

FORM PAS-4
[Pursuant to Section 42 of the Companies Act, 2013 and Rule 14(3) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

Part – A

PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER

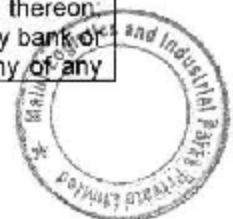
The Private Placement Offer cum Application Letter shall contain the following:

1. GENERAL INFORMATION:

(i)	Name:	Malur Logistics & Industrial Parks Private Limited
	Registered office Address:	4 th Floor, A Wing, Avashya House, CST Road, Kalina, Santacruz (East), Mumbai -400098
	Website:	N.A.
	Other contact details	Same as Registered Office
(ii)	Date of incorporation of the company	June 21, 2018
(iii)	Business carried on by the company and its subsidiaries with the details of branches or units, if any;	Malur Logistics & Industrial Parks Private Limited was incorporated on June 21, 2018 and is engaged in the business of storage, warehousing, warehouse management services, transportation and handling of all kinds of cargo and providing other services related thereto. The Company does not have any subsidiary The Company does not have any Branches or units
(iv)	Brief particulars of the Management of the Company/ Names, addresses, Director Identification Number (DIN) and occupations of the directors as follows:	

Name	Shashi Kiran Shetty	Arathi Shetty
DIN	00012754	00088374
Address	7/S-2, Samshiba Apartments, Nargis Dutt Road, Pali Hill, Bandra (West), Mumbai- 400050	7/S-2, Samshiba Apartments, Nargis Dutt Road, Pali Hill, Bandra (West), Mumbai- 400050
Occupation	Service	Service

(v)	Management's perception of risk factors;	The Company has established systems in place which helps to identify, evaluate, monitor, control, manage, minimize and mitigate identifiable business risks. The Directors of the Company generally monitor and manage the risks of the Company.
(vi)	Details of default, if any, including therein the amount involved, duration of default and present status, in	There have been no defaults on payment/ repayment of statutory dues; debentures and interest thereon; deposits and interest thereon; or loan from any bank or financial institution and interest thereon, if any of any



	repayment of – (a) statutory dues; (b) debentures and interest thereon; (c) deposits and interest thereon; (d) loan from any bank or financial institution and interest thereon;	type or interest, if any payable thereon.
(vii)	Name, designation, address and phone number, email ID of the nodal/ compliance officer of the company, if any, for the private placement offer process;	Not Applicable
(viii)	Any Default in Annual filing of the Company under the Companies Act, 2013 or the rules made thereunder.	No

2. PARTICULARS OF OFFER:

(i)	Financial position of the Company for the last 3 financial years (Since Incorporation)	The Financial Statements of the Company is annexed as Annexure A to this application
(ii)	Date of passing of Board resolution	January 23, 2020
(iii)	Date of passing of resolution in the general meeting, authorising the offer of securities	The members of the Company have passed a Special Resolution at the Extra-Ordinary General Meeting held on January 31, 2020
(iv)	Kind of securities offered (i.e. whether share or debenture) and class of security; the total number of shares or other securities to be issued;	Optionally Convertible Debentures (OCDs) Coupon Rate: 0.0001%, 30,64,19,556 (Thirty Crores Sixty Four Lakhs Nineteen Thousand Five Hundred and Fifty Six)
(v)	Price at which the security is being offered including the premium, if any, alongwith justification of the price;	Rs. 10 per OCD, The price has been taken from the valuation report issued by the Registered Valuer viz.TPG & Co., Chartered Accountants
(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;	Valuation report dated January 23, 2020 issued by the Registered Valuer viz.TPG & Co., Chartered Accountants, A-303, Prafulla Paradise, Behind Gagangiri Enclave, Khadakpada, Kalyan West, Mumbai-421301
(vii)	Relevant date with reference to which the price has been arrived at; [Relevant Date means a date at least thirty days prior to the date on which the general meeting of the company is scheduled to be held]	December 31, 2019
(viii)	The class or classes of persons to whom the allotment is proposed to be made;	Allcargo Logistics Limited, Indian public Limited Company

(ix)	Intention of promoters, directors or key managerial personnel 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];	Issue is being offered to Promoter entity, i.e. Allcargo Logistics Limited
(x)	The proposed time within which the allotment shall be completed	Within 15 days from passing of the Board's Approval for Allotment
(xi)	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];	Allcargo Logistics Limited % Holding Post Preferential Offer is 100%^ ^ % Holding Post Preferential Offer is taken into consideration assuming Optionally Convertible Debentures will be convertible into Equity Shares of the Company
(xii)	The change in control, if any, in the company that would occur consequent to the private placement;	No
(xiii)	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;	Yes. During FY2019-20, the Company has issued 1,99,998 equity shares at Rs.10 per equity shares to Allcargo Logistics Limited under Right issue basis.
(xiv)	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;	Valuation report dated January 23, 2020 covering the justification and methodology, issued by the Registered Valuer viz.TPG & Co., Chartered Accountants
(xv)	Amount which the company intends to raise by way of proposed offer of securities;	Rs.3,06,41,95,560/- (Rupees Three Hundred and Six Crores Forty One Lakhs Ninety Five Thousand Five Hundred and Sixty)
(xvi)	Terms of raising of securities: Duration, if applicable Rate of interest, Mode of payment and repayment;	Optionally Convertible Debentures for Class B 20 years 0.0001%, It is proposed to issue 0.0001%, 30,64,19,556 (Thirty Crores Sixty Four Lakhs Nineteen Thousand Five Hundred and Fifty Six) Optionally Convertible Debentures ("OCDs") of face value of Rs.10/- each at a price of Rs.10/- per OCD aggregating to a nominal value of Rs.3,06,41,95,560/- (Rupees Three Hundred and Six Crores Forty One Lakhs Ninety Five Thousand Five Hundred and Sixty), entitling the OCD holder to apply for and get allotted 1 (one) Equity Share of the face value of Rs.10/- each fully paid-up against every 1 (one) OCD held within 20 years. The Board of Directors may authorize redemption of the OCDs, upon receipt of notice from the proposed allottee, from time to time



(xvii)	Proposed time schedule for which the private placement offer cum application letter is valid;	Up to 15 days from the date of Extra-Ordinary General Meeting
(xviii)	Purposes and objects of the offer;	To invest funds in the Warehouse business and for the Growth and Expansion of the Company
(xix)	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects;	The issue is being offered to Promoter entity, viz. Allcargo Logistics Limited.
(xx)	Principle terms of assets charged as security, if applicable;	Not Applicable
(xxi)	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;	Nil
(xxii)	The pre-issue and post-issue shareholding pattern of the Company in the following format:	

Sl. 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	-	-	-	-
	Bodies corporate	2,00,000	100	30,66,19,556*	100
	Sub-total	2,00,000	100	30,66,19,556*	100
2	Foreign promoters	-	-	-	-
	Sub-total (A)	2,00,000	100	30,66,19,556*	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)	-	-	-	-



	Total	2,00,000	100	30,66,19,556*	100
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*Assuming the entire OCD's are converted: Conversion of Optionally Convertible Debentures into Equity Shares is with the discretion and subject to the Terms and conditions as decided by the board from time to time.

On such, Conversion of Optionally Convertible Debentures into Equity Shares will result in reduction in debentures

3. **MODE OF PAYMENT FOR SUBSCRIPTION:** The issue is towards partly consideration other than cash and partly conversion of Loan.

Cheque	<u>Not applicable</u>
Demand Draft	
Other Banking Channels	

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	The issue is being offered to existing promoter entity i.e., Allcargo Logistics Limited.
(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 offeree company during the last three years immediately preceding the year of the issue 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 shall be disclosed;	Nil
(iii)	Remuneration of directors (during the current year and last three financial years);	Nil
(iv)	Related party transactions entered during the last three financial years immediately preceding the year of issue of private placement offer cum application letter including with regard to loans made or, guarantees given or securities provided;	Related party transactions that were entered during the financial year since incorporation are given in the notes to financial statements as per Accounting Standards as attached as Annexure A
(v)	Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of issue of private placement offer cum application letter and of their impact on the financial statements and financial position of the company and the corrective	Nil



	steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark;	
(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 letter 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;	Nil
(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.	Nil

