

Serial No.003

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

[Pursuant to section 42 and rule 14(3) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

MEDLIFE INTERNATIONAL PRIVATE LIMITED
(A private limited company registered under the Companies Act, 2013)

Private placement offer cum application letter for issue of up to 1,10,000 collateralised, redeemable non-convertible debentures of the face value of INR 10,000 each ("NCDs"), aggregating to Rs. 110,00,00,000 (Rupees One Hundred and Ten Crores) on a private placement basis.

1. GENERAL INFORMATION

a. Name, address, website and other contact details of the company indicating both registered office and corporate office	MEDLIFE INTERNATIONAL PRIVATE LIMITED (the "Company") Registered office: Room No.101A Zubaida complex, Exhibition Road, Patna-800001 Corporate office: 6 th Floor, Vaswani Centropolis, Langford Road, Shanti Nagar, Bengaluru 560027 Karnataka Email Id: saurabh.agarwal@medlife.com Website: www.medlife.com Telephone: 080-25503559
b. Date of incorporation of the Company	11/11/2014
c. Business carried on by the company and its subsidiaries with the details of branches or units, if any	The Company is engaged in the business of dealers, distributors, importers, exporters, agents of all kinds of pharmaceutical and nutraceutical products, drugs including generic drugs, medicines of all types (including allopathic, homeopathic, ayurvedic etc.)



Medlife International Private Limited

Regd. Office: Room # 101A, Zubaida Complex, Exhibition Road, Patna, Bihar - 800 001
 Corp. Office: 5th Floor, Tower D, IBC Knowledge Park, 4/1, Bannerghatta Main Road, Bengaluru - 560 029
 CIN: U24230BR2014PTC023149 | ☎ 080 - 25503559 | ✉ contactus@medlife.com | 🌐 www.medlife.com

d.	Brief particulars of the management of the company	The Company is managed by its Board of Directors. The details of the Board of Directors are provided in paragraph (e) below
e.	Names, addresses, DIN and occupations of the directors	<p>1. Prashant Singh Director DIN: 00568680 703, 7th Floor, Krishna Kunj Gokuldharm, Goregaon East Mumbai 400063 Occupation: Employment</p> <p>2. Saurabh Vishnu Agarwal Director DIN: 00659161 Flat No.1203, Mulund Vikas Prabha Mhada Colony, Mulund East Mumbai Occupation: Employment</p> <p>3. Tushar Kumar Director DIN: 01728877 703, 6th Floor, Vrindavan Govind Nagar, Malad East Mumbai 400097 Occupation: Business</p>
		<p>4. Ananth Sankaranarayanan Director & CEO DIN: 07527676 No.23/4, 3rd Cross Street, Lavelle Road, Bengaluru - 560001 Occupation: Employment</p>
f.	Management's perception of risk factors	The following are the risks envisaged by the management of the Company relating to the Company, the NCDs and the market in general. Potential investors should carefully consider all the risk factors in this private placement offer cum application letter for evaluating the Company and its business and the NCDs before making any investment decision relating to the NCDs. The Company believes that the factors described below represent the principal risks inherent in investing in the NCDs, but does not represent that the statements below regarding the risks of holding the NCDs are exhaustive. The order of the risk factors is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another. Investors should also read the detailed



		<p>information set out elsewhere in this private placement offer cum application letter and reach their own views prior to making any investment decision.</p> <p>If any one of the following stated risks actually occurs, the Company's business, financial conditions and results of operations could suffer and, therefore, the Company's ability to meet its obligations in respect of the NCDs could be affected. More than one risk factor may have simultaneous effect with regard to the NCDs such that the effect of a particular risk factor may not be predictable.</p> <p>Please note that unless specified or quantified in the relevant risk factors, the Company is not in a position to quantify the financial or other implications of any risk mentioned herein below:</p> <p>a. Repayment of principal is subject to the credit risk of the Company. Potential investors should be aware that receipt of the principal amount along with any other amounts that may be due in respect of the NCDs is subject to the credit risk of the Company and the potential investors assume the risk that the Company may not be able to satisfy its obligations under the NCDs. In the event that corporate insolvency resolution process, bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Company, the payment of sums due on the NCDs may be substantially reduced or delayed.</p> <p>b. Rating Downgrade Risk The rating agency has assigned the credit ratings to the NCDs. In the event of deterioration in the financial health of the Company, there is a possibility that the rating agency may downgrade the rating of the NCDs. In such cases, potential investors may incur losses on re-valuation of their investment or make provisions towards sub-standard/ non-performing investment as per their usual norms.</p> <p>c. Tax Considerations and Legal Considerations Special tax considerations and legal consideration</p>
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		<p>may apply to certain types of potential investors. Potential investors are urged to consult with their own financial, legal, tax and other professional advisors to determine any financial, legal, tax and other implications of this investment.</p> <p>d. Company's indebtedness and covenants imposed by its financing arrangements may restrict its ability to conduct its business or operations Company's financing arrangements require it to maintain certain security cover for some of its borrowings. Should there be any breach of financial or other covenants of any financing arrangements and such breach continues beyond the stipulated cure period (if any), the Company may be subjected to various consequences as a result of such default including forced repayment of such borrowings.</p> <p>e. Accounting Considerations Special accounting considerations may apply to certain types of taxpayers. Potential investors are urged to consult with their own accounting advisors to determine implications of this investment.</p> <p>f. Security maybe insufficient to redeem the Debentures In the event that the Company is unable to meet its payment and other obligations towards potential investors under the terms of the NCDs, the Debenture Trustee may enforce the security. The potential investors' recovery in relation to the NCDs will be <i>inter alia</i> subject to (i) the market value of the security; and (ii) finding a willing buyer for the security at a price sufficient to repay the amounts due and payable to the potential investors' amounts outstanding under the NCDs.</p> <p>g. Material changes in regulations to which the Company are subject could impair the Company's ability to meet payments or other obligations. The Company is subject generally to changes in Indian law, as well as to changes in government regulations and policies and accounting principles. Any changes in the regulatory framework could adversely affect the profitability of the Company or its future financial performance, by requiring a</p>
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		restructuring of its activities, increasing costs or otherwise.
g.	Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of – i) statutory dues; ii) debentures and interest thereon; iii) deposits and interest thereon; and iv) loan from any bank or financial institution and interest thereon	The Company has not defaulted in payment of: i) statutory dues; ii) debentures and interest thereon; iii) deposits and interest thereon; and iv) loan from any bank or financial institution and interest thereon.
h.	Names, designation, address and phone number, email ID of the nodal/ compliance officer of the company, if any, for the private placement offer process	Saurabh Vishnu Agarwal Whole Time Director DIN: 00659161 Flat No.1203, Mulund Vikas Prabha Mhada Colony, Mulund East Mumbai Phone Number: 9594086817 Email id: saurabh.agarwal@medlife.com
i.	Any Default in Annual filing of the Company under the Companies Act, 2013 or the rules made thereunder	NIL

