

**Form No. PAS – 4**  
**PRIVATE PLACEMENT OFFER LETTER**  
*[Pursuant to Section 42 of the Companies Act, 2013 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014]*

**Rajesh Buildspaces Private Limited**  
CIN: U45309MH2017PTC294834  
*(A Private Limited Company incorporated under the Companies Act, 2013)*  
Registered Office: 139, Seksaria Chambers, 2nd Floor, Nagindas Master Road, Fort Mumbai - 400023  
Email: rajbuild@bom7.vsnl.net.in; Tel: 022 67359900

**DISCLOSURE DOCUMENT FOR PRIVATE PLACEMENT OF:**

**ISSUE OF 144 (ONE HUNDRED FORTY FOUR) UNRATED, UNLISTED, SECURED, REDEEMABLE, NON - CONVERTIBLE DEBENTURES (COMPRISING OF 42 SERIES 1, 95 OF SERIES 2 AND 7 OF SERIES 3 DEBENTURES) OF A FACE VALUE OF RS.1,00,00,000/- (RUPEES ONE CRORE) EACH FOR CASH AT PAR, AGGREGATING UPTO RS.1,44,00,00,000/- (RUPEES ONE HUNDRED FORTY FOUR CRORES ONLY) (THE "NCDS") (THE "ISSUE")**

**i. Name, address of the registered office of the issuer**

<b>Name</b>	Rajesh Buildspaces Private Limited ("RBSPL" or the "Company")
<b>Registered office</b>	139, Seksaria Chambers, 2 <sup>nd</sup> Floor, Nagindas Master Road, Fort, Mumbai – 400023
<b>Corporate Office</b>	139, Seksaria Chambers, 2 <sup>nd</sup> Floor, Nagindas Master Road, Fort, Mumbai - 400023
<b>Contact Details</b>	Email: rajbuild@bom7.vsnl.net.in Tel: 022 – 67359900

**ii. Date of incorporation of the company:**

The Company was incorporated on May 15, 2017 as a private limited company under the Companies Act, 2013 with the Registrar of Companies, with CIN: U45309MH2017PTC294834.

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

Rajesh Buildspaces Private Limited is a company incorporated under the Companies Act, 2013 with Registrar of Companies, Mumbai. The Company is in the business of real estate development. The Company has no subsidiaries.

**iv. Details of subsidiaries along with their location:** The Company has no subsidiaries.

**v. Brief particulars of the management of the Company**

<b>Sr. No.</b>	<b>Name of the Directors/KMP</b>	<b>Designation</b>	<b>Date of Appointment</b>
1.	Pratik Harish Patel	Director	15/05/2017
2.	Priyal Kantilal Patel	Director	15/05/2017



**vi. Names, addresses, DIN and occupations of the directors;**

Din No.	Name of Director	Occupation	Address	Designation
00695485	Priyal Kantilal Patel	Business	G-1301, Kukreja Palace, Vallabh Baug Lane Extension, Ghatkopar (East), Mumbai -- 400077	Director
01612266	Pratik Harish Patel	Business	1202 Kalindi, Neelkanth Valley, 7 Rajawadi Road, Ghatkopar East, Mumbai -400077	Director
02340170	Shankar Ramachandran Bharadhwaj	Professional	Paramount Chs, Flat No-15, Plot-116 1st Flr, Dwaraka, Sion East, Sion Mumbai 400022.	Nominee Director

**vii. Management's perception of risk factors:**

Risk in the real estate sector is mainly due to changes takes place in Government policy and due permissions are not obtained or construction of the project etc.

**viii. Details of default, if any, including there in the amount involved, duration of default and present status, in repayment of statutory dues, debentures and interest thereon, deposits and interest thereon, loan from any bank or financial institution and interest thereon**

Nil.

**ix. Names, designation, address and phone number, emailed of the nodal / compliance officer of the company, if any, for the private placement offer process**

The Company has not appointed a separate compliance officer for its affairs. However, the designated official of the Company shall also attend to compliance related matters in relation to the Company. The details are as provided hereunder.

