

PRIVATE PLACEMENT OFFER LETTER

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

THIS IS A PRIVATE PLACEMENT OFFER LETTER ISSUED IN CONFORMITY WITH FORM PAS-4 PRESCRIBED UNDER SECTION 42 AND RULE 14 (1) OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, THE COMPANIES (SHARE CAPITAL AND DEBENTURE) RULES, 2014, SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008.

Our Company was incorporated as '**DEVOTED CONSTRUCTION PRIVATE LIMITED**' as a private company under the Companies Act, 2013 pursuant to Certificate of Incorporation dated 10th Day of May, 2016 issued by the Registrar of Companies, New Delhi. The name of the Company was changed to the current name and converted into a Public Company vide new Certificate dated 10th June, 2016. Our Corporate Identification Number is U45500DL2016PLC299428.

PRIVATE PLACEMENT OFFER LETTER FOR 12,350 (TWELVE THOUSAND THREE HUNDRED FIFTY ONLY) OPTIONALLY CONVERTIBLE DEBENTURES OF RS.1,00,000/- (RUPEES ONE LAC ONLY) EACH, AGGREGATING TO RS. 123,50,00,000 /- (RS ONE HUNDRED TWENTY THREE CRORE FIFTY LAC ONLY).

LISTING

The ZOCDS will not be listed at BSE SME Exchange.

This ZOCDS issue is being made strictly on a private placement basis. It is not and should not be deemed to constitute an offer to the public in general. It cannot be accepted by any person other than to whom it has been specifically addressed.

The contents of this Private Placement Offer Letter are non-transferable and are intended to be used by the parties to whom it is distributed. It is not intended for distribution to any other person and should not be copied / reproduced by the recipient for any purpose whatsoever.

The information contained in this document has certain forward looking statements. Actual result may vary materially from those expressed or implied, depending upon economic conditions, government policies and other factors. Any opinion expressed is given in good faith but is subject to change without notice. No liability is accepted whatsoever for any direct or consequential loss arising from the use of this document.

Devoted Construction Limited does not undertake to update this Private Placement Offer Letter to reflect subsequent events and thus it should not be relied upon without first confirming the accuracy of such events with Devoted Construction Limited.

**SECTION I - GENERAL
DEFINITIONS AND ABBREVIATIONS**

In the Private Placement Offer Letter, unless the context otherwise requires, the terms defined and abbreviations stated hereunder shall have the meanings as assigned therewith as stated in this Section.

GENERAL TERMS

Term	Description
"Devoted Construction Limited", Devoted, "We, or "us" or "Our Company" or "The Issuer"	Unless the context otherwise requires, refers to Devoted Construction Limited, a Company incorporated under the Companies Act, 2013 and having its registered office at P-27 Malviya Nagar, Main Market, New Delhi - 110017, India.

COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association	Unless the context otherwise requires, requires, refers to the Articles of Association of Devoted Construction Limited, as amended from time to time
Auditors	The Statutory Auditors of our Company, being M/s Prakash Mishra & Co, Chartered Accountants.
Board Of Directors / Board	The Board of Directors of DEVOTED CONSTRUCTION LIMITED, including all duly constituted Committees thereof.
Companies Act	Companies Act, 2013, applicable and relevant.
Depositories Act	The Depositories Act, 1996, as amended from time to time
Directors(s)	Directors(s) of DEVOTED CONSTRUCTION LIMITED unless otherwise specified
Equity Shares	Equity Shares of our Company of Face Value of 10 each unless otherwise specified in the context thereof
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
MOA / Memorandum of Association	Memorandum of Association of DEVOTED CONSTRUCTION LIMITED

