

PRIVATE PLACEMENT OFFER LETTER

[Pursuant to section 42 and rules 14(1) & (3) of companies (Prospectus and Allotment of Securities) Rules, 2014]

Disclaimer

This offer letter is neither an advertisement nor a statement in lieu of advertisement issued by the company with a view to solicit from the public investment in any of its securities. This offer letter shall not be construed as an invitation to the public or a prospectus or a statement in lieu of prospectus issued to the public or a fraction thereof to subscribe for any of the securities issued by the company. This offer letter constitutes private and confidential information and is intended for the sole use of the addressee to whom it is addressed so as to help him in taking an informed decision.

Dear Investor,

M/s. Tattva Fincorp Limited (the **"Company"**) is issuing up to 50,000 redeemable secured and non-convertible Debentures (NCDs) of face value of Rs 1,000/- each, aggregating to Rs 5,00,00,000/- under Private Placement mode (Series 2020-21/D). The salient features of the issue are as follows:-

1	Nature of Debentures	Redeemable, Secured and Non-convertible Debentures
2	Face Value of Debentures	Rs.1,000/- each
3	Period of Subscription	Issue remain open for subscription from 10.00 AM on 01.08.2020 to 05.00 PM on 24.08.2020
4	Deemed Date of Allotment	24.08.2020, 05.00 PM
5	Terms of the NCDs	See Item P under heading 2 of "Particulars of the offer" in PAS 4
6	Redemption Method	Bullet payment at par at the end of the tenure subscribed.
7	Interest Rate	12.5%, 13% & 12.25%(Cumulative)
8	Mode of Refund of Application Money	Within 15 days from the date of allotment, by mode of Direct Credit/NECS/RTGS/NEFT/Registered Post/Speed Post or other mode permitted by Reserve Bank of India from time to time
9	Application size	Minimum of 100 Debentures of Rs.1,000/- each
10	Name & Address of Debenture Trustee	Adv Praveen Mohan, Vellatt House, Kannapuram Chettupuzha P.O, Thrissur Mob No: 9447549992 Mail Id: praveenmohanadv@gmail.com The above person have consented to act as trustees for the issue of NCDs of the company

For Tattva Fincorp Limited

CERTIFIED TRUE COPY



SHIVUMON K.S.
Company Secretary
M. No : A46508

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, address, website and other contact details of the company indicating both registered office and corporate office;	<p>M/S Tattva Fincorp Limited CIN: U65921TZ1996PLC007015</p> <p><u>Registered Office:</u></p> <p>F-1, First Floor, Balaji Castle No: 11 Father Randy Street, RS Puram Coimbatore, Tamil Nadu -641 002</p> <p><u>Corporate Office:</u></p> <p>2nd Floor, Prasad Arcade, Shoranur Road, Patturaikkal, Thrissur, Kerala - 680 022</p> <p>Contact: Shinumon KS Company Secretary Mail: cs@tattvafincorp.com www.tattvafincorp.com Mob No: 8943110999</p>
B	Date of incorporation of the company;	08.03.1996
C	Business carried on by the company and its subsidiaries with the details of branches or units, if any;	<p>The Company is a Non-Systemically Important, Non-Deposit Accepting or Holding, Non-Banking Financial Company carrying on the business of vehicle loans, business loans and personal loans.</p> <p>The Company cannot accept or hold public deposits and is classified as Loan Company.</p> <p>Branches: Thrissur, Pattambi, Palakkad, Kochi, chalakudy, Coimbatore, Madurai, Perinthalmanna and Thodupuzha</p>
D	Brief particulars of the management of the company	<p>The subject Financial Institution was earlier registered as and functioning under the name 'ESAF Enterprise Development Finance Limited'.</p> <p>In 2017, the promoters in the present management team acquired the fully paid up shares of the entity through transfer of shares and rechristened it as Tattva Fincorp Limited'.</p> <p>As the firm was not fully functional and not operating to its full potential, the new management team under the able</p>

CERTIFIED TRUE COPY

guidance of Mr Chakkadath Vijayakumaran Nair carried out complete business process engineering and introduced new business strategies and processes that would put the Company on a pedestal of high growth. It is worth-mentioning here that their previous experiences with leading firms in India came handy in all their endeavours.

