

FAIRVALUE ADVISORS PRIVATE LIMITED

Date: 08th April 2019

To,

National Securities Depository Limited
4th floor, Trade World, A Wing
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013

Subject: Corporate Action for crediting Non-convertible Debentures issued by the Company

Dear sir/madam,

This is in connection with the allotment of Non-Convertible Debentures made by the Company on 03rd April 2019 in demat mode. Pursuant to which the Company seeks to credit the said securities to the account of the beneficiaries.

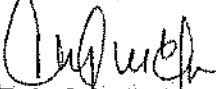
With reference to the above subject, the Company is enclosing herewith the following documents:

1. Corporate Action form
2. Annexure A
3. Beneficiary Account details
4. Certified true copy of Form PAS 3 alongwith the challan
5. Certified true copy of Board Resolution passed by the Company for allotment of the above mentioned securities

Also the Company has paid the processing fees of Rs. 1475/- through NEFT (receipt attached) bearing UTR No. SAA68699545 in favour of National Securities Depository Limited.

Kindly take the same on your record and process the credit at the earliest.

For Fairvalue Advisors Private Limited


Rajesh Pathak
Authorised Signatory



Regd. Office :- Ground Floor, Sobo Central Mall, Pandit Madan Mohan Malviya
Marg, Crossroad, Hajiali, Tardeo, Mumbai - 400034

CIN: U74999MH2016PTC284213

FAIRVALUE ADVISORS PRIVATE LIMITED

CORPORATE ACTION INFORMATION FORM (For Debt instruments - Allotment)

Date: 08th April 2019

To,
Vice President
National Securities Depository Limited
Trade World, A Wing
Kamala Mills Compound, Lower Parel
Mumbai – 400013.

We wish to execute corporate action to **credit** the following securities to the accounts in NSDL.
The details of the securities allotted are given below:

ISIN	INE04EO08019
Security Description	5000 Non-Convertible Debentures
Allotment Date	03 rd April 2019
Face Value per security	Rs. 10,00,000 / -
Distinctive Numbers	5701 - 10700
Whether this issue is placed through Electronic Book Provider (EBP) Mechanism	(Yes/No)
If through EBP, name of Electronic Book Provider	N.A.
Funds Settlement (Tick any one as applicable)	<input type="checkbox"/> Through Clearing corporation <input type="checkbox"/> Through Issuer's Escrow Bank
If through Clearing Corporation, name of clearing corporation	N.A.

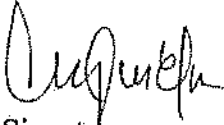
Allotment Details	No. of records	No. of Securities (Quantity)
Electronic Form – NSDL	1	5000
Electronic Form – CDSL	-	-
Physical Form	-	-
Total Allotted	1	5000



FAIRVALUE ADVISORS PRIVATE LIMITED

I, Rajesh Pathak, Director & Authorised Signatory of Fairvalue Advisors Private Limited declare that:

the issuer has obtained all the necessary approvals for the aforesaid issue of securities and is in compliance with all the applicable rules and regulations. The allotment is in terms of Board Resolution dated 03rd April 2019 (*copy enclosed*)



Signature :



Encl.: Certified true copy of the Board Resolution for allotment of the above securities

FAIRVALUE ADVISORS PRIVATE LIMITED

Date: 08th April 2019

To

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W)
Mumbai 400 078

Kind Attn: Mr. Ganesh Jadhav

Sub: Beneficiary Account details for 5000 Non-Convertible Debentures

Please find below mentioned the list of allottees for the above mentioned subject;

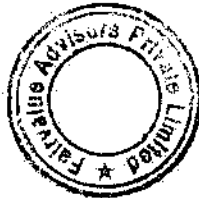
Sr. No.	ISIN	Beneficiary Name	Qty.	DP ID	Client ID
1	INE04EO 08019	AION INVESTMENTS PRIVATE III LIMITED	5000	IN301348	20108191

Kindly carry out appropriate procedures for crediting the aforesaid accounts.