Non Residents	A person resident outside India, as defined under FEMA
NRIs / Non Resident Indians	A person outside India ,as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India) Regulations, 2000
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Promoters/ Main Promoters	Mr. Suresh Bohra, Mrs. Babita Bohra and Mr.Rohit Bohra
Registered Office	The Registered Office of our company is located at P-27, Malviya Nagar, Main Market, New Delhi-110017, India
ROC	Registrar of Companies, National Capital Territory of Delhi and Haryana
SEBI	Securities and Exchange Board of India constituted under the SEBI Act,1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI on August 26, 2009 as amended
SEBI Takeover Regulations	Securities and Exchange Board of India (substantial Acquisition of Shares and Takeover) Regulations, 1997 and 2011, as amended from time to time depending on the context of the matter being referred to
SICA	Sick Industrial Companies (special Provisions) Act, 1985
Stock Exchange	Unless the context requires otherwise, refer to ,the “BSE” Limited- SME Segment

II. DISCLAIMER GENERAL

DISCLAIMER

This Private Placement Offer Letter is neither a Prospectus nor a Statement in Lieu of Prospectus and is prepared in conformity with Form PAS-4 prescribed under Section 42 and Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with SEBI Debt Regulations. This document does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures to be issued by the Issuer. The document is for the exclusive use of the Institution(s)/investors to whom it is delivered and it should not be circulated or distributed to third party(ies). The Company certifies that the disclosures made in this document are generally adequate and are in conformity with the captioned Companies Act provisions and SEBI Debt Regulations. This requirement is to facilitate investors to take an informed decision for making investment in the propose Issue.

DISCLAIMER OF THE ISSUER

The Issuer confirms that the information contained in this Private Placement Offer Letter is true and correct in all material respects and is not misleading in any material respect. All information considered adequate and relevant about the Issue and the Company has been made available in this Private Placement Offer Letter for the use and perusal of the potential investors and no selective or additional information would be available for a section of investors in any manner whatsoever. The Company accepts no responsibility for statements made otherwise than in this Private Placement Offer Letter or any other material issued by or at the instance of the Issuer and anyone placing reliance on any other source of information would be doing so at his/her/their own risk. Although every effort has been made to provide accurate and up-to-date information in this document, however, there is the possibility that any unintentional omission or error exists. Devoted Construction Limited is not responsible for any such unintentional errors or omissions.

Prospective subscribers must make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risk of investing in Debentures. It is the responsibility of the prospective subscribers to have obtained all consents, approvals or authorizations required by them to make an offer to subscribe for, and purchase the Debentures. It is the responsibility of the prospective subscribers to verify if they have necessary power and competence to apply for the Debentures under the relevant laws and regulations in force. Prospective subscribers should conduct their own investigation, due diligence and analysis before applying for the Debentures. Nothing in this Private

Placement Offer Letter should be construed as advice or recommendation by the Issuer or by the Arrangers to the Issue to subscribers to the Debentures. The prospective subscribers also acknowledge that the Arrangers to the Issue to the subscribers any duty of care in respect of this private placement offer to subscribe for the Debentures. Prospective subscribers should also consult their own advisors on the implications of application, allotment, sale, holding, ownership and redemption of these Debentures and matters incidental thereto.

DISCLAIMER OF THE SECURITIES & EXCHANGE BOARD OF INDIA

The Securities have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this document. It is to be distinctly understood that this document should not, in any way, be deemed or construed that the same has been cleared or vetted by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the Issue is proposed to be made, or for the correctness of the statements made or opinions expressed in this document.

DISCLAIMER OF THE STOCK EXCHANGE(S)

As required, a copy of this Private Placement Offer Letter has been/will be submitted to the Stock Exchange(s) for hosting the same on their websites. It is to be distinctly understood that such submission of the document with Stock Exchange(s) or hosting the same on its website should not in any way be deemed or construed that the document has been cleared or approved by stock exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this document ;nor does it warrant that this Issuer's securities will be listed or continue to be listed on the Exchange(s) ; nor does it take responsibility for the financial or other soundness of this Issuer ,its promoters ,its management or any scheme or project of the Company. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchange(s) whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