Name	Shri Pratik Harish Patel
Designation	Director
Address	139, Seksaria Chambers, 2nd Floor, Nagindas Master Road, Fort, Mumbai – 400023
Phone No.	022-22670717
Email	Email: rajbuild@bom7.vsnl.net.in

**2. PARTICULARS OF THE OFFER**

**a. Date of passing of board resolution**

The Board of Directors of the Company has passed the resolution for issue of NCDs, at their Board Meeting held on 16<sup>th</sup> February, 2018.

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

The shareholders of the Company have passed the resolution, for authorization of issue / offer of NCDs at their Extra – Ordinary General Meeting held on 25<sup>th</sup> January, 2018.



**c. Kinds of securities offered (i.e. whether share or debenture) and class of security**

Unrated, Unlisted, Secured, Redeemable, Non - Convertible Debentures of face value of Rs.1,00,00,000/- (Rupees One Crore Only) divided into Series 1 Non-Convertible Debentures, Series 2 Non-Convertible Debentures and Series 3 Non-Convertible Debentures, each by way of private placement.

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

NCDs are being issued at a face value of Rs.1,00,00,000/- (Rupees One Crore Only) each.

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

Not Applicable

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

Upto Rs.1,44,00,00,000/- (Rupees One Hundred Forty Four Crores Only)

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

<b>Duration</b>	60 months from the end of the calendar month in which the Series 1 Deemed Date of Allotment ("Final Redemption Date") occurs
<b>Rate of interest</b>	means 15.35% (fifteen point three five per cent.) per annum or as revised subject to revisions in accordance with the terms of the Debenture Trust Deed from time to time.
<b>Mode of payment</b>	Through RTGS/ wire transfer
<b>Mode of repayment</b>	Through RTGS/ wire transfer

**h. Proposed time schedule for which the Issue is valid**

The issue shall open on 28<sup>th</sup> March, 2018 at 9:00 A.M. and close on 31<sup>st</sup> December, 2018 at 5:00 P.M.

**i. Purpose and objects of the Debentures**

- (i) an amount of up to the Series 1 Debenture Amount towards refinancing of existing debt and general corporate purposes;
- (ii) an amount of up to the Series 2 Debenture Amount towards cost and expenses relating to the Projects, including construction finance;
- (iii) an amount of up to the Series 3 Debenture Amount towards meeting Interest Service Reserve Amount requirements and payment of transaction related expenses,

*provided however, that all or any part of the Issue Amount may be utilized for any purpose(s) as may be permitted by the Debenture Trustee (acting on Approved Instructions).*

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

Nil



**k. Principal terms of assets charged as security, if applicable \***

- (a) a first ranking and *pari passu* mortgage or charge (as the case may be) by the Mortgagors (as more particularly define in debenture trust deed) over the rights, title and interest of the Mortgagors and in and to -
  - (i) the Projects (as more particularly define in debenture trust deed) and all the assets associated thereto, including the land in relation to the Projects(as applicable) and all rights, title and interest therein;
  - (ii) all the cash flows and Receivables and all the Compensation Proceeds in relation to the Projects;
  - (iii) all rights emanating from and associated to the FSI and TDR, whether generated or purchased, in relation to the Projects;
  - (iv) any development rights set out under any development agreements in relation to the Projects;
  - (v) the Transaction Accounts, Interest Service Reserve Account and all amounts lying to the credit of the aforementioned accounts including the amounts invested in the permitted investments and the other escrow accounts and interest service reserve accounts referred to in the Transaction Documents; and
  - (vi) the Insurance Contracts and Insurance Proceeds, each in relation to the Projects.
- (b) a first and exclusive pledge over the Pledged Properties by each of the Pledgors (as more particularly define in pledge agreement to be executed); and
- (c) demand promissory note and letter of continuity from the Issuer for the entire Debentures amount, in a form and manner satisfactory to the Debenture Trustee.

**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:

Nil

- 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:

NIL

- iii. \*Remuneration of directors(during the current year and last three financial years);

\*Not Applicable : As the company has been incorporated on 15/05/2017 being the first financial year of its incorporation.