2. PARTICULARS OF THE OFFER

a	Financial position of the company for the last 3 years	Particulars	FY 2018-19 <i>(Amount in Rs.)</i>	FY 2017-18 <i>(Amount in Rs.)</i>	FY 2016-17 <i>(Amount in Rs.)</i>
		Net profit before tax	(4,08,31,79,549)	(1,64,17,19,820)	(51,43,14,115)
		Net profit after tax	(4,08,31,79,549)	(1,64,17,19,820)	(51,43,14,115)
		Revenue	3,64,98,14,330	1,37,61,74,840	21,30,53,075



		Expenses	7,73,29,93,880	3,01,78,94,661	72,73,67,189
b.	Date of passing of board resolution	November 19, 2019			
c.	Date of passing of resolution in the general meeting, authorizing the offer of securities	November 20, 2019			
d.	Kinds of securities offered (i.e. whether share or debenture) and class of security, the total number of shares or other securities to be issued	1,10,000 Collateralised Redeemable Non-Convertible Debentures of the face value of INR 10,000 each			
e.	Price at which the security is being offered including the premium, if any	The NCDs are being offered at par at face value of Rs.10,000/- (Rupees Ten Thousand only) each			
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	Not Applicable			
g.	Relevant date with reference to which the price has been arrived at	Not Applicable			
h.	The class of persons to whom the allotment is	Foreign Portfolio Investors			



	proposed to be made	
i.	Intention of promoters, directors or key managerial persons 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]	Not Applicable
j.	The proposed time within which the allotment shall be completed	Allotment of NCDs shall be completed within 60 (sixty) days or such other lesser time period as may be agreed in the Debenture Trust Deed from the date of debenture investment amount received by the Company
k.	The names of the proposed allottees and the percentage of post private placement capital that may be held by them [not required in case of issue of non-convertible debentures]	Not Applicable
l.	The change in control, if any, in the company that would occur consequent to the private placement	There will be no change in control pursuant to the private placement of NCDs
m.	The number of persons to whom allotment on preferential basis/private placement/ right issue has already been made during	<ol style="list-style-type: none"> 1. Number of persons to whom allotment on private placement basis during the year – 02 2. Number of securities – 2,960 equity shares, 5 warrants 3. Issue price – Rs.11,854/- (Rupees Eleven Thousand Eight Hundred and Fifty Four) per equity share – 2950 equity shares Rs.14,440/- (Rupees Fourteen Thousand Four Hundred and Forty Only) per equity share – 10 equity shares



	the year, in terms of number of securities as well as price	5 warrants at a subscription price of Rs.65,00,000/- (Rupees Sixty Five Lakhs Only)
n.	The justification for all 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/debentures	Amount not exceeding Rs.110,00,00,000/- (Rupees One Hundred and Ten Crores only)
p.	Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment	Duration: 48 months Rate of interest: 14% p.a. Repayment: Redemption will start from 1st quarter of 4th Years (13th Quarter onwards till 16th Quarter equally) Security: As provided in Annexure I Mode of payment: ECS / RTGS / NEFT / Cheque
q.	Proposed time schedule for which the private placement offer cum application letter is valid	12 months from the date of offer
r.	Purposes and objects of the offer	(1) Working capital requirement (2) capital expenditure and employee cost to support future growth plan, (3) marketing activities and technological development for scaling up the business of the Company and Medlife Wellness Retail Private Limited, (4) repayment of existing secured loan of the Company obtained from SBM India and (5) cost and expenses in relation to the issuance of the NCDs



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	As provided in Annexure I
u.	The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations	<p>Writ Petition: W. P. No. 28716 of 2018, The Tamil Nadu Chemists & Druggists Association v. The Union of India and others before the High Court of Judicature at Madras:</p> <p>The Tamil Nadu Chemists & Druggists Association has filed a writ petition before the Madras High Court seeking orders restraining e-pharmacy companies including the Company from carrying on e-pharmacy business on the ground inter-alia, that e-pharmacies are violating provisions of the Drugs and Cosmetics Act, 1940 and the Drugs and Cosmetics Rules, 1945. The Company has filed its response to the writ petition. By order dated 17.12.2018 the Madras High Court heard all the parties and the Single Judge of the Madras High Court passed a final order wherein e-pharmacies were directed to comply with the draft e-pharmacy regulations as soon as they are notified and further directed that in the meanwhile online traders are bound not to proceed with their online business in drugs and cosmetics. The said order of the Single Judge was appealed by e-pharmacies including the Company before the Division Bench of the Madras High Court wherein by order dated 2.01.2019, the Division Bench has stayed the Single Judge's order in relation to restraint on online pharmacy trade. There have been no further hearings before the Division Bench.</p> <p>In relation to a writ petition WP No. 11711/2018 pending with the Delhi High Court, pertaining to sale of medicines online, the Delhi High Court has vide interim order dated 12.12.2018 passed directions pertaining to injunction from online sale of medicines without license. The Company is not impacted with the aforesaid interim order as it holds valid licenses as prescribed under applicable laws.</p>



v.	The pre-issue and post-issue shareholding pattern of the company in prescribed format	Provided as Annexure-II
w.	Name and address of the Debenture Trustee	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai 400001

