

RVS FOUNDATIONS PRIVATE LIMITED*Creative Entrepreneur*V. Sankar
DirectorR. Rajagopal
Director

Form No. PAS - 4

Date :

PART - A

PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER*[Pursuant to Section 42 and Rule 14(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014]***THIS INFORMATION MEMORANDUM AS AN OFFER LETTER IN RESPECT OF NON-CONVERTIBLE DEBENTURES AGGREGATING TO RS. Rs. 80,00,00,000/- (Rupees Eighty Crores only) TO BE ISSUED BY RVS FOUNDATIONS PRIVATE LIMITED ("COMPANY").****1.1 GENERAL INFORMATION:**

- A. Name, address, website, if any and other contact details of the Company, indicating both registered office and the Corporate office:

Issuer / Company:	RVS Foundations Private Limited
Registered Office:	No. 85/2, Padmavathi Nagar, Madambakkam, Chennai, Tamil Nadu
Head Office	Same as Registered Office
Telephone No	044 - 2279 2150
Website	No website
Contact Person:	K. Santhanam
Email:	ksanthanam46@gmail.com

- B. Date of Incorporation of the Company: May 23, 2019

- C. Business carried on by the Company and its subsidiaries with the details of branches or units, if any;

Providing facility management services such as deep cleaning, housekeeping and janitorial services, landscaping, pest control, plumbing and fixture replacements and other related services

- D. Brief particulars of the management of the Company:
-
- The Company is managed by the 3 Directors listed in (E) hereunder.

- E. Name, addresses, Director Identification Number (DIN) and occupations of the directors:

Sr. No.	Name	DIN	Address	Occupation
1.	RAGAVAN RAJAGOPAL	08461454	09, Lakshmi Nivas, 1 st Main Road, 2 nd Cross Street, Venkatrama Nagar, Chitlapakkam, Kancheepuram, Tamil Nadu - 600 064	Business



2.	VAIDHIYANATHASWAMY SANKAR	08461455	2, Padmavati Nagar, Madappakkam Main Road, Kancheepuram, Tamil Nadu - 600 126	Business
3.	KUPPUSWAMY SANTHANAM	08595111	Sri Paduka, SSM School Complex, Mopeddu (Puthur) Road, Alappakkam, Perungalathur, Kancheepuram, Tamil Nadu - 600 063	Business

F. Management's perception of Risk Factors:

Nil. The Company has been incorporated recently and the management do not foresee risks currently.

G. Details of defaults, if any, including the amounts involved, duration of default, and present status, in repayment of:

- (i) Statutory Dues: Nil
(ii) Debentures and interest thereon: Nil
(iii) Deposits and interest thereon: Nil
(iv) Loans from banks or financial institutions and interest thereon: Nil

H. Name, designation, address and phone number, email ID of the nodal / compliance officer of the Company, if any, for the Issue:

Compliance/ Investor Relations Officer:	K. Santhanam
Designation/Department:	Director
Address:	Sri Paduka, SSM School Complex, Mopeddu (Puthur) Road, Alappakkam, Perungalathur, Kancheepuram, Tamil Nadu - 600 063
Tel. No.:	044 - 2279 2150
Email address(s):	ksanthanam46@gmail.com

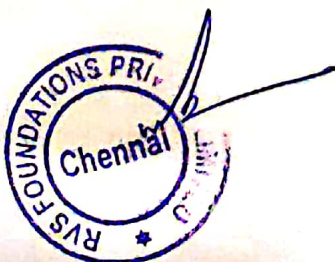
I. Any Default in Annual filing of the company under the Companies Act, 2013 or the rules made thereunder:

1.2 PARTICULARS OF THE OFFER:

Financial position of the Company for the last 3 financial years	The Company was incorporated in May 2019. Accordingly, there is no financial position of the Company available for the last 3 years.
Date of passing of Board Resolution	Board resolution passed under Section 179 (3) dated October 25, 2019
Date of passing of resolution in general meeting, authorizing the offer of securities	Shareholders resolution passed under Section 42 dated October 25, 2019



Kinds of securities offered (i.e. whether share or debentures) and class of security, the total number of shares or other securities to be issued	Non-Convertible Secured Debentures ("Debentures" / "NCD") of the face value of Rs. 10,00,000 each, for cash at par, aggregating Rs. 80,00,00,000/- (Rupees Eighty Crores only)
Price at which the security is being offered, including premium if any, along with justification of the price	Each NCD is having face value of Rs. 10,00,000 each, for cash at par
Name and address of the valuer who performed valuation of the security offered and the basis on which the price has been arrived at along with report of the registered valuer	<i>Not applicable in case of Debentures</i>
Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer)	N.A.
The proposed time within which the allotment shall be completed	3 Business Days (October 31, 2019 to November 5, 2019)
The names of the proposed allottees	UTI Structured Debt Opportunities Fund – I a category II alternative investment fund registered with SEBI under SEBI (AIF) Regulations, 2012, represented by its trustee UTI Trustee Company Private Limited having its CIN U65991MH2002GOI137868 and registered office at UTI TOWER, 'Gn' - Block, Bandra - Kurla Complex – East, Mumbai, Maharashtra – 400051 and managed by its investment manager UTI Capital Private Limited having LLPIN / CIN U65900MH2011PTC217430 and its registered office at UTI TOWER, 'Gn' - Block, Bandra - Kurla Complex – East, Mumbai, Maharashtra – 400051.
The change in control, if any, in the company that would occur consequent to the private placement	N.A.
The number of persons to whom allotment on preferential basis/private placement/ rights issue has already been made during the year, in terms of number of securities as well as price	N.A.
Amount, which the Company intends to raise by	Rs. 80,00,00,000 (Rupees Eighty Crores only)



way of proposed offer of securities						
Terms of raising of securities	Duration, if applicable:		42 Months			
	Rate of Interest		20% IRR			
	Mode of Payment		Ordinary banking channel			
	Mode of Repayment		Ordinary banking channel			
As per Annexure B						
Proposed time schedule for which the Issue is valid	3 Business Days					
Purpose and objects of the Issue	For providing unsecured loan to Srimathi Sundaravalli Educational Trust and other general corporate purposes					
Contribution being made by the Promoters or directors either as part of the offer or separately in furtherance of the object	Nil					
Principal terms of assets charged as security, if applicable	<ul style="list-style-type: none"> • First and exclusive charge on company's receivables • Exclusive first charge on certain fixed assets of Srimathi Sundaravalli Educational Trust • First and exclusive charge on receivables of Srimathi Sundaravalli Educational Trust • First and exclusive charge over the escrow accounts • Pledge of 100% shares of the Company • Personal guarantee issued by Mr. Santhanam Kuppaswamy and Mr. Ranganathan Soundarajan 					
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	None					
The pre-issue and post-issue shareholding pattern of the company	Sl. No.	Category	Pre-issue		Post-issue	
			No of shares held	% of Shareholding	No of shares held	% of Shareholding
	A	Promoters holding				
	1	Indian				
		Individual/HUF	11,000	100%	11,000	100%
	Bodies Corporate					



		Sub-total	11,000	100%	11,000	100%
	2	Foreign Promoters				
		Sub-total (A)	11,000	100%	11,000	100%
	B	Non-promoters holding				
	1	Institutional Investors				
	2	Non-Institutional Investors				
		Private Corporate Bodies				
		Directors and Relatives				
		Indian Public				
		Others [including Non-Resident Indians(NRIs)]				
		Sub-total (B)				
		GRAND TOTAL	11,000	100%	11,000	100%

1.3 MODE OF PAYMENT FOR SUBSCRIPTION:

- o Cheque
- o Demand Draft
- o Other Banking Channels : RTGS / NEFT

1.4 DISCLOSURE WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION, ETC:

Any financial or other material interest of the directors, promoters or key managerial personnel in the Issue and the effect of such interest in so far as it is different from the interests of other persons	NA
Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any Promoters of the Company during the last 3 (three) years immediately preceding the year of the issue of this Disclosure Document and any direction issued by such Ministry or Department	Since the Company is recently incorporated, there are no litigations or legal actions pending or taken by any Ministry or Department of the Government or a statutory authority against any Promoters of the Company during the last 3 (three) years



[Handwritten signature]

or statutory authority upon conclusion of such litigation or legal action shall be disclosed					
Remuneration of directors (during the current year and last 3 (three) financial years)	Name of Director	Current Year up to August 2019 (In Rs.)	2018-19 (In Rs.)	2017-18 (In Rs.)	2016-17 (In Rs.)
	NA	NA	NA	NA	NA
Related party transactions entered during the last 3 (three) financial years immediately preceding the year of issue of this Disclosure Document including with regard to loans made or, guarantees given or securities provided	None				
Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (five) financial years immediately preceding the year of issue of this Disclosure Document 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				
Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last 3 (three) years immediately preceding the year of issue of Disclosure Document in the case of the Company and all of its subsidiaries. Also if there were any were any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last 3 (three) years immediately preceding the year of this Disclosure Document and if so, section-wise details thereof for the Company and all of its subsidiaries	None				
Details of acts of material frauds committed against the Company in the last 3 (three) years, if any, and if so, the action taken by the company	None				



[Handwritten signature]

1.5 FINANCIAL POSITION OF THE COMPANY:

The capital structure of the Company in the following manner in a tabular form:

The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value)	Share Capital	Rs.
		Authorised
	Issued, Subscribed and Fully Paid-up	11,000 equity shares of Rs. 100 each aggregating to Rs. 11,00,000
Size of the Present Issue	Rs. 80,00,00,000 (Non-Convertible Debentures)	
Paid-up Capital: a. After the offer: b. After the conversion of Convertible Instruments (if applicable):	Not applicable in case of this Issue	
Share Premium Account: a. Before the offer: b. After the offer:	Not applicable in case of this Issue	
Details of the existing share capital of the Issuer:		



S No:	Date of Allotment	Number of Shares	Face Value of Shares	Price	Details of Consideration																
1.	16 th October 2019	5,000	100	5,00,000	Cash																
2.	25 th October 2019	6,000	100	6,00,000	Cash																
Details of allotments made by the Company in past 1 (one) year along with details of allotment made for consideration other than cash		Not Applicable																			
Profits of the Company, before and after making provision for tax, for the 3 (three) financial years immediately preceding the date of circulation of this Disclosure Document		<table border="1"> <thead> <tr> <th></th> <th>2018-19</th> <th>2017-18</th> <th>2016-17</th> </tr> </thead> <tbody> <tr> <td>Profit Before Tax (INR)</td> <td>NA</td> <td>NA</td> <td>NA</td> </tr> <tr> <td>Profit After Tax (INR)</td> <td>NA</td> <td>NA</td> <td>NA</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>					2018-19	2017-18	2016-17	Profit Before Tax (INR)	NA	NA	NA	Profit After Tax (INR)	NA	NA	NA				
	2018-19	2017-18	2016-17																		
Profit Before Tax (INR)	NA	NA	NA																		
Profit After Tax (INR)	NA	NA	NA																		
Dividends declared by the Company in respect of the said 3 (three) financial years; interest coverage ratio (Includes hedging expenses and forex loss) for last three years (cash profit after tax plus interest paid/interest paid)		Not Applicable																			
A summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of issue of this Disclosure		Not Applicable																			



Document	
Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of circulation of this Disclosure Document	Not Applicable
Any change in accounting policies during the last 3 (three) years and their effect on the profits and the reserves of the Company	Not Applicable



A handwritten signature in blue ink, consisting of several loops and a long horizontal stroke extending to the right.

PART - B

(To be filed by the Applicant)

- (i) Name: UTI Structured Debt Opportunities Fund – I
- (ii) Father's name: NA
- (iii) Address: UTI TOWER, 'Gn' - Block, Bandra - Kurla Complex – East, Mumbai, Maharashtra – 400051
- (iv) Phone number, if any: NA
- (v) Email ID, if any: NA
- (vi) PAN Number:
- (vii) Bank Account Details:

Signature

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

492
613
760
686
66
6

DECLARATION

The Company and each of the directors of the Company hereby confirm and declare that:

- a. the Company has complied with the provisions of the Act and the rules made thereunder, including the compliances in relation to making a private placement of the Debentures;
- b. the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of Debentures, if applicable, is guaranteed by the Central Government;
- c. the monies received under the Issue shall be used only for the purposes and objects indicated in this offer letter;

I am authorized by the Board of Directors of the Company *vide* resolution number 1 dated October 25, 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 Disclosure Document 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 Disclosure Document 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.

Signed for and on behalf of
RVS Foundations Private Limited




Name: K. Santhanam
Authorised Signatory

Date: October 31, 2019
Place: Chennai

Attachments:

- o Copy of Board resolution
- o Copy of shareholders resolution
- o Optional attachments, if any

Annexure B

Brief Terms of the Proposed Transaction	
Security Name	Non-Convertible Secured Debentures ("Debentures/ NCD")
Issuer	RVS Foundations Private Limited
Type of Instrument	Non-Convertible Secured Debentures face value of Rs. 10,00,000 each
Nature of Instrument	NCDs to be secured by fixed and current assets of the Company and such other securities as may be agreed between the Board and the potential holders of the NCDs
Mode of Issue	Private Placement
Rating of the Instrument	Unrated
Listing	Unlisted
Trustee to the Issue	Vistra ITCL (India) Limited (VITCL)
Registrars of the Issue	Sharex Dynamic (India) Private Limited
Issue Size	Rs. 80,00,00,000/- (Rupees Eighty Crores only)
Object of the Issue	For the purpose of lending the proceeds to Srimathi Sundaravalli Memorial Educational Trust
Tenure	42 Months or March 31, 2023 (whichever is earlier)
Coupon type	Variable coupon. IRR based funding.
Coupon rate	Adjusted to derive IRR of 20% over the tenure of the loan
Default Interest Rate	As per Debenture Trust Deed
Issue Price	Face Value of Rs. 10,00,000 (At Par)
Issuance mode	Dematerialized form
Depository	NSDL
Lock-in-Period	1 Year
Event of Default	As specified the Debenture Trust Deed

