requirement of seeking prior consent of BRN or MIBA (as applicable) and specifying the minimum shareholding level required to nominate a Director to the Board, as well as to remove any persons nominated by them to the Board. Provisions have also been inserted in relation to the appointment of Mr. Jignesh as Managing Director of the Company.
12. Provisions have been inserted requiring each of BRN, MIBA, JR, the directors of the Company (other than independent directors) as well as the key management officials to execute non-compete agreements with the Company.
13. Confidentiality obligations have been placed on BRN, MIBA and JR and their communications under the articles of association
14. Provisions relating to a default or delay by any of BRN, MIBA or JR in enforcing their right under the articles of association not amounting to a waiver of such rights have been inserted.
15. Severability provisions have been inserted into the articles of association for provisions of the Articles that are invalid, unenforceable or prohibited by applicable law.
16. A right has been provided to each of BRN, MIBA and JR to ask for specific performance of JR, BRN or MIBA of their respective obligations under the articles of association.
17. Provisions relating to the courts of Mumbai having exclusive jurisdiction have been inserted. Provisions relating to arbitration of disputes under the London Court of International Arbitration between BRN, MIBA and JR have been inserted.


