

BODY CUPID PRIVATE LIMITED

(Formerly known as Body Cupid Cosmetics Private Limited)



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]

To,
WAVERLY PTE. LTD.
168 Robinson Road, #37-01,
Capital Tower, Singapore 068912.

Serial no: 001/ 26.05.2022

FORM PAS-4

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

Private Placement Offer cum Application Letter dated May 26, 2022 for the issue of compulsorily convertible debentures on a private placement basis.

Issue an aggregate of 3,168 (Three Thousand One Hundred and Sixty Eight), unsecured compulsory convertible debentures (CCD), having face value of Rs.10 (Rupees Ten only) each at a premium of Rs. 11,83,702.121 (Rupees Eleven Lakhs Eighty Three Thousand Seven Hundred and Two and Paise One Two One only), per CCD, aggregating to Rs. 3,75,00,00,000 (Rupees Three Hundred and Seventy Five Crores only), on a preferential basis through private placement.



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BODY CUPID PRIVATE LIMITED

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Old No.14, Richmond Road, Bengaluru: 560025.

(CIN: U52190KA2016PTC085256)



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BODY CUPID PRIVATE LIMITED

(Formerly known as Body Cupid Cosmetics Private Limited)



BACKGROUND

This Private Placement Offer Cum Application Letter is related to the compulsory convertible debentures (hereinafter referred to as "CCDs") to be issued and allotted by Body Cupid Private Limited ("Company") on a private placement basis and contains relevant information and disclosures required for the purpose of issuing of the CCDs. The issue of the CCDs comprised in the issue and described under this Private Placement Offer cum Application Letter has been authorised by the Company through a resolution passed by the board of directors of the Company on May 26, 2022 and special resolution passed by the shareholders of the Company on May 26, 2022 and in accordance with the provisions of the Companies Act, 2013 ("Act") and rules thereunder.

The broad terms of issue of the CCDs are more particularly set out in the securities subscription agreement executed, *inter alia*, amongst Waverly Pte. Ltd. and the Company dated May 17, 2022 ("SSA"). The CCDs mentioned herein are not offered for sale or subscription to the public but are being privately placed with an eligible identified investor. This Private Placement Offer cum Application Letter should not be treated as prospectus or a statement in lieu of a prospectus under the Act or an offer for sale or solicitation of an offer to buy the CCDs as prescribed herein by any person who has not been provided with a copy of this Private Placement Offer cum Application Letter and whose name does not appear on the cover page of this Private Placement Offer cum Application Letter. No person other than the eligible identified investor, so addressed under this Private Placement Offer cum Application Letter, shall be allowed to apply through such application form.

This Private Placement Offer Cum Application Letter has been prepared in conformity with Section 42 of the Companies Act, 2013 and Rule 14(3) of the Companies (Prospectus and Allotment of Securities) Rules 2014.

A. GENERAL INFORMATION

- i. Name, address, website and other contact details of the Company indicating both registered office and corporate office:

Name:	Body