

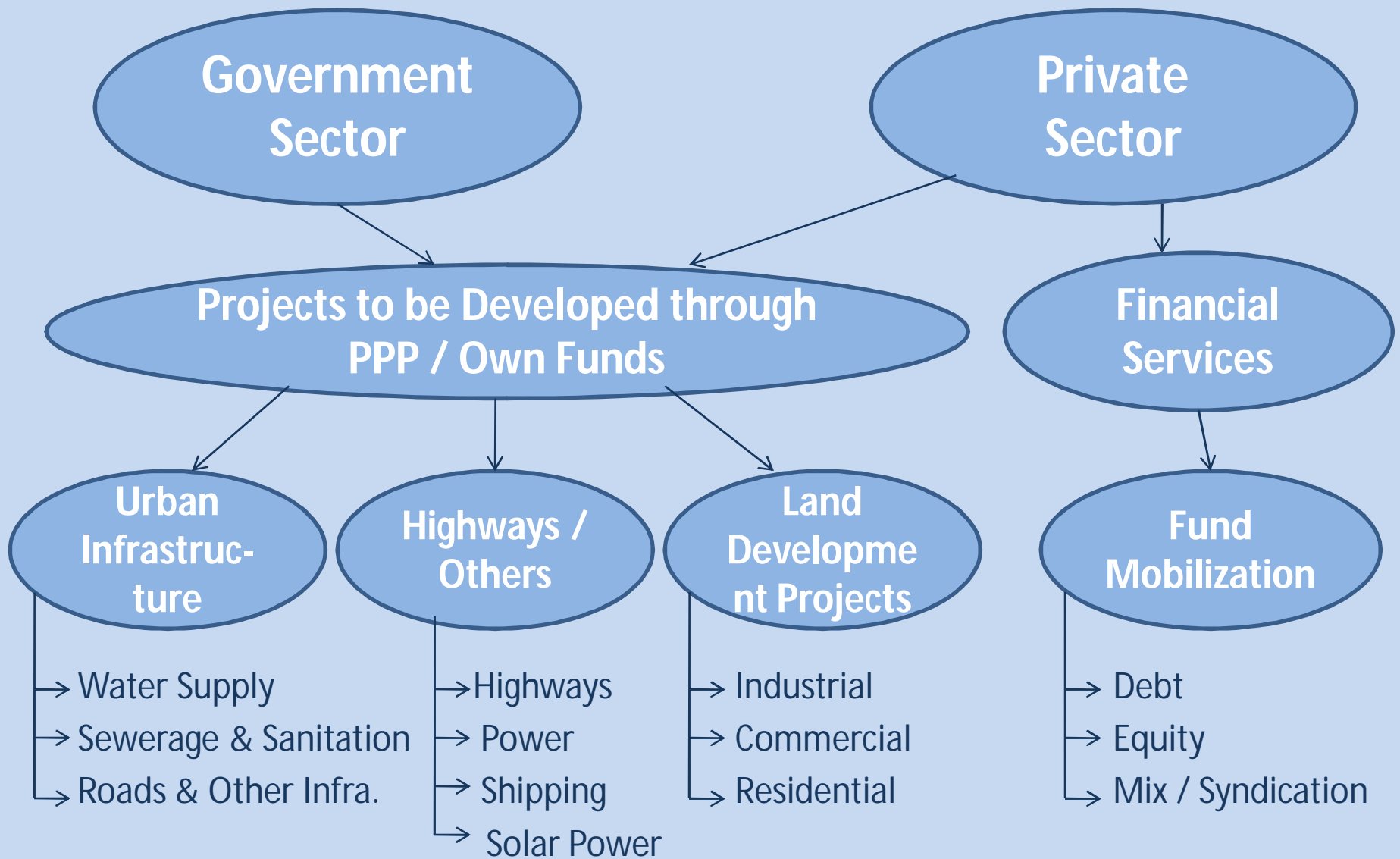
Company Profile

MAGNATE ADVISORY SERVICES PVT. LTD.
MUMBAI

Company Profile

- Incorporated in Oct 2010 under the Indian Companies' Act 1956 (no. 1 of 1956), as a private limited co. with an objective to make a knowledge contribution in the field of Infrastructure, Finance and Real Estate.
- Promoted by Mr. Ketan Mandani, a professional consultant having 15+ years of experience in the field of Infrastructure, Finance and PPP / PSP Projects.
- Clientele in Private as well as Govt. sectors
- Determined to provide Advisory services in Infrastructure and Business sectors as well as Corporate Finance & Project Finance.
- Capable to provide Financial as well as complete Techno Commercial services along with well established network of experts and associates.