Yours sincerely

For Fairvalue Advisors Private Limited


Rajesh Pathak
Director



Regd. Office :- Ground Floor, Sobo Central Mall, Pandit Madan Mohan Malviya
Marg, Crossroad, Hajiali, Tardeo, Mumbai – 400034

CIN: U74999MH2016PTC284213

FAIRVALUE ADVISORS PRIVATE LIMITED

Annexure A

Date: 08th April 2019

To,
The Managing Director,
National Securities Depository Limited.
Trade World, 4th floor,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai - 400 013

Dear Sir,

We intend to issue securities under existing ISIN as per details given below. We hereby declare that there is no modification in terms or structure of the issue viz. change in terms of payment, change in interest pay-out frequency etc. and are pari passu with the bonds / debentures under the following ISIN wherein the new securities being issued.


Details of current issue:

ISIN	INE04EO08019
Date of Allotment (in DD-MM-YYYY)	03-04-2019
Date of Maturity (in DD-MM-YYYY)	23-12-2023
Allotment Quantity	5000
Issue Price (in Rs.)	10,00,000
Face Value (in Rs.)	10,00,000
Issue Size (in Rs. Crs.)	500 crore
Certificate Nos./Distinctive Nos. (From - To)	5701 - 10700

Issuance history under the aforesaid ISIN (including current issue):

Sr. No.	Date of Allotment	Allotment Quantity	Cumulative Quantity	Issue Price (in Rs.)	Issue Size (in Rs. Crs.)	Cumulative Issue Size (in Rs. Crs.)
1.	24-12-2018	5700	10700	10,00,000	570 crore	1070 crore

For Fairvalue Advisors Private Limited


Rajesh Pathak
Director



Regd. Office :- Ground Floor, Sobo Central Mall, Pandit Madan Mohan Malviya
Marg, Crossroad, Hajiali, Tardeo, Mumbai - 400034

CIN: U74999MH2016PTC284213

FAIRVALUE ADVISORS PRIVATE LIMITED

SUMMARY TERM SHEET

Issuer	Fairvalue Advisors Private Limited
Issue Size	Rs. 500 Crores
Objects of the Issue	Repayment of existing debt Purchase of assets for business General corporate purposes
Instrument	Non - Convertible Debenture (NCDs)
Issuance Mode	Demat
Convertibility	Non - Convertible
Trading Mode	Unlisted
Credit Rating	Not Rated
Face Value	Rs. 10,00,000/-
Issue Price	Rs. 10,00,000/-
Maturity	5 years
Redemption / Maturity Date	December 23, 2023
Coupon Rate	3% p.a.
Redemption Premium	9% p.a. payable on maturity
Coupon Payment Frequency	Half Yearly
Coupon / Interest Payment Date	30 th June and 31 st December, every year.
Coupon Type	Fixed
Trustees	IDBI Trusteeship Services Limited
Depository	National Security Depository Services Limited
Registrars	Link Intime India Private Limited
Business Day Convention	Preceding Day
Record Date	27 th June and 28 th December, every year (3 days prior to the date of interest payment).
Issue Opening Date	April 03, 2019
Issue Closing Date	April 03, 2019
Pay in Dates	April 03, 2019
Deemed Date of Allotment	April 03, 2019

Signature with stamp

Vikas Jain
 Name : Vikas Jain
 Designation : Director



Date : April 03, 2019
 Place : Mumbai

FAIRVALUE ADVISORS PRIVATE LIMITED

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF FAIRVALUE ADVISORS PRIVATE LIMITED ("COMPANY") HELD ON APRIL 03, 2019 AT MUMBAI

APPROVAL FOR ALLOTMENT OF NON-CONVERTIBLE DEBENTURES TO AION INVESTMENTS PRIVATE III LIMITED AND ICICI VENTURE EMPLOYEE WELFARE TRUST

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules") and subject to necessary compliance(s) in accordance with any other applicable laws, rules, regulation, circulars and guidelines and subject to such further consents and approvals that may be required and pursuant to the approval granted by the members of the Company, the receipt of the duly filled and signed application form subscribing to 5,000 (Five Thousand only) non-convertible debentures at a face value of Rs. 10,00,000 (Rupees Ten Lakhs only) each ("NCDs") and the receipt of the subscription money of Rs. 500,00,00,000 (Rupees Five Hundred Crores only), being an amount towards consideration price for the NCDs, the consent of Board of Directors be and is hereby accorded to allot NCDs to AION Investments Private III Limited ("NCD Holder"), free and clear of all liens and any other encumbrances as below:

