



FORM NO PAS-4
PRIVATE PLACEMENT OFFER LETTER

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

1. GENERAL INFORMATION

a.	Name of the Company	Tata SmartFoodz Limited			
b.	Address of the Company	i. Regd. Office: Godrej Bhavan 4 th Floor, 4A Home Street, Fort, Mumbai 400 001			
c.	Website and other contact details of the Company	i. Tel: 91 22 6284 0400 tatasmartfoodz@tata.com			
d.	Date of incorporation of the Company;	November 16, 2017			
e.	Business carried on by the Company and its subsidiaries with the details of branches or units, if any;	Ready to Eat Food Manufacturing and Processing Business			
f.	Brief particulars of the management of the Company	The affairs of the Company are managed by Mr. Balark Banerjea, Manager cum Chief Executive Officer of the Company under the supervision of the Board of Directors of the Company.			
g.	Names, addresses, DIN and occupations of the directors				
	Sr. No.	Name	Address	DIN	Occupation
	1.	Mr. K.R.S. Jamwal	181-B, Maker Towers CHSL, Cuffe Parade, Mumbai- 400 005.	03129908	Chairman
	2.	S. Sriram	Flat 103/203 Kanchan Tower, Sector-25, Nerul, Navi Mumbai- 400706	05320597	Director
	3.	Milind Shahane	C-22, Swapnashilp Apts. 52, Mahant Road, Vile Parle (East), Mumbai 400057	03291774	Director
h.	Management's perception of risk factors;			"Main risk factors include customer reception to the concept, optimisation of the competing infrastructure requirements, regulatory factors, business environment and internal factors."	

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	Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of –	
	i) statutory dues;	None
	ii) debentures and interest thereon;	None
	iii) deposits and interest thereon;	N.A.
	iv) loan from any bank or financial institution and interest thereon.	None
	Names, designation, address and phone number, email ID of the nodal/ compliance officer of the Company, if any, for the private placement offer process;	Bhavika Indalkar Company Secretary ACS 53338
i	Name and Address of the Debenture Trustee	N.A.
j	Name and Address of the Registrar and Transfer Agents	TSR Darashaw Limited 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai, Maharashtra 400011

2. PARTICULARS OF THE OFFER

a.	Date of passing of board resolution	February 25, 2020
b.	Date of passing of resolution in the general meeting, authorizing the offer of securities	March 17, 2020
c.	Kinds of securities offered (i.e. whether share or debenture) and class of security	0.01 % Unsecured, Unlisted, Optionally Convertible Debentures
d.	Price at which the security is being offered including the premium, if any, along with justification of the price	Rs. 10, 000 each i.e. at par
e.	Name and address of the valuer who performed valuation of the security offered	N.A.
f.	Amount which the Company intends to raise by way of securities	Rs. 10 Crores
g.	Terms of raising of securities	Duration, if applicable: The period commencing from the Deemed Date of

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			Allotment of the said Debentures and ending on the date falling on the expiry of 1825 days from the said Deemed Date of Allotment, being June 16, 2020.
		Coupon/rate of interest	0.01% Debentures with redemption per annum (compounded annually) in respect of the Debentures, payable at the time of redemption of the Debentures if not converted.
		Mode of Payment	Cheque(s)/ demand draft/ ECS / RTGS / NEFT
		Mode of Repayment	Cheque(s)/ demand draft/ ECS / RTGS / NEFT
h.	Proposed time schedule for which the offer letter is valid	The Issue will open on Tuesday, June 16, 2020 and will close on, Tuesday, June 30, 2020. However, the allotment shall be completed within a period of 2 working days from the receipt of the debenture application/ allotment money.	
i.	Purposes and objects of the offer	The Proposed Scheme is for Financing the general business purpose.	
j.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	Tata Industries Limited- 10 crores	
k.	Principle terms of assets charged as security, if applicable	Not Applicable	

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

i.	Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and	Tata Industries Limited- 10 crores
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	the effect of such interest in so far as it is different from the interests of other persons																																		
ii.	details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree Company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed.	None																																	
iii.	remuneration of directors (during the current year and last three financial years)	N.A.																																	
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	<table> <tr> <th>Name</th><th>FY17-18 (in Rs.)</th><th>FY18-19 (in Rs.)</th></tr> <tr> <td>TIL</td><td></td><td></td></tr> <tr> <td>-Share Capital</td><td>3990 Lacs</td><td>6000 Lacs</td></tr> <tr> <td>-ICD</td><td></td><td>2500 Lacs</td></tr> <tr> <td>-Others</td><td>96.26 Lacs</td><td>1513 Lacs</td></tr> <tr> <td>Tata UniStore Ltd</td><td></td><td>0.42 Lacs</td></tr> <tr> <td>Tata Chemicals Ltd</td><td></td><td>2.02 Lacs</td></tr> <tr> <td>Tata AIA General Insurance Co. Ltd</td><td></td><td>2.19 Lacs</td></tr> <tr> <td>Tata AIA Life Insurance Co. Ltd</td><td></td><td>1.42 Lacs</td></tr> <tr> <td>Tata Consulting Engineers Ltd</td><td></td><td>108.70Lacs</td></tr> <tr> <td>Tata Teleservices (Maharashtra Ltd)</td><td></td><td>4.07 Lacs</td></tr> </table>	Name	FY17-18 (in Rs.)	FY18-19 (in Rs.)	TIL			-Share Capital	3990 Lacs	6000 Lacs	-ICD		2500 Lacs	-Others	96.26 Lacs	1513 Lacs	Tata UniStore Ltd		0.42 Lacs	Tata Chemicals Ltd		2.02 Lacs	Tata AIA General Insurance Co. Ltd		2.19 Lacs	Tata AIA Life Insurance Co. Ltd		1.42 Lacs	Tata Consulting Engineers Ltd		108.70Lacs	Tata Teleservices (Maharashtra Ltd)		4.07 Lacs
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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	N.A.																																	