Areas of Services



Nature of Advisory Services

Advisory Services Infrastructure & Real Estate

Commercial

Market Intelligence

Financial Modeling

Market Research Reports

Sector Research Reports

Financial Viability Analysis

Feasibility Reports / Tenders

Bid Process Management

Technical

Architectural Services

Engineering Services

Designs & Drawings

Master Planning

Cost Estimation

Detailed Project Reports

Project Management

Nature of Advisory Services

Advisory Services Business & Strategic

Fund Raising

Debt

Debt Syndication

Debt Restructuring

Private Equity

Financial Structuring

Overseas Funding

Equity

Strategic Advisory

Investment

Management Consultancy

Institutional Development

Asset Management

Real Assets Investment

Financial Asset Investment

Management

Projects on Hand

INFRASTRUCTURE / LAND DEVELOPMENT

Projects Experience

1. Commercial Development in Khamgaon through Private Sector Participation

Owner / Client	Khamgaon Municipal Council, Khamgaon (M.S.)
Nature of Project	Commercial Complex on KMC land through PSP
Role	Financial Consultancy
Lead Consultants	Sachin A. Bhoi & Associates, Bhiwandi (Architects)
Project Area	1,21,495 sq. ft.
Project Cost	Rs 12 Cr approx.
Status	Approval Stage



- Market Research
- Financial Modeling & Valuation
- Feasibility Report & Transaction Advisory
- Tenders & Concession Agreements
- Bid Process Management

Projects Experience

2. Development of Multi Level Parking cum Commercial on BOT basis for Mira Bhayandar Municipal Corporation (MBMC)

Owner of the Project	Mira Bhayandar Municipal Corporation (M.S.)
Nature of Project	Parking cum Commercial on BOT
Client	Konark Infrastructure Ltd. (Bidder)
Role	Bidding Assistance + Project Development & Mgmt. Consultancy
Project Area	App. 1 lac sq. ft.
Project Cost	Approx. Rs 15 Cr
Status	RFP Submitted by Bidder; and they won award of work

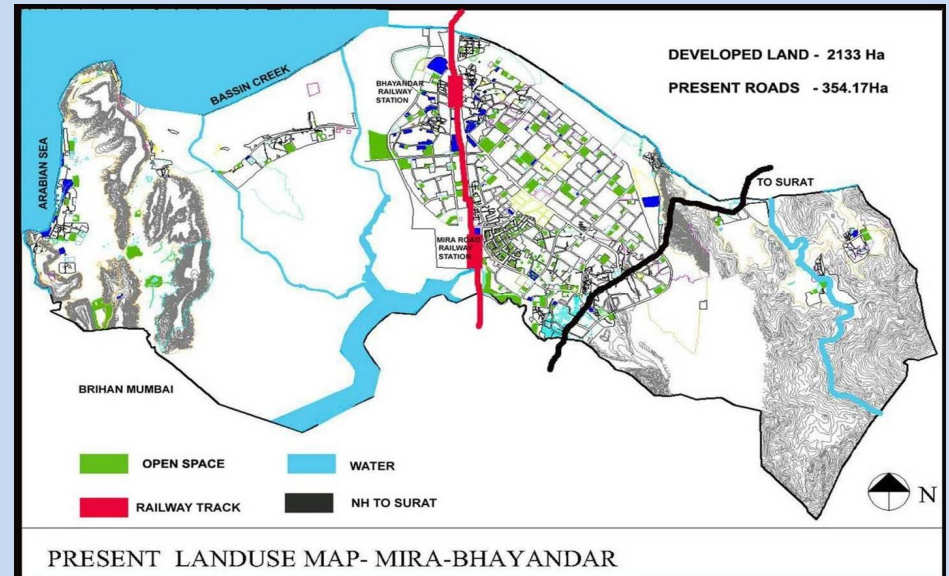


- Business Plan & Bidding Assistance
- Market & Financial Feasibility
- Architectural Designs & Drawings
- Structural Designs & Cost Estimation
- Bid Valuation and Transaction Advisory

Projects Experience

4. Development of City Roads in Mira Bhayandar Region under JnNURM / Other Schemes of Government

Owner of the Project	Mira Bhayandar Municipal Corporation (M.S.)
Nature of Project	Development of D.P. Roads
Role	Report Preparation, Economic Analysis, Liasioning
Lead Consultants	M/s Archism, Bhayandar
Project Area	10.08 km DP Roads
Project Cost	Rs 108 Cr (Phase I)
Status	Under Govt. Approval



- Preparation of Report (Non Technical Part) including Reforms
- Economic Analysis
- Co-ordination and Liasioning

Projects Experience

5. Development of Administrative Building cum Commercial for Ambarnath Municipal Council through PPP (DPR, Financial Report, PMC)

Owner of the Project	Ambarnath Municipal Council (M.S.)
Nature of Project	Administrative Building cum Commercial Complex to be developed on BOT
Role	Technical DPR Financial Report, Project Management
Technical Associates	M/s Sachin A. Bhoi & Associates, Bhiwandi
Project Area	281252 sq. ft.
Project Cost	Rs 45 Cr
Status	DPR completed



अंबरनाथ नगरपरिषद, अंबरनाथ

PROJECT DEVELOPMENT CONSULTANTS:
MAGNATE ADVISORY SERVICES PVT. LTD., MUMBAI.
ARCHITECT:
SACHIN A. BHOI, BHIWANDI.

