

FORM PAS – 4**PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER**

[Pursuant to Section 42 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014]

Offer to subscribe to:

- A. 5,144 nos. 10% Non-Cumulative Optionally Convertible Redeemable Preference Shares ('OCRPS') of INR 10 (Indian Rupees Ten only) each at a premium of INR 24,480 (Indian Rupees Twenty-Four Thousand Four Hundred and Eighty only) per OCRPS, in one or more tranches; and**
- B. 15,432 nos. 11% Optionally Convertible Unsecured Debentures ('OCDs') of INR 24,490 (Indian Rupees Twenty-Four Thousand Four Hundred and Ninety only) each, in one or more tranches**

on preferential basis through scheme of Private Placement

Part - A

To,

THINK Gas Investments Pte. Ltd.
65 Chulia Street, #47-04 OCBC Centre
Singapore 049513

1. GENERAL INFORMATION

(i)	Name of the Company	Bagpat Green Energy Private Limited (CIN: U40200MH2018PTC311839)
	Registered Office Address	513/A, 5 th Floor, Kohinoor City, Kirol Road, Kurla (West), Mumbai - 400070, Maharashtra, India
	Corporate Office Address	202, 2 nd Floor, Tower B, World Trade Tower, Sector 16, Noida – 201301, Uttar Pradesh, India
	Website	None
	Contact details	Email ID: hr@think-gas.com Contact No.: +91-0120-4040400
(ii)	Date of incorporation of the Company	July 12, 2018
(iii)	Business carried on by the Company	The Company is presently engaged in the business of City Gas distribution within the geographical area of district Bagpat, Uttar Pradesh, India
	Details of Subsidiary(ies), if any	Nil



(iv)	Brief particulars of the management of the Company	The affairs of the Company are managed under the supervision of its Board of Directors. Details of the Board of Directors are given hereinafter (Refer Clause (v) below).
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(v)	Names, Addresses, DIN, Designation and Occupations of the Directors:				
	Name of the Director	Address	DIN	Designation	Occupation
	Mr. Hardip Singh Rai	26, Priory Road, Kew, Richmond Surrey, United Kingdom TW93DF	08121364	Director	Professional
	Mr. Rajesh Vedvyas	1674, B-1, Vasant Kunj, New Delhi 110070, India	02283035	Director	Professional
	Mr. Ravindran Mathilakath	502, White House, Residency, Pocket A, Plot No. 6, Sector 16B, Dwarka, Delhi 110075, India	02309551	Director	Professional
(vi)	Management's perception of risk factors		Business Risks: <p>a) The Company is required to meet various time bound targets specified under the PNGRB authorization, for which purpose it will require various licenses and approvals from statutory authorities. In case the Company fails to meet such targets within the specified timelines, financial penalty may be levied by PNGRB (Petroleum and Natural Gas Regulatory Board). The Company has submitted certain Performance Bank Guarantee to PNGRB.</p> <p>b) Due to increasing levels of global warming, various developed countries over the world have started moving towards electrical vehicles. At the same time, the Government of India is also promoting use of such vehicles which may affect the CNG business. Having said that, in view of the current infrastructure in India, the Company do not foresee such shift in the near future.</p> Legal Risks: <p>a) Land acquisition related risks</p>		



		<p>b) The Government regulations may become more stringent in the future which may affect the business of the Company due to an increase in the compliance cost</p> <p>Financial Risks:</p> <p>a) The Company will be in gestation period for the initial few years therefore free the cash flows are expected to generate after 4-5 years</p> <p>b) Foreign exchange fluctuation risk</p>
(vii)	Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of:	
	(a) Statutory dues	No such default
	(b) Debentures and interest thereon	Not applicable as the Company has not issued Debentures previously
	(c) Deposits and interest thereon	Not applicable as the Company has not accepted Deposits
	(d) Loan from any bank or financial institution and interest thereon	No such default
(viii)	Names, Designation, Address, Phone Number and E-mail ID of the Compliance Officer of the Company, if any, for the private placement offer process	None
(ix)	Any default in Annual Filing of the Company under the Companies Act, 2013 or the rules made thereunder	None

2. PARTICULARS OF THE OFFER

(i)	Financial position of the Company for the last three financial years	Attached as Annexure B
(ii)	Date of passing of Board Resolution	Friday, October 11, 2019