"Providing swiftly what market needs" has been the mantra that 'Tattva' has been following for last two years and it is evident from its last year's performance report card that the mantra has proved right.

Presently, the Company functions with 09 branches at areas where there are huge potential for growth and more branches are in the offing at key places in Kerala and Tamil Nadu.

For the future, the Company has ambitious target where it plans to achieve a target of Rs 100 Crores as loan dispersal and open 05 more branches at various states in the current fiscal.

Presently the Board of Directors is led by Mr Chakkadath Vijayakumaran Nair as its Managing Director.

With rich experience of leading well known national Financial Institutes from leadership positions for about 20 or more years, he has placed the Institution on the right track and direction of growth.

Appointment of Independent Director:
In compliance to section 149 (4) and Rule 4 of Companies (Appointment and qualification of Directors) Rules, 2014, the Company has appointed Mr Natarajan Muthuraman and Mr. Rudran Puthukulangara as Independent Directors of the Company.

Other Senior Management level staff comprises of people who are qualified, experienced and with profound knowledge about the industry and its market.



E	Names, addresses, DIN and occupations of the directors;	<p>1. Mr Chakkadath Vijayakumaran Nair (Managing Director) Address: Vaishnavam, Tranquil Gardens Trikkakara P.O, Chembumukku, Ernakulam - 682021 DIN:07702882</p> <p>2. Mr Amith Madhavan (Whole Time Director) Address: Parekkat House Thalakottulkara PO Kechery, Thrissur - 680501 DIN: 07702830</p> <p>3. Mr. Sanal Venugopal Menon (Non Executive Director) Address: Menonmatt Kuttikkattu House, Sreemoolanagaram, Ernakulam -683580 DIN: 07046818 Occupation: Business</p> <p>4. Mr Puthamveetil Raman Sathyanarayanan (Director-Executive) Address: 1A, KRK Nagar Veerakeralam, Coimbatore North Coimbatore - 641007 DIN: 07980702 Occupation: Business</p> <p>5. Mr Natarajan Muthuraman (Independent Director) Flat No. 3B, Hamsa Manor No. 27, Arcot Street, T Nagar, Chennai, Tamil Nadu - 600017 DIN: 02375046 Occupation: Professional</p> <p>Mr. Rudran Puthukulangara (Independent Director) No. 18, Green Gardens Karshaka Road, Vaduthala, Kochi Ernakulam 682023 DIN: 00546638 Occupation : Professional</p>
---	---	---

F	<p><u>Management's perception of risk factors</u></p> <p>The Management believes that following factors may affect its ability to fulfil its obligations in respect of the Debentures (NCDs). All of these factors may or may not occur and the issuer is not in a position to express a view on the contingency of its occurrence. Potential investors are advised to carefully read these risks associated with the NCDs. It is not an exhaustive list of such risks associated with the company or the debentures.</p>
---	---



CERTIFIED TRUE COPY

	<p>a) <i>Credit Risk of the issuer may affect the repayment of NCDs:</i> - Receipt of the principal amount and interests, if any, due in respect of the debentures is subject to the credit risk of the company. In the event of bankruptcy proceedings or composition, scheme of arrangement or similar proceedings are instituted against the Issuer, the payment due on the debentures may not be made or may be substantially reduced or delayed.</p> <p>b) <i>Repayment of Principal/interest depends on the recovery of loan portfolios:</i> - The substantial business of the company is providing vehicle and business loans. The repayment of principal and interest depends on the timely receipt/recovery of the loans and advances. The potential investors shall keep this in mind.</p> <p>c) <i>No formal market for trading of NCDs:</i> - Potential investors must be aware that the debentures are issued on private placement basis and will not be listed on any stock exchange in India. Hence, no formal market exists for its trading.</p> <p>d) <i>Political and Economic risk of the Country:</i> -The income of the company is generated solely from domestic market. The business prospects heavily depend on the prevailing economic conditions in India. Business of the company also depends on the regulatory changes and Governmental policies from time to time. Any adversities in the economic situation, regulatory changes and policies will affect the performance of the company.</p> <p>e) <i>Competition Risk:</i> - The markets for Loan Company NBFCs are highly competitive. NBFCs are also in competition with substitute class in industry such as Nidhi Companies, comparatively which have a smooth and easy regulatory framework, or in some cases, have lower cost of products than ours. The highly competitive nature of the industry, combined with excess service providers has exerted and may in the future continue to exert downward pressure on the cost of some of our products</p> <p>f) <i>Management Risk:</i> - The Company is significantly dependent upon a core management team which oversees the day-to-day operations, strategy and growth of our businesses. Our success is largely dependent on the management team which ensures the implementation of our strategy in true spirit. If one or more members of our core management team are unable or unwilling to continue at their present performance levels, our business and results of operation could be adversely affected.</p> <p>g) <i>Social media scoring:</i> - The increasing Internet and mobile penetration which results in the explosion of e-commerce, Internet and social media usage in India has led to the emergence of a new breed of online platforms, the leverage the social media is providing, its ability to reach a diverse and widespread audience, may have create impact both in positive and negative mode to the operations of the company.</p>
G	<p>Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of -</p> <p>a) Statutory dues Nil</p> <p>b) Debentures and interest Nil thereon</p>