- Preparation of Alternative Concepts
- Preparation of Technical DPR of the selected concept; including Architectural Designs, Plan passing, Structural Designs, Technical Sanction
- Financial Proposal for Govt. Sanction
- Project Management Consultancy

Projects Experience

6. Successful Commissioning and Implementation of DOUBLE ENTRY ACCOUNTING SYSTEMS (DEAS) in Bhiwandi Nizampur City Municipal Corporation (BNCMC)

Owner of the Assignment	Bhiwandi - Nizampur City Municipal Corporation (BNCMC) (M.S.)	<ul style="list-style-type: none"> • Collection of data on assets of BNCMC and preparation of Opening Balance as on 1st April 2009. • Data Conversion to Double Entry for Years 2009-10 and 2010-11 • Preparation of Balance Sheet 2009-10 & 2010-11 • Online / Real time accounting of BNCMC in Double Entry system w.e.f 1st April 2011. • Training & Educating BNCMC staff • Contract for Retainer ship of 2 years (till 21/03/2013)
Nature of Project	Urban / Institutional Reforms (Commissioning of Systems)	
Role	Commissioning & Implementation of DEAS in BNCMC	
Associates	M/s Jelvis Henriques & Co., Thane	
Project Area	NA	
Project Cost	NA	
Status	DEAS commissioned successfully. Handholding done for 2 years.	

Projects Experience

7. Financial Consultant (FC) to Bhiwandi Nizampur City Municipal Corporation (BNCMC) on Various Projects to be done through PPP

Owner of the Assignment	Bhiwandi - Nizampur City Municipal Corporation (BNCMC) (M.S.)
Nature of Project	Modernization and Operations of Slaughter house through PPP
Role	Financial Advisor to BNCMC
Associates	NA
Project Area	NA
Project Cost	NA
Status	Tendering process completed. Internal approval stage.

- Magnate Advisory Services Pvt. Ltd. has been appointed as Financial Consultants (FC) to BNCMC , to provide Complete Transaction Advisory Services for all their projects to be taken up through PPP.

Scope of Work includes :

- Preparation of Feasibility Report including Market & Financial Aspects, Financial Modeling & Viability Analysis
- Bid Process Management including
 - Preparation of Tender documents
 - Bid Evaluation and Reports; Suggestions on selection of Concessionaire
 - Concession Agreements
- Assistance till completion of projects

Projects Experience

8. Financial Consultant (FC) to Bhiwandi Nizampur City Municipal Corporation (BNCMC) on Various Projects to be done through PPP

Owner of the Assignment	Bhiwandi - Nizampur City Municipal Corporation (BNCMC) (M.S.)
Nature of Project	Development and Operations of City Bus Transport Service through PPP
Role	Financial Advisor to BNCMC
Associates	NA
Project Area	NA
Project Cost	NA
Status	Tendering once done. Re-tendering process on..

- Magnate Advisory Services Pvt. Ltd. has been appointed as Financial Consultants (FC) to BNCMC , to provide Complete Transaction Advisory Services for all their projects to be taken up through PPP.

Scope of Work includes :

- Preparation of Feasibility Report including Market & Financial Aspects, Financial Modeling & Viability Analysis
- Bid Process Management including
 - Preparation of Tender documents
 - Bid Evaluation and Reports; Suggestions on selection of Concessionaire
 - Concession Agreements
- Assistance till completion of projects

Projects Experience

CORPORATE FINANCE

Projects Experience

1. FUND MOBILIZATION - DEBT

Client	Aatash Power Pvt. Ltd. (APPL), Ahmedabad
Nature of Assignment	Raising Debt Funds for upcoming 5 MW Solar (PV) Power Plant in Gujarat, for APPL
Role	Financial Advisory,
Associates	NA
Project Area	Gujarat
Project Cost	Rs 40 Cr
Finance Req'd	Rs 30 Cr
Status	Successfully mobilized

- Sector Study
- Study of Existing documents, Solar Power Policy, Power Purchase Agreement, etc.
- Financial Modeling and Profitability Analysis
- Preparation of Project Information Memorandum (PIM)
- Project Marketing to Banks & Financial Institutes, Liaisoning with Bankers etc.
- Acting as Financial Advisors to APPL for evaluation of various offers of EPC contracts / Suppliers' Credit and Debt / Equity funding.
- Also evaluating equity requirements for gap funding.

Projects Experience

2. PRIVATE EQUITY

Client	Planman Motion Pictures Pvt. Ltd., Mumbai
Nature of Assignment	Raising Equity Funds for Production of Full Length Hindi Commercial Movies for Planman Motion Pictures
Role	Financial Advisory, Project Structuring
Associates	NA
Project Area	NA
FUND VALUE	Rs 3 – 5 Cr
Status	In Progress

- Strategy Formulation and Project Structuring
- Preparation of PIM
- Project Marketing to Strategic Investors

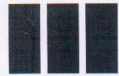
Projects Experience

3. PRIVATE EQUITY

Client	Hindustan Semi Conductors Ltd., Nagpur
Nature of Assignment	Raising Equity Funds for Company (HSL) engaged in Manufacturing of Light Emitting Diodes (LED)
Role	Financial Advisory, Project Structuring
Associates	Bhooyash Financial Services Pvt. Ltd.
Project Area	NA
FUND VALUE	Rs 2.5 - 3 Cr
Status	In Progress