- iv. \*Related party transactions entered during the last 3 (three) financial years immediately preceding the year of circulation of this offer letter including with regard to loans made or, guarantees given or securities provided:

\*Not Applicable : As the company has been incorporated on 15/05/2017 being the first financial year of its incorporation..



- 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 :

\*Not Applicable : As the company has been incorporated on 15/05/2017 being the first financial year of its incorporation..

- 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 there offer the company and all of its subsidiaries:

Nil

- 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:

Nil

#### 4. FINANCIAL POSITION OF THE COMPANY

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

AUTHORIZED, ISSUED, SUBSCRIBED AND PAID-UP CAPITAL			
	Number of Securities	Description (type of security)	Aggregate Nominal Value
Authorized Capital	10000	Equity Shares of Rs. 10/- each	1,00,000
Issued Capital	10000	Equity Shares of Rs. 10/- each	1,00,000
Subscribed Capital	10000	Equity Shares of Rs. 10/- each	1,00,000

- (b) size of the present offer

144 (One Hundred Forty Four) Unrated, Unlisted, Secured, Redeemable, Non – Convertible Debenture (Comprising of 42 Series 1, 95 of Series 2 And 7 of Series 3 Debentures) having face value of Rs.1,00,00,000/- (Rupees One Crore Only) each, aggregating up to Rs.1,44,00,00,000/- (Rupees One Hundred Forty Four Crores Only).

- (c) Paid-up Capital

a. Before the offer	10000	Equity Shares of Rs. 10/- each	1,00,000
b. After the offer	10000	Equity Shares of Rs. 10/- each	1,00,000
c. After conversion of capital instruments if applicable	Not Applicable		



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

- (II) Details of the existing share capital of the Company 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	Number of Equity Shares Allotted	Face Value of Shares Allotted	Price	Form of Consideration (Details if other than cash)
15/05/2017	10000	Rs.10/-	Rs.10/-	Cash

- (III) \*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

\*Not Applicable : As the company has been incorporated on 15/05/2017 being the first financial year of its incorporation..

- (IV) \*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)

\*Not Applicable : As the company has been incorporated on 15/05/2017 being the first financial year of its incorporation..

- (V) \* A summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of circulation of this offer letter.

\*Not Applicable : As the company has been incorporated on 15/05/2017 being the first financial year of its incorporation..

- (VI) \*Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter

\*Not Applicable : As the company has been incorporated on 15/05/2017 being the first financial year of its incorporation..

- (VII) \*Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company:

\*Not Applicable : As the company has been incorporated on 15/05/2017 being the first financial year of its incorporation..

#### 5. DECLARATION BY THE DIRECTORS-

(a) the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;

(b) the compliance with the Companies Act, 2013 and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government; and

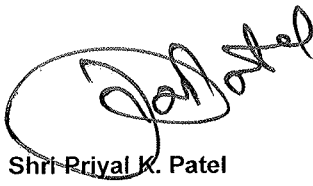
(c) the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter.



I am authorized by the Board of Directors of the Company vide resolution number 01 dated 16<sup>th</sup> February, 2018 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.

**For Rajesh Buildspaces Private Limited**



**Shri Priyal K. Patel**  
**Director**  
**DIN: 006954854**



*Date: 27/03/2018*

*Place: Mumbai*

*Attachments*

*Copy of board resolution*

*Copy of shareholders resolution*

*Application Form*

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS ("BOARD") OF RAJESH BUILDSPACES PRIVATE LIMITED ("COMPANY") AT THEIR MEETING HELD ON FRIDAY, 16<sup>TH</sup> FEBRUARY, 2018, AT THE REGISTERED OFFICE OF THE COMPANY AT 139, SEKSARIA CHAMBERS, 2<sup>ND</sup> FLOOR, NAGINDAS MASTER ROAD, FORT, MUMBAI – 400023.**

---

The Chairman of the meeting informed the Board that it is propose to issue up to 144 unlisted, unrated, secured, redeemable, non-convertible debentures of the nominal value of INR 1,00,00,000 (Indian Rupees One Crore only) each, aggregating to a total amount of up to INR 1,44, 00,00,000 (Indian Rupees One Hundred Forty Four Crores only)], hereinafter collectively referred to as ("**Debentures**") for the purpose of, *inter alia*, part financing of construction of ongoing project(s), the refinancing of existing facilities and to fund the expenses incurred in relation to the transaction.