CERTIFIED TRUE COPY

	<p>c) Deposits and interest Nil thereon</p> <p>d) Loan from any bank or Nil financial institution and interest thereon</p>
H	<p>Names, designation, address and phone number, email ID of the nodal/ compliance officer of the company, if any, for the private placement offer process;</p> <p>Mr. Shinumon KS Company Secretary & Compliance Officer Tattva Fincorp Limited</p> <p>Corp Office Address: 2nd Floor, Prasad Arcade Shoranur Road, Patturaikkal Thrissur, Kerala -680 022</p> <p>Contact No: 8943110999 Mail Id: cs@tattvafincorp.com</p>
I	<p>Default in Annual Filing of the Company under the Companies Act, 2013 or the Rules made there-under: NIL</p>

2. PARTICULARS OF THE OFFER

A	Financial position of the Company in the last 03 financial years	<p>The Company started its operations in March 2017 only, after taking over management from ESAF Enterprise Development Finance Limited.</p> <p>The audited financial statement of the Company for the period 2018-19 is as follows:</p> <p><u>Paid up share capital of the Company:</u> Rs 12,75,15,000/-</p> <p><u>Total Income from operations:</u> Rs 12,41,59,610/-</p> <p><u>Profit for the period:</u> Rs 72,82,969/-</p>
B	Date of passing of Board resolution	23.07.2020
C	Date of passing of resolution in the general meeting, authorizing the offer of securities	18.05.2020
D	Kinds of securities offered (i.e. whether share or debenture) and class of security	Redeemable Secured and Non-convertible debentures (NCDs) (Series 2020-21/D)
E	Price at which the security is being offered including the premium, if any, along with justification of the price	<p>Face value at Rs 1,000/-</p> <p>Having considered the performance and wealth maximisation it has made to the stakeholders of the Company in the last one year; management is of the view that issue of debentures at a face value of Rs 1,000/- is prudent.</p>

CERTIFIED TRUE COPY



F	Name and address of the valuer who performed valuation of the security offered	The NCDs are issued at face value and are redeemable. No separate valuation taken.			
G	Relevant date with reference to pricing has been arrived at	01.03.2018			
H	The class or classes of persons to whom the allotment is proposed to be made	Subscribers to the scheme under private placement mode			
I	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			
J	The proposed time within which the allotment shall be completed	05.00 PM, 24.08.2020			
K	Name of proposed allottees and the percentage of post private placement capital that may be held by them	Not applicable since being the issue of NCDs			
L	Change in control, if any, in the company that would occur consequent to the private placement	NIL			
M	The no. of persons to whom allotment on preferential basis / private placement / right issue /debentures has been made during the year (2019-20), in terms of no. of securities as well as price	Face value: Rs 1,000/-			
		Series	Inst. Issued	Deb. Issued	Amount
		2019-20/N	11	3850	38,50,000.00
		2020-21/A	06	1700	17,00,000.00
		2020-21/B	15	6460	64,60,000.00
		2020-21/C	20	7450	74,50,000.00
	TOTAL	52	19460	1,94,60,000.00	
N	Justification for allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer	NA			
O	Amount which the company intends to raise by way of securities	Rs 5,00,00,000/-			
P Terms of raising of securities:-					
Tenure	60 Months	60 Months	72 Months		
Nature	Secured	Secured	Secured		
Options	I	II	III		
Frequency of Interest payment	Yearly	Monthly	On maturity		
Interest rate per annum	13%	12.50%	12.25% (Cumulative)		
Minimum Application / subscription	Subscription of 100 NCDs aggregating to Rs 1,00,000/-				
In multiples of	One NCD after the minimum				
Face Value of NCDs	Rs 1,000/-				