- Strategy Formulation and Project Structuring
- Preparation of PIM
- Project Marketing to Strategic Investors

Credentials



SACHIN A. BHOI & ASSOCIATES
ARCHITECTS & INTERIOR DESIGNERS

333/1A Suryashakti Apts, Opp. Tirupati Hospital, Agra Road, Bhiwandi, Thane – 421302. Tel: 02522 – 222626
Service Tax Registration No.: **ACDPB2635BST001**

19/10/2010

To
Mr. Ketan J. Mandani
Director,
Magnate Advisory Services Pvt. Ltd.
Kandivali (W), Mumbai

Subject : Work Order providing Financial Consultancy Services for the Project 'Development of Commercial Complex in Khamgaon through Private Sector Participation'

Reference : Agreement signed between Sachin A. Bhoi & Associates and MAGNATE dt. 19/10/2010


Dear Sir,

With reference to the above mentioned agreement, you are herewith appointed as 'Financial Consultants' for the Project – Development of Commercial Complex in Khamgaon through Private Sector Participation'.

The total construction area of the complex is 1,21,495 sq. ft. and the total cost is Rs 10.66 Cr.

You are requested to continue the work on this subject as per the Agreement and MoU signed earlier between us.

Yours faithfully


Sachin A. Bhoi

SACHIN A. BHOI & ASSOCIATES
ARCHITECTS & INTERIOR DESIGNERS
333/1, Suryashakti Apts. Opp. Tirupati Hospital,
Agra Road, Bhiwandi-421302
Tel.: 02522-222626



Date: September 25, 2010

To
Mr. Ketan J. Mandani
Director,
Magnate Advisory Services Pvt. Ltd.
Kandivali (W), Mumbai

Subject: Work Order for providing Consultancy Services to Konark for the Project 'Development of Multi Level Parking cum Commercial on BOT basis at Mira Road, floated by Mira Bhayandar Municipal Corporation (MUMC).

Dear Mr. Mandani,

We intend to bid for the above mentioned project of MBMC as a developer. We herewith appoint your firm Magnate Advisory Services Pvt. Ltd. for providing following services:

1. Bidding Assistance at EOI and RFP (tendering) stage. This will include following services:
 - a. Preparation of Complete Business Plan including various options of concept plans & layouts, study of various forms of mechanized parking, bidders' feedback on tenders & legal conditions etc.
 - b. Preparation of Plans and designs as per RFP requirements and DC rules, selection of optimum designs, Costing. Feasibility study including market trends for parking & commercial, financial viability, land valuation and assistance in deciding bidding parameters.
 - c. Carry out all the necessary Procedure & finalising for closure of deal including signing of agreement etc.
2. Upon successful award of work to Konark
 - a. Preparation of Detailed Architectural Designs for the selected concept, Specifications etc., Municipal Drawings for plans sanctioning, Working drawings and Architectural supervision of work.
 - b. Providing all structural / RCC designs and drawings and structural supervision.
3. Providing Project Management Consultancy including contract management, day to day engineering supervision, billing and Completion certificate.



Konark INFRASTRUCTURE LTD.

Ground Floor, Sapna Talkies, Near Sapna Garden, Uthasagar - 421 003.
Tel. : 95-251-2560 501 / 2 / 3 / 4 / 5 Fax : +91-251-2560506 Email : konark@konarkindia.com.

Credentials



कार्यालय : २६८ २३ ५३
मुख्याधिकारी : २६८ २६ ८५
उपाध्यक्ष : २६८ ८६ ७६
अध्यक्ष : २६८ ४७ २०
अधिसमन : २६८ २४००/१०१
एस.टी.डी. : ०२५१
फैक्स नं. : २६८ ८६ ८८

अंबरनाथ नगरपरिषद, अंबरनाथ

ता. अंबरनाथ, जि. ठाणे, पिन कोड नं. ४२१५०१

जा. क्र. / अं. नं. प. / ०३५/२०१०-१३/८८३

दिनांक १८/०३/२०११

प्रति,
मे. मॅनेट अॅडव्हर्सरी सर्व्हिस प्रा.लि.,
कांदिवली मुंबई.

विषय :- अंबरनाथ नगरपरिषदेची इमारत तळतजला + सात मजल्याची
इमारत पोडीयम गार्डनसह बांधणेबाबत.


संदर्भ :- १) आपला दि.१३/२/२०११ रोजीचा करारनामा
२) आपले दि.१६/०३/२०११ रोजीचे प्राप्त देकार
३) स्थायी समिती सभा दि.१७/०३/२०११ रोजीचा
उराव क्र.४१५ अन्वये प्राप्त मंजूरी.

