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LETTER OF OFFER

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**FORM NO PAS-4
PRIVATE PLACEMENT OFFER LETTER**

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

1. GENERAL INFORMATION

a.	Name of the Company	Simplex Oil And Gas Consultancy Private Limited(the "Company")
b.	Address of the Company	<p><u>Registered Office:</u> Address – F-301, Ground Floor Lado Sarai New Delhi, South West Delhi- 110030, India</p> <p><u>Corporate Office:</u> Address – NIL.</p>
c.	Website and other contact details of the Company	<p><u>Registered Office:</u> Address – F-301, Ground Floor Lado Sarai New Delhi, South West Delhi- 110030, India Telephone – 011 40073324 Fax – NIL Website – NIL.</p> <p><u>Corporate Office:</u> Address – NIL. Telephone – NIL.</p>
d.	Date of incorporation of the company;	January 21, 2016
e.	Business carried on by the company and its subsidiaries with the details of branches or units, if any;	<p><u>Company:</u> The Company is engaged in the business of hydrocarbon Service Sector Activities by itself and through its subsidiary companies, as given below:</p> <p><u>Bytes Finsec Private Limited ("Bytes"):</u> The Company holds 99.99%of the shareholding in Bytes, which holds 77.15% shareholding in BMG Gulf.</p> <p><u>BMG Gulf Free Zone Company ("BMG Gulf"):</u> Bytes holds 77.15% of the shareholding in BMG Gulf which is incorporated in Hamariyah Free Zone, and is engaged in the business of hydrocarbon Service Sector Activities and proposes to acquire the eight onshore oil rigs from the proceeds of this offer.</p> <p><u>DS Pixel Free Zone Company ("DS Pixel"):</u> Bytes holds 95% shareholding in DS Pixel, which is incorporated in</p>



		Ajman Free Zone and is engaged in the business of hydrocarbon Service Sector Activities and holds 70% shareholding in AlNotaki.																			
		ALNotaki Oil& Gas Services LLC ("AlNotaki"): DS Pixel holds 70% shareholding in AlNotaki, which is incorporated in Oman and is engaged in the business of hydrocarbon Service Sector Activities by leasing its three onshore oil rigs in Oman.																			
f.	Brief particulars of the management of the company	<table><tr><th>Serial No.</th><th>Name and Age</th><th>Designation</th><th>Education al Qualification</th><th>Experi ence (in years)</th></tr><tr><td>1.</td><td>Shambhoo Nath, 80 years</td><td>Director</td><td>Higher Secondary</td><td>50 years</td></tr><tr><td>2.</td><td>Deepak Rathore, 46 years</td><td>Director</td><td>Graduate</td><td>20 years</td></tr></table>					Serial No.	Name and Age	Designation	Education al Qualification	Experi ence (in years)	1.	Shambhoo Nath, 80 years	Director	Higher Secondary	50 years	2.	Deepak Rathore, 46 years	Director	Graduate	20 years
Serial No.	Name and Age	Designation	Education al Qualification	Experi ence (in years)																	
1.	Shambhoo Nath, 80 years	Director	Higher Secondary	50 years																	
2.	Deepak Rathore, 46 years	Director	Graduate	20 years																	
g.	Names, addresses, director identification number and occupations of the directors																				
	Sr. No.	Name	Address	DIN	Occupation																
	1.	Shambhoo Nath,	JB Rice Industries, Hardoi Road, Sitapur, UP	02055473	Business																
	2.	Deepak Rathore	H-38A, Rama Park Road, Mohan Garden, Uttam Nagar, Delhi-59	08540882	Service																
	3.	Arjun Sahu	Village Andholi, Benipur Taluk, Dharbanga District, Bihar	07562230	Service																
h.	Management's perception of risk factors		NIL																		
i.	Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of:																				
	Statutory dues		NIL																		
	Debentures and interest thereon		NIL																		
	Deposits and interest thereon		NIL																		
	Loan from any bank or financial institution and interest thereon		NIL																		
j.	Names, designation, address and phone number, email ID of the nodal/ compliance officer of the company, if any, for the private placement offer process;			Name: Mr. Sanjay Kamati Designation: Authorized Person. Address: F-301, Lado Sarai, New Delhi- 110030. Phone no.-011- 40073324. E-mail ID-																	



		mail@simplexoilandgas.com
h.	Any default in annual filing of the Company under Companies Act, 2013 or rules made thereunder	NIL