CERTIFIED TRUE COPY

Issue Price of NCDs	Rs 1,000/-	
Redemption	Bullet payment at par at the end of the tenure.	
Mode of Interest Payment/Redemption	The mode of interest/redemption payments shall be undertaken in the following order Direct Credit/NECS/RTGS/NEFT/Registered Post/Speed Post or other mode permitted by Reserve Bank of India from time to time	
Payment of Interest	<p>For NCDs subscribed under the given option interest is to be paid on a monthly basis, relevant interest will be calculated from the first day till the last date of every month during the tenor of such NCDs, and paid on the last working day of current month. For the first interest payment for the subject NCDs under the option, interest from the Date of Allotment till the last day of the subsequent month will be clubbed and paid on the last working day of the subsequent month.</p> <p>Amount of interest payable shall be rounded off to the nearest Rupee.</p> <p>If the date of interest payment falls on a Saturday, Sunday or on a public holiday in Kerala or any other payment centre notified in terms of the Negotiable Instruments Act, 1881, then interest as due and payable on such day, would be paid on the next Working Day. Payment of interest would be subject to the deduction as prescribed in the Income Tax Act, 1961 or any statutory modification or re-enactment thereof for the time being in force.</p> <p>The last term interest payment for NCDs subscribed under the scheme will be made along at the time of redemption of the NCDs. Interest shall be computed on a 365 days-a-year basis on the principal outstanding on the NCDs. However, if period from date of allotment/anniversary date of allotment till one day prior to next anniversary date/redemption date includes February 29th; interest shall be computed on 366 days a-year basis.</p>	
Q	Proposed time schedule for which the offer letter is valid	Issue will remain open for subscription from 10.00AM on 01.08.2020 To 05.00 PM on 24.08.2020.



CERTIFIED TRUE COPY

R	<p>Maturity and Redemption:-</p> <p>The NCDs issued pursuant to this prospectus have a fixed maturity date. The NCDs will be redeemed as follows</p> <p style="text-align: center;"><u>Maturity Period/Redemption</u></p> <p style="text-align: center;"><u>Options</u></p> <table><tr><td>I</td><td>60th month from the date of allotment</td></tr><tr><td>II</td><td>60th month from the date of allotment</td></tr><tr><td>III</td><td>72nd month from the date of allotment</td></tr></table>		I	60 th month from the date of allotment	II	60 th month from the date of allotment	III	72 nd month from the date of allotment
I	60 th month from the date of allotment							
II	60 th month from the date of allotment							
III	72 nd month from the date of allotment							
S	<p>Purposes and objects of the offer:-</p> <p>Our Company intends to use the net proceeds of the issue for augmenting long term finance for funding growth and capital expenditure, working capital requirements and general corporate purposes or any other purposes as approved by the Board.</p>							
T	<p>Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects:</p> <p>No contribution is made by the promoters or directors as a part of this offer.</p>							
U	<p>Principle terms and conditions as applicable:-</p> <p>a. No foreclosure will be available for the NCDs issued under this offer within one year from the date of allotment of NCDs. The company will not provide any loan against the NCDs issued under this offer.</p> <p>b. Payment on redemption will be as per the payment option chosen by the Debenture holders. The Debenture holder(s) will not be entitled to any rights and privileges of shareholders other than those available to them under statutory provisions.</p> <p>c. The Company will be entitled to borrow/raise/avail finance in whatever form and also issue debentures/other securities in any manner having such ranking on priority, pari passu or otherwise change the capital structure, including issue of shares of any class on such terms and conditions as the company may think appropriate, without the consent of, or intimation to the Debenture holders in this connection.</p> <p>d. The Company will make allotment to the allottees of valid applications in due course after verification of the application form and accompanying documents and on realization of the application money.</p>							
V	<p>The details of significant and material orders passed by the Regulators, Courts, Tribunals impacting the going concern status of the company and its future operations</p>	<p>NIL</p>						
W	<p>The pre-issue and post issue share holding pattern of the Company in the following format (As per audited Financial Statement 2018-19)</p>							