महाशय,

उपरोक्त विषयान्वये अंबरनाथ नगरपरिषदेची इमारत तळमजला + सात
मजल्याची इमारत पोडीयम गार्डनसह बांधणे, या कामाकरिता संदर्भिय उरावानुसार अंबरनाथ
नगरपरिषदेच्या पॅनलवरील कन्सल्टंट / वास्तुविशारद यांच्याकडून प्रकल्प व्यवस्थापन सल्लागार
म्हणून सेवा पुरविण्यासाठी देकार मागविण्यात आले होते. त्यानुसार आपले स्विकृत निविदा
किंमतीच्या २.४४ % एवढा देकास यास उपरोक्त संदर्भिय क्र.३ च्या उरावानुसार मान्यता
देण्यात आलेली आहे. त्यानुसार आपणास सदर कामाचे कार्यदेश देण्यात येत आहे.

तरी सदरचे कार्यदेश आपणास प्राप्त होताच या कार्यालयातील उपअभियंता,
बांधकाम विभाग यांचेकडे संपर्क साधून कामास सुरुवात करावी. सविस्तर प्रकल्प अहवाल
तयार करण्यासाठी करारनामानुसार रक्कम अदा केली जाईल, याची नोंद घ्यावी.

प्रकरण आपले निविदा मंजूरीच्या करारनाम्यातील अटी व शर्तीनुसार काम
करणे आपणांवर बंधनकारक राहिल, याची नोंद घ्यावी.


मुख्याधिकारी,
अंबरनाथ नगरपरिषद, अंबरनाथ.

BHIWANDI NIZAMPUR
CITY MUNICIPAL
CORPORATION
BHIWANDI (Dist. Thane)
MAHARASHTRA
OLD S.T.STAND, KAP-ALI,
BHIWANDI - 421 302,



भिवंडी निजामपूर शहर महानगरपालिका,
भिवंडी, जि.ठाणे
महाराष्ट्र,
जुना एस.टी.स्टॅण्ड, कापआळी,
भिवंडी - ४२१ ३०२, जि.ठाणे.

TEL : 02522-55314/55315, FAX : 02522-52074, e_mail - bncmc@vsnl.net

WORK ORDER



Accounts Outward/489
Date :- ०५/०३/२०११

To,
Magnate Advisory Services Pvt. Ltd (MASPL) Mumbai.
A/33, Pranik Garden, Mahavirnagar, Dahanukarwadi,
Kandivali (W), Mumbai-400 067.

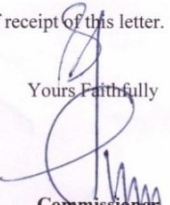
Subject:- Successful Commissioning & Implementation of Double Entry Accounting
System in Bhiwandi Nizampur City Municipal Corporation
Ref. :- 1. Your Tender Bid in consortium with Jelvis Henriques & Co. (chartered
Accountant)
2. Agreement No.905 (2010-2011)between BNCMC & Magnate Advisory
Services Pvt. Ltd

Sir.

With reference to your tender bid & above referred Agreement between BNCMC &
Magnate Advisory Services Pvt.Ltd. for the above subject work & whereas you have completed the
contract documents and deposited amount of Rs.16500/- (Rs. Sixteen Thousand Five Hundred Only)
towards the security deposit , your tender for the above mentioned work is finally accepted. You are
therefore requested to start the work in consultation with the Chief Accounts Officer and complete the
same within the Prescribed time limit.

The start of the work will be recognized from the date of receipt of this letter.

Yours Faithfully


Commissioner
Bhiwandi Nizampur City Municipal Corporation

04/03/11

Credentials



Aatash Power Pvt. Ltd.

1/10/2011

To
Mr. Ketan Mandani
Director,
Magnate Advisory Services Pvt. Ltd.
Mumbai

Subject: Appointment as Financial Advisors to Aatash Power Pvt. Ltd. for upcoming 5 MW Solar PV Power Generation Plant in Gujarat

Dear Mr. Mandani,

We are glad to inform you that M/s Magnate Advisory Services Pvt. Ltd. is herewith appointed as Financial Advisors to Aatash Power Pvt. Ltd. (APPL) for its upcoming 5 MW Solar PV based Power Generation Plant in Gujarat. Major work of Magnate shall include but not limited to:

1. Financial modeling and Financial Viability Analysis for the upcoming 5 MW Solar PV Power Generation Plant in Gujarat.
2. Preparation of detailed Project Information Memorandum including CMA data.
3. Evaluate all the offers submitted by various suppliers, EPC contractors and lenders and select the best combination of offers.
4. Prepare appropriate Financial Structure for the project and accordingly **Mobilize Funds** for the above mentioned project through Debt & Equity means as per the feasibility of the project and criteria & requirements of lenders, investors and borrowers.
5. Provide complete advisory till financial close of the project.

The total Project cost for the said project is expected to be in the range of INR 600 million. The requirement of Funding shall be to the tune of INR 450 – 500 million.

We request you to start the work immediately.

Thanks and Regards

For, Aatash Power Pvt. Ltd.


Jinofer Bhujwala
Chairman

BHIWANDI NIZAMPUR
CITY MUNICIPAL
CORPORATION
BHIWANDI (Dist. Thane)
MAHARASHTRA
OLD S.T.STAND, KAP-ALI,
BHIWANDI - 421 302,
DIST.THANE. TEL : 02522-55314/55315, FAX : 02522-52074



भिवंडी निजामपूर शहर महानगरपालिका,
भिवंडी, जि.ठाणे
महाराष्ट्र,
जुना एस.टी.स्टॅण्ड,कापआळी,
भिवंडी - ४२१ ३०२, जि.ठाणे.