S. No.	Name of Allottee	Number of NCDs
1.	AION Investments Private III Limited	5,000

RESOLVED FURTHER THAT receipt of the application money in Company's account called the "Fairvalue Advisors Private Limited Securities Application Account" having 13811132001624 as account number with the Oriental Bank of Commerce, be and is hereby acknowledged:

S. No.	Name of Allottee	Application Money (in INR)
1.	AION Investments Private III Limited	Rs. 500,00,00,000 (Rupees Five Hundred Crores only)

RESOLVED FURTHER THAT the approval of the Board is hereby accorded for the issuance and delivery of duly executed, adequately stamped and original debenture certificates in respect of the NCDs to the NCD Holder as per the details provided below:

S. No.	Name of Allottee	Number of NCDs	Certificate No.	Distinctive Nos.
1.	AION Investments Private III Limited	5,000	1	5,701 to 10,700

RESOLVED FURTHER THAT approval of the Board be and is hereby also accorded for:

- dematerialisation of the NCDs;
- filing/submitting necessary applications, corporate action forms and other related documents with National Securities Depository Limited ("NSDL") for dematerialisation of the NCDs;
- credit of the NCDs in the dematerialised account of the NCD Holder, upon the process and necessary formalities for dematerialisation of the NCDs being completed;
- making of necessary entries in the statutory registers of the Company for recording the name of the NSDL

Regd. Office :- Ground Floor, Sobo Central Mall, Pandit Madan Mohan Malviya
Marg, Crossroad, Hajiali, Tardeo, Mumbai - 400034
CIN: U74999MH2016PTC284213



FAIRVALUE ADVISORS PRIVATE LIMITED

- as the legal owner of the NCDs; and
- (e) issuance of relevant extracts of such updated registers, certified to be true by a director (recording the name of NSDL as the legal owner of the NCDs), to the concerned NCD Holder, NSDL or any other person.

RESOLVED FURTHER THAT all Directors of the Company and Mr. Rajkumar Pande, Mr. Tejas Sakhardande, Mr. Santosh Sanas, Mr. Akhilesh Kalra, Mr. Rahul Gupta, Mr. Arun Gupta, Mr. P P Sharma, Mr. Vinod Singh, being the officers of the Company ("the **Authorized Signatories**"), be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution including without limitation the following: (i) update the Register of Debenture holders; and (ii) to do all necessary acts/compliances required in relation to allotment of the said NCDs including without limitation sign and file the return of allotment in Form No. PAS-3 to the Registrar of Companies, Ministry of Corporate Affairs.

RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to the stamped engrossment(s) of the abovementioned Transaction Documents and all other counterparts, deeds, documents or writings for them as may be required, in the presence of any one of Directors or the Authorized Signatories, who shall countersign the same in token thereof;

RESOLVED FURTHER THAT a Certified True Copy of this resolution be furnished, as may be required, under the signatures of any one of the Directors of the Company."

Certified True Copy

For Fairvalue Advisors Private Limited


Rajesh Pathak
Director
DIN: 00086674



MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7

SERN : H50554856

Service Request Date : 10/04/2019

Payment made into : ICICI Bank

Received From :

Name : Rajesh Kumar Pathak
Address : B-203, Anand Paradise
Indralok, Phase-VI Bhayande(E), Thane
Mumbai, Maharashtra
India - 401105

Entity on whose behalf money is paid

CIN: U74999MH2016PTC284213
Name : FAIRVALUE ADVISORS PRIVATE LIMITED
Address : Floor-Ground-To, Sobo Central Mall, Pandit Madan
Mohan Malviya Marg, Crossroad, Hajiali, T ardeo,
Mumbai, Maharashtra
India - 400034

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form PAS-3	Normal	300.00
Total		300.00

Mode of Payment: Credit Card- ICICI Bank

Received Payment Rupees: Three Hundred Only

Note -The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar, then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

For Fairvalue
Director
3016 Private Limited
Authorised Signatory

FORM NO. PAS-3



Return of Allotment

[Pursuant to section 39(4) and 42 (9) of the Companies Act, 2013 and rule 12 and 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014]