5. FINANCIAL POSITION OF THE COMPANY:

(a)	The capital structure of the company in the following manner in a tabular form
(i)	The authorised, issue, subscribed and paid up capital (number of securities, description and aggregate nominal value) as given below:

(A) Authorised Share Capital		Issued, Subscribed and Paid up capital
The Authorised Share capital is Rs.10,00,00,000/- divided into 1,00,00,000 equity shares of Rs.10/- each.		The Issued, Subscribed and Paid up Share capital is Rs.2,000,000/- divided into 2,00,000 equity shares of Rs.10/- each.
(B)	Size of the present offer	To issue 30,64,19,556 (Thirty Crores Sixty Four Lakhs Nineteen Thousand Five Hundred and Fifty Six) Optionally Convertible Debentures ("OCDs") of face value of Rs.10/- each at a price of Rs.10/- per OCD aggregating to a nominal value of Rs.3,06,41,95,560/- (Rupees Three Hundred and Six Crores Forty One Lakhs Ninety Five Thousand Five Hundred and Sixty)
(C)	Paid – up Capital	As mentioned in the below table

Issued, Subscribed and Paid-up Capital			
	Description (type of security)	Number of Securities	Aggregate Nominal Value
	Equity Shares	2,00,000	2,000,000
	Preference Shares	NA	NA
Issued Capital (Face Value of	Equity Shares	2,00,000	2,000,000



Issued, Subscribed and Paid-up Capital				
	Description (type of security)	Number of Securities	Aggregate Value	Nominal
Rs. 10/- each)				
Subscribed Capital (Face Value of Rs. 10/- each)	Equity Shares	2,00,000	2,000,000	
Paid-up Capital (Face Value of Rs. 10/- each)	Equity Shares	2,00,000	2,000,000	
(I) After the offer (Face Value of Rs. 10/- each)	Equity Shares	2,00,000	2,000,000	
(II) After conversion of capital instruments (if applicable)	Equity Shares*	30,66,19,556*	3,06,61,95,560*	

*Assuming the entire OCD's are converted: Conversion of Optionally Convertible Debentures into Equity Shares is with the discretion and subject to the Terms and conditions as decided by the board from time to time.

On such, conversion of Optionally Convertible Debentures into Equity Shares will result in reduction in OCD

(D)	Share premium account (before and after the offer);	Before the offer: No Change After the offer: No Change
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(ii)	the details of the existing share capital of 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;		As mentioned below.		
S.No	Date of Allotment	No. of shares Allotted	Face value of shares (Rs.)	Total Price (Rs.)	Form of Consideration
1	Since Incorporation (June 21, 2018)	2	10	20	Cash
2	January 08, 2020	1,99,998	10	19,99,980	Cash

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; There are no outstanding warrants, options or rights to convert debentures, ~~leaves~~ or other instruments into the equity shares of the Company.

(b)	Profits of the company, before and after making provision for tax, for the three	As mentioned below.
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	financial years immediately preceding the date of issue of private placement offer cum application letter;	
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Financial year	Profit/ Loss before Tax	Profit/ Loss after Tax
2018-19	(47,109)	(47,109)

(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)	The Company has not declared dividend since incorporation of the Company
(d)	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	The Financial Statements of the Company is annexed as Annexure A to this application
(e)	Audited Cash Flow Statement for the three years immediately preceding the date of issue of private placement offer cum application letter;	The Financial Statements of the Company is annexed as Annexure A to this application
(f)	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 change in the accounting policies since incorporation of the Company



PART – B

(To be filed by the Applicant)

Name: : Alicargo Logistics Limited
(Its Authorized Representative details)

Father's name: :

Complete Address including :
Flat/House Number, Street, Locality,
Pin Code:

Email ID, if any: :

PAN Number: :

Bank Account Details: :

Signature

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



A Declaration by the Directors that-

- (a) the company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;
- (b) the compliance with the said Act and the rules made thereunder do not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, 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 authorised by the Board of Directors of the company vide resolution dated January 23, 2020 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.



Shashi Kiran Shetty
(Director)
DIN: 00012754



Date:
Place: Mumbai

Annexures:

- A) Copy of Financial Statements
- B) Copy of Board Resolution
- C) Copy of Shareholders Resolution