2. PARTICULARS OF THE OFFER

a.	Financial position of the Company for the last 3 (three) financial years	As per Point 5 – III below
b.	Date of passing of board resolution	August 19, 2019
c.	Date of passing of resolution in the general meeting, authorizing the offer of securities	August 29, 2019
d.	Kinds of securities offered (i.e. whether share or debenture) and class of security.	Fully paid, fully redeemable, non-convertible, freely transferable secured, unlisted and unrated debentures.
e.	Price at which the security is being offered including the premium, if any, along with justification of the price.	Each of the debentures shall have a face value of INR 10,00,000/- (Rupees Ten Lacs only).
f.	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.	Fast Track Finsec Private Limited, B-502, Statesman House, 148, Barakhambha Road, New Delhi-110 001.
g.	Relevant date with reference to which the price has been arrived at. <i>[Relevant date means the date at least prior to the date on which the general meeting of the Company is scheduled to be held.]</i>	March 31, 2019
h.	The class or classes of persons to whom the allotment is proposed to be made.	SC Credit Fund and/ its affiliates or nominees.
i.	Intention of promoters, directors or key managerial personnel to subscribe to the	Not Applicable



	offer (applicable in case they intend to subscribe to the offer). <i>[Not required in case of issue of non-convertible debentures]</i>	
j.	The proposed time within which the allotment shall be completed.	30 (thirty) days from the date of receipt of subscription amount
k.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them. <i>[Not required in case of issue of non-convertible debentures]</i>	Not Applicable
l.	The change in control, if any, in the company that would occur consequent to the private placement.	Not Applicable.
m.	The number of persons to whom allotment on private placement has already been made during the year, in terms of number of securities as well as price.	380 debentures of INR 10,00,000/- each was issued to SC Credit Fund.
n.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable.
o.	Amount which the company intends to raise by way of securities.	INR 2,00,00,000 (Indian Rupees Two Crores only)
p.	Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment.	<ol style="list-style-type: none"> 1. Terms: Non-convertible debentures shall be issued as per the terms as maybe agreed in the debenture trust deed 2. Duration: Untill September 26, 2022 as per the debenture trust deed dated September 24, 2019. 3. Coupon Rate: shall mean (i) the rate equal to 15% (Fifteen percentage) per annum compounded on a monthly basis for a period of 3 (Three) months from the deemed date of allotment; and (ii) the rate equal to 18% (Eighteen percent) per annum compounded on a monthly basis from the 4th (Fourth) month following the deemed date of allotment 4. Redemption Premium: shall mean the amount the payable on the principal amount of each Debenture being redeemed, such that the IRR earned on the principal amount of each such Debenture being redeemed (after accounting the Coupon already paid by the Issuer on such Debenture), is equal to 21%p.a. 5. Redemption Schedule: The debentures shall be redeemed in the following manner:



	Date	Interest rate	Coupon	Redempti on Premium	Principal redempti on	Total cash flows
1	31-Jan-20	15%	2,63,014	-	-	2,63,014
2	29-Feb-20	15%	2,38,356	-	-	2,38,356
3	31-Mar-20	15%	2,54,795	-	-	2,54,795
4	30-Apr-20	18%	2,95,890	7,606	6,66,666	9,70,162
5	31-May-20	18%	2,95,562	8,419	6,66,666	9,70,647
6	30-Jun-20	18%	2,76,164	9,216	6,66,666	9,52,047
7	31-Jul-20	18%	2,75,178	10,056	6,66,666	9,51,900
8	31-Aug-20	18%	2,64,986	10,909	6,66,666	9,42,562
9	30-Sep-20	18%	2,46,575	11,746	6,66,666	9,24,987
10	31-Oct-20	18%	2,44,603	12,627	6,66,666	9,23,895
11	30-Nov-20	18%	2,26,849	13,490	6,66,666	9,07,005
12	31-Dec-20	18%	2,24,219	14,399	6,66,666	9,05,285
13	31-Jan-21	18%	2,14,027	15,324	6,66,666	8,96,017
14	28-Feb-21	18%	1,84,110	16,164	6,66,667	8,66,941
15	31-Mar-21	18%	1,93,644	17,117	6,66,667	8,77,428
16	30-Apr-21	18%	1,77,534	18,052	6,66,667	8,62,253
17	31-May-21	18%	1,73,260	19,035	6,66,667	8,58,963
18	30-Jun-21	18%	1,57,808	20,000	6,66,667	8,44,475
19	31-Jul-21	18%	1,52,877	21,016	6,66,667	8,40,560
20	31-Aug-21	18%	1,42,685	22,048	6,66,667	8,31,400
21	30-Sep-21	18%	1,28,219	23,060	6,66,667	8,17,947
22	31-Oct-21	18%	1,22,301	24,126	6,66,667	8,13,094
23	30-Nov-21	18%	1,08,493	25,171	6,66,667	8,00,331
24	31-Dec-21	18%	1,01,918	26,271	6,66,667	7,94,856