The Chairman further informed the Board that it is propose to appoint M/s. Vistra ITCL (India) Limited to act as the Debenture Trustee in relation to aforesaid Debentures.

The Chairman further informed the Board that in connection with the issue of the Debentures, the Company proposes to enter into

- (i) debenture trust deed
- (ii) debenture trustee agreement ,
- (iii) an escrow agreement
- (iv) a subordination agreement,
- (v) and other agreements and documents to be executed in relation to the Debentures, hereinafter collectively referred to as the "**Transaction Documents**".

The Board has been requested to accord its approval for the Debentures and to the terms and conditions of and to the execution of the Transaction Documents proposed to be executed by the Company in connection with the issuance of the Debentures.

The proposal for the issuance of the Debentures and for the execution of the Transaction Documents by the Company in connection therein was placed before the Board and after discussions, the Board passed the following resolutions:



**CIN: U45309MH2017PTC294834**

REGD. OFF.:- 139, Seksaria Chambers, 2<sup>nd</sup> Floor, N.M. Road, Fort, Mumbai - 400 023.  
Telephone no. +22 22 670717, Email Id.:- rajbuild@bom7.vsnl.net.in



**“RESOLVED THAT** pursuant to the provisions of the sections 42, 71, 179(3)(c) and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and 18 of Companies (Share Capital and Debentures) Rules, 2014 and in terms of provisions of the Memorandum and Articles of Association of the Company and subject to approval of the shareholders of the Company by way of a special resolution passed in their extra - ordinary general meeting held on 25<sup>th</sup> January, 2018, the Board hereby approve issuance of 144 unlisted, unrated, secured, redeemable, non-convertible debentures (‘NCDs’) of face value Rs.1,00,00,000 each, in one or more tranches, on the private placement basis to identified investors, in dematerialized form or physical form, on the terms and conditions as set out in the Draft Debenture Trust Deed as placed before the Board and initialed by the Chairman for the purpose of identification.

**“RESOLVED FURTHER THAT** the consent of the Board be and is hereby accorded for the appointment of M/s. Vistra ITCL (India) Limited as the Debenture Trustee in relation to issuance of aforesaid NCDs.

**“RESOLVED FURTHER THAT** the Debentures together with principal, interest, fees and all other amounts whatsoever stipulated in or payable shall be secured by way of creation of security interest over such assets and properties and other guarantees as more particularly mentioned in draft debenture trust deed to be executed and upon such other securities as may be agreed by the company and debenture trustee from time to time.”

**RESOLVED FURTHER THAT** approval of the Board be and is hereby accorded to execute the following documents (hereinafter **“Transaction Documents”**) the drafts of those, as placed before the Board and initialed by the Chairman for identification in respect to borrow monies up to 1,44,00,00,000 (Rupees One Hundred Forty Four Crores Only) by way of issuance of up to 144 unlisted, unrated, secured, redeemable, non-convertible debentures (‘NCDs’) of face value Rs.1,00,00,000 each, in one or more tranches, on the private placement basis:

- (i) Debenture Trust Deed,
- (ii) Debenture Trustee Agreement,
- (iii) Escrow Agreements,
- (iv) Private Offer Letter (PAS - 4), and
- (v) such other documents as may be executed from time to time in relation to issuance of NCDs and creation of security for the NCDs;

**RESOLVED FURTHER THAT** Shri Pratik H. Patel and/or Shri Priyal K. Patel, Directors of the Company (together the **“Authorized Signatories”**), be and are hereby severally authorized on behalf of the Company to negotiate, modify, finalise and execute the Transaction Documents and Supplemental Documents as required from time to time



**CIN: U45309MH2017PTC294834**

REGD. OFF.: 139, Seksaria Chambers, 2<sup>nd</sup> Floor, N.M. Road, Fort, Mumbai - 400 023.  
Telephone no. +22 22 670717, Email Id.: rajbuild@bom7.vsnl.net.in

and do all such acts, deeds and things as they may in their sole and absolute discretion deem necessary or desirable in the best interest of the Company in relation to issuance of aforesaid NCDs.”