CERTIFIED TRUE COPY



Sl No	Category	Pre-issue		Post - Issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	11,59,000	9.08	11,59,000	9.08
	Body Corporate	--	--	--	--
	Sub Total	11,59,000	9.08	11,59,000	9.08
2	Foreign Promoters	--	--	--	--
	Sub Total (A)	11,59,000	9.08	11,59,000	9.08
B	Non Promoters' holding				
1	Institutional Investors	--	--	--	--
2	Non Institutional Investors	--	--	--	--
	Private Corporate bodies	--	--	--	--
	Directors and Relatives	50,10,000	39.29	50,10,000	39.29
	Indian Public	65,82,500	51.63	65,82,500	51.63
	Others (including NRIs)	--	--	--	--
	Sub Total (B)	1,15,92,500	90.92	1,15,92,500	90.92
	Grand Total	1,27,51,500	100	1,27,51,500	100

3. Mode of payment for subscription:

- a) Cheque
- b) Demand draft
- c) 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	The directors, promoters or key managerial personnel have no financial or other material interests in this NCDs 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.	No litigation or legal actions pending or taken by any Ministry or Department of the Government or a statutory authority against any present promoter of the company.
III	Remuneration of directors (during the current year and last financial year)	See Annexure 1 for information.
IV	Related party transactions entered during the last one financial year	See Annexure 2 for information.



CERTIFIED TRUE COPY

	immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided	
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 reservations or qualifications or adverse remarks of auditors in the last one year of operation of operation of the Company immediately preceding the year of circulation of offer letter.
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	<p>As stated earlier, the Company has been into operation under the name Tattva Fincorp Limited since 2017 only and hence, all the following reports pertain to preceding financial year.</p> <p>No inquiry, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the immediate preceding financial year of circulation of the offer letter.</p> <p>No prosecutions filed or pending, fines paid or imposed, approved or applied for compounding of offences in the immediate preceding financial year of the offer letter.</p>
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	There was no act of material frauds committed against the company in the immediate preceding financial year.

5. FINANCIAL POSITION OF THE COMPANY

A	The capital structure of the company in a tabular form	
(i)	a. The authorised, issued, subscribed and paid up capital before the offer (number of securities, description and aggregate nominal value)	See Annexure 3 for information.
	b. Size of the present offer	Rs 5,00,00,000/- (Rupees Five Crores)
	c. Paid up capital	
	a) after the offer	Rs 12,75,15,000/- (As audited: 2018-19)
	b) after conversion of convertible instruments (if applicable)	Not applicable
		NA



	c) share premium account (before and after the offer)	NA								
(ii)	<p>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</p> <p>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</p>	See Annexure 4 for information.								
(b)	<p>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;</p> <p>The NBFC, which was operating under the name 'ESAF Enterprise Development Finance Limited' was taken over in 2017 by the new management team and later it was rechristened as Tattva Fincorp Limited.</p> <p>Tattva Fincorp Limited became fully operational only in April 2017 and has been carrying out the business for last one year. Hence, Company's financial performance pertains to only 2018-19 which is as shown below:</p> <table><tr><th>Description</th><th>2018-19 (Audited) in Rs</th></tr><tr><td>Profit before depreciation, finance charges and tax</td><td>87,87,656/-</td></tr><tr><td>Deferred Tax Credit</td><td>15,04,687/-</td></tr><tr><td>Net Profit after tax</td><td>72,82,969/-</td></tr></table>	Description	2018-19 (Audited) in Rs	Profit before depreciation, finance charges and tax	87,87,656/-	Deferred Tax Credit	15,04,687/-	Net Profit after tax	72,82,969/-	
Description	2018-19 (Audited) in Rs									
Profit before depreciation, finance charges and tax	87,87,656/-									
Deferred Tax Credit	15,04,687/-									
Net Profit after tax	72,82,969/-									
(c)	<p>Dividends declared by the company in respect of the said three financial years;</p>	<p>The NBFC, which was operating under the name 'ESAF Enterprise Development Finance Limited' was taken over in 2017 by the new management team and later it was rechristened as Tattva Fincorp Limited.</p> <p>Tattva Fincorp Limited became fully operational only in April 2017 and has been carrying out the business for last one year. Hence, declaration of dividend for last three years is not applicable. However, no dividend has been declared by the Company in the last financial year (2017-18) of operation.</p>								