3. MODE OF PAYMENT FOR SUBSCRIPTION

a.	Cheque	In favour of Medlife International Private Limited	
b.	Demand Draft	In favour of Medlife International Private Limited	
c.	Other Banking Channels	Name of the account holder	MEDLIFE INTERNATIONAL PRIVATE LIMITED - CAPITAL ACCOUNT
		Account Number	20012019001699
		Bank	SBM (INDIA) BANK LIMITED
		IFSC	STCB0000065

4. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC

a.	Any financial or other material interest of the directors, promoters or key managerial personnel in the offer	Not Applicable
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<p>and the effect of such interest in so far as it is different from the interests of other persons</p>	
<p>b 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 private placement offer cum application</p>	<p>Not Applicable</p>



<p>letter and any direction issued by such Ministry or department or statutory authority upon conclusion of such litigation or legal action shall be disclosed</p>										
<p>c . Remuneration of directors (during the current year and last three financial years)**</p> <p>** in the previous years only one director was paid the remuneration as the others directors, since they are also the co-founders had not taken any remuneration.</p>	<table border="1"> <tr> <td data-bbox="448 1022 692 1385">2019-20</td> <td data-bbox="692 1022 1385 1385"> Rs. 1,19,96,584 Saurabh Vishnu Agarwal - Whole Time Director & CFO – Rs.58,72,237/- (Apr'19 to Oct'19) Ananth Sankaranarayanan Director and CEO – Rs.61,24,347/- (Please note: - Ananth joined in Aug'19, No amount is paid till date, amount mentioned is based on provisions) </td> </tr> <tr> <td data-bbox="448 1385 692 1437">2018-19</td> <td data-bbox="692 1385 1385 1437">Rs. 71,59,954/-</td> </tr> <tr> <td data-bbox="448 1437 692 1483">2017-18</td> <td data-bbox="692 1437 1385 1483">Rs. 69,07,928/-</td> </tr> <tr> <td data-bbox="448 1483 692 1537">2016-17</td> <td data-bbox="692 1483 1385 1537">Rs. 42,82,477/-</td> </tr> </table>		2019-20	Rs. 1,19,96,584 Saurabh Vishnu Agarwal - Whole Time Director & CFO – Rs.58,72,237/- (Apr'19 to Oct'19) Ananth Sankaranarayanan Director and CEO – Rs.61,24,347/- (Please note: - Ananth joined in Aug'19, No amount is paid till date, amount mentioned is based on provisions)	2018-19	Rs. 71,59,954/-	2017-18	Rs. 69,07,928/-	2016-17	Rs. 42,82,477/-
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2018-19	Rs. 71,59,954/-									
2017-18	Rs. 69,07,928/-									
2016-17	Rs. 42,82,477/-									



d	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	<p>For FY 2018-19</p> <table border="1"> <tr> <td>Name of the related party</td> <td>Prashant Packaging Industries</td> </tr> <tr> <td>Nature of relationship</td> <td>Purchasing of packing materials</td> </tr> <tr> <td>Duration of contract/arrangement</td> <td>April 2018 to March 2019</td> </tr> <tr> <td>Value of transaction</td> <td>Rs.3,17,93,978/-</td> </tr> </table> <table border="1"> <tr> <td>Name of the related party</td> <td>Prashant Packaging Industries</td> </tr> <tr> <td>Nature of relationship</td> <td>Purchasing of packing materials</td> </tr> <tr> <td>Duration of contract/arrangement</td> <td>April 2018 to March 2019</td> </tr> <tr> <td>Value of transaction</td> <td>Rs. 40,96,790/-</td> </tr> </table> <table border="1"> <tr> <td>Name of the related party</td> <td>Safe Life Enterprises Pvt Ltd</td> </tr> <tr> <td>Nature of relationship</td> <td>Purchase of medicines</td> </tr> <tr> <td>Duration of contract/arrangement</td> <td>April 2018 to March 2019</td> </tr> <tr> <td>Value of transaction</td> <td>Rs. 44,323,581/-</td> </tr> </table> <table border="1"> <tr> <td>Name of the related party</td> <td>Rajani Paper Products</td> </tr> <tr> <td>Nature of relationship</td> <td>Purchase of packing materials</td> </tr> <tr> <td>Duration of contract/arrangement</td> <td>April 2018 to March 2019</td> </tr> <tr> <td>Value of transaction</td> <td>Rs. 5,658,910/-</td> </tr> </table> <table border="1"> <tr> <td>Name of the related party</td> <td>Tulip Lab Pvt Ltd</td> </tr> <tr> <td>Nature of relationship</td> <td>1. Rental and Electricity charges 2. Purchase of Medicines 3. Rental Deposit 4. Professional Fees 5. Product development cost</td> </tr> <tr> <td>Duration of contract/arrangement</td> <td>Duration of rental agreement for Patna and Mumbai office-11 Months</td> </tr> </table>	Name of the related party	Prashant Packaging Industries	Nature of relationship	Purchasing of packing materials	Duration of contract/arrangement	April 2018 to March 2019	Value of transaction	Rs.3,17,93,978/-	Name of the related party	Prashant Packaging Industries	Nature of relationship	Purchasing of packing materials	Duration of contract/arrangement	April 2018 to March 2019	Value of transaction	Rs. 40,96,790/-	Name of the related party	Safe Life Enterprises Pvt Ltd	Nature of relationship	Purchase of medicines	Duration of contract/arrangement	April 2018 to March 2019	Value of transaction	Rs. 44,323,581/-	Name of the related party	Rajani Paper Products	Nature of relationship	Purchase of packing materials	Duration of contract/arrangement	April 2018 to March 2019	Value of transaction	Rs. 5,658,910/-	Name of the related party	Tulip Lab Pvt Ltd	Nature of relationship	1. Rental and Electricity charges 2. Purchase of Medicines 3. Rental Deposit 4. Professional Fees 5. Product development cost	Duration of contract/arrangement	Duration of rental agreement for Patna and Mumbai office-11 Months
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Value of transaction	<ol style="list-style-type: none"> 1. Rental and electricity charges Rs. 56,04,480/- 2. Purchase of Medicines Rs. 39,571,062/- 3. Rental Deposits- Rs.80,000/- 4. Professional fees-Rs.34,22,000/- 5. Product development costs- Rs. 2,01,78,000/-
Name of the related party	Saurabh Vishnu Agarwal Whole Time Director
Nature of relationship	Employment Agreement with the Company
Duration of contract/arrangement	April 2017 to March 2018
Value of transaction	Rs. 71,59,954
For FY 2017-18:	
Name of the related party	Prashant Packaging Industries
Nature of relationship	Purchasing of packing materials
Duration of contract/arrangement	April 2017 to March 2018
Value of transaction	Rs. 1,28,92,039
Name of the related party	Tulip Lab Pvt Ltd
Nature of relationship	<ol style="list-style-type: none"> 1. Rental and Electricity charges 2. Purchase of Medicines 3. Promotional Expenses 4. Rates and Taxes 5. Rental Deposit
Duration of contract/arrangement	April 2017 to March 2018
Value of transaction	<ol style="list-style-type: none"> 1. Rs. 38,427/- rent per annum for a space of 200 sq. ft. for Patna's office and Rs. 17,05,587/- rent per annum for a space of 5,500 sq. ft. for Mumbai's office. 2. Purchase of Medicines—Rs. 1,05,34,469/- 3. Promotional Expenses Rs.37,923/-