**RESOLVED FURTHER THAT** the Consent of the Board, be and is hereby accorded for the requests to be made to security providers from time to time in relation to creation of security by way of mortgage / charge / share pledge or in any other form in favour of the Debenture Trustee to secure the aforesaid non – convertible debenture to be issued by the Company in accordance with Transaction Documents.

**RESOLVED FURTHER THAT** Rajesh Construction Company Private Limited (“Corporate Guarantor”) be requested to provide an unconditional and irrevocable guarantee in favour of the Debenture Trustee to secure the obligations of the Company under the Transaction Documents, and provide such other undertakings as may be required in relation to the Debentures.”

**RESOLVED FURTHER THAT** Shri Harish R. Patel, Shri Rajesh R. Patel, Shri Pratik H. Patel and Shri Priyal K. Patel (“Personal Guarantors”) be requested to provide an unconditional and irrevocable guarantee in favour of the Debenture Trustee to secure the obligations of the Company under the Transaction Documents, and provide such other undertakings as may be required in relation to the Debentures.”

**RESOLVED FURTHER THAT** the Authorized Signatories of the Company, in relation to the issuance of the Debentures, be and are hereby authorized severally to;

- (i) to negotiate, process, approve, execute, amend, certify and deliver all agreements, deeds, documents, undertakings, and other writings as may be necessary or required for the purposes aforesaid and to accept and execute any amendments or modifications to any agreements, deed, documents, undertakings, representations, indemnities, letters, instruments and other writings, including acknowledgement of debt/balance confirmation(s) and/or any renewal documents, as and when necessary and register the same with statutory authority as may be required from time to time and to represent the Company before the relevant regulatory authorities to give effect to the resolution contemplated herein and all other resolutions passed by the Board and the shareholders from time to time;
- (ii) convey to the Debenture Trustee, acceptance of the terms of its appointment and sign such documents as may be required in this regard including, fee letters, if any;



**CIN: U45309MH2017PTC294834**

REGD. OFF.: 139, Seksaria Chambers, 2<sup>nd</sup> Floor, N.M. Road, Fort, Mumbai - 400 023.  
Telephone no. +22 22 670717, Email Id.: rajbuild@bom7.vsnl.net.in

- (iii) to appoint such other intermediaries, if required for the proposed issuance of the Debentures;
- (iv) issue the Private Placement offer Letter and make such disclosures as may be required under applicable law;
- (v) decide upon the structure of the said issue of the Debentures including the rate of interest, tenure and security cover thereof and to appoint depositories, arrangers, registrars, bankers and other intermediaries/agents as may be necessary and negotiate and finalize the terms and conditions of their appointment;
- (vi) to appear before the Sub-Registrar of Assurance for registration of any document, where required either in person or through their constituted attorneys;
- (vii) to file all particulars of charge creation, modification, satisfaction, return of allotment (PAS-3), Private placement offer letter (PAS - 4), record of private placement offer (PAS-5) as may be required and do such other acts as may be required under applicable law in respect of the issuance and allotment of Debentures and all other necessary forms, documents and returns with the concerned Registrar of Companies, and any other statutory / competent authority, within the prescribed time limit; and
- (viii) decide upon such other matters as may be necessary in respect of the issuance and allotment of Debentures.
- (ix) to open a separate bank accounts with HDFC Bank Limited, Ahura Centre Branch, Mahakali Caves Road, Andheri (East), Mumbai - 400093 or to utilize existing bank accounts of the Company, for the purpose of receiving the debenture subscription amount, interest payment etc. in accordance with the Transaction Documents and to do all such acts, deeds, things as necessary including to sign, execute, file requisite application/form or any other related document to open said accounts with the said Banker.
- (x) to execute and ratify the necessary or requisite agreement(s) with the National Securities Depository Limited and/or the Central Depository Services (India) Limited for the issue of the Debentures in the dematerialised form and apply to National Securities Depository Limited and/or the Central Depository Services (India) Limited for the issuance the Debentures to the proposed allottees in dematerialized form;