No./BNCMC/WD/ ००२१

Date:- ०१३ /२०१४

To,
Magnate Advisory Services Pvt. Ltd.
A-33, Pranik Garden, Mahavirnagar,
Dahanukarwadi, Kandivali (W)
Mumbai 400067.

Sub:- Appointment of Financial Consultancy services for development of various sites/Infrastructure projects in Bhiwandi.

Ref :- 1) Tender Notice No. 9 of 2012-2013.
2) Agreement No. 164 of 2013-14.

Sir,

Since the above mention work has been sanctioned vide Standing Committee Resolution No. 38 dtd 18- 07 -2013 and also you have executed agreement on stamp paper for Financial Consultancy services for the above said work . You are hereby directed to start the work under the guidance of City Engineer of B.N.C.M.C. as per the agreement terms and conditions .


Dy. Commissioner (H.Q.)
B.N.City Municipal Corporation

Copy to,
City Engineer
B.N.C.M.C., Bhiwandi.

Credentials

BHIWANDI NIZAMPUR
CITY MUNICIPAL
CORPORATION
BHIWANDI (Dist. Thane)
MAHARASHTRA
OLD S.T.STAND, KAP-ALI,
BHIWANDI - 421 302,
DIST.THANE. TEL : 02522-55314/55315, FAX : 02522-52074



भिवंडी निजामपुर शहर महानगरपालिका,
भिवंडी, जि.ठाणे
महाराष्ट्र,
जुना एस.टी.स्टॅण्ड, कपआली,
भिवंडी - ४२१ ३०२, जि.ठाणे

कायदेश

जा.क्र./मिनिशमनपा/बांध/४२३९/२०१४
दिनांक : २०/३ / २०१४

प्रति,

मॅंगनेट अॅडव्हायजरी सर्व्हिसेस प्रा. लि.

अ-३३, प्रॉणिक गार्डन, मद्राविर नगर,

डहणुकरवाडी, कॉंदिवली (पश्चिम),

मुंबई - ४०० ०६७.

विषय : भिवंडी निजामपुर शहर महानगरपालिकेच्या विविध कामा अंतर्गत ईदगाड रोड
येथील अत्याधुनिक कतलखाना बांधणे कामी वित्तीय सल्लागार नेमणे बाबत.

संदर्भ: १) स्विक्त विविधा ६४/२०१३-१४

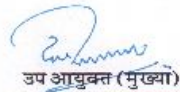
२) करारनामा दि. ४ मार्च २०१४

३) या कार्या पत्र क्र. /मिनिशमनपा/बांध/४०२१ दि. ४-३-२०१४

महोदय,

संदर्भिय पत्राच्या अनुषंगाने आपणांस भिवंडी निजामपुर शहर महानगरपालिकेच्या विकास कामा
अंतर्गत ईदगाड रोड येथील अत्याधुनिक कतलखाना बांधणे कामी वित्तीय सल्लागार म्हणून नेमून
करारनाम्यातील अटी शर्तीच्या अधिन राहून कायदेश देण्यात येत आहे.

विषयवर्कित प्रकरणी करारनाम्यानुसार Feasibility Report व Bid Document या कार्यालयास
सादर करण्यात यावे. सत्वर कार्यवाही व्हावी जेणे करून पुढील कामे करणे सुलभ होईल.


उप आयुक्त (मुख्या)

भिवंडी नि शहर महानगरपालिका, भिवंडी

BHIWANDI NIZAMPUR
CITY MUNICIPAL
CORPORATION
BHIWANDI (Dist. Thane)
MAHARASHTRA
OLD S.T.STAND, KAP-ALI,
BHIWANDI - 421 302, DIST.THANE.



भिवंडी निजामपुर शहर महानगरपालिका,
भिवंडी, जि.ठाणे
महाराष्ट्र,
जुना एस.टी.स्टॅण्ड, कपआली,
भिवंडी - ४२१ ३०२, जि.ठाणे

TEL : 02522-55314/55315, FAX : 02522-52074

जा.क्र./मिनिशमनपा/बांधकाम/३०४३

दिनांक:- २२/१२/२०१४.

प्रति,

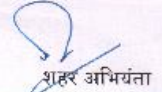
मे.मॅंगनेट अॅडव्हायजरी सर्व्हिसेस प्रा.लि.

मुंबई.

विषय:- भिवंडी निजामपुर शहर महानगरपालिका परिवहन सेवा करीता वित्तीय
सल्लागार नेमणे बाबत.

संदर्भ:- जा.क्र.बांधकाम/४०२१ दिनांक ०४/०३/२०१४ चे कायदेश.

उपरोक्त विषयांकीत संदर्भिय पत्रान्वये भिवंडी महानगरपालिकेच्या विविध विकास
कामा करीता आपली वित्तीय सल्लागार म्हणून नेमणुक करण्यात आली आहे. आपल्या सोबत झालेल्या
करारनुसार आपली वरील विषयांत नमुद केलेल्या कामा करीता वित्त सल्लागार म्हणून नेमणुक करणेत
येत आहे. तरी सदर कामाच्या निधीचा अटी शर्ती व Tender document आपण ३० दिवसांचे आत
तयार करून सादर करावेत.