1. GENERAL INFORMATION

a. Name, address, website and other contact details of the company indicating both registered office and corporate office;

Name of the Company	-	Devoted Construction Limited
Registered Office at	-	P-27, Malviya Nagar, Main Market, New Delhi- 110017
Corporate Office at	-	M-55, 3 rd Floor, M Block Market, Greater Kailash II, New Delhi-110048
Website	-	www.devotedconstruction.com
Email	-	info@devotedconstruction.com
Contact No.	-	011-40319900

b. Date of incorporation of the Company - 10th May, 2016

c. Business carried on by the company with the details of branches or units, if any

Since incorporation, the Company is primarily engaged in the business, inter alia, of real estate developers, contractors, colonizers, underwriters of commercial and residential properties, farm houses and industrial buildings.

Compliance Officer & Company Secretary	Mrs. Shagun Nijhawan
Chief Executive Officer (CEO)	Mrs. Babita Bohra
RTA	Skyline Financial Services Pvt Ltd Mr. Virender Rana D – 153A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020 +91-11-64732681-88 +91-11- 26812682 viren@skylinerta.com, www.skylinerta.com
Statutory Auditors	M/s Prakash Mishra Chartered Accountants A-199/8, Saurabh Vihar, Badarpur, New Delhi-110044
Secretarial Auditor	M/s. Kiran Sharma & Associates, E-145, Basement, Kalkaji, New Delhi-110034

d. Brief particulars of the management of the company;

The Board consist of 4 (Four) Directors.

The following table sets forth certain details regarding the members of our Company's Board and details of KMP as on the date of this offer letter:

S.No.	Name of the Director	Designation	Date of appointment
1.	Mr. Manjeet Pugalia	Non Executive Director	10 May 2016
2.	Mr. Pushpendra Surana	Non-Executive Director	10 May 2016
3.	Mr. Suresh Bohra	Managing Director	10 May 2016
4.	Mrs Shagun Nijhawan	Non Executive Woman Director	29 Sept 2018
5.	Mrs. Shagun Nijhawan	Company Secretary	29 Sept 2018
6.	Mrs. Babita Bohra	CEO	11 April 2018

e. Names of Directors and their addresses

DIN	Name of Director	Address	Occupation
00093343	Suresh Bohra	E 356, 3rd Floor Greater Kailash II New Delhi 110048	Promoter
08240367	Shagun Nijhawan	H.No 267, Sector 46, Faridabad-121001	Professional
01179041	Pushpendra Surana	D-173, Ground Floor Ramprastha Ghaziabad 201011	Service
07131803	Manjeet Pugalia	206, Shyam Chamber, 2944/3, Chunamandi, Bhagat Singh St No. 3, Pahar Ganj New Delhi 110055	Service

f. Management's perception of risk factors;

INTERNAL RISKS

1. Unsecured loans repayable on demand

The Company follows a practice of taking unsecured loans for its business that are repayable on demand on such conditions that may be agreed upon with the lender. Till date the Company has been honoring timely re-payment of these loans in line with the understanding with the lender.

The revenues earned from our investment and trading of securities business have been inconsistent in the past and may continue to be inconsistent due to the very nature of this business which is dependent on the overall volatility in the Capital Markets in India.

2. Registered office is a rented premise.

We have been operating from the current premise where our Registered Office is situated, from the date of inception. This property is owned by Mr. Neeraj Bhatia with whom we have an oral understanding. We have not executed any formal, written rental agreement with him. However, he has issued a NOC for using the premise as the registered office of the Company.

3. Conflict of interest with the business of promoter group companies.

The Company is engaged in Equity trading and investments out of its own pool of investment, overlapping business objectives and potential conflicts may arise with respect to decisions regarding how to allocate business opportunities among those entities. It is possible that potential or perceived conflicts of interest could give rise to losses, investor dissatisfaction, litigation or regulatory enforcement actions. Further, our promoters may also be interested in any transactions between the Company and the ventures promoted by the promoters.

