

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			VRIPL Retail Private Limited	
b.	Address of the Company			Flat No.S1, III Floor, Encaarpus Villa, 9/5, Central Avenue Street, Kodambakkam, Chennai-600024, Tamil Nadu	
c.	Website and other contact details of the Company			info@vripl.co.in	
d.	Date of incorporation of the company;			13 th May 2019	
e.	Business carried on by the company and its subsidiaries with the details of branches or units, if any;			To carry on business of retailing of various branded and unbranded products which caters the households and all others related tradable goods and products.	
f.	Brief particulars of the management of the company			The Company is managed by the Board of Directors of the Company. Presently, following Directors are on the Board of the Company: Ms. Uma Srinivasan Ms. Shobana Anand Mr. Siddhi Kaul	
g.	Names, addresses, DIN and occupations of the directors				
	S.No.	Name	Address	DIN	Occupation
	1.	Uma Srinivasan	Flat No.S1, III Floor, Encaarpus Villa, 9/5, Central Avenue Street, Kodambakkam, Chennai-600024, Tamil Nadu	02260114	Employed
	2.	Shobana Anand	A-401, A Block, Bhaggyam Sahridaya. 78, Dr. Ranga Road, Mylapore, Chennai – 600 004	02268707	Business
	3.	Siddhi Kaul	No. 22, Siris Road, DLF Qutub Enclave, Phase 3, Nathupur (67), Gurgaon, Haryana – 122002	02415357	Business
i.	Details of default, if any, including therein the amount 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) 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;			NA	

2. MANAGEMENT'S PERCEPTION OF RISK FACTORS

a. Risks in relation to Debentures

(i) The Debentures may not be a suitable investment for all investors

Potential investors should ensure that they understand the nature of the Debentures (*as defined subsequently*) and the extent of their exposure to risk, that they have sufficient knowledge, experience and access to professional advisers to make their own legal, tax, accounting and financial evaluation of the merits and risks of investment in the Debentures and that they consider the suitability of the Debentures as an investment in the light of their own circumstances and financial condition. An investment in the Debentures involves risks. These risks may include, among others, equity market risks, bond market risks, interest rate risks, market volatility and economic, political and regulatory risks and any combination of these and other risks. The Debentures may decline in value and the investors should note that, whatever be their investment in the Debentures, the cash amount due at maturity will be an amount such as to provide the yield to maturity of the Debentures to the investors in accordance with the terms of the Issue.

(ii) Debenture Holders may be subject to taxation related risks

- A. Potential purchasers and sellers of the Debentures should be aware that they may be required to pay stamp duties or other documentary charges and taxes in accordance with the laws and practices of India. Payment and / or delivery of any amount due in respect of the Debentures will be conditional upon the payment of all applicable taxes, duties and / or expenses.
- B. Potential investors who are in any doubt as to their tax position should consult their own independent tax advisers. In addition, potential investors should be aware that tax regulations and their application by the relevant taxation authorities change from time to time. Accordingly, it is not possible to predict the precise tax treatment which will apply at any given time.

b. **Risks in relation to the Company**

- (i) The Company is subject to risks relating to the economic, political, legal or social environments of the locations in which we operate.
- (ii) Difficult conditions in the global financial markets and the economy generally have affected and may continue to materially and adversely affect the business and results of operations of the Company.
- (iii) The development of the business and operations of the Company is subject to risks associated with the engagement of third party contractors/sub-contractors.
- (iv) Availability and cost of quality raw material may affect the results of operations of the Company.

c. **Risks in relation to Enforcement**

(i) Significant delays may be faced in court proceedings in India

The Debenture Trustee may need to seek recourse to Indian courts to enforce its rights in respect of the Debentures. It is not unusual for court proceedings in India to continue for extended periods. Disposition of cases may be further subject to various delays including multiple levels of appellate adjudication.

- (ii) Exercise of powers by the Debenture Trustee is subject to equitable principles and supervisory powers of courts

The exercise by the Debenture Trustee of the powers and remedies conferred on it under the Debentures, or otherwise vested in it by law, will be subject to general equitable principles regarding the enforcement of security, the general supervisory powers and discretion of the Indian courts in the context thereof and the obtaining of any necessary governmental or regulatory consents, approvals, authorisations or orders.