CERTIFIED TRUE COPY

Page 12 of 14



	Interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid)	Since, the company is into operation only for one year, the interest coverage ratio for the immediate preceding year of offer letter (as on 31.03.2019) is as given below: EBIT: Rs 6,22,67,146/- Interest Expense: Rs 5,34,79,490/-
(d)	A summary of the financial position of the company immediately preceding the date of circulation of offer letter;	See Annexure 5 for information.
(e)	Audited Cash Flow Statement for years immediately preceding the date of circulation of offer letter;	See Annexure 6 for information.
(f)	<p>Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company:</p> <p>The NBFC, which was operating under the name 'ESAF Enterprise Development Finance Limited', was taken over in 2017 by the new management team and later it was rechristened as Tattva Fincorp Limited.</p> <p>The Company has not changed its accounting policies during the last three years after its takeover from the previous management.</p>	

CERTIFIED TRUE COPY



DECLARATION BY THE DIRECTORS

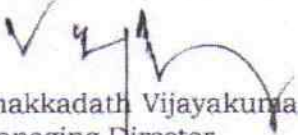
We the above named directors of **M/s TATTVA FINCORP LIMITED** [CIN: U65921TZ1996PLC007015] having registered office at F-1, First Floor, Balaji Castle No:11, Father Randy Street, RS Puram, Coimbatore, Tamilnadu -641 002 & Corporate Office at: 2nd Floor, Prasad Arcade, Shoranur Road, Patturaikkal, Thrissur, Kerala - 680 022 hereby declare that:-

- The company has complied with the provisions of the Companies Act, 2013 and the rules made there under.
- 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 12 dated 23.07.2020 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made there under in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

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

For Tattva Fincorp Limited


Chakkadath Vijayakumaran Nair
Managing Director
[DIN: 07702882]

Date: 01.08.2020

Place: Thrissur


Attachments:-

- Copy of Board resolution
- Copy of Shareholders resolution
- Annexure 1 to 6 for information

CERTIFIED TRUE COPY



For Tattva Fincorp Limited


SHUNUMON K.S.
Company Secretary
M. No : A46508

Annexure 1**Remuneration of Directors**

(Amount in Rs)

Name	2019-20 (01.04.2018- 31.03.2020)	2020-21 (01.04.2020 - 31.07.2020)
Mr. Chakkadath Vijayakumaran Nair	29,45,484/-	9,16,667/-
Mr. Amith Madhavan	11,84,194/-	3,66,667/-
Mr. Sanal V Menon	--	
Mr. PR Sathyanarayanan	17,71,290/-	5,25,000/-
Mr. N Muthuraman**	--	
Mr. Rudran Puthukulangara**	--	

**** Independent Director**

For M/s Tattva Fincorp Limited

✓
Chakkadath Vijayakumaran Nair
Managing Director
[DIN: 07702882]

01.08.2020
Thrissur

CERTIFIED TRUE COPY**For Tattva Fincorp Limited**

SHINUMON K.S.
Company Secretary
M. No : A46508

Annexure 2

Related Party Disclosures

(Amount in Rs)