शहर अभियंता

भिवंडी निजामपुर शहर अभियंता

प्रत:- मा.आयुक्त सो.

Credentials



No: HSL/F/03/12-13

Date:28/08/2012

To,
Mr. Ketan Mandani
Director, Magnate Advisory Services Pvt. Ltd.
A-33, Pranik Garden, Mahavirnagar
Dahanukarwadi, Kandivali (W),
Mumbai - 400067

Subject: Appointment as Financial Advisors for placement of equity/equity linked securities

We, Hindustan Semi Conductors Ltd., a company incorporated under the laws of India ("Client"), herewith appoint M/s Magnate Advisory Services Pvt. Ltd. ("Advisors") to act as Financial Advisor and coordinator in connection with the proposed structuring, issuance and placement (the "Assignment") of Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lacs Only) of equity/equity-linked securities (the "Securities") through private equity investors / groups / funds for its proposed project 'Manufacturing & Packaging of Light Emitting Diodes (LED)' having manufacturing facilities at Sawalapur (Near Arvi) in Wardha district. The amount may be increased based on the mutual agreement between both the parties. The final terms and conditions of the placement shall be mutually agreed between the Client and Advisor.

The advisors shall identify the probable investors, arrange meetings, liaison with them on behalf of the client, prepare the term sheets and shall provide necessary assistance till closure of the assignment. The scope of work for advisors shall be limited to private individual investors / groups / funds and doesn't envisage any working on raising funds through public offerings or so. The scope of work also doesn't envisage preparation of any documents / project reports etc. and the client undertakes to provide all such necessary information, techno-commercial reports, cash flow statements, company profiles, presentations etc. as required and guided by the advisors in order to undertake the assignment.

The advisors shall be free to take assistance of their associates to complete the assignment. The client ensures that they shall not directly contact or try to contact any such probable investor for the purpose of raising funds for the said project, who has been first introduced by the advisors (or their associates through the advisors).

Remunerations for the services and Out of Pocket Expenses:

The total consultancy fees to be paid by the client to the advisors are **4% (Four Percent) (+ service tax)** of the amount raised through the efforts of the advisors (along with their associates). The payment of fees is to be made on success of the assignment in the name of advisors; or as directed by the advisors at the time of payment.

Cont.....

Along with this the client shall reimburse as per actual, the entire out of pocket expenditure that advisors require to incur on travel, lodging & boarding and other necessary costs towards site visits, visits for (client – investors) meetings outside Mumbai etc.

Please confirm that the foregoing is in accordance with your understanding of our agreement by signing and returning to us the attached duplicate of this Agreement.

Thanking You,

Yours truly,

A handwritten signature in blue ink that reads "Ajay Kadam".

Ajay Kadam
For Hindustan Semi Conductors Ltd.

DIRECTOR \ AUTHORISED SIGNATORY

Accepted & agreed to as of the date set forth above

For _____

Promoter's Profile

KETAN J. MANDANI
Director

Promoter's Profile – Ketan J. Mandani

- An Engineer – MBA with 15+ years of experience in Infrastructure and Project Advisory, Development Projects, Corporate Finance & Fund Raising.
- Worked with Government of Gujarat undertaking (Gujarat Urban Development Company Ltd. (GUDC)) for 4 years and with Private Sector Consulting Firm (Fortress Financial Services Ltd., Mumbai) for 7 years before starting his own venture.
- Core Functional Strengths:
 - Project Development through Private Sector Participation – Process Planning, Management and Monitoring
 - Market / Sectoral Research, Financial Viability & Feasibility Reports
 - Project Planning, Project Structuring and Monitoring
 - Concession Agreements and Bid Process Management
 - Institutional Reforms, Business & Corporate Strategy
 - Project Finance & Corporate Finance, Private Equity

Promoter's Profile – Ketan J. Mandani

Major Work Experience

- ***Corporate Finance, Fund Raising***
 - Worked on Execution and Sourcing of Investors and Funding for many clients for raising term loans, working capital, ECBs and GDRs.
- ***Infrastructure, Public – Private Partnership (PPP) Projects etc.***
 - Worked on Various Infrastructure Projects including Roads, Urban Infrastructure, Tourism, Land Development and Business Consultancy Projects.
 - Worked on various projects in Roads and Land Development to be developed through PSP / PPP (BOT / FBT) as consultants to Government and Private Sector Clients like NHAI, MSRDC, MIDC etc.
 - Worked as Team Leader guiding Infrastructure Team of approx. 50 members comprising of BE+MBAs, MBAs, Architects, Engineers. Handling Business Development, Execution as well as complete Co-ordination and Management.