		25	31-Jan-22	18%	91,726	27,389	6,66,667	7,85,782
		26	28-Feb-22	18%	73,644	28,407	6,66,667	7,68,718
		27	31-Mar-22	18%	71,343	29,560	6,66,667	7,67,570
		28	30-Apr-22	18%	59,178	30,691	6,66,667	7,56,536
		29	31-May-22	18%	50,959	31,881	6,66,667	7,49,507
		30	30-Jun-22	18%	39,452	33,049	6,66,667	7,39,168
		31	31-Jul-22	18%	30,575	34,277	6,66,667	7,31,520
		32	31-Aug-22	18%	20,384	35,526	6,66,667	7,22,577
		33	26-Sep-22	18%	8,548	36,578	6,66,667	7,11,793
q.	Proposed time schedule for which the private placement offer cum application letter is valid.	30 (thirty) days from date of issue of offer letter						
r.	Purposes and objects of the offer.	The funds raised by the issue of debentures shall be utilized for general corporate purposes.						
s.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects.	Nil						
t.	Principle terms of assets charged as security, if applicable.	<p>Company is required to and proposes to constitute, issue and secure the debentures together with the coupon, commitment charges, remuneration of debenture trustee and all other monies stipulated and payable in respect of the same, by way of the following security (the "Security"):</p> <p>(a) <u>Security with respect to the Company:</u></p> <p>(i) First and exclusive charge over entire shareholding of the Company, on a fully diluted basis in the manner as set out in the pledge agreement by the Company.</p> <p>(ii) First and exclusive charge over all the movable assets of the Company (present and future) in the manner as set out in deed of hypothecation of the Company.</p> <p>(iii) First and exclusive charge over all the immovable assets of the Company (present and future).</p> <p>(iv) First and exclusive charge over all the bank accounts of the Company (present and future) including the debt service</p>						



v.

The pre-issue and post issue shareholding pattern of the Company:
Equity Shares:

Serial No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of shares held	No. of shares held	% of shares held
A.	Promoters' holding:				
1.	Indian	-	-	-	-
2.	Individual	50,000	100%	50,000	100%
3.	Bodies Corporate	-	-	-	-
	Sub Total	50,000	100%	50,000	100%
4.	Foreign Promoters	-	-	-	-
	Sub Total (A)	50,000	100%	50,000	100%
B.	Non-Promoters' holding:				
1.	Institutional Investors	-	-	-	-
2.	Non-Institution:	-	-	-	-
3.	Private Corporate Bodies	-	-	-	-
4.	Directors and Relatives	-	-	-	-
5.	Indian Public	-	-	-	-
6.	Others [including Non-resident Indians]	-	-	-	-
	Sub Total(B)	-	-	-	-
C.	Grand Total	50,000	100%	50,000	100%



w. The pre-issue and post issue shareholding pattern of the Company:

Preference Shares:

Serial No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of shares held	No. of shares held	% of shares held
A.	Promoters' holding:				
1.	Indian				
2.	Individual				
3.	Bodies Corporate				
	Sub Total				
4.	Foreign Promoters				
	Sub Total (A)				
B.	Non-Promoters' holding:				
1.	Institutional Investors				
2.	Non-Institution:				
3.	Private Corporate Bodies				
4.	Directors and Relatives				
5.	Indian Public				
6.	Others [including Non-resident Indians]				
	Sub Total(B)				
C.	Grand Total	NIL	NIL	NIL	NIL



x. The pre-issue and post issue shareholding pattern of Bytes:

Equity Shares:

Serial No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of shares held	No. of shares held	% of shares held
A.	Promoters' holding:				
1.	Indian				
2.	Individual				
3.	Bodies Corporate				
	Sub Total				
4.	Foreign Promoters				
	Sub Total (A)				
B.	Non-Promoters' holding:				
1.	Institutional Investors				
2.	Non-Institution:				
3.	Private Corporate Bodies	99,99,250	99.999925%	99,99,250	99.999925%
4.	Directors and Relatives				
5.	Indian Public				
6.	Others [including Non-resident Indians]	750	0.000075%	750	0.000075%
	Sub Total(B)	1,00,00,000	100%	1,00,00,000	100%
C.	Grand Total	1,00,00,000	100%	1,00,00,000	100%



y.