		4. Rates and Taxes-Rs. 15,500/-
	Name of the related party	Saurabh Vishnu Agarwal Whole Time Director
	Nature of relationship	Employment Agreement with the Company
	Duration of contract/arrangement	April 2017 to March 2018
	Value of transaction	Rs. 69,07,928
	For FY 2016-17:	
	Name of the related party	Tulip Lab Private limited
	Nature of relationship	Rent
	Duration of contract/arrangement	April 2015 to March 2016
	Value of transaction	Rs. 5,18,400 rent p.a for space of 550
	Name of the related party	Tulip Lab Private limited-patna
	Nature of relationship	Rent
	Duration of contract/arrangement	April 2016 to March 2017
	Value of transaction	Rs. 52,800/- rent p.a for a space of 20
	Name of the related party	Saurabh Vishnu Agarwal Whole Time Director
	Nature of relationship	Employment Agreement with the Company
	Duration of contract/arrangement	April 2016 to March 2017
	Value of transaction	Rs. 42,82,477
e	Summary of reservations or qualifications or adverse remarks of auditors in the last five financial	None



<p>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 remarks</p>	
<p>f. Details of any inquiry, inspections or investigations initiated</p>	<p>No</p>



<p>or conducted under the Companies Act, 2013 or any previous company law in the last three years immediately preceding the year of circulation of private placement offer cum application 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 private</p>	
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	placement offer cum application letter and if so, section-wise details thereof for the company and all of its subsidiaries	
g.	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	No

5. FINANCIAL POSITION OF THE COMPANY

a.	(a) the capital structure of the company in the following manner in a tabular form- (i) (a) the authorised, issued, subscribed and paid up capital (number of securities,	(i)(a)		
		<table border="1"> <tr> <td>Authorised Share Capital</td> <td>Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 25,00,000 (Twenty – Five Lakhs Only) equity shares of Rs.100/- (Rupees One Hundred Only) each</td> </tr> <tr> <td>Issued Share Capital</td> <td>Rs.19,40,73,100/- (Rupees Nineteen Crores Forty Lakhs Seventy Three Thousand and One Hundred Only) divided into 19,40,731 (Nineteen Lakhs Forty Thousand Seven Hundred and Thirty One Only) equity shares of Rs.100/- (Rupees Hundred Only) each</td> </tr> </table>	Authorised Share Capital	Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 25,00,000 (Twenty – Five Lakhs Only) equity shares of Rs.100/- (Rupees One Hundred Only) each
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description and aggregate nominal value)	Subscribed Share Capital	Rs.19,40,73,100/- (Rupees Nineteen Crores Forty Lakhs Seventy Three Thousand and One Hundred Only) divided into 19,40,731 (Nineteen Lakhs Forty Thousand Seven Hundred and Thirty One Only) equity shares of Rs.100/- (Rupees Hundred Only) each
	Paid Up Share Capital	Rs.19,40,73,100/- (Rupees Nineteen Crores Forty Lakhs Seventy Three Thousand and One Hundred Only) divided into 19,40,731 (Nineteen Lakhs Forty Thousand Seven Hundred and Thirty One Only) equity shares of Rs. 100/- (Rupees Hundred Only) each
(b) size of the present offer	(i)(b) Total Offer: 1,10,000 (One Lakh and Ten Thousand) 14% Collateralised Redeemable Non-Convertible Debentures (NCDs) having a face value of Rs. 10,000/- (Rupees Ten Thousand only) per debenture, amounting to Rs. 1,10,00,00,000/- (Rupees One Hundred and Ten Crores Only)	
(c) paid up capital (A) after the offer	(i)(c) (A) Paid up share capital after the offer: Rs. 19,40,73,100/- (Rupees Nineteen Crores Forty Lakhs Seventy Three Thousand and One Hundred Only) divided into 19,40,731 (Nineteen Lakhs Forty Thousand Seven Hundred and Thirty One Only) equity shares of Rs.100/- (Rupees Hundred Only) each	
(B) after conversion of convertible instruments (if applicable)	(i)(c)(B) Paid up share capital after conversion of convertible instruments: NA	
(d) share premium account (before and after the offer)	(i)(d) Since 1,10,000 (One Lakh and Ten Thousand) collateralised, redeemable non-convertible debentures are issued there shall be no share premium before and after the offer	
(ii) the details of the existing share capital of	(ii) Provided as Annexure-III	



<p>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 private placement offer cum application letter separately indicating the allotments made for considerations other than cash and the details of the consideration in each case</p>	
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b. Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of private placement offer cum application letter	Particulars	FY 2018- 19	FY 2017-18	FY 2016-17
	Net profit before tax	(4,08,31,79,549)	(1,64,17,19,820)	(51,43,14,115)
	Net profit after tax	(4,08,31,79,549)	(1,64,17,19,820)	(51,43,14,115)
c. Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid)	NIL			
d. Summary of financial position of the Company as in the three audited balance sheets immediately preceding the date of issue of private	Particulars	FY 2018-19 <i>(Amount in Rs.)</i>	FY 2017-18 <i>(Amount in Rs.)</i>	FY 2016-17 <i>(Amount in Rs.)</i>
	Net profit before tax	(4,08,31,79,549)	(1,64,17,19,820)	(51,43,14,115)
	Net Profit After tax	(4,08,31,79,549)	(1,64,17,19,820)	(51,43,14,115)
	Revenue	3,64,98,14,330	1,37,61,74,840	21,30,53,075
	Expenses	7,73,29,93,880	3,01,78,94,661	72,73,67,189



	placement offer cum application letter	
e.	Audited Cash Flow Statement for the three years immediately preceding the date of circulation of private placement offer cum application letter	Audited cash flow statements for the three years immediately preceding the date of circulation of private placement offer cum application letter is provided in Annexure IV.
f.	Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company	NIL

PART – B

(To be filed by the Applicant)

- (i) Name:
- (ii) Complete Address:
- (iii) Phone number, if any:
- (iv) email ID, if any:
- (v) PAN Number:
- (vi) Bank Account Details:



Signature

Initial of the Officer of the company designated to keep the record: _____


The directors of the Company hereby declare that:

- a. The company has complied with the provisions of the Companies Act, 2013 and the Rules made thereunder;
- b. The compliance with the Companies Act, 2013 and the rules does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government; and
- 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 5, dated November 19, 2019 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 all the required attachments have been completely, correctly and legibly attached to this form.

For and on behalf of Board of Directors of
Medlife International Private Limited


Gopalakrishnan Ramachandran
Company Secretary
FCS 9742



Date: December 12, 2019

Place: Bengaluru

Annexure-I
Details of the assets provided as security

The Company proposes to create security interest in favour of IDBI Trusteeship Services Limited, Debenture Trustee (acting on behalf of the Investor) for the said issue of NCDs. Security Interest is proposed to be created on *inter alia* the following:

- (i) First exclusive fixed charge on the following properties based in India:
 - Flat No. 3, Imperial Heights, Tower c, 9th Floor, Lokhandwala, Andheri West, Mumbai.
 - Flat No. 1402 and 1404, Mega Polis-Sunway, Plot No. 1/1, R1/2, at. Rajeev Gandhi Infotech Park, Hinjewadi Ind Area, Phase III, Pune.
 - 20th Flr, A wing, J P DECKS, Opp, Gokuldharm, A.K Vaidya Marg, Malad (E), Mumbai – 97.
 - A1-901/ 902/ 903 Flr, JP Conclave,Village Ghodbunder, Taluka and District Thane.
 - Flat No. 1102, Tower B, Oberoi Esquire, 11th Flr, Goregaon (E), Mumbai – 63.
 - Flat No. 1604. C wing Film Citi Road, Goregaon (E) Mumbai -63.
- (ii) First exclusive charge on all current assets of the Company and Medlife Wellness Retail Private Limited.
- (iii) First charge on the brand of the Company and Medlife Wellness Retail Private Limited.
- (iv) First exclusive charge on moveable Inventories of the Company and Medlife Wellness Retail Private Limited.
- (v) Personal Guarantee of Mr. Tushar Kumar and Mr. Prashant Singh for the subscribed amount.

For and on behalf of Board of Directors of
Medlife International Private Limited

R. Gopalakrishnan

Gopalakrishnan Ramachandran
 Company Secretary
 FCS 9742

Date: December 12, 2019

Place: Bengaluru



Annexure-II

The pre issue and post issue shareholding pattern of the company is as follows:

Sr. 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	10,70,000	55.14%	10,70,000	55.14%
	Bodies Corporate	NIL	NIL	NIL	NIL
	Sub Total	10,70,000	55.14%	10,70,000	55.14%
2.	Foreign Promoters	NIL	NIL	NIL	NIL
	Sub Total (A)	10,70,000	55.14%	10,70,000	55.14%
B.	Non-Promoters' holding:				
1.	Institutional Investors	NIL	NIL	NIL	NIL
2.	Non-Institution:	NIL	NIL	NIL	NIL
	Private Corporate Bodies	NIL	NIL	NIL	NIL
	Directors and Relatives	NIL	NIL	NIL	NIL
	Indian Public	8,70,731	44.86%	8,70,731	44.86%
	Others (Including NRIs)	NIL	NIL	NIL	NIL
	Sub Total (B)	8,70,731	44.86%	8,70,731	44.86%
	GRAND TOTAL	19,40,731	100%	19,40,731	100%