- (iii) The right of the Debenture Holders to receive payments under the Debentures will be junior to certain tax and other liabilities preferred by law on winding up or insolvency of the Company

The Debentures will be subordinated to certain liabilities preferred by Law such as claims of the Central and State Government on account of taxes and certain liabilities incurred in the ordinary course of the Company's business (including workmen's dues). Upon an order for winding-up in India, the assets of a company are vested in a liquidator who has wide powers to liquidate such company to pay its debt and administrative expenses.

3. PARTICULARS OF THE OFFER

a.	Date of passing of board resolution	October 31, 2019
b.	Date of passing of resolution in the general meeting, authorizing the offer of securities	October 31, 2019
c.	Kinds of securities offered (i.e. whether share or debenture) and class of security	Non-Convertible Debentures
d.	Price at which the security is being offered including the premium, if any, alongwith justification of the price	INR 10
e.	Name and address of the valuer who performed valuation of the security offered	Not applicable
f.	Amount which the company intends to raise by way of securities	Rs. 25,00,00,000 (Rupees Twenty Five Crores only)
g.	Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment	Duration: 3 years Rate of Interest: 9% per annum Mode of Payment: Wire transfer/ RTGS Mode of repayment: Wire transfer/ RTGS
h.	Proposed time schedule for which the offer letter is valid	15 days from the date of passing of resolution by shareholders and in case any statutory approval is required then 15 days from receipt of such approval.
i.	Purposes and objects of the offer	The proceeds of the preferential offer are proposed to be used for general corporate purposes,

		repayment of shareholder loans and working capital purposes, subject to applicable Law.
j.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	No Contribution has been made by promoters or directors.
k.	Principle terms of assets charged as security, if applicable	Nil

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	NIL
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 circulation of the offer 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 circulation of offer letter including with regard to loans made or, guarantees given or securities provided	Term loan aggregating to Rs. 10,60,00,000 (Rupees Ten Crores Sixty Lakhs only) availed by the Company from Ivalorem Retail Private Limited
v.	Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark	NIL
vi.	Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer 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 offer 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

I. Capital structure of the Company

<u>S.No</u>	<u>Particulars</u>	<u>Number of Securities</u>	<u>Description</u>	<u>Aggregate Nominal Value</u>
a.	Authorised Capital	10,00,000	Equity shares of face value INR 10	INR 1,00,00,000
b.	Issued Capital	10,00,000	Equity shares of face value INR 10	INR 1,00,00,000
c.	Subscribed Capital	10,00,000	Equity shares of face value INR 10	INR 1,00,00,000
d.	Paid up Capital	10,00,000	Equity shares of face value INR 10	INR 1,00,00,000
e.	Size of the Present offer	2,50,00,000	Non-Convertible Debentures of face value INR 10	INR 25,00,00,000
f.	Paid up Capital (after the offer)	10,00,000	Equity shares of face value INR 10	INR 1,00,00,000
g.	Share Premium Account (before the offer)	NIL		
h.	Share Premium Account (after the offer)	NIL		

Allotment made by the Company in the last one year preceding the date of the offer letter: NIL

II. Summary of financial position of the Company

Not applicable as the Company is a newly incorporated company, which was incorporated in May, 2019.

III. Change in significant accounting policies

The Company is a newly incorporated company, which was incorporated in May, 2019. There has been no change in accounting policy since the incorporation of the Company.

6. A DECLARATION BY THE DIRECTORS

- the company has complied with the provisions of the Act and the rules made thereunder;
- 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 offer shall be used only for the purposes and objects indicated in the Offer letter;

I am authorized by the Board of Directors of the Company vide resolution dated October 31, 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.

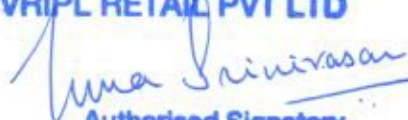
It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

For VRIPL RETAIL PVT LTD

Signed

Date: 31 OCT 2019

Place: CHENNAI


Authorised Signatory

Attachments:-

- Copy of board resolution as Annexure I
- Copy of shareholders resolution as Annexure II