(iii)	Date of passing of Special Resolution in the general meeting, authorizing the offer of securities	Thursday, October 17, 2019
(iv)	Kinds of securities offered (i.e. whether share or debenture) and class of security	A. 10% Non-Cumulative Optionally Convertible Redeemable Preference Shares (' OCRPS '); and B. 11% Optionally Convertible Unsecured Debentures (' OCDs ')
	No. of securities to be offered	A. 5,144 (Five Thousand One Hundred and Forty-Four only) nos. OCRPS may be subscribed in one or more tranches during the Offer Period; and B. 15,432 (Fifteen Thousand Four Hundred and Thirty-Two only) nos. OCD may be subscribed in one or more tranches during the Offer Period.
(v)	Price at which the share is being offered, including the premium, if any, along with justification of the price	A. The OCRPS are being offered at a price of INR 24,490 (Indian Rupees Twenty-Four Thousand Four Hundred and Ninety only) per share, including a premium of INR 24,480 (Indian Rupees Twenty-Four Thousand Four Hundred and Eighty only) per share. B. The OCDs are being offered at face value of INR 24,490 (Indian Rupees Twenty-Four Thousand Four Hundred and Ninety only) per Debenture. The abovementioned Issue Prices are based on the fair value of OCRPS and OCD, as determined by a Registered Valuer, Mr. Manuj Singhal vide his report dated August 28, 2019.
(vi)	Name and address of the valuer who performed valuation of the security offered, and basis on which the price has been arrived at along with report of the registered valuer	Name of the valuer: Mr. Manuj Singhal, Registered Valuer Address of the valuer: 26, GF, JMD Megapolis, Sector 48, Sohna Road, Gurugram – 122018, Haryana Basis of valuation: Discounted Cash Flow method Report of valuer: Appended as Annexure A
(vii)	Relevant date with reference to which the price has been arrived at	June 30, 2019
(viii)	Class or classes of persons to whom the allotment is proposed to be made	The respective allotments are proposed to be made to one of the existing shareholders of the Company, namely THINK Gas Investments Pte. Ltd., which is also registered as a Foreign Venture Capital Investor (FVCI) with the Securities and Exchange Board of India (SEBI).



(ix)	Intention of promoters, directors, or key managerial personnel to subscribe to the offer	Not Applicable as none of them intend to subscribe to this Offer.
(x)	The proposed time within which the allotment shall be completed	The respective allotments will be completed within a maximum period of 60 (Sixty) days from the date of receipt of the duly completed Application Forms along with Subscription moneys by the Company.
(xi)	The name of the proposed allottees	THINK Gas Investments Pte. Ltd. (the ' Investor '))
	The percentage of post private placement capital that may be held by the proposed allottees	A. OCRPS: 100% of the preference share capital and 38% of the equity share capital of the Company B. OCD: Not Applicable
(xii)	The change in control, if any, in the Company that would occur consequent to the private placement	None
(xiii)	The number of persons to whom allotment on preferential / private placement / right issue basis has already been made during the year, in terms of number of securities as well as the price	Nil
(xiv)	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable, as the OCRPS and OCD are being issued for cash consideration only
(xv)	Amount which the Company intends to raise by way of proposed offer of securities	A. OCRPS: INR 125,976,560 (Indian Rupees One Hundred Twenty-Five Million Nine Hundred Seventy-Six Thousand Five Hundred and Sixty only) B. OCD: INR 377,929,680 (Indian Rupees Three Hundred Seventy-Seven Million Nine Hundred Twenty-Nine Thousand Six Hundred and Eighty only)
(xvi)	Terms of raising of securities	Tenor: A. OCRPS: The term of OCRPS shall be a period of maximum 5 (Five) years from the date of their allotment.



B. OCD: The term of OCD shall be a period of maximum 20 (Twenty) years from the date of their allotment.

Rate of Dividend/Interest:

A. OCRPS: OCRPS shall bear dividend at the rate of 10% p.a. The OCRPS holder will have a right to waive off any unpaid dividend(s) in full or part.

B. OCD: OCDs shall carry an interest of 11% p.a. Interest shall accrue on the completion of a period of five years from the date of receipt of the subscription money by the Company. The first payment of interest shall be made for the period starting from the date of receipt of subscription money till the end of five years. Thereafter, interest shall be paid on annual basis. Interest accrued but not paid by the Company will not carry any interest.

However, the Company at its discretion may opt to pay the interest, either in full or in part, before the expiry of above mentioned 5 years.

Notwithstanding the above, the Company and the Investor (to be referred as '**Parties**') may mutually agree to a revised schedule of payment of interest at any time during the tenure of the OCD.

For the purpose of interest computation and redemption, each tranche of subscription will be considered as a separate Debt.

Mode of payment: Through normal banking channels.