4. Our success depends largely upon the services of our Directors and other Key managerial personnel and our ability to attract and retain them.

Our success is dependent on the expertise of our Directors, Promoters and Key managerial personnel that aids in making well informed business decisions. Demand for key managerial personnel is intense in the industry and we cannot assure you that we will be able to retain them or our succession plan will help in replacing them. The loss of services of such key members could adversely affect the operations of the Company.

5. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

Our future ability to pay dividends will depend on our earnings, financial condition and capital requirements. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders.

Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

EXTERNAL RISKS

1. Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.

Global economic and political factors that are beyond our control, influence forecast and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude.

2. Global economic conditions have been unprecedented and continue to have, an adverse effect on the global and Indian financial markets which may continue to have material adverse effect on our business.

Continued concerns about the systemic impact of potential long-term and wide-spread economic recession, energy costs, geopolitical issues, the availability and cost of credit, and the global housing and mortgage markets have contributed to increased market volatility and diminished expectations for western and emerging economies. These conditions, combined with volatile oil prices, declining business and consumer confidence and increased unemployment, have contributed to volatility of unprecedented levels. As a result of these market conditions, the cost and availability of credit has been and may continue to be adversely affected by illiquid credit markets and wider credit spreads. Concern about the stability of the markets generally and the strength of counterparties specifically has led many lenders and institutional investors to reduce, and in some cases, cease to provide credit to businesses and consumers. These factors have led to a decrease in spending by business and consumers alike and corresponding decreasing global infrastructures pending and commodity prices. These market and economic conditions have an adverse effect on the global and Indian financial markets and may continue to have a material adverse effect on our business and financial performance.

2. Any disruption in the supply of power, IT infrastructure, telecom lines and disruption in internet connectivity could disrupt our business process or subject us to additional costs.

Any disruption in basic infrastructure or the failure of the Government to improve the existing infrastructure facilities could negatively impact our business since we may not be able to provide timely or adequate service to our clients. We do not maintain business interruption insurance and may not be covered for any claims or damage if the supply of power, IT infrastructure, and internet connectivity or telecom lines is disrupted. This may result in the loss of a client, impose additional costs on us and have an adverse effect on our business, financial condition and results of operations and could lead to decline in the price of our Equity Shares.

3. Natural calamities and changing weather conditions cause as a result of global warming could have a negative impact on the Indian economy and consequently impact our business and profitability.

Natural calamities such as droughts, floods, and earthquakes could have a negative impact on the Indian economy and may cause suspension, delays or damage to our current projects and operations which may adversely impact our business and our operating results. India's being a monsoon driven economy, climate caused due to global warming deficient/untimely monsoons could impact Government policy which in turn would adversely affect our business.

4. Political instability or changes in the Government could adversely affect economic conditions in India generally and our business is particular.

The Government of India has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. Our business, and the market price and liquidity of our Equity Shares, may be affected by interstates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms. However, there can be no assurance that policies will be continued in the future. A significant change in India's economic liberalization and regulation policies could disrupt business and economic conditions in India generally and adversely affect our business, financial condition and results of operations.

5. Civil unrest, act of violence including terrorism or war involving India and other countries could materially and adversely affect the financial markets and our business.

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Terrorist attacks and other acts of violence may adversely affect the Indian stock markets, where our securities will trade.

g. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of–

- i) Statutory dues - NIL
- ii) Debentures and interest thereon - NIL
- iii) Deposits and interest there on - NIL
- iv) Loan from any bank or financial institution and interest thereon.- NIL

h. Names, designation, address and phone number, emailID of the nodal/compliance officer of the company, if any, for the private placement offerprocess;

Name	Designation	Address	Ph No	Email
Mrs Shagun Nijhawan	Company Secretary	H. No 267, Sector 46, Faridabad, 121001	011-40319915	info@devotedconstruction.com