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	corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark	
vi.	Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous Company law in the last three years immediately preceding the year of circulation of offer letter in the case of Company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the Company and all of its subsidiaries	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

I. Capital structure of the Company

A. Equity shares of Rs. 10/- each

<u>S.No.</u>	<u>Particulars</u>	<u>Number of Securities</u>	<u>Description</u>	<u>Aggregate Nominal Value (Rs.)</u>
a.	Authorised Capital	20,00,00,000	Equity Shares	200,00,00,000
b.	Issued Capital	9,99,00,000	Equity Shares	99,90,00,000
c.	Subscribed Capital	9,99,00,000	Equity Shares	99,90,00,000
d.	Paid up Capital	9,99,00,000	Equity Shares	99,90,00,000
e.	Size of the Present offer	N.A.	Equity Shares	N.A.
f.	Paid up Capital (after the offer)	99,90,00,000	Equity Shares	99,90,00,000
g.	Share Premium Account (before the offer)	-	Equity Shares	-
h.	Share Premium Account (after the offer)	N.A.	Equity Shares	N.A.
i.	Details of the existing share capital of the Company – Annexure ‘C’			

B. Non-Cumulative Non-Convertible Redeemable Preference Shares having face value of Rs. 10 each - None

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II. Others - Annexure- D

<u>S.No.</u>	<u>Particulars</u>	<u>Preceding Year 1</u>	<u>Preceding Year 2</u>	<u>Preceding Year 3</u>
a.	Profit before tax			
b.	Profit after tax			
c.	Dividends declared by the Company	Nil	Nil	Nil
d.	Interest Coverage Ratio	-	-	-

III. Summary of financial position of the Company

BALANCE SHEET- Annexure- D

<u>S.No.</u>	<u>Particulars</u>	<u>Preceding Year 1</u>	<u>Preceding Year 2</u>	<u>Preceding Year 3</u>
I.	Equity and Liabilities			N.A.
1.	<i>Shareholder's funds</i>			N.A.
a.	Share Capital			N.A.
b.	Reserves and Surplus			N.A.
c.	Money received against share warrants			N.A.
2.	<i>Share application money pending allotment</i>			N.A.
3.	<i>Non - current liabilities</i>			N.A.
a.	Long term borrowings			N.A.
b.	Deferred tax liability			N.A.
	Long term provisions			N.A.
	Other long term liabilities			N.A.
4.	<i>Current liabilities</i>			N.A.
a.	Short term borrowings			N.A.
b.	Trade payables			N.A.
c.	Other current liabilities			N.A.
d.	Short- term provisions			N.A.

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<i>Total</i>				
II.	Assets			N.A.
1.	<i>Non-current assets</i>			N.A.
a.	Fixed Assets			N.A.
	-Tangible			N.A.
	-Intangible			N.A.
b.	Non- current investment			N.A.
c.	Long term loans & advances			N.A.
d.	Deferred tax assets			N.A.
e.	Other non-current assets			N.A.
2.	<i>Current assets</i>			N.A.
a.	Current investments			N.A.
b.	Inventories			N.A.
c.	Trade receivables			N.A.
d.	Cash and cash equivalents			N.A.
e.	Short term loans & advances			N.A.
f.	Other current assets			N.A.
<i>Total</i>				N.A.

IV. Audited Cash Flow Statement for the 3 years immediately preceding the date of circulation of offer letter: Annexure- E

V. Change in significant accounting policies: Not Applicable

C. A DECLARATION BY THE DIRECTORS

- the Company has complied with the provisions of the Companies Act, 2013 (the Act) and the rules made thereunder;
- 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
- 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 3(I). dated February 25, 2020 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

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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.

Tata SmartFoodz Limited

Mr. Balark Banerjea
Manager cum Chief Executive Officer

Date: June 12, 2020
Place: Mumbai

Attachments:-

- Copy of board resolution Annexure-A
- Copy of shareholders resolution Annexure-B
- Details of the existing share capital of the Company – Annexure-C
- Balance Sheet and P & L: Annexure-D
- Audited Cash Flow Statement for the period immediately preceding the date of circulation of offer letter: Annexure-D

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