Annexure – III

Sl. No.	Name of the shareholder	Date of allotment	Number of shares	Face value per share	Share premium per share	Amount received	Form of consideration
1.	Tushar Kumar	Subscription Shares	10,000	Rs.100/-	-	Rs,10,00,000/-	Cash
2.	Prashant Singh	Subscription Shares	10,000	Rs.100/-	-	Rs,10,00,000/-	Cash
3.	Prashant Singh	16/12/2014	1,00,000	Rs.100/-	-	Rs.1,00,00,000/-	Cash
4.	Tushar Kumar	16/12/2014	1,00,000	Rs.100/-	-	Rs.1,00,00,000/-	Cash
5.	Prashant Singh	08/06/2015	75,000	Rs.100/-	-	Rs.75,00,000/-	Cash
6.	Tushar Kumar	08/06/2015	75,000	Rs.100/-	-	Rs.75,00,000/-	Cash
7.	Prashant Singh	31/07/2015	1,00,000	Rs.100/-	-	Rs.1,00,00,000/-	Cash
8.	Tushar Kumar	31/07/2015	1,00,000	Rs.100/-	-	Rs.1,00,00,000/-	Cash
9.	Prashant Singh	08/09/2015	50,000	Rs.100/-	-	Rs.50,00,000/-	Cash
10.	Tushar Kumar	08/09/2015	50,000	Rs.100/-	-	Rs.50,00,000/-	Cash
11.	Prashant Singh	11/09/2015	40,000	Rs.100/-	-	Rs.40,00,000/-	Cash
12.	Tushar Kumar	08/09/2015	40,000	Rs.100/-	-	Rs.40,00,000/-	Cash
13.	Prashant Singh	13/10/2015	75,000	Rs.100/-	-	Rs.75,00,000/-	Cash
14.	Tushar Kumar	13/10/2015	75,000	Rs.100/-	-	Rs.75,00,000/-	Cash
15.	Prashant Singh	08/12/2015	50,000	Rs.100/-	-	Rs.50,00,000/-	Cash
16.	Tushar Kumar	08/12/2015	50,000	Rs.100/-	-	Rs.50,00,000/-	Cash



17.	Prashant Singh	07/03/ 2016	35,00 0	Rs. 100/-	-	Rs.35,00,000 /-	Cash
18.	Tushar Kumar	07/03/ 2016	35,00 0	Rs. 100/-	-	Rs.35,00,000 /-	Cash
19.	Surbhi Singh, Trustee Prasad Uno Family Trust	25/08/ 2016	7,538	Rs.10 0/-	Rs.6532. 70/-	Rs. 4,99,97,292. 60/-	Cash
20.	Surbhi Singh, Trustee Prasad Uno Family Trust	28/09/ 2016	7,538	Rs. 100/-	Rs.6532. 70/-	Rs. 4,99,97,292. 60/-	Cash
21.	Surbhi Singh, Trustee Prasad Uno Family Trust	18/11/ 2016	75,38 4	Rs. 100/-	Rs.6532. 70/-	Rs.49,24,61. 056.80/-	Cash
22.	Surbhi Singh, Trustee Prasad Uno Family Trust	13/02/ 2017	21,10 7	Rs. 100/-	Rs.6532. 70/-	Rs.13.78,85, 698.90/	Cash
23.	Surbhi Singh, Trustee Prasad Uno Family Trust	13/06/ 2017	41,10 7	Rs. 100/-	Rs.7197. 92	Rs.29,99,95, 597.44	Cash
24.	Surbhi Singh, Trustee Prasad Uno Family Trust	28/08/ 2017	68,51 2	Rs. 100/-	Rs.7197. 92	Rs.50,00,15, 618.50/	Cash
25.	Surbhi Singh, Trustee Prasad Uno Family Trust	31/10/ 2017	61,66 1	Rs. 100/-	Rs.7197. 92	Rs.44,99,97, 045.12	Cash
26.	Surbhi Singh, Trustee Prasad Uno Family Trust	16/02/ 2018	1,30, 172	Rs. 100/-	Rs.7197. 92	Rs.94,99,95, 256/-	Cash
27.	Surbhi Singh, Trustee Prasad Uno Family Trust	11/05/ 2018	34,25 5	Rs. 100/-	Rs.7198	Rs.24,99,92, 990/-	Cash
28.	Surbhi Singh, Trustee Prasad	28/05/ 2018	13,70 2	Rs. 100/-	Rs.7198	Rs.9,99,97,1 96/-	Cash



	Uno Family Trust							
29.	Surbhi Singh, Trustee Uno Family Trust	18/06/2018	61,660	Rs. 100/-	Rs.7198	Rs.44,99,94,680/-	Cash	
30.	Surbhi Singh, Trustee Uno Family Trust	16/08/2018	36,304	Rs. 100/-	Rs.10,366.90	Rs.37,99,90,337.60/	Cash	
31.	Surbhi Singh, Trustee Uno Family Trust	14/09/2018	47,769	Rs. 100/-	Rs.10,366.90	Rs.49,99,93,346.10/	Cash	
32.	Surbhi Singh, Trustee Uno Family Trust	25/10/2018	47,769	Rs. 100/-	Rs.10,366.90	Rs.49,99,93,346.10/	Cash	
33.	Surbhi Singh, Trustee Uno Family Trust	03/12/2018	52,631	Rs. 100/-	Rs.14,340	Rs.75,99,91,640	Cash	
34.	Surbhi Singh, Trustee Uno Family Trust	04/01/2019	20,775	Rs. 100/-	Rs.14,340	Rs.29,99,91,000	Cash	
35.	Surbhi Singh, Trustee Uno Family Trust	12/02/2019	51,939	Rs. 100/-	Rs.14,340	Rs.74,99,99,160/-	Cash	
36.	Surbhi Singh, Trustee Uno Family Trust	11/03/2019	13,850	Rs. 100/-	Rs.14,340	Rs.19,99,94,000/-	Cash	
37.	Surbhi Singh, Trustee Uno Family Trust	20/03/2019	16,620	Rs. 100/-	Rs.14,340	Rs.23,99,92,800/-	Cash	
38.	Surbhi Singh, Trustee Uno Family Trust	27/03/2019	6,232	Rs. 100/-	Rs.14,340	Rs.9,00,47,840/-	Cash	