The pre-issue and post issue shareholding pattern of Bytes:

Preference Shares:

Serial No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of shares held	No. of shares held	% of shares held
A.	Promoters' holding:	-	-	-	-
1.	Indian	-	-	-	-
2.	Individual	-	-	-	-
3.	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
4.	Foreign Promoters	-	-	-	-
	Sub Total (A)	-	-	-	-
B.	Non-Promoters' holding:	-	-	-	-
1.	Institutional Investors	-	-	-	-
2.	Non-Institution:	-	-	-	-
3.	Private Corporate Bodies	2,50,000	100%	2,50,000	100%
4.	Directors and Relatives	-	-	-	-
5.	Indian Public	-	-	-	-
6.	Others [including Non-resident Indians]	-	-	-	-
	Sub Total(B)	2,50,000	100	2,50,000	100%
C.	Grand Total	2,50,000	100%	2,50,000	100%



aa. The pre-issue and post issue shareholding pattern of BMG Gulf:

Preference Shares:

Serial No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of shares held	No. of shares held	% of shares held
A.	Promoters' holding:	-	-	-	-
1.	Indian	-	-	-	-
2.	Individual	-	-	-	-
3.	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
4.	Foreign Promoters	-	-	-	-
	Sub Total (A)	-	-	-	-
B.	Non-Promoters' holding:	-	-	-	-
1.	Institutional Investors	-	-	-	-
2.	Non-Institution:	-	-	-	-
3.	Private Corporate Bodies	-	-	-	-
4.	Directors and Relatives	-	-	-	-
5.	Indian Public	-	-	-	-
6.	Others [including Non-resident Indians]	-	-	-	-
	Sub Total(B)	-	-	-	-
C.	Grand Total	NIL	NIL	NIL	NIL



bb. The pre-issue and post issue shareholding pattern of DS Pixel:

Equity Shares:

Serial No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of shares held	No. of shares held	% of shares held
A.	Promoters' holding:	-	-	-	-
1.	Indian	-	-	-	-
2.	Individual	-	-	-	-
3.	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
4.	Foreign Promoters	05	05%	05	05%
	Sub Total (A)	05	05%	05	05%
B.	Non-Promoters' holding:	-	-	-	-
1.	Institutional Investors	-	-	-	-
2.	Non-Institution:	-	-	-	-
3.	Private Corporate Bodies	95	95%	95	95%
4.	Directors and Relatives	-	-	-	-
5.	Indian Public	-	-	-	-
6.	Others [including Non-resident Indians]	-	-	-	-
	Sub Total(B)	95	95%	95	95%
C.	Grand Total	100	100%	100	100%



cc. The pre-issue and post issue shareholding pattern of DS Pixel:

Preference Shares:

Serial No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of shares held	No. of shares held	% of shares held
A.	Promoters' holding:	-	-	-	-
1.	Indian	-	-	-	-
2.	Individual	-	-	-	-
3.	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
4.	Foreign Promoters	-	-	-	-
	Sub Total (A)	-	-	-	-
B.	Non-Promoters' holding:	-	-	-	-
1.	Institutional Investors	-	-	-	-
2.	Non-Institution:	-	-	-	-
3.	Private Corporate Bodies	-	-	-	-
4.	Directors and Relatives	-	-	-	-
5.	Indian Public	-	-	-	-
6.	Others [including Non-resident Indians]	-	-	-	-
	Sub Total(B)	-	-	-	-
C.	Grand Total	NIL	NIL	NIL	NIL



dd. The pre-issue and post issue shareholding pattern of AlNotaki:

Equity Shares:

