

# **A B T LIMITED**

**CIN U60231TZ1931PLC000006**

**FORM NO. PAS-4**

## **PRIVATE PLACEMENT OFFER LETTER FOR ISSUE OF 55000 FULLY SECURED NON- CONVERTIBLE DEBENTURES OF RS. 1000 EACH**

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

### **1. GENERAL INFORMATION**

- (i) Name of the Company: **A B T LIMITED**  
Registered Office: 180, Race Course Road, Coimbatore – 641018  
Telephone : 0422-4333666, 4333185  
Email: abtfd@abtlimited.com  
Website : www@abtlimited.com
- (ii) Date of incorporation of the company: 28<sup>th</sup> August 1931
- (iii) Business carried on by the company and its subsidiary:  
Company:
- a) Parcel Service, Passenger Transport  
Branches in Tamilnadu, Andhra, Kerala, Karnataka, Maharashtra, Goa and Gujarat States besides the union territory of Puducherry.
  - b) Dealership for Maruti Suzuki India Limited - vehicles and Automobile spare parts.
  - c) Speed Cargo, Windmills and Dealers in Petroleum products
- (iv) Brief particulars of the management of the company:

The Company is a part of well known Sakthi Group and the Company is being managed under the able guidance of Smt. Radha Akilandeshwari, Whole Time Director and Sri M Hari Hara Sudhan, Executive Director of the Company.

(v) Names, addresses, DIN and occupations of the directors:

<b>NAME &amp; ADDRESS OF THE DIRECTORS</b>				
S.No	Name of the Director	Address	Occupation	DIN
1	Dr.M.Manickam	No.24-25, Rukmani Nagar, Ramanathapuram, Coimbatore - 641 045.	Chairman	00102233
2	Sri.M.Balasubramaniam	No.27-28, Rukmani Nagar, Ramanathapuram, Coimbatore - 641 045.	Director	00377053
3	Sri. M.Srinivaasan	"Sakthi Nilayam", Nachimuthu Gounder Street, Pollachi	Director	00102387
4	Sri.M.Hariharasudhan	No.24-25, Rukmani Nagar, Ramanathapuram, Coimbatore - 641 045.	Executive Director	02459814
5	Ms. Radha Akilandeshwari	No.24-25, Rukmani Nagar, Ramanathapuram, Coimbatore - 641 045.	Whole Time Director	07124139
6	Sri K Prakash	No.16/17, Kamaraj Street, Mahalingapuram, Pollachi	Director	01019383
7	Sri.M.Chenniappan	No.B-57, Sreevatsa Garden, Mettupalayam Road, Thudiyalur Post, Coimbatore	Director	00277823

(vi) Management's perception of risk factors: Nil

(vii) Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of –

- a. statutory dues;
- b. debentures and interest thereon;
- c. deposits and interest thereon;
- d. loan from any bank or financial institution and interest thereon.

} Nil

(viii) Names, designation, address and phone no. / email ID, of the nodal/ compliance officer of the company, if any, for the private placement offer process;

Name : S Elavazhagan  
 Designation : Company Secretary  
 Address : Lakshmi Illam, II Avenue, Ashok Nagar  
 M K P Colony, Ganapathy Post, Coimbatore – 641006  
 Phone : 0422-4333181  
 Email : [elavazhagan@abtlimited.com](mailto:elavazhagan@abtlimited.com)

(ix) Any Default in Annual Filing of the Company under the Companies Act, 2013 or the rules made there under : Nil

## 2. PARTICULARS OF OFFER

- (i) Financial position of the Company for the last 3 financial years.