39.	Surbhi Singh, Trustee Prasad Uno Family Trust	08/04/ 2019	2,770	Rs. 100/-	Rs.14,34 0	Rs.3,99,98,8 00/-	Cash
40.	Surbhi Singh, Trustee Prasad Uno Family Trust	30/04/ 2019	41,55 1	Rs.10 0/-	Rs.14,34 0/-	Rs.59,99,96, 440/-	Cash
41.	Bennett Coleman and Company Limited	03/06/ 2019	10	Rs.10 0/-	Rs.14,34 0/-	Rs. 14,34,000/-	Cash
42.	Surbhi Singh, Trustee Prasad Uno Family Trust	19/06/ 2019	6,925	Rs.10 0/-	Rs.14,34 0/-	Rs.9,99,97,0 00/-	Cash
43.	Ananth Sankaranaraya nan, Trustee, Ananth Sankaranaraya nan Family Trust	26/09/ 2019	2,950	Rs.10 0/-	Rs.11,75 4/-	Rs.3,49,69,3 00/-	Cash



Annexure – IV

Standalone Cash Flow Statement for the year ended March 31, 2019

Particulars	(Amount in INR)	
	For the year ended	For the year ended
	March 31, 2019	March 31, 2018
Cash Flow From Operating Activities:		
Net Profit Before Tax	(4,03,60,50,729)	(1,64,17,19,821)
Adjustments for:		
Depreciation and amortization expense	26,72,67,798	10,95,67,243
Interest Income	(1,97,900)	(32,57,651)
Expense on employee stock option scheme	3,98,80,442	5,95,82,812
Interest on borrowings	29,74,595	30,73,317
Net Gain on Sale of Current Investments	(1,33,30,349)	(1,57,60,625)
Operating Profit Before Working Capital Changes	(3,73,94,56,143)	(1,48,85,14,725)
Increase/(Decrease) in Trade Payables	76,41,60,538	24,37,02,604
Increase/(Decrease) in Other Current Liabilities	3,52,48,733	1,51,39,266
Increase/(Decrease) in Long-Term Provisions	42,24,036	6,87,799
Increase/(Decrease) in Long-Term Provisions	72,42,605	36,43,739
Increase/(Decrease) in Other Long-term liabilities	68,37,059	(10,27,359)
Decrease/(Increase) in Inventories	(40,68,32,995)	(19,12,71,039)
Decrease/(Increase) in Trade Receivables	(2,86,19,201)	(2,21,39,417)
Decrease/(Increase) in Short-Term Loans and advances	(82,30,78,174)	(33,96,12,681)
Decrease/(Increase) in Other Current Assets	(52,59,550)	(47,79,426)
Decrease/(Increase) in Long-Term Loans and advances	(5,47,39,206)	(86,59,471)
Decrease/(Increase) in Other Non-Current Assets	(1,09,32,560)	8,12,549
Cash Generated from Operations	(4,25,12,04,859)	(1,79,20,18,161)
Income Tax Paid (net of refunds)	-	-
Net Cash Inflow From Operating Activities	(4,25,12,04,859)	(1,79,20,18,161)
Cash Flow from Investing Activities:		
Purchase of property, plant & equipments and intangible assets	(63,54,97,440)	(19,82,60,929)
Purchase/(Sale) of Investments	35,60,70,453	(17,61,57,149)
Investment in subsidiary	(1,96,000)	-
Profit on Sale of Current Investments (other than trade)	1,33,30,349	1,57,60,625
Interest Income	1,97,900	32,57,651
Net Cash Used in Investing Activities	(26,60,94,738)	(35,53,99,803)
Cash Flow From Financing Activities:		
Proceeds from Issue of Shares	4,51,99,20,576	2,19,99,79,568
Increase/ (Repayment) of Borrowings (net)	1,25,91,137	2,41,64,452
Interest Paid	(29,74,595)	(30,73,317)



Particulars	(Amount in INR)	
	For the year ended	For the year ended
	March 31, 2019	March 31, 2018
Net Cash Inflow from Financing Activities	4,52,95,37,118	2,22,10,70,702
Net Increase / (Decrease) in Cash and Cash Equivalents	1,22,37,521	7,36,52,739
Opening Balance of Cash and Cash Equivalents	8,15,39,315	78,86,576
Closing Balance of cash and cash equivalents	9,37,76,837	8,15,39,315