Promoter's Profile – Ketan J. Mandani

Major Work Experience

- ***Mega Projects, Government and Bilateral and Multilateral Agencies***
 - Worked on Asian Development Bank funded Gujarat Earthquake Rehabilitation and Reconstruction Project (GERRP) for RFQ evaluation as per ADB guidelines, Solid Waste Management and STP projects for 14 towns, MIS and Budgeting, Funds Flow etc.
 - Also worked on World Bank funded Gujarat Urban Reforms Project (GURP) for Preparation of City Development Strategy (CDS) and Socio Economic Management Framework (SEMF) of 5 towns.
 - **Worked as Procurement Expert (Individual Consultant) to National Housing Bank (NHB, New Delhi) on World Bank Funded 'Low Income Housing Finance (LIHF) Project' during 2014-15. Provided more than 150 mandays of consultancy services.**

Promoter's Profile – Ketan J. Mandani

Major Project Experience

- ***Corporate Finance, Fund Raising***

- Worked as team member in raising term loan and working capital loan of more than INR 100 Cr for companies like Indo Bonito, Shakti Pumps etc.
- Raised more than INR 18 Cr through Private Equity for Four soft Ltd.; and on Execution and Sourcing of Investors and Funding for many client and of more s for raising term loans, working capital, ECBs and GDRs.

- ***Infrastructure, Public – Private Partnership (PPP) Projects etc.***

- Worked as Financial Analyst on Road Projects worth more than 2000 Cr with National Highways Authority of India (NHAI) assisting them as Financial Analyst for selection of Private sector participant for Development and Operation of Roads. Role included RFQ evaluation, Financial Modelling, Preparation of DCA, etc. Some of the Road Projects were – Knt-KL boarder to Kunnur in Kerela (Rs 1157 Cr) and Jetpur – Somnath in Gujarat (Rs 813 Cr);
- Working with National Highways Authority of India (through Resurgent India Ltd.,) as Team Leader in National Highways Projects. Some of the.....

Promoter's Profile – Ketan J. Mandani

Major Project Experience

- ***Infrastructure, Public – Private Partnership (PPP) Projects etc.***

..... Projects are two Highways in Punjab (Ludhiana) on Hybrid Annuity Model, costing Rs 1050 Cr & 450 Cr respectively.

- RFQ evaluation for pre-qualification of bidders for Hyderabad Metro Rail Ltd. (HMR) as Team Leader (Rs 13000 Cr).
- Preparation of Detailed Project Report (DPR) for Water Supply and Sewerage schemes (approx. Rs 225 Cr) for Malegaon Municipal Corporation, under UIDSSMT scheme of Government of India; as Team Leader; role remains co-ordination, associate selection, overall planning, Liaisoning with SLNA – Government of Maharashtra and Government of India for sanctioning of Grant.
- Preparation of City Development Plans (CDP) for 5 towns in Maharashtra.
- Successfully Developed **more than 15 Land Development (BOT) projects** for ULBs in Maharashtra (like KDMC, BNCCMC, NWCCMC, PCMC, LMC) and District sports bodies (DSCEC – Aurangabad & Satara) in sectors like Commercial, Hotel, Hospital, Markets, Institutional Buildings etc to be developed through private sector participation, for more than **INR 250 Cr.**

Promoter's Profile – Ketan J. Mandani

Major Project Experience

- ***Development Projects (Govt., Private)***
 - Preparation of Strategy and Business Plan for Housing and Property Management for Innovsource India Ltd. (a subsidiary of GTL Ltd.); Role – Demand Assessment, Financial Modeling, Feasibility Study, Bankable Project Report.
 - Preparation of City Development Strategy (CDS) and Social and Environment Management Framework for five towns of Gujarat as per WB guidelines under World Bank funded Gujarat Urban Reforms Project (GURP).
 - Worked for Asian Development Bank funded Gujarat Earthquake Rehabilitation and Reconstruction Project (GERRP) for project conceptualization, selection of contractors, solid waste management and STP projects, MIS and budgeting, funds flow, co-ordination with Gujarat State Disaster Management Authority (GSDMA) and ADB etc.

Promoter's Profile – Ketan J. Mandani

Major Project Experience

- ***Development Projects***

- Preparation of Business Plan for GUDC: Active Involvement as Team Member and client coordinator with CRISIL, the Consultants for the assignment.
- Preparation of Municipal Database for all ULBs in Gujarat: Coordinated with Kampsax India Ltd., Consultants for the Project and worked as Team Member in Research, Survey, Analysis and Financial Operating Plans.
- Implementation of Double Entry Accounting Systems in BNCCMC

Training & Development

- Undergone various Training and Development Programmes in Spreadsheet Modeling, ADB Procedures for Procurement, Urban Management, Solid waste management, Environment Laws etc.

Contacts

Associate Firms

- Midas Touch Financial Solutions (Prop. – Ketan Mandani)
- Sachin A. Bhoi & Associates (Architects & Engineers)
- A. N. Katti & Associates (Water Supply & Sewerage)
- Nisarga Consultants (Water Supply & Sewerage)
- M. P. Associates / Archism (Roads)
- CA Hemant Gogte & Co., Thane
- CA Jelvis Henriques & Co. Thane
- Bhooyash Financial Services, Mumbai

THANK YOU

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ketanmandani@rediffmail.com

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ketanmandani@rediffmail.com