**RESOLVED FURTHER THAT** the Common Seal of the Company, if required, be affixed to the Transaction Documents as may be required in presence of any one of the above mentioned Authorized Signatories, who shall severally sign the same in token



**CIN: U45309MH2017PTC294834**

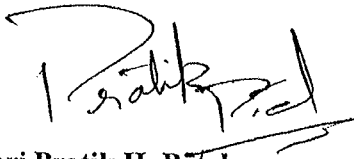
REGD. OFF.: 139, Seksaria Chambers, 2<sup>nd</sup> Floor, N.M. Road, Fort, Mumbai - 400 023.  
Telephone no. +22 22 670717, Email Id.: rajbuild@bom7.vsnl.net.in

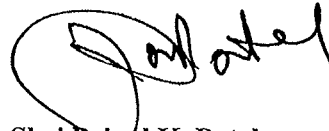
thereof and the same be counter signed by any one of the aforesaid Signatories of the Company in token thereof.”

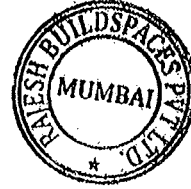
**RESOLVED FURTHER THAT** any one Director of the Company be and is hereby authorized to issue a ‘true copy’ of this resolution to the concerned authorities and such other persons as may be required from time to time.”

**//Certified True Copy//**

**For Rajesh Buildspaces Private Limited**

  
**Shri Pratik H. Patel**  
Director  
Din: 01612266

  
**Shri Priyal K. Patel**  
Director  
DIN: 00695485



**CIN: U45309MH2017PTC294834**

REGD. OFF.: 139, Seksaria Chambers, 2<sup>nd</sup> Floor, N.M. Road, Fort, Mumbai - 400 023.  
Telephone no. +22 22 670717, Email Id.: rajbuild@bom7.vsnl.net.in

**RAJESH BUILDSPACES PRIVATE LIMITED**  
**REGD. OFFICE: 139, SEKSARIA CHAMBERS, 2<sup>ND</sup> FLOOR,**  
**NAGINDAS MASTER ROAD, FORT, MUMBAI - 400023.**  
**CIN: U45309MH2017PTC294834**

Telephone No.: 022-22670717, Email Id: rajbuild@bom7.vsnl.net.in

**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION(S) PASSED BY THE MEMBERS OF RAJESH BUILDSPACES PRIVATE LIMITED ("COMPANY") AT THEIR EXTRA- ORDINARY GENERAL MEETING HELD ON THURSDAY, 25<sup>TH</sup> JANUARY, 2018 AT 11:00 A.M., AT ITS REGISTERED OFFICE AT 139, SEKSARIA CHAMBERS, 2<sup>ND</sup> FLOOR, NAGINDAS MASTER ROAD, FORT, MUMBAI - 400023.**

**SPECIAL RESOLUTION(S):-**

**1. Authorization to make/give Loans, Investments, Guarantee or provide Security by the Company**

"**RESOLVED THAT** pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (the 'Act'), if any and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be accorded to the Board of Directors of the Company, in ordinary course of business of the Company, to make/give, from time to time, any loan(s)/advances/deposits/ investments in shares, debentures and/or other securities and to give, on behalf of the Company, any guarantee and/or provide any security in connection with any loan or loans made, debentures issued by any other person to, or to any other persons by, any other Person(s)/Companies/Body Corporate(s) on such terms and conditions as may be discussed, provided that the total amount of such loans and investments outstanding, and/or guarantee(s)/security given/provided at any time shall not exceed Rs.20,00,00,00,000/- (Rupees Two Thousand Crores Only), notwithstanding that the aggregate of loans and investments outstanding, and/or guarantee(s)/security given/provided at any time, may exceed sixty percent of the aggregate of the paid-up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium, that is to say, reserves not set apart for any specific purpose.