Cash Flow Statement for the year ended March 31, 2018

Particulars	(Amount in INR)	
	For the year ended	For the year ended
	March 31, 2018	March 31, 2017
Cash Flow From Operating Activities:		
Net Profit Before Tax	(1,64,17,19,820)	(51,43,14,115)
Adjustments for:		
Depreciation Expense	10,95,67,243	4,08,64,860
Interest Income	(32,57,651)	(4,82,873)
Interest Expense	30,73,317	60,95,873
Net Gain on Sale of Current Investments	(1,57,60,625)	(26,97,564)
Operating Profit Before Working Capital Changes	(1,54,80,97,536)	(47,05,33,818)
Increase/Decrease in Trade Payables	23,10,28,125	7,28,71,524
Increase/Decrease in Other Current Liabilities	1,14,65,756	(13,770)
Increase/Decrease in Long-Term Provisions	(10,08,323)	(1,27,52,400)
Increase/Decrease in Long-Term Provisions	1,86,26,981	34,35,435
Increase/Decrease in Inventories	(19,12,71,039)	(13,71,047)
Increase/Decrease in Trade Receivables	(2,21,39,417)	3,40,93,099
Increase/Decrease in Short-Term Loans and advances	(33,97,88,885)	(6,76,56,223)
Increase/Decrease in Other Current Assets	(44,25,834)	51,771
Increase/Decrease in Long-Term Loans and advances	(86,59,471)	(1,17,84,101)
Increase/Decrease in Other Non-Current Assets	8,12,549	31,83,044
Cash Generated from Operations	(1,85,34,57,094)	(45,04,76,485)
Income Tax Paid (net of refunds)	-	-
Net Cash Inflow From Operating Activities	(1,85,34,57,094)	(45,04,76,485)
Cash Flow from Investing Activities:		
Purchase of Fixed Assets	(19,82,60,929)	(10,78,13,617)
Sale/Purchase of Investments	(17,61,57,149)	(18,61,97,564)
Profit on Sale of Current Investments (other than trade)	1,57,60,625	26,97,564
Interest Income	32,57,651	4,82,873
Net Cash Used in Investing Activities	(35,53,99,803)	(29,08,30,744)
Cash Flow From Financing Activities:		
Proceeds from Issue of Shares	2,25,95,62,380	75,39,23,786
Increase/ (Repayment) of Borrowings (net)	2,60,20,573	(247,27,672)



Particulars	(Amount in INR)	
	For the year ended	For the year ended
	March 31, 2018	March 31, 2017
Interest Paid	(30,73,317)	(60,95,873)
Net Cash Inflow from Financing Activities	2,28,25,09,635	74,31,00,241
Net Increase / (Decrease) in Cash and Cash Equivalents	7,36,52,739	17,93,011
Opening Balance of Cash and Cash Equivalents	78,86,576	60,93,565
Closing Balance of Cash and Cash Equivalents	8,15,39,315	78,86,576

Cash flow Statement for the year ended 31st March 2017

Particulars	(Amount in Rupees)	
	31st March, 2017	31st March, 2016
Cash flows from operating Activities		
Profit before tax from continuing operations	(51,43,14,115)	(8,12,23,306)
Profit before tax from discontinuing operations	-	-
Profit before tax	(51,43,14,115)	(8,12,23,306)
Non-cash adjustment & adjustments for other activities:		
Depreciation/ amortization on continuing operation	4,08,64,860	2,36,66,195
Profit on sale of current investments (other than trade)	(26,97,564)	(1,11,740)
Interest income	(4,98,451)	(2,14,380)
Interest on Loans	60,95,873	3,10,650
Operating profit before working capital changes	(47,05,49,396)	(5,75,72,582)
Movements in working capital:		
Increase/ (Decrease) in trade payables	5,23,79,937	2,49,31,823
Increase/ (Decrease) in other current liabilities	36,087	(2,54,52,629)
Decrease / (Increase) in other non current assets	(86,01,057)	(61,70,850)
Decrease / (Increase) in other current assets	(1,77,64,534)	3,29,28,676
Decrease / (Increase) in Trade Receivable	3,40,93,098	(3,52,02,875)
Decrease / (Increase) in inventories	(13,71,047)	(3,80,522)
Decrease / (Increase) short term loans and advances	(2,93,98,188)	(80,73,052)
Increase / (Decrease) in long term provisions	34,35,435	31,16,189
Increase / (Decrease) in short-term provisions	(1,27,52,400)	1,44,40,549
Cash generated from / (used in) operations	(45,04,92,065)	(5,74,35,273)
Direct taxes paid (net of refunds)	-	(790)
Net cash flow from/ (used in) operating activities (A)	(45,04,92,065)	(5,74,36,063)
Cash flows from investing activities		
Sale / (Purchase) of fixed assets, including CWIP and capital advances	(10,78,13,616)	(4,46,60,209)
Sale/ (Purchase) of Mutual Funds	(18,61,97,564)	1,40,18,102



Particulars	(Amount in Rupees)	
	31st March, 2017	31st March, 2016
Profit on sale of current investments (other than trade)	26,97,564	1,11,740
Interest received	4,98,451	2,14,380
Net cash flow from/ (used in) investing activities (B)	(29,08,15,166)	(3,03,15,988)
Cash flows from financing activities		
Proceeds from issue of Shares	75,39,23,786	8,50,00,000
Increase/ (Repayment) of borrowings (net)	(47,27,672)	67,08,925
Interest paid	(60,95,873)	(3,10,649)
Net cash flow from/ (used in) in financing activities (C)	74,31,00,241	9,13,98,276
Net increase/(decrease) in cash and cash equivalents (A + B + C)	17,93,010	36,46,225
Cash and cash equivalents at the beginning of the period	60,93,565	24,47,340
Cash and cash equivalents at the end of the period	78,86,576	60,93,565
Components of cash and cash equivalents		
Cash on hand	16,33,052	3,46,477
Cheques/ drafts on hand	-	-
With banks- on current account	62,53,523	57,47,088
Total cash and cash equivalents (Note 13)	78,86,576	60,93,565

For and on behalf of Board of Directors of
Medlife International Private Limited



Gopalakrishnan Ramachandran
Company Secretary
FCS 9742

Date: December 12, 2019

Place: Bengaluru



Enclosures:

- (i) Copy of board resolution
- (ii) Copy of shareholders resolution
- (iii) NCD Acceptance Letter