

FORM NO PAS-4

PRIVATE PLACEMENT OFFER LETTER

[Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

The Private Placement Offer Letter shall contain the following:

1. GENERAL INFORMATION

- a. Name, address, website and other contact details of the company indicating both registered office and corporate office;
- b. Date of incorporation of the company;
- c. Business carried on by the company and its subsidiaries with the details of branches or units, if any;
- d. Brief particulars of the management of the company;
- e. Names, addresses, DIN and occupations of the directors;
- f. Management's perception of 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.
- 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;

2. PARTICULARS OF THE OFFER

- a. Date of passing of board resolution;

- b. Date of passing of resolution in the general meeting, authorizing the offer of securities;
- c. Kinds of securities offered (i.e. whether share or debenture) and class of security;
- d. price at which the security is being offered including the premium, if any, alongwith justification of the price;
- e. name and address of the valuer who performed valuation of the security offered;
- f. Amount which the company intends to raise by way of securities;
- g. Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment;
- h. Proposed time schedule for which the offer letter is valid;
- i. Purposes and objects of the offer;
- j. contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects;
- k. Principle terms of assets charged as security, if applicable;

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

- i. 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.
- ii. 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 offeree 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 conclusion of such litigation or legal action shall be disclosed
- iii. remuneration of directors (during the current year and last three financial years);

iv 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

v. 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

vi. 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

vii. 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

4. FINANCIAL POSITION OF THE COMPANY

(a) the capital structure of the company in the following manner in a tabular form-

(i) (a) the authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value);

(b) size of the present offer;

(c) paid up capital

(A) after the offer;.

(B) after conversion of convertible instruments (if applicable)

(d) share premium account (before and after the offer)

(ii) the details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration

Provided that the issuer company shall also disclose the number and price at which each of the allotments were made in the last one year preceding the date of the offer letter separately indicating the allotments made for considerations other than cash and the details of the consideration in each case;

(b) Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter;

(c) Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid)

(d) 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;

(e) Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter;

(f) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company.

5. A DECLARATION BY THE DIRECTORS THAT-

- a. the company has complied with the provisions of the Act and the rules made thereunder;
- b. the compliance with the 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 number _____ dated _____ to sign this form and declare that all the requirements of Companies Act, 2013 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.

Signed

Date:

Place:

Attachments:-

Copy of board resolution

Copy of shareholders resolution

Copy of _____

Optional attachments, if any