Particulars	31.03.2019	31.03.2018	31.03.2017
Gross Income	97121.16	94983.81	104237.27
Profit Before Depreciation and Tax	3445.13	4075.17	4521.03
Less: Depreciation	1395.42	1365.47	1380.12
Profit Before Taxation	2046.71	2709.70	3140.91
Less: Taxation	860.39	888.09	2092.85
Profit after Taxation	1192.37	1762.31	1036.80
Add:			
Balance brought forward from previous year	9.66	227.32	534.58
Deferred Tax Asset	0	0	0
APPROPRIATIONS:			
Deferred Tax Liability	(6.05)	59.30	11.25
Dividend	37.50	37.50	37.50
Dividend Tax	7.63	7.63	7.63
Transfer to Debenture Redemption reserve	639.93	434.84	353.80
Transfer to General Reserve	500.00	1500.00	900.00
Balance carried over to Balance Sheet	17.73	9.66	227.32

- (ii) Date of passing of board resolution: 04.06.2020
- (iii) Date of passing of resolution in the general meeting, authorizing the offer of securities: 12.04.2019
- (iv) Kinds of securities offered: Fully Secured Non-convertible Debentures FS (NCD)  
Price at which the security is being offered: Rs.1,000 Per Debenture (There is no premium involved in this offer)  
including the premium, if any, along with justification of the price
- (vi) Name and address of the valuer who performed valuation of the security offered:  
 C. M. SUNDARAM, Chartered Engineer – Approved Valuation Engineer  
 2/26, Kumudam Nagar, V.K. Road, Coimbatore – 641035.
- (vii). Relevant date with reference to which the price has been arrived at: NA  
 (Relevant Date means a date atleast thirty days prior to the date on which the general meeting of the company is scheduled to be held)
- (viii) The class or classes of persons to whom the allotment is proposed to be made: NA
- (ix) Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer) (not required in case of issue of non-convertible debentures) : NA
- (x) The proposed time within which the allotment shall be completed : NA
- (xi) 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 debenture : NA
- (xii) The change in control, if any in the company that would occur consequent to the private placement : NA
- (xiii) 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
- (xiv) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer : NA
- (xv) Amount which the company intends to raise by way of securities: Rs.5,50,00,000
- (xvi) Terms of raising of securities:  
Duration: 3 years  
Rate of Interest: 12% p.a.  
Mode of payment and repayment: By Cheque or Demand Draft or other Banking Channels but not by cash.
- (xvii) Proposed time schedule for which the offer letter is valid : 15 days from 04.06.2020
- (xviii) Purposes and objects of the offer: To Augment Working Capital Requirements of the Company.
- (xix) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects: Not applicable
- (xx) Principle terms of assets charged as security: A Charge in favour of the trustee by mortgage of specified immovable properties of the company.  
  
The charge would operate as security in due repayment the amount secured along with interest due thereon.
- (xxi) The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its further operations: NA

(xxii) The pre-issue and post-issue shareholding pattern of the Company in the following format.

Sl.No	Category	Pre Issue		Post Issue	
		No. of shares held	% of shares holding	No. of shares held	% of shares holding
A	<b>Promoters' holding</b>				
1	<b>Indian</b>				
	Individual	130266	86.84%	130266	86.84%
	Bodies Corporate	10	0.01%	10	0.01%
	<b>Sub - Total</b>	<b>130276</b>	<b>86.85%</b>	<b>130276</b>	<b>86.85%</b>
2	Foreign Promoters	-	-	-	-
	<b>Sub - Total (A)</b>	<b>130276</b>	<b>86.85%</b>	<b>130276</b>	<b>86.85%</b>
B	<b>Non Promoters' holding</b>				
1	Institutional investors				
2	Non Institutional investors				
	Private Corporate bodies				
	Relatives	19724	13.15%	19724	13.15%
	Indian Public				
	others (including NRIs)				
	Sub-total (B)	<b>19724</b>	<b>13.15%</b>	<b>19724</b>	<b>13.15%</b>
	<b>Grand Total</b>	<b>150000</b>	<b>100%</b>	<b>150000</b>	<b>100%</b>

3. Mode of payment for subscription: By Cheque or Demand Draft or other Banking Channels.

4. 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 shall be disclosed-**NIL**

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

(Rupees in Lakhs)