Name	Designation/ Relationship with Company	Nature of Transaction	2019-20 (As on 31.03.2020)	2020-21 (As on 31.07.2020)
Mr Amith Madhavan	Whole Time Director	Opening Balance	16,31,720/-	1,88,41,853/-
		Unsecured loan from the Director	3,53,67,757/-	49,55,990/-
		Unsecured Loan Repayment to the Director	1,81,57,624/-	1,67,61,016
		Net outstanding	1,88,41,853/-	70,36,827/-
Mr. Sanal V Menon	Director	Opening Balance	0/-	
		Unsecured Loan from the Director	0/-	
		Unsecured Loan repayment to the Director	0/-	
		Net Outstanding	0/-	
Mr.PR Sathyanarayan an	Director	Opening Balance	0/-	
		Unsecured Loan from the Director	0/-	
		Unsecured Loan Repayment to the Director	0/-	
		Net outstanding	0/-	
Mr C Vijayakumaran Nair	Managing Director	Opening Balance	0/-	2,00,000/-
		Unsecured Loan from the Director	12,00,000/-	
		Unsecured Loan Repayment to the Director	10,00,000/-	2,00,000/-
		Net Outstanding	2,00,000/-	

For Tattva Fincorp Limited

Chakkadath Vijayakumaran Nair
Managing Director
[DIN: 07702882]

Place: Thrissur
Date: 01.08.2020

CERTIFIED TRUE COPY



For Tattva Fincorp Limited

Page 1 of 1

SHYMON K.S.
Company Secretary
M. No : A46508

Annexure 3**Capital structure of the company before
the offer**

(Amount in Rs)

Particulars	Authorised Capital	Issued Capital	Subscribed Capital	Paid up Capital
Number of equity Shares	2,50,00,000	1,36,39,000	1,36,39,000	1,36,39,000
Nominal amount per share	10/-	10/-	10/-	10/-
Total amount of equity shares	25,00,00,000/-	13,63,90,000/-	13,63,90,000/-	13,63,90,000/-
Number of preference share	--	--	--	--
Nominal value per preference share	--	--	--	--
Total amount of preference share	--	--	--	--
Unclassified equity shares	--	--	--	--
Unclassified shares	--	--	--	--
Total amount of Unclassified shares	--	--	--	--
Total	25,00,00,000/-	13,63,90,000/-	13,63,90,000/-	13,63,90,000/-

For M/s Tattva Fincorp Limited

✓
Chakkadath Vijayakumaran Nair
Managing Director
[DIN: 07702882]

01.08.2020
Thrissur

For Tattva Fincorp Limited

SHINUMON K.S.
Company Secretary
M. No : A46508

CERTIFIED TRUE COPY



Details of existing capital structure of the company

Sl No	Date of Allotment	No of shares Allotted	Face value of shares allotted (in Rs)	Price (in Rs)	Form of Consideration
01	The subject Financial Institution was functioning under the name ESAF Enterprise Development Finance Limited. In April 2017, through transfer of 13,20,000 shares, the present management took over it and rechristened as Tattva Fincorp Limited.		10/-	1,32,00,000/-	Cash
02	30.03.2017	7,80,000	10/-	78,00,000/-	Cash
03	29.04.2017	6,10,000	10/-	61,00,000/-	Cash
04	29.05.2017	3,35,000	10/-	33,50,000/-	Cash
05	22.06.2017	9,00,000	10/-	90,00,000/-	Cash
06	16.08.2017	17,60,000	10/-	1,76,00,000/-	Cash
07	06.09.2017	5,20,000	10/-	52,00,000/-	Cash
08	21.10.2017	80,000	10/-	8,00,000/-	Cash
09	17.11.2017	1,40,000	10/-	14,00,000/-	Cash
10	28.12.2017	3,65,000	10/-	36,50,000/-	Cash
11	18.01.2017	5,35,000	10/-	53,50,000/-	Cash

✓✓
CERTIFIED TRUE COPY



12	09.02.2017	2,35,000	10/-	23,50,000/-	Cash
13	08.03.017	8,45,000	10/-	84,50,000/-	Cash
14	08.03.2018	4,00,000	10/-	40,00,000/-	Cash
15	27.03.2018	8,00,000	10/-	80,00,000/-	Cash
16	19.07.2018	24,04,000	10/-	2,40,40,000/-	Cash
17	26.11.2018	7,22,500	10/-	72,25,000/-	Cash
18	13.04.2019	2,25,000	10/-	22,50,000/-	Cash
19	09.12.2019	5,00,000	10/-	50,00,000/-	Cash
20	15.01.2020	1,62,500	10/-	16,25,000/-	Cash
Total		1,36,39,000	10/-	13,63,90,000	