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

1.(a) *Corporate Identity Number (CIN) of company

U74999MH2016PTC284213

Pre-fill

(b) Global Location Number (GLN) of Company

2.(a) Name of the company

FAIRVALUE ADVISORS PRIVATE LIMITED

(b) Address of the Registered office of the company

Floor-Ground-To, Sobo Central Mall, Pandit Madan Mohan Malviya Marg, Crossroad, Hajiali, Tardeo, Mumbai City Maharashtra 400034

(c) *Email ID of the company

rajesh.pathak@futuregroup.in

3. Securities allotted payable in cash

*Number of allotments

1

1 (i) *Date of allotment

03/04/2019

(DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with Differential rights	<input checked="" type="checkbox"/> Debentures
Brief particulars of terms and conditions				Transferable, Redeemable, Non-Convertible
Number of securities allotted				5,000
Nominal amount per security (in Rs.)				1000000.00
Total nominal amount (in Rs.)				5,000,000,000
Amount paid per security on application (excluding premium) (in Rs.)				1000000.00
Total amount paid on application (excluding premium) (in Rs.)				5,000,000,000
Amount due and payable on allotment per security (excluding premium) (in Rs.)				0.00
Total Amount payable on allotment (excluding premium) (in Rs.)				0.00
Premium amount per security due and payable (if any) (in Rs.)				0.00
Total premium amount due and payable (if any) (in Rs.)				0.00
Premium amount paid per security (if any)				0.00
Total premium amount paid (if any) (in Rs.)				0.00
Amount of discount per security (if any) (in Rs.)				0.00
Total discount amount (if any) (in Rs.)				0.00
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				0.00

CERTIFIED TRUE COPY
For Fairvalue Advisors Private Limited
Director/ Authorised Signatory

4. Securities allotted for consideration other than cash

* Number of allotments

(i)* Date of allotment

(DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Number of securities allotted				
Nominal amount per security (in Rs.)				
Total nominal amount (in Rs.)				
Amount to be treated as paid up on each security (in Rs.)				
Premium amount per security (if any) (in Rs.)				
Total premium amount (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				
Total discount amount (if any) (in Rs.)				

(iv)* Details of consideration

Consideration for which such securities have been allotted	Description of the consideration	Value amount in Rs.
(a) Property and assets acquired		
(b) Goodwill		
(c) Services (give nature of services)		
(d) Conversion of Debentures		
(e) Conversion of Loans		
(f) Other items (to be specified)		

(v)* Whether an agreement or contract is executed in writing for allotting securities for consideration other than cash
(if yes, attach a copy of such agreement or contract). ☐ Yes ☐ No

(vi) Whether valuation report of the Valuated person has been obtained.

☐ Yes ☐ No

5. Bonus shares issued

(a) Date of allotment	<input type="text"/>	(DD/MM/YYYY)
(b) Number of bonus shares	<input type="text"/>	
(c) Nominal amount per share (in Rs.)	<input type="text"/>	
(d) Amount to be treated as paid up per share (in Rs.)	<input type="text"/>	
(e)* Date of passing shareholders' resolution	<input type="text"/>	(DD/MM/YYYY)
(f) * SRN of Form No MGT-14	<input type="text"/>	

6. In respect of private placement

(a) Category to whom allotment is made:

- ☐ Existing shareholders
☐ Employee
☐ Directors
☐ Qualified Institutional Buyers
☒ Others

(b) Declaration that in respect of preferential allotment or private placement the company has:

- ☒ allotted securities to less than two hundred persons in aggregate in a financial year excluding exempted categories;
☒ offered such securities through private placement offer letter and no prospectus or any other public advertisement has been issued for the same;
☒ completed allotment in respect of earlier private placement offers;
☒ received money payable on subscription of such securities through cheque or demand draft or other banking channels but not in cash;
☒ made such offers only to the persons whose names were recorded by the company prior to such invitation and such persons have received such offer by name;
☒ Maintained a complete record of such offers and acceptances in Form No. PAS-5.