Redemption:

A. OCRPS: Unless converted, the OCRPS shall be redeemed in the following manner:

- i. Any time at the option of the OCRPS holder by a written notice; or
- ii. On the last day of the Tenor of the OCRPS



B. OCD: Unless converted in accordance with the terms hereof, each OCD shall be redeemed in the following manner:

- i. Any time at the option of the Company or OCD holder by a written notice; or
- ii. On the last day of the Tenor of the OCD.

Conversion:

A. OCRPS: The OCRPS may be converted into equity shares of the Company at the option of the Investor, at any time after March 27, 2023. Investor shall have the right to convert all or part of the OCRPS held by it, in accordance with and subject to the terms and conditions set out herein. Each OCRPS shall get converted into 1 (one) fully paid up equity share of the Company. The Investor shall not be required to pay any amount to the Company at the time of conversion of such OCRPS into Equity Shares.

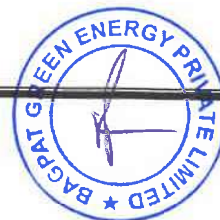
B. OCD: The OCD may be converted into Equity Shares of the Company at the option of the Investor, at any time after March 27, 2023. The Investor shall have a right to convert all or part of the OCDs held by it, in accordance with and subject to the terms and conditions set out herein. Each OCD shall get converted into 1 (one) fully paid up Equity Share of the Company. The Investor shall not be required to pay any amount to the Company at the time of conversion of OCD.

Status:

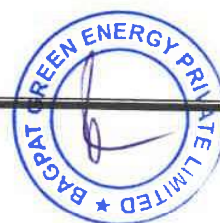
- (a) Subject to the applicable laws and provisions, OCD and OCRPS shall at all times rank *pari passu*, without any reference or priority amongst themselves. The OCDs and OCRPS shall not have any voting rights, unless converted or unless allowed by the applicable laws.
- (b) The Equity shares allotted in conversion of the OCD and OCRPS in terms hereof shall be subject to the provisions of the Articles of Association of the Company and shall rank *pari passu* in all respects with the then existing Equity Shares.



		<p>Security:</p> <p>A. OCRPS: None</p> <p>B. OCD: None</p> <p>Premium on redemption:</p> <p>A. OCRPS: In the event of redemption, OCRPS shall be redeemed at a premium (over and above Dividend) such that the Investor earns a return equal to 2 times of the amount of investments made.</p> <p>B. OCD: In the event of redemption, OCD shall be redeemed at premium (over and above the interest rate) such that the Investor earns an IRR of 20% on the amount of investments made.</p> <p>No Encumbrance: The OCD and OCRPS are being issued free of all encumbrances, together with all rights now or hereafter attaching thereto.</p>
(xvii)	Proposed time schedule for which the private placement offer cum application letter is valid	The Offer will remain open for a period of 12 months, beginning with the opening of banking hours on Monday, October 21, 2019 and ending with the closure of banking hours on Tuesday, October 20, 2020 ('Offer Period'). The Allotment will be made on receipt of application with necessary application amount from time to time.
(xviii)	Purposes and objects of the offer	<p>The Company is in possession of an Authorization from Petroleum and Natural Gas Regulatory Board ('PNGRB') vide letter ref no. PNGRB/CGD/BID/8/2017/BEC/GA - Bagpat dated March 28, 2018 for the development of City Gas Distribution (CGD) Network in the Geographical Area of Bagpat district, Uttar Pradesh ('Bagpat GA').</p> <p>Under the said authorization, the Company is responsible for laying, building, operating or expanding the CGD network in Bagpat GA covering an area of 1326 square kilometer. The Company is <i>inter alia</i> obliged to adhere to a Minimum Work Programme which is to be accomplished during first five years of exclusivity. As per the said Minimum Work Programme, the Company is required to (a) lay a minimum of 650 Inch-Kms of pipeline and (b) achieve 10,496 no. of domestic PNG connections.</p>



		Accordingly, in order to meet its Capex and Opex requirements, the Company needs funding.			
(xix)	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	None			
(xx)	Principal terms of assets charged as security, if applicable	A. OCRPS: Not Applicable B. OCD: Not Applicable			
(xxi)	The details of significant and material orders passed by the Regulations, Courts and Tribunals impacting the going concern status of the Company and its future operations	None			
(xxii)	The pre-issue and post-issue equity shareholding pattern of the Company is as follows:				
SI No.	Category	Pre-issue (on a fully diluted basis)		Post-issue (on a fully diluted basis)	
		No. of shares held	Percentage shareholding	No. of shares held	Percentage shareholding
A	Promoters' holding				
1	Indian				
	Individual	-	-	-	-
	Bodies Corporate	6,200	62	6,200	20.28
	Sub-total	6,200	62	6,200	20.28
2	Foreign promoters	-	-	-	-
	Sub-total (A)	6,200	62	6,200	20.28
B	Non-Promoters' holding				
1	Institutional Investors	-	-	-	-
2	Non-Institutional Investors				
	Private Corporate Bodies	3,800	38	24,376	79.72
	Directors / Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (including Non-resident Indians (NRIs))	-	-	-	-
	Sub-total (B)	3,800	38	24,376	79.72
	Grand Total	10,000	100	30,576	100