2. PARTICULARS OF THE OFFER

a. Date of passing of board resolution;

08.11.2018 (DATE OF BOARD MEETING)

b. Date of passing of resolution in the general meeting, authorizing the offer of securities;

03.12.2018 (DATE OF EGM)

c. Kinds of securities offered (i.e. whether share or debenture) and class of security Issue of 12,350 (Twelve Thousand Three Hundred Fifty) optionally convertible debentures of Rs. 1,00,000/- (Rupees One Lac) each, aggregating to Rs. 123,50,00,000 /- (Rs One Hundred Twenty Three Crore Fifty Lac), details of which is mentioned below:

Sr. No	Name of Debenture Holder	Number of ZOCDs	Amount	Face Value	Tenure
1	Blueblood Ventures Limited Registered Office: Room No 101, P-27 Malviya Nagar, New Delhi-110017	12,350	Rs.123,50,00,000 (Rs One Hundred Twenty Three Crore Fifty Lac)	Rs.100000 (One Lac)	15 years

d. Price at which the security is being offered including the premium,if any,along with justification of the price

Price at which the security is being offered - Rs. 1,00,000/- per ZOCD

Justification of Price: The issue price of the aforesaid ZOCDs of Rs.1,00,000 each to be issued on a Private Placement basis for other than cash has been determined on the basis of valuation report of M/s VSD & Associates, Chartered Accountants, having their office at E-145, Basement, Kalkaji, New Delhi-110034 who are independent chartered accountants in practice having a minimum experience of ten years.

e. Name and address of the valuer who performed valuation of the security offered;

M/s VSD & Associates, Chartered Accountants, having their office at E-145, Basement, Kalkaji, New Delhi-110034

f. Amount which the company intends to raise by way of securities;

Amount of Offer: Rs.123,50,00,000 (Rs One Hundred Twenty Three Crore Fifty Lac)

g. Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment;

12,350–Zero Coupon Optionally Convertible Debentures (ZOCDs) with face value of Rs.100000/- each for an amount aggregating to Rs.123,50,00,000 (Rs One Hundred Twenty Three Crore Fifty Lac) for a period of 15 years which will be convertible into Equity Shares of the Company at the Option of the Issuer at any point of time commencing after lock in period of 5 years till the expiry of 15 years from the date of allotment. No Premium shall be payable on Redemption of ZOCDs and the ZOCDs shall be redeemed at Par. If the ZOCDs holder has exercised the option for conversion of the ZOCDs into equity shares, then every ZOCDs of Rs.1,00,000 each shall be convertible into such number of non voting equity shares of Rs.10 each of the Company at fair market value which

is to be derived as per the SEBI Guidelines or such other rate as may be mutually agreed between the parties as arrived at on the time of conversion. The said ZOCDs are restricted for sale or transfer without the written consent of the Company.

h. Proposed time schedule for which the offer letter is valid;

1 year from the date of issue of offer

i. Purposes and objects of the offer;

The company has borrowed Rs.123,50,00,000 (Rs One Hundred Twenty Three Crore Fifty Lac) from M/s Blueblood Ventures Limited (hereinafter referred to as "Lender") as unsecured loan. In this regard, the Lenders requested the company vide its letter dated 5th Nov 2018 to convert the said Unsecured Loan into Optionally Convertible Debentures ("OCDs") of on such terms and conditions as may be mutually agreed between the Company and the Lenders and the same was accepted by the Company. Accordingly, the Board of Directors of the Company at its meeting held on 8th November, 2018 has accepted the request of the lenders and given consent, subject to approval of Members by way of Special Resolution, to convert Unsecured Loan of Rs.123,50,00,000 (Rs One Hundred Twenty Three Crore Fifty Lac Only) into 12,350 (Twelve Thousand Three Hundred Fifty) unrated, unlisted, unsecured, 0% Percent Optionally Convertible Debentures of Rs. 1,00,000/- (Rupees One Lac) each on such terms and Conditions as mutually agreed by the Company & Lenders.

j. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects; NIL

k. Principle terms of assets charged as security, if applicable; NIL

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.

None of the directors, promoters or key managerial personnel of the Company has any financial or material interest in the proposed preferential offer of shares.

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:

None

iii. Remuneration of directors (during the last three financial years);

Name	Designation	Remuneration (Rs.)*		
		2017-18	2016-17	2015-16
Mr.Suresh Bohra	Director	Nil	Nil	Nil
Mr. Pushpendra Surana	Director	Nil	Nil	Nil
Mr. Manjeet Pugalia	Independent Director	Nil	Nil	Nil
Mrs. Babita Bohra	Director cum CEO (Resigned from post of Director w.e.f 05.09.2018)	Nil	Nil	Nil

*sitting fees excluded

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

Details	Amount		
	2017-18	2016-17	2015-16
Remuneration paid to KMPs	Nil	Nil	Nil
Sales of Shares (Inclusive of Brokerage Charged)	Nil	Nil	Nil
Purchase of Shares (Inclusive of Brokerage Charged)	Nil	Nil	Nil
Advance received from Customer (SFI)	3,42,33,093	8,00,000	Nil
Issue of share capital including premium	30010800	1,00,000	Nil
Receipt of Services	Nil	Nil	Nil

v. Summary of reservations or qualifications or adverse marks 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 mark:

NIL

vi. Details of any enquiry, 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. 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:

None

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:

None

4. FINANCIAL POSITION OF THE COMPANY

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

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

Equity Shares

Particulars	Authorized	Issued	Subscribed	Paid Up
No. of Shares	31,00,000	30,01,080	30,01,080	30,01,080
Description of Shares	Equity Shares	Equity Shares	Equity Shares	Equity Shares
Nominal Value Per Share	Rs. 10/-	Rs. 10/-	Rs. 10/-	Rs. 10/-
Aggregate Nominal Value	Rs.3,10,00,000/-	Rs. 3,00,10,800/-	Rs. 3,00,10,800/-	Rs.3,00,10,800/-

(b) Size of the present offer;

Amount of Offer: Rs.123, 50,00,000 (Rs One Hundred Twenty Three Crore Fifty Lac Only)

(c) Paid up Capital

(A) After the offer; Rs.3,00,10,800/-

(B) After conversion of convertible instruments (if applicable); since the conversion of ZOCD is the option of the Debenture Holders therefore it's not possible to determine and disclose the paid up capital after conversion.

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

- (i) **Before the Offer:** NIL
After the Offer: NIL

- (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;

Date of Allotment/ Date of Fully paid Up	No. of Equity Shares Allotted	Face value	Issue Price	Cumulative Paid- up Capital ()	Considera tion	Nature of Allotm ent
10 th May, 2016	10,000	10	10	1,00,000	Cash	Subscriber to Moa
05 th February, 2018	3001080	10	10	30010800	Cash	Allotment

(e) 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;

	₹	₹	₹
	FY 2017-18	FY 2016-17	FY 2015-16
Profit/Loss Before Tax	(3,34,202)	(3,41,311)	NIL
Provision for Tax	-	-	NIL
Profit After Tax	(3,34,202)	(3,41,311)	NIL

(f) Dividends declared by the company in respect of the said three financial years;

NIL

(g) Interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid)

Particulars	FY 2017-18	FY 2016-17	FY 2015-16
Cash Profit after tax Plus Interest or Finance cost (A)	Nil	Nil	Nil
Interest/Finance Cost (B)	Nil	Nil	Nil
Interest Coverage Ratio (A/B)	Nil	Nil	Nil

(h) 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;

Amount in Rs.			
Particulars	FY 2017-18	FY 2016-17	FY 2015-16
EQUITY & LIABILITIES			NIL
Shareholders' funds			NIL
(a) Share capital	3,00,10,800	1,00,000	NIL
(b) Reserves and surplus	5,92,50,377	(3,41,311)	NIL
Share application money pending allotment	-	-	NIL
Non-Current Liabilities			NIL
(a) Long-term borrowings	1,23,49,62,115	47,96,501	NIL
Current liabilities			NIL
(a) Short-term borrowings	-	-	NIL
(b) Trade payables	-	-	NIL

(c) Other current liabilities	15,05,93,193	8,02,100	NIL
(d) Short-term provisions		-	NIL
ASSETS			NIL
Non-Current Assets			NIL
(a) Fixed assets		-	NIL
(i) Tangible assets		-	NIL
(b) Non-current investments		-	NIL
(c) Deferred tax assets (net)		-	NIL
(d) Long term loans and advances		-	NIL
Current Assets			NIL
(a) Inventories	1,47,46,80,973	52,90,000	NIL
(b) Trade receivables	-	-	NIL
(c) Cash and cash equivalents	77,822	67,290	NIL
(d) Short-term loans and advances	57,690		NIL
(e) Other Current Asset	-	-	NIL

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

Particulars	FY 2017-18	FY 2016-17	FY 2015-16
A.CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit from P & L A/c	(3,34,202)	(341311)	NIL
Adjustment for:			
a) Depreciation / Amortization of fixed assets		-	NIL
b) Finance cost		-	NIL
c) Provision for Income Tax demand		-	NIL
d) Interest received		-	NIL
e) Dividend received		-	NIL
f) Profit on sale of Investment		-	NIL

Operating Profit before working capital changes	(3,34,202)	(341311)	NIL
Increase / Decrease in Working Capital			NIL
a) Decrease / (Increase) in current assets and Loans & advances	(1,46,94,48,663)	(52,90,000)	NIL
b) (Decrease)/ Increase in Liabilities	14,97,91,093	8,02,100	NIL
Cash Generated from operations	(1,31,99,91,772)	(48,29,211)	NIL
Income tax paid	-	-	NIL
NET CASH FROM OPERATING ACTIVITIES	(1,31,99,91,772)	(48,29,211)	NIL
B. CASH FLOW FROM INVESTING ACTIVITIES			NIL
a) Purchase of fixed assets	-	-	NIL
b) Sale of Investments	-	-	NIL
c) Interest received	-	-	NIL
d) Dividend received	-	-	NIL
e) Purchase of Investment	-	-	NIL
NET CASH FROM INVESTING ACTIVITIES	-	-	NIL
C. CASH FLOW FROM FINANCING ACTIVITIES			NIL
a) Proceeds from long term borrowings	1,23,01,65,614	47,96,501	NIL
b) Proceeds from issue of equity shares	8,98,36,690	1,00,000	NIL
d) Finance cost			NIL
e) Share issue expenses			NIL
NET CASH FROM FINANCING ACTIVITIES	1,32,00,02,304	4896501	NIL
Total(A+B+C)	10,352	67290	NIL
a) Cash and Cash Equivalents at the beginning of the year	67,290	-	NIL
b) Cash and Cash Equivalents at the end of the year	77,822	67290	NIL
Net increase / (decrease) in cash and cash equivalents (b-a)	10,532	67,290	NIL
Cash and cash equivalents consists of:			NIL

Cash on hand	57,290	57290	NIL
Balances with Scheduled banks	20,532	10000	NIL
Total	77,822	67290	NIL

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

None

5. A DECLARATION BY THE DIRECTORS THAT

- a. The company has complied with the provisions of the Act and the rules made there under;
- 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 05 dated 10th December, 2018 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made there under 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.

Suresh Bohra
DIN: 0009334
Designation: Director

Date: 10th December 2018
Place: New Delhi

Attachments:-

1. Copy of board resolution
2. Copy of shareholders resolution