For M/s Tattva Fincorp Limited

✓
Chakkadath Vijayakumaran Nair
Managing Director
[DIN: 07702882]

01.04.2020
Thrissur

CERTIFIED TRUE COPY



For Tattva Fincorp Limited

SHRUMON K.S.
Company Secretary
M. No : A46508

A summary of the financial position of the company as in the Audited balance sheet immediately preceding the date of circulation of offer letter (As on 31 March 2019)	
	(Amount in Rs)
	2018-19
EQUITY & LIABILITIES	
Shareholders' funds	
Share capital	12,75,15,000.00
Reserves and surplus	99,45,866.00
Share Application Money	2,50,000.00
Non-current liabilities	
Long-term borrowings	46,56,07,950.00
Deferred Tax Liabilities	--
Current liabilities	
Short- Term Borrowings	16,31,720.00
Other current liabilities	4,62,02,938.00
Short-term provisions	49,45,836.00
TOTAL	65,60,99,310.00
ASSETS	
Non-current assets	
Fixed Assets	
Tangible assets	2,74,84,665.00
Accumulated depreciation / amortization	(56,44,117.00)
Total	2,18,40,548.00
Intangible assets	29,59,346.00
Accumulated depreciation / amortization	(8,85,132.00)
Total	20,74,214.00
Intangible assets under development	0.00
Deferred tax assets	1,69,092.00
Capital work-in-progress	0.00
Long-term loans and advances	0.00
Other Non Current assets	55,22,207.00
Current assets	
Receivables under financing activity	52,79,35,065.00
Cash and bank balances	6,12,14,994.00
Short-term loans and advances	✓✓ 3,30,65,915.00

CERTIFIED TRUE COPY

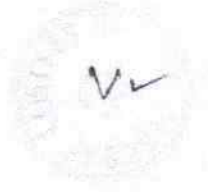


Other current assets	42,77,275.00
Total	65,60,99,310.00

For M/s Tattva Fincorp Limited

✓
Chakkadath Vijayakumaran Nair
Managing Director
[DIN: 07702882]

01.08.2020
Thrissur



CERTIFIED TRUE COPY



For Tattva Fincorp Limited

SHINUMON K.S.
Company Secretary
M. No : A46508

**Audited Cash Flow Statement for the years immediately preceding
the date of circulation of offer letter (As on 31 March 2019)**

	(Amount in Rs)	
	As at 31.03.2019	As at 31.03.2018
A. Cash flows from operating activities		
Operating Profit before Changes in Working Capital	1,37,05,887.00	-54,36,760.00
Changes in Working Capital:	-29,28,01,158.00	-23,55,58,882.00
Cash Generated From Operations	-27,90,95,270.00	-24,09,95,642.00
Income Tax Paid (Net of Refund)	--	-5,38,666.00
Net Cash From Operating Activities	-27,90,95,270.00	-24,15,34,308.00
B. Cash Flows From Investing Activities		
Cash Flows From Investing Activities	-3,71,81,219.00	-1,86,16,721.00
Net Cash From Financing Activities	34,01,31,617.00	24,94,84,710.00
Net Increase in Cash and Cash Equivalents	2,38,55,128.00	-1,06,66,319.00
Cash and Bank Balance at Beginning of Period	83,92,865.00	1,90,59,183.00
Cash and Bank Balance at end of Period	3,24,17,085.00	83,92,865.00

Components of Cash and Cash Equivalent at the end of the Period		
Period	2018-2019	2017-2018
Current Account with Banks	2,86,78,708.00	80,15,955.00
Special Adhesive Stamps	--	20,000.00
Cash on Hand	37,38,377.000	3,56,910.00
Total	3,24,17,085.00	83,92,865.00

For M/s Tattva Fincorp Limited

✓
Chakkadath Vijayakumaran Nair
Managing Director
[DIN: 07702882]

Date: 01.08.2020
Place: Thrissur

✓
For Tattva Fincorp Limited

SHINUMON K.S.
Company Secretary
M. No : A46508

CERTIFIED TRUE COPY