Serial No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of shares held	No. of shares held	% of shares held
A.	Promoters' holding:	-	-	-	-
1.	Indian	-	-	-	-
2.	Individual	-	-	-	-
3.	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
4.	Foreign Promoters	45,000	30%	45,000	30%
	Sub Total (A)	45,000	30%	45,000	30%
B.	Non-Promoters' holding:	-	-	-	-
1.	Institutional Investors	-	-	-	-
2.	Non-Institution:	-	-	-	-
3.	Private Corporate Bodies	1,05,000	70%	1,05,000	70%
4.	Directors and Relatives	-	-	-	-
5.	Indian Public	-	-	-	-
6.	Others [including Non-resident Indians]	-	-	-	-
	Sub Total(B)	1,05,000	70%	1,05,000	70%
C.	Grand Total	1,50,000	100%	1,50,000	100%



cc. The pre-issue and post issue shareholding pattern of AlNotaki:

Preference Shares:

Serial No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of shares held	No. of shares held	% of shares held
A.	Promoters' holding:	-	-	-	-
1.	Indian	-	-	-	-
2.	Individual	-	-	-	-
3.	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
4.	Foreign Promoters	-	-	-	-
	Sub Total (A)	-	-	-	-
B.	Non-Promoters' holding:	-	-	-	-
1.	Institutional Investors	-	-	-	-
2.	Non-Institution:	-	-	-	-
3.	Private Corporate Bodies	-	-	-	-
4.	Directors and Relatives	-	-	-	-
5.	Indian Public	-	-	-	-
6.	Others [including Non-resident Indians]	-	-	-	-
	Sub Total(B)	-	-	-	-
C.	Grand Total	NIL	NIL	NIL	NIL

3. MODE OF PAYMENT FOR SUBSCRIPTION:

- Cheque
- Demand Draft
- Other Banking Channels

Beneficiary Name: Simplex Oil and Gas Consultancy Private Limited; **Beneficiary Bank Name:** Axis Bank Limited; **Account Number:** 919020066721962; **IFSC Code:** UTIB0000049; **Bank Branch Name:** Nehru Place, New Delhi.

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	None
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[Handwritten signature]

	(before the offer)					
i.	Share Premium Account (after the offer)	NIL		NIL	NIL	
j.	Details of the existing share capital of the Company:					
	Date of allotment	Nature of Shares Allotted	Number of shares allotted	Face Value of shares allotted	Price	Form of consideration
	January 21, 2016	Equity	7,500	INR 10/- each	INR 75,000/-	Cash
	January 24, 2016	Equity	42,500	INR 10/- each	INR 4,25,000/-	Cash
	Total		50,000		INR 5,00,000/-	

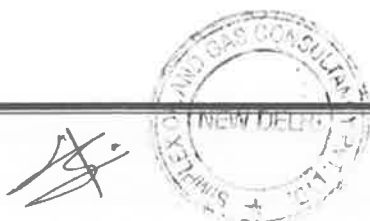
II. Others

S.No.	Particulars	Preceding Year 1 (2016-17)	Preceding Year 2 (2017-18)	Preceding Year 3 (2018-19)
a.	Profit before tax	29,567 (Loss)	2,25,049	3,02,056
b.	Profit after tax	-	1,67,099	46,567
c.	Dividends declared by the Company	Nil	Nil	Nil
d.	Interest Coverage Ratio	Not Applicable	Not Applicable	Not Applicable

III. Summary of financial position of the Company

BALANCE SHEET

S.No.	Particulars	Preceding Year 1 (2016-17)	Preceding Year 2 (2017-18)	Preceding Year 3. (2018-19)
I.	Equity and Liabilities			
1.	<i>Shareholder's funds</i>			
a.	Share Capital	5,00,000	5,00,000	5,00,000
b.	Reserves and Surplus	(-29,567)	1,37,532	1,84,099



PART – B

(To be filed by the applicant)

Sr. No.	Particulars	Details
(1)	Name	SC Credit Fund
(2)	Father's Name:	Not Applicable
(3)	Complete Address including Flat/House No, Street, Locality, Pin Code	503, Peninsula Towers, Peninsula Corporate Park, Ganpatrao, Kadam Marg, Lower Parel, Mumbai– 400013, India
(4)	Phone Number if any	022-61296600
(5)	Email ID, if any	swarrier@samenacapital.com
(6)	PAN number	AABTC9895L
(7)	Bank Account Details	Beneficiary Name : SC Credit Trust- SC Credit Fund Beneficiary Bank Name: Kotak Mahindra Bank Limited Account No. : 3512787414 IFSC: KKBK0000958 Bank Branch Name: 5-C/II Mittal Court, 224 Nariman Point City: Mumbai

Signature:

Initial of the officer of the company designated to keep the record: