#### PRIVATE PLACEMENT OFFER LETTER

## Paranjape Spaces and Services Private Limited

CIN: U70109PN2020PTC196580

Registered Office: Office No 4, Anand Colony, PL No. 50/1, CTS No. 111/1, Erandwane, Pune 411004 Tel No: +91 020 25440986 E Mail ID: rsparanjape@pscl.in

PRIVATE PLACEMENT OFFER LETTER UNDER SECTION 42 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014.

### **ISSUE:**

Offer Letter for Private Placement of 910 Debentures of the face value of INR 10,00,000 each, aggregating to INR 91,00,00,000 redeemable at par, to be issued in the following manner:

Particulars	Debentures
Amount (INR) (In crores)	91,00,00,000/-
Number of Debentures	910
Face Value of Debentures (INR)	10,00,000/-
Tenor	48 months
Maturity Date	48 months from the First Deemed
,	Allotment Date
Interest Rate	15% p.a.

### **GENERAL RISKS:**

For taking an investment decision, Applicants must rely on their own examination of the Issue and the Private Placement Offer Letter including the risks involved.

### COMPANY'S ABSOLUTE RESPONSIBILITY:

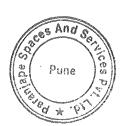
The Company, having made all reasonable inquiries, accepts responsibility for, and confirms that this Private Placement Offer Letter contains all information with regard to the Company and the Issue, which is material in the context of the Issue, that the information contained in this Private Placement Offer Letter is true and correct in all material respects and is not misleading in any respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

### LISTING:

The Debentures are proposed to be listed.

DEBENTURE TRUSTEE	REGISTRAR TO THE	LEGAL ADVISORS
	ISSUE	
Name: VISTRA ITCL INDIA	Name: Link Intime India	Name:
LIMITED	Private Limited	Tel: +91
Tel: 022 – 26593535	Tel: 022 - 4918 6270	Fax: +91
Fax:	Fax: 022 – 4918 6060	Website:
Website: www.vistraitcl.com	Website: linkintime.co.in	

This Private Placement Offer Letter is prepared for issue of the Debentures on private placement basis. This Private Placement Offer Letter is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures to be issued by the Issuer.





# FORM NO PAS-4 PREFERENTIAL ALLOTMENT OFFER LETTER

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

### PART - A

The Preferential Allotment 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;

Name of the Company	Paranjape Spaces and Services Private
	Limited
Address of Registered Office	Office No 4, Anand Colony, PL No. 50/1,
	CTS No. 111/1, Erandwane, Pune 411004
Corporate Office	Office No 4, Anand Colony, PL No. 50/1, CTS
	No. 111/1, Erandwane, Pune 411004
Contact Details	+91 020 25440986
Fax	+91 020 25460986
Email	rsparanjape@pscl.in
Website	·

### b. Date of incorporation:

December 04, 2020

c. Business carried on by the Company and its subsidiaries with the details of branches or units, if any:

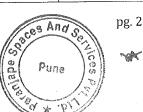
The Company is in the business of development of real estate. The Company has no subsidiaries and no branches or units.

### d. Brief particulars of the Management of the Company:

- 1. Mr. Sachin Bhalchandra Hirap, Director
- 2. Mr. Vikram Anand Godse, Director
- 3. Mr. Pushkar Pramod Apte, Director

# e. Names, addresses, DIN and occupations of the Directors:

Sr.	Name and	DIN	Address	Occupation
No. Designation				
1.	Mr. Sachin Bhalchandra Hirap Director	00132493	M-2706, Bldg. No. 61, Gandhi Nagar, Bandra (East) Mumbai 400051	Service
		07429029	1353, Sadashiv Peth, Near Chimanya Ganpati, Pune – 411030	Service
3.	Mr. Pushkar Pramod Apte Director	09006340	S/2, Ayodhya CHS, Golewadi, Gandhi Chowk, Badlapur (East), Near IDBI Bank, Kulgaon, Thane- 421503	Service



### f. Management's perception of risk factors;

The Company was incorporated in December 2020. It operates mainly within India. As a result, it is highly dependent on prevailing economic conditions in India and its business operation is significantly affected by factors influencing the Indian economy. Fluctuations in market conditions may affect our ability to sell our project at expected prices or at all, which could adversely affect our revenues and earnings. Limited supply of land, increasing competition and applicable regulations are likely to result in land price escalation and a further shortage of developable land. The real estate industry has undergone a significant downturn recently which has, and may continue to, adversely affect our business, liquidity and results of operations.

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

Amount in Rs.

Statutory dues	Nil
Debentures and interest thereon	Nil ·
Deposits and interest thereon	Nil
Loan from any bank or financial institution and interest	Nil .
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;

Name:	Mr. Sudhir Kadam	
Designation:	Company Secretary of Holding Company	
Address:	Office No 4, Anand Colony, PL No. 50/1, CTS No. 111/1, Erandwane, Pune 411004	
Phone No.:	9503138100	
Email:	skadam@pscl.in	

i) Any Default in Annual filing of the Company under the Companies Act, 2013 or the rules made there under:

No.



### 2. PARTICULARS OF THE OFFER

a) Financial Position of the Company for the last three years: Amount in Rupees

Particulars	As at 31st March 2021	As at 31st March 2020	As at 31st March 2019	Particulars	As at 31st March 2021	As at 31st March 2020	As at 31st March 2019
Share Capital	1,00,000			Fixed assets	Nil		
Reserves and Surplus	(-)21,800			Investments	Nil		
Secured loans	Nil			Current assets	1,00,000		
Unsecured loans	Nil			Loans and advances	Nil	٠	
Current liabilities and provisions	21,800			Miscellaneo us expenditure	Nil		
Deferred Tax Liability	Nil			Deferred Tax Assets	Nil		
Total	1,00,000				1,00,000		
Contingent Liab as under:	ilities not pro	vided for in t	he books a	s at 31st March	2021 are .		
Claims against the Company not acknowledged as debts	Nil						
Corporate and Bank Guarantees	. Nil						
Relating to Joint ventures	Nil				·		
Interest on NCDs	. Nil						

b) Date of passing of Board resolution:

29/03/2022

c) Date of passing of resolution in the General Meeting, authorizing the offer of Non-Convertible Debentures:

29/03/2022

d) Kinds of securities offered (i.e. whether share or debenture) and class of security, the total number of shares or other securities to be issued:

910 (Nine Hundred Ten only) Secured, Listed, Cumulative, Redeemable, Non-Convertible Debentures of the face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) each, aggregating up to not more than Rs. 91,00,00,000/- (Rupees Ninety One Crore only), on a private placement basis and in dematerialised form on the terms and conditions set out in the Offer Letter and the Debenture Trust Deed and other Debenture Documents.

e) Price at which the Non-Convertible Debentures is being offered including the premium, if any, along with justification of the price

Face value / at par.



f) Name and address of the Valuer who performed valuation of the security offered and basis on which the price has been arrived at along with report of the Registered Valuer:

Name and Address: These being Non-Convertible Debentures Valuation is not required.

Basis of Price: These being Non-Convertible Debentures Valuation is not required.

g) Relevant date with reference to which the price has been arrived at: These being Non-Convertible Debentures Valuation is not required.

h) The class or classes of persons to whom the allotment is proposed to be made: Real estate funds

 i) Intention of promoters, directors or key managerial personnel to subscribe to the offer [not required in case of issue of non- convertible debentures]:
 NA

j) The proposed time within which the allotment shall be completed:
The allotment of NCDs shall be completed within 10 (Ten) Business Days from the respective Deemed Date of Allotment of Allotment

 k) The names of the proposed allottees and the percentage of post private placement capital that may be held by them [not required in case of issue of non- convertible debentures];
 NA

I) The change in control, if any, in the company that would occur consequent to the private placement:
NA

m) The number of persons to whom allotment on preferential basis/private placement/rights issue has already been made during the year, in terms of number of securities as well as price;

NA

 n) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:
 NA

o) Amount which the company intends to raise by way of proposed offer of securities: Rs. 91,00,00,000 (Rupees Ninety One Crore only).

p) Terms of raising of securities (Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment):

Issuer: Paranjape Spaces and Services Private Limited

Issue Size: Rs. 91,00,00,000 (Rupees Ninety One Crore only)

Issue Price: Issue at face value of Rs. 10,00,000/- each.

**Tenure**: 48 months from the date of allotment of NCDs.

Interest: 15% per annum and Additional Return as applicable as per transaction

documents.



**Maturity Date:** 

The date on which the period of 48 (Forty Eight) months from the

First Allotment Date expires

Record Date:

The day falling 2 (two) days before the date of paying the relevant

Coupon or Redemption Date, as applicable.

Security:

First ranking exclusive charge over the Mortgaged Properties as per the terms of the Mortgage Documents in favour of the Debenture Trustee for the benefit of the Debenture Holder.

First ranking exclusive hypothecation of Hypothecated Assets in terms of the Deed of Hypothecation in favour of the Debenture Trustee for the benefit of the Debenture Holder

100% Share pledge of the company

Personal guarantee from the promoters and the Corporate Guarantee of the Paranjape Schemes (Construction) Limited

Post-dated cheques from the Company and Corporate Guarantor

Redemption:

The Redemption Amount shall fall due and payable notwithstanding anything to the contrary contained in the Transaction Documents, on the Redemption Date and shall be paid to the Debenture Holders along with any other Debenture Outstandings, notwithstanding insufficiency of the Remainder Amounts with respect to all outstanding Debentures.

The Debentures shall be taken as redeemed on payment of the entire Redemption Amount by the Company through electronic transfer / RTGS to the respective bank accounts designated by each Debenture Holder on the Record Date. Such payment will be a legal discharge of the liability of the Company towards the Debenture Holders. On such payments being made, the Company will inform the Debenture Trustee and accordingly the accounts of the Debenture Holders with the Debenture Trustee will be adjusted.

Conversion:

N.A.

**Voting Rights:** 

The Debentures shall not carry any voting rights except in relation to any variance in their terms.

Transfer:

The Debentures shall be freely transferable as per the procedure for transfer of dematerialised securities under applicable Law, save and except to an entity which primarily operates in or has business activities in the real estate sector.

Governing Law:

The Debentures shall be governed and construed in accordance with the laws of India.

# q) Proposed time schedule for which the offer letter is valid:

The offer is proposed to be kept open for a period of 48 (Forty Eight) months.

#### r) Purposes and objects of the offer:

1. Working Capital.

Repayment of existing loan.

3. Furnishing of Bank Guarantee to Society



- s) Contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of such objects:

  NA
- t) Principal terms of assets charged as security, if applicable:
  - 1. First ranking exclusive charge over the Mortgaged Properties as per the terms of the Mortgage Documents in favour of the Debenture Trustee for the benefit of the Debenture Holder.
  - First ranking exclusive hypothecation of Hypothecated Assets in terms of the Deed of Hypothecation in favour of the Debenture Trustee for the benefit of the Debenture Holder

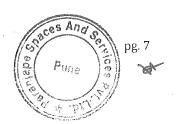
3. 100% Share pledge of the company

- 4. Personal guarantee from the promoters and the Corporate Guarantee of the Paranjape Schemes (Construction) Limited
- 5. Post-dated cheques from the Company and Corporate Guarantor
- u) The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations: N.A.
- v) The pre-issue and post-issue shareholding pattern of the company in the following format:

Sr. No.	Category	Pre is	sue	Post issue	
140.		No. of shares held	% of share holding	No. of shares held	% of share holding
A.	Promoters holding				
1	Indian				
	Individual	1	0.01	1	0.01
	Body corporate	9,999	99.99	9,999	99.99
*	Sub Total	10,000	100.00	10,000	100.00
2	Foreign Promoters	0.00		0.00	
	Sub Total (A)	0.00		0.00	
В	Non-Promoters holding				
1	Institutional investors	0.00	0.00	0.00	0.00
2	Non-institutional investors	0.00	0.00	0.00	0.00
	Private corporate bodies	0.00	0.00	0.00	0.00
	Directors and relative	0.00	0.00	0.00	0.00
	Indian Public	0.00	0.00	0.00	0.00
	Others (including nonresident	0.00	0.00	0.00	0.00
	Indians)				
	Sub Total (B)	0.00	0.00	0.00	• 0.00
	Grand Total	10,000	100.00	10,000	100.00

### 2. MODE OF PAYMENT FOR SUBSCRIPTION -

- o Cheque
- o Demand Draft
- o Other Banking Channels



- 3. 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:

No Directors, Promoters and Key Managerial Personnel of the Company are directly or indirectly concerned or interested in the offer.

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:

There is no litigation by or against the Directors of the Company

iii. Remuneration of Directors (during the current year and last three financial years):

	Amount in Rs.
F.YEAR	Amount
2020-21	0.00
2019-20	NA
. 2018-19	NA

- 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 NA
- 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 –

No Reservation, Qualification, Adverse Remarks

- vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act, 2013 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:

No such frauds committed.



### 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):

Sr. No.	Particulars	# 1 1+ 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Description	
1.	Authorised Share Capital	50,000 (Fifty	(Rupees Five Lakh on Thousand Only) Equity Ten only) each, 10 (Ten	Shares of Rs.
2.	Issued, Subscribed & Paid-up Capital	Rs. 1,00,000/ Rs. 10/- each	- divided into 10,000 Ed	quity Shares of

(b) size of the present offer: **910** (Nine Hundred Ten only) Secured, Listed, Cumulative, Redeemable, Non-Convertible Debentures having a face value of Rs 10,00,000/- (Rupees Ten Lakh only) each.

# (c) A. paid up capital after the offer:

Sr. No.	Category	Pre iss	ue
		No. of shares held	% of share holding
Α.	Promoters holding		
1	Indian		
	Individual	1	0.01
	Body corporate	9,999	99.99
	Sub Total	10,000	100.00
2	Foreign Promoters	0.00	
	Sub Total (A)	0.00	
В	Non-Promoters holding		
1	Institutional investors	0.00	0.00
2	Non-institutional investors	0.00	0.00
	Private corporate bodies	0.00	0.00
	Directors and relative	0.00	. 0.00
	Indian Public	0.00	. 0.00
	Others (including nonresident	0.00	0.00
	Indians)		
	Sub Total (B)	0.00	0.00
	Grand Total	10,000	100.00

B. After conversion of convertible instruments: NA

(d) Share premium account (before and after the offer) -

Before	Nil
After .	Nil



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.

Date of allotment		value	price	Nature of allotment	Consideration (cash, other than cash, etc.)	Cumulative number of equity shares	Cumulative securities premium (Rs)
December 04, 2020	10,000	10	10	Subscription to MoA	Cash	10,000	 -

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:

No Allotment made

(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;

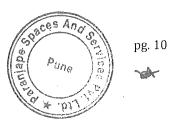
Amount in Rs.

2020-21	2019-20	2018-19
0	0	. 0
. 0	0 ·	0
	0 0	2020-21 2019-20 0 0

(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)

Amount in Rs

	2020-21	2019-20	2018-19
Dividend (%)	0	0	0
Dividend (Amt. in Rs.)	0 0		0
Interest Coverage Ratio	0	0	. 0 .

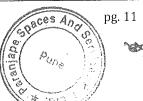


(d) A summary of the financial position of the Company as in the three audited balance sheets immediately preceding the date of issue of private placement offer cum application letter –

Particulars	As at 31st March 2021	As at 31st March 2020	As at 31st March 2019	Particulars	As at 31st March 2021	As at 31st March 2020	As at 31st March 2019
Share Capital	1,00,000			Fixed assets	. Nil		
Reserves and Surplus	(-)21,800			Investments	Nil		
Secured loans	· Nil			Current assets	1,00,000		
Unsecured loans	Nil			Loans and advances	Nil		
Current liabilities and provisions	21,800			Miscellaneo us expenditure	Nil		
Deferred Tax Liability	Nil			Deferred Tax Assets	Nil		
Total	1,00,000				1,00,000		
Contingent Liab	ilities not pro	vided for in	the books a	s at 31st March	2021 are		,
Claims against the Company not acknowledged as debts	Nil						
Corporate and Bank Guarantees	Nil				·	,	
Relating to Joint ventures	· Nil						
Interest on NCDs	Nil						

(e) Audited Cash Flow Statement for the three years immediately preceding date of issue of private placement offer cum application letter;

	2020-21	2019-20	2018-19
Particulars	Audited	Audited	Audited
I. Cash flows from operating activities			
Net profit (before extraordinary items & taxes)	(-)21,800		
Adjustment for	Nil		
Finance costs	Nil		
Interest income	Nil		
Dividend from investments	Nil		
Miscellaneous receipts	Nil		
Profit/Loss on sale of fixed assets, net	Nil		
Profit on Sale of business	Nil		
Depreciation and amortisation expense	Nil		
Operating profit before working capital changes	(-)21,800		
Adjustment for:			
Decrease /increase) sundry debtors	Nil		
Decrease /(increase) inventory	Nil		
Decrease /(increase) Other financial & non-Financial	Nil		
Liability			



Decrease /(increase) other current assets	Nil	
Decrease /(increase) loans & advances	Nil	
Increase/(decrease) current liabilities	21,800	·
Cash from operating activity	Nil	
Income tax paid	Nil	
Net cash from operating activities (A)	0.00	
II. Cash flow from investing activities		
Purchase of fixed assets	Nil	·
Proceeds from of sale of fixed assets	Nil	
Interest received	Nil	
Dividend received	Nil	
Fixed Deposits	Nil	·
Increase/Decrease in Investments	Nil	
Proceeds from sale of long term investment	Nil	
Invested in Partnership Firm	Nil	
Amount withdrawn from Partnership Firm	Nil	
Loans	Nil	
Net cash used in investing activity (B)	0.00	·
III. Cash flow from financing activities		
Proceeds from fresh issue of Equity Shares	1,00,000	
Dividend Paid	Nil	
DDT Paid	Nil	
Interest paid	Nil	
Proceeds from borrowings	Nil	
Repayment of Borrowing	Nil	
Net cash flow used in financing activity (C)	0.00	
Net increase / (decrease) in cash & cash equivalents	0.00	
(A+B+C)		
Cash & Cash equivalents at the beginning of the year	0.00	
Cash & Cash equivalents at the end of the year	1,00,000	

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

- No changes.



### 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 1 dated 29/03/2022 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.

Vikram Anand Godse

DIRECTOR | DIN: 07429029

1353, Sadashiv Peth, Near Chimanya Ganpati,

Pune - 411030

Date: 29/03/2022 Place: Pune



# $\begin{aligned} & PART - B \\ & \text{(To be filled by the Applicant)} \end{aligned}$

# APPLICATION FORM

SR-No	·								
Dear S	irs,		·						
placem applica of Deb I/we be change issuer.	nent of Debentures and apply ation as shown below is remitted benture Holders. By investing it ear the risk of loss that may occar in any applicable law or regular.	ne contents of the Offer docume for allotment of Debentures to a d herewith. On allotment, please in the Debentures, I/we understand our with respect to my/our investra- ulation in the jurisdiction(s) of the r for indemnification or to make d due to such change in the applied	ne/us. The amount payable on place our name on the Register d that, as Debenture Holder(s), nent in the Debentures, due to a the Debenture Holder(s) or the good all or any part of any such						
note th		erms and conditions as containe its absolute discretion, to acce by reason whatsoever.							
i.	Name:		. *						
ii.	Father's Name:								
iii.	Complete Address including Flat/ House number, Street, Locality, Pin code:								
iv.	Phone Number, if any								
v.	E-mail ID:								
vi.	PAN number:								
vii.	Residential Status: Indian ( )	Non-Indian ( )							
viii.	Cheque/ Demand Draft detail	s:							
	Date of Cheque	Cheque/Demand Draft drawn on (Name of Bank & Branch)	Cheque/Demand Draft No						
ix.	Bank Account Details:								
	Bank Name and Branch	Account No.	Nature of account						

REQUEST FOR NON-CONVERTIBLE SECURED DEBENTURES (NCDs) IN ELECTRONIC FORM



I/We, the undersigned, want delivery of Debentures of Paranjape Spaces and Services Private Limited, in Electronic Form. Details of my/our Beneficiary (Electronic) account are given below:

Depository Name	NSDL							
Depository Participant Name	•	,						
DP – ID	I	N						
Beneficiary Account Number								
Name of Applicant								L

Second Applicant's

Third Applicant's

Signature

Signature

Signature