7.* Capital structure of the company after taking into consideration the above allotment(s) of shares:

Particulars	Authorized capital of the company	Issued capital of the company	Subscribed capital	Paid up capital
Number of equity shares	10,000	10,000	10,000	10,000
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	100,000.00	100,000.00	100,000.00	100,000.00
Number of preference shares	0	0	0	0
Nominal value per preference share				
Total amount of preference shares				
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	100,000.00	100,000.00	100,000.00	100,000.00

8.* Debt Structure of the company after taking into consideration the above allotment(s) of debentures/ other security:

Particulars	Total number of securities	Nominal value per unit of security	Total amount
Debentures	10,700	1000000	10,700,000,000
Secured loans			0
Others, specify	0	0	0

9.* Whether complete list of allottees has been enclosed as an attachment.

☒ Yes ☐ No

In case No, then submit the details of all the allottees in a CD separately.

Attachments

1.* List of allottees. Attach separate list for each allotment (refer instruction kit for format). If not attached, then it shall be submitted separately in a CD.

Attach

2.* Copy of Board or shareholders' resolution.

Attach

List of attachments

List of Allottees_Fairvalue.pdf
Fairvalue_BR_Allotment of NCDs.pdf
Form PAS-5_fairvalue.pdf

6. Complete record of private placement offers and acceptances in Form PAS-5.

Attach

Remove attachment

7. Optional attachment(s), if any.

Attach

Declaration

I am authorized by the Board of Directors of the Company vide resolution no. 06 dated 24/12/2018 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:

1. All the required attachments have been completely, correctly and legibly attached to this form.
2. The list of allottees is correct and complete as per records of the company.
3. Where the securities are issued other than cash, the contract as well as list of allottees and any other contract of sale, or a contract for services or other consideration in respect of which that allotment is made is attached herewith. If not, then an attachment has been attached by the company mentioning all the particulars of the contract in writing.

* To be digitally signed by

* Designation Director

RAJESH
K
PATHAK

* Director identification number of the director; or
DIN or PAN of the manager or CEO or CFO; or
Membership number of the Company Secretary

00086674

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii. All the required attachments have been completely and legibly attached to this form.

* To be digitally signed by

KOMAL
VIRAS
CHIMWALA

* ☐ Chartered accountant (in whole-time practice) or ☐ Cost accountant (in whole-time practice) or
☒ Company secretary (in whole-time practice)

* Whether associate or fellow ☒ Associate ☐ Fellow

* Membership number

39718

* Certificate of practice number

20862

Note: Attention is also drawn to provisions of Section 448 of the Act which provide for punishment for false statement and certification.

Modify

Check Form

Prescribing

Submit

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.



Account Statement for Account Number 13811132001617

Acc. Statement Date: 12/04/2019 10:43 AM

Branch Details

Branch Name : MUMBAI-MUMBAI CENTRAL

Bank Address : ORIENTAL BANK OF COMMERCE

65, ORCHID CITY CENTRE

MUMBAI CENTRAL

City : MUMBAI

Pin : 400008

IFSC Code: ORBC0101381

Customer Details

Customer Name : FAIRVALUE ADVISORS PRIVATE LIMITED

Joint Holder Name :

Customer Address : GROUND FLOOR TO SOBO CENTRAL MALL

PANDIT MADAN MOHAN MALVIYA MARG HAJALI

City : MUMBAI

Pin : 400034

Nominee :

Customer ID : 61546603

Statement Period: From Date: 11/04/2019 To Date: 11/04/2019

Sl. No.	Transaction Date	Value Date	Instrument ID	Narration	Debit	Credit	Account Balance	Remarks
1	11/04/2019	11/04/2019		Charges for NEFT Customer Payment : SAA68699545	2.50		88,25,578.50	NATIONAL SECURITIES DEPOSITORY
2	11/04/2019	11/04/2019	130542	NEFT- OW/SAA68699545/NATIONAL SECURITIES DEPOS	1,475.00		88,25,581.00	NATIONAL SECURITIES DEPOSITORY

NOTE:

- Computer generated entries shown in the Statement of Account do not require authentication/initial from the Bank Official. Please do not accept any manual entry in your computer generated Statement of Account.
- Any discrepancy in the Account Statement should be brought to the notice of Branch immediately.

For Fairvalue Advisors Private Limited

 Director / Authorised Signatory