3. **MODE OF PAYMENT FOR SUBSCRIPTION** : NEFT/RTGS/Wire Transfer

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	None
(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 Company during the last three years immediately preceding the year of circulation of the private placement offer cum application letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action	None
(iii)	Remuneration of directors (during the current year and last three financial years)	None
(iv)	Related party transactions entered during the last three financial years immediately preceding the year of circulation of private placement offer cum application letter including with regard to loans made or, guarantees given or securities provided	None



(v)	Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of private placement offer cum application 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	None
(vi)	Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last three years immediately preceding the year of issue of private placement offer cum application offer in the case of company and all of its subsidiaries, and 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 private placement offer cum application 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

5. FINANCIAL POSITION OF THE COMPANY

(a) The capital structure of the Company is given in the table below:

S. No.	Particulars	Number of Securities	Description	Aggregate Nominal Value (INR)
(a)	Authorized Capital	150,000	Equity Shares of INR 10/- each	1,500,000
(b)	Issued Capital	10,000		100,000



(c)	Subscribed Capital	10,000		100,000	
(d)	Paid up Capital	10,000		100,000	
(e)	Size of the Present Offer	5,144	10% Non-Cumulative Optionally Convertible Redeemable Preference Shares of INR 10/- each	51,440	
		15,432	11% Optionally Convertible Unsecured Debentures of INR 24,490/- each	377,929,680	
(f)	Paid up Capital (after the offer)	10,000	Equity Shares of INR 10/- each	100,000	
		5,144	10% Non-Cumulative Optionally Convertible Redeemable Preference Shares of INR 10/- each	51,440	
(g)	Paid up capital (after conversion of convertible instruments, if applicable)	30,576	Equity Shares of INR 10/- each	3,05,760	
(h)	Paid up capital (where conversion option is not exercised)	10,000	Equity Shares of INR 10/- each	100,000	
(i)	Share Premium Account (before the offer)	Nil			
(j)	Share Premium Account (after the offer)	INR 125,925,120			
(k)	Details of the existing share capital of the Company				
	Date of allotment	Number of shares allotted	Face Value of shares allotted (INR per share)	Price (INR per share)	Form of consideration
a.	On Incorporation	10,000	10	10	Cash

(b) Profits of the Company before and after making provision for tax, for the three financial years immediately preceding the date of issue of private placement offer cum application letter¹

S. No.	Particulars	March 31, 2019 (INR)
a.	Profit/(Loss) before tax	-
b.	Tax including Deferred Tax	-
c.	Profit/(Loss) after tax	-

¹ The Company has been incorporated on July 12, 2018 and the first financial year of the Company has ended on March 31, 2019. Hence, details for only the first financial year has been provided.



(c) Dividends declared by the Company in respect of the said three financial years:

Nil

(d) Interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid):

Not Applicable, as the Company has not paid any interest during the said period

(e) A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of issue of private placement offer cum application letter:

Refer Annexure B¹

(f) Audited Cash Flow Statement for the three years immediately preceding the date of issue of private placement offer cum application letter:

Refer Annexure C¹

(g) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the Company:

There has been no such change in the accounting policies.

6. DECLARATION BY THE DIRECTORS:

- (a) The Company has complied with the provisions of the Act and the rules made thereunder;
- (b) The compliance with the Act and the rules does not imply that payment of dividend 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 private placement offer cum application letter;



I am authorized by the Board of Directors of the Company vide Resolution Number 11 dated October 11, 2019 to sign this form and declare that all the requirements of the 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 and on behalf of Bagpat Green Energy Private Limited

Hardip Singh Rai
Director
DIN: 08121364



Date: October 19, 2019

Place: Noida

Attachments:

- | | | |
|---------------|---|---|
| a) Annexure A | - | Valuation Report |
| b) Annexure B | - | Summary of financial position of the Company for the financial year ended on March 31, 2019 |
| c) Annexure C | - | Audited Cash Flow Statement of the Company for the financial year ended on March 31, 2019 |
| d) Annexure D | - | Copy of Board Resolution dated October 11, 2019 |
| e) Annexure E | - | Copy of Shareholders' Resolution dated October 17, 2019 |