**RESOLVED FURTHER THAT** any one of the Director(s), viz; Shri Pratik H. Patel and/or Shri Priyal K. Patel, be and are hereby severally authorized to sign, execute and submit such applications, undertakings, agreement, writings, deeds and to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions.

**RESOLVED FURTHER THAT** Shri Pratik H. Patel and/or Shri Priyal K. Patel, Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, things including filing of the necessary forms with Registrar of Companies, Mumbai and give such directions as may be deemed necessary or expedient to give effect to the above resolution."



**2. Alteration of articles of Association of the Company**

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under, as may be amended from time to time, the Consent of Shareholder of the Company be and hereby accorded to alter the Articles of Association of the Company in following manner:

**i) Deletion of para in Article 3 of the existing Article of Association of the Company i.e.:**

“private company” means a company having a minimum paid-up share capital of one lakh rupees or such higher paid-up share capital as may be prescribed, and which by its articles,-  
”

**(ii) Inserting new articles 22A and 34A:**

22A. Notwithstanding anything contained in these Articles, if any shares of the Company are pledged (the “Pledged Shares”) for the purpose of securing any debt, loan or any other borrowings availed by the Company or any other entities then in the event of default, as set out in the terms and conditions in relation to such loan, debt or borrowings, the pledgee shall have the right to transfer the Pledged Shares to any person or entity, as it deems fit, whether or not such person or entity is a member of the Company or a member of any of such other entities. The Board shall approve such transfer of the Pledged Shares.

34A. Subject to the provisions of the Act and these Articles, Company may in General meeting as and when required may issue debentures at, par, premium or otherwise and may be issued on the condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at general meetings of the company, appointment of directors and otherwise to such persons (Whether members or holders of Debenture of the company or not) in such proportions and such terms and conditions and either at a premium or at par.

**iii) Substitution of Articles 58 (vi) and 76 (ii) of the existing Article of Association of the Company by the following:**

58.(vi) In case where the Company borrow monies by way of loan, issuance of debentures or otherwise, the Lender shall be entitled to nominate (whether directly or through any other person or entity acting on behalf of the Lender including any debenture trustee), and the Board shall appoint, such number of individuals as Directors (the “Nominee Directors” and each, a “Nominee Director”) as set out in the agreements executed by the Company with the Lender or any person or entity acting on behalf of the Lender including any debenture trustee. Further, that such Nominee Directors shall not be required to: (a) retire



**RAJESH BUILDSPACES PRIVATE LIMITED**  
**REGD. OFFICE: 139, SEKSARIA CHAMBERS, 2<sup>ND</sup> FLOOR,**  
**NAGINDAS MASTER ROAD, FORT, MUMBAI - 400023.**  
**CIN: U45309MH2017PTC294834**

Telephone No.: 022-22670717, Email Id: rajbuild@bom7.vsnl.net.in

by rotation; or (b) hold any qualification shares. Any individual appointed as a Nominee Director may at any time be removed by the Lender or any person or entity acting on behalf of the Lender including any debenture trustee. In case of removal, death or resignation of a Nominee Director, the Lender or any person or entity acting on behalf of the Lender including any debenture trustee may appoint any other individual as a Nominee Director. Any appointment, removal or replacement of a Nominee Director shall be made in writing and be served on the Company.

Notwithstanding anything contained herein, the Nominee Directors shall: (a) not be responsible for the day to day functioning and conduct of the business of the Company or any liabilities arising therefrom; (b) not be liable for any default under or contravention of any of the applicable laws by the Company including but not limited to the Act, labour laws, competition/anti-trust laws, foreign exchange laws, taxation laws, laws relating to money laundering, cheque bounce etc; (c) not be identified as officers in default of the Company or occupiers of any premises used by the Company or employers under any applicable law and, for the purposes of such applicable laws, the Company shall nominate directors other than the Nominee Directors or any other person as the officer in default or occupier or employer, as the case may be; and (d) in the event such Nominee Directors defend any proceedings, whether civil or criminal of the Company, be indemnified out of the assets and capitals of the Company for any liabilities incurred in the course of such proceedings.