Name of the Directors	2017	2018	2019
Smt M Mariammal	92.48	-	-
Sri M Manickam	92.48	71.69	38.21
Sri M Hari Hara Sudhan	64.83	47.9	12.74
Ms Radha Akilandeshwari	47.83	35.9	12.74

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 - **Vide Annexure 1**

v. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark.

vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries-**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**

5. FINANCIAL POSITION OF THE COMPANY.

(a) The capital structure of the company:

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

Particulars	Number	Rs. in Lakhs
<b>Authorised</b>		
Equity Shares of Rs.100/- each	200000	200.00
Preference Shares of Rs. 100/	100000	100.00
	300000	300.00
<b>Issued, Subscribed and Paid up:</b>		
Equity Shares of Rs.100/- each	150000	150.00

B. Size of the present offer : Rs. 5,50,00,000 (Rupees Five Crore Fifty Lakhs only)

C.	paid up capital	1,50,00,000
	(I) After the offer;	1,50,00,000
	(II) After conversion of convertible instruments	1,50,00,000

D Share premium account (before and after the offer) – **NA**

(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.

The existing paid up share capital of the Company is 1,50,000 equity shares of Rs. 100/- each and the Company has not allotted any shares recently.

**(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;

(Rs. In Lakhs)

Year ended	Profit Before Tax	Profit after Tax
31/03/17	3140.91	1036.8
31/03/18	2709.70	1762.31
31/03/19	2046.71	1192.37

**(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).

Rs. In Lakhs)

Year ended	Dividend (%)	Interest Coverage Ratio
31/03/17	25%	2.82
31/03/18	25%	2.82
31/03/19	25%	2.82

**(d) FINANCIAL POSITION OF THE COMPANY for the last 3 Financial Years  
(Rs. In Lakhs)**

Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipment	61059.28	61,418.91	61,686.02
(b) Financial Assets			
(i) Investments	1469.84	1,469.84	1,462.83
(ii) Loans	290.79	269.30	240.21
(iii) Other financial assets	1173.05	1,094.94	950.44
(c) Other Non-current Assets	161.82	161.66	158.06
	64154.78	64,414.66	64,497.56
<b>CURRENT ASSETS</b>			
(a) Inventories	8140.93	6,294.70	6,066.17
(b) Financial Assets			
(i) Trade receivables	2824.8	2699.18	3,012.34
(ii) Cash and cash equivalents	850.94	1,395.65	1,419.40
(iii) Bank balances other than Cash and cash equivalents	145.98	148.68	224.21
(iv) Loans	17069.53	15928.24	14,530.94
(v) Other Financial Assets	79.69	198.09	229.04
(c) Current tax assets (Net)		-	-
(d) Other current assets	3530.57	2804.6	2,058.99
	32642.44	29469.14	27,541.09
<b>TOTAL ASSETS</b>	96797.22	93883.8	92,038.64



**EQUITY AND LIABILITIES****EQUITY**

(a) Equity Share Capital	150	150	150
(b) Other Equity	49771.89	48589.41	45910.91
	49921.89	48739.41	46060.91

**LIABILITIES****NON-CURRENT LIABILITIES**

(a) Financial Liabilities			
(i) Borrowings	17506.19	15961.9	11410.75
(ii) Other Financial Liabilities	345.09	338.35	303.67
(b) Provisions	971.92	878.81	816.96
(c) Deferred tax liabilities (Net)	1932.69	1920.22	1841.85
(d) Other non-current liabilities	86.06	88.39	69.9
	20841.95	19187.67	14443.12

**CURRENT LIABILITIES**

(a) Financial Liabilities			
i) Borrowings	10878.91	10702.24	10117.38
ii) Trade Payables	1380.34	1759.84	6674.52
iii) Other Financial Liabilities	5910.33	4182.1	5151.65
(b) Other current liabilities	7099.38	8359.91	7377.84
(c) Provisions	241.6	301.56	187.26
(d) Current Tax Liabilities (Net)	522.83	651.07	-
	26033.38	25956.72	29508.66

<b>TOTAL EQUITY &amp; LIABILITIES</b>	<b>96797.22</b>	<b>93883.8</b>	<b>90012.7</b>
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e. Audited Cash Flow statement for the three years immediately preceding the date of circulation of offer letter rupees in Lakhs.

Particulars	Year Ended 31.03.2019	Year Ended 31.03.2018	Year Ended 31.03.2017
Cash Flow from Operating Activities			
Profit/(Loss) Before Tax	2046.71	2709.70	3140.91
Adjustments for:			
Depreciation and Amortisation	1395.42	1365.47	1380.12
Loss on Sale of Fixed Assets	0.00	0.00	45.29
Profit on Sale of Fixed Assets	57.88	(57.19)	(46.35)
Finance Costs	3604.73	3277.19	2557.39
Dividend Income	0.00	0.00	0.00
Interest Income	(2184.66)	(2224.65)	(1480.57)
Operating Profit Before Working Capital Changes	4920.08	5070.57	5596.78
Adjustments for:			
Inventories	(1846.23)	(228.53)	201.79
Trade Receivables	(125.62)	362.41	404.34
Other Non-Current Assets	(0.15)	(3.61)	(69.66)
Other Current Financial Assets	118.41	(63.85)	124.06
Other Current Assets	(725.96)	(651.87)	19.26
Other Financial Assets	(78.12)	(144.50)	(114.11)
Trade Payables	(379.50)	(745.79)	(4167.83)
Other Finance liability	1734.96	(284.47)	(650.39)
Long-Term provisions	93.10	98.54	(36.68)
Short-Term provisions	(6.97)	13.21	49.31
Current Tax Liabilities	(128.24)	(268.00)	0.00
Other Long-Term Liabilities	(2.33)	18.04	0.44
Other Current Liabilities	(1260.53)	919.06	61.72
Cash Generated from Operations	2312.90	4091.16	1419.03
Income tax paid	(860.39)	(888.09)	(2092.85)
Net Cash generated from/(used in) Operating Activities	1452.51	3203.06	(673.82)
Cash Flow from Investing Activities			
Purchase of fixed assets	(1195.57)	(1294.66)	(3141.30)
Sale of fixed assets	101.92	253.49	106.36
Sale/(Purchase) of Investments	0.00	(7.01)	(1460.30)

Interest income	2184.66	2224.60	1480.57
Net Cash generated from/(used in) Investing Activities	1091.00	1176.40	(1012.53)
Cash Flow from Financing Activities			
Proceeds from/(Repayment of) Long-Term Borrowings	1544.30	4793.00	503.95
Proceeds from/(Repayment of) Short-Term Borrowings	176.66	(3728.03)	4312.89
Loans given/(Repayment) received for loan given	(1162.78)	(2221.45)	182.30
Dividend Payments	(44.37)	(45.13)	(90.27)
Finance Costs	(3604.71)	(3277.19)	(2557.39)
Net Cash generated from/(used in) Financing Activities	(3090.91)	(4478.81)	2351.48
Net Increase/(Decrease) from Cash and Cash Equivalents	(547.40)	(99.28)	665.13
Cash and Cash Equivalents at the beginning of the Year	1544.33	1643.61	978.48
Cash and Cash Equivalents at the end of the Year	996.93	1544.33	1643.61
Cash and Cash Equivalents as per the Balance Sheet	996.33	1544.33	1643.61

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

**5. 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: 4 dated 04.06.2020 to sign this form and declare that all the requirements of the 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 of the Company.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

**Date:04.06.2020**  
**Place: Coimbatore**

Encl : 1. Shareholders Resolution  
2. Board Resolution  
3. Related Party Transactions  
4. Annexure to PAS-4

**For A B T LIMITED**

  
**(S ELAVAZHAGAN)**  
**COMPANY SECRETARY**  
**M No. F7233**