76. (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or if committee of the Board authorized by it in that behalf, and in the presence of at least one Director and/or such other person as may be authorized by Board or Committee thereof and said Director and/or such authorized person shall sign every instrument to which the seal of the company is so affixed in his presence.

**RESOLVED FURTHER THAT** Shri Pratik H. Patel and/or Shri Priyal K. Patel, Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, things including filing of the necessary forms with Registrar of Companies, Mumbai and give such directions as may be deemed necessary or expedient to give effect to the above resolution.”

**3. Private Placement of Non - Convertible Debentures**

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under, as may be amended from time to time, in accordance with Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded, to the Board of Directors of the Company (hereinafter “the Board”) to offer, issue and allot Non – Convertible Debentures of the Company, on private placement basis, in one or more tranches, in aggregating up to Rs. 5,00,00,00,000/-



**RAJESH BUILDSPACES PRIVATE LIMITED**  
**REGD. OFFICE: 139, SEKSARIA CHAMBERS, 2<sup>ND</sup> FLOOR,**  
**NAGINDAS MASTER ROAD, FORT, MUMBAI - 400023.**  
**CIN: U45309MH2017PTC294834**


Telephone No.: 022-22670717, Email Id: rajbuild@bom7.vsnl.net.in

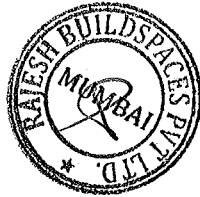
(Rupees Five Hundred Crores Only), to such persons and on such terms and conditions, as the Board may in its absolute discretion deem fit, during a period of one year from the date of passing of special resolution by the members.

**RESOLVED FURTHER THAT** Shri Pratik H. Patel and/or Shri Priyal K. Patel, Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, things including filing of the necessary forms with Registrar of Companies, Mumbai and give such directions as may be deemed necessary or expedient to give effect to the above resolution.”

**//CERTIFIED TRUE COPY//**

**For Rajesh Buildspaces Private Limited**

  
Shri Priyal K. Patel  
Director  
DIN: 00695485





**PRIVATE PLACEMENT OFFER LETTER APPLICATION FORM**

Unrated, Unlisted, Secured, Redeemable, Non -Convertible Debentures of Rajesh Buildspaces Private Limited

S.No.: 1/ 2018

Date: \_\_\_\_\_

**RAJESH BUILDSPACES PRIVATE LIMITED**

**Reg. Office:** 139, Seksaria Chambers,  
2nd Floor, Nagindas Master Road,  
Fort Mumbai – 400023

**Corp. Office:**

139, Seksaria Chambers,  
2nd Floor, Nagindas Master Road,  
Fort Mumbai – 400023

To  
The Board of Directors  
Rajesh Buildspaces Private Limited

Dear Sirs,

Having read and understood the contents of the offer and all other transaction documents made in respect of the Debentures, I/we bind ourselves to the provision mentioned therein and apply for allotment of Debentures. The amount payable on application as shown below is remitted herewith. On allotment, please place my/our name(s) on the register of Debenture Holders.

<b>NCDs applied for (in figures)</b>	
<b>No. of Debentures (in words)</b>	
<b>Face Value/each debenture</b>	
<b>Amount (Rs.) in words</b>	

Issue Price/each debentures	
Amount (Rs.) in figures	
Coupon rate	
Tenure	

<b>Mode of payment</b>	
Through RTGS/ wire transfer in favour of Rajesh Buildspaces Pvt Ltd Debenture Service Escrow Account. The account details are as follows:	
<b>Company Account</b>	
Beneficiary Bank:	HDFC Bank
Beneficiary Bank Address:	Ahura Centre, 3rd Floor, Mahakali Caves Road, Andheri (E) Mumbai - 400 093
Beneficiary Name:	Rajesh Buildspaces Pvt Ltd Debenture Service Escrow Account
Beneficiary Account Number:	57500000145617
IFSC Code:	HDFC0000543

Name and address of Applicant in full:


Contact Person:

In case security is to be in electronic form:

--

Client ID	
DP ID	
PAN No.	

Name of authorized signatory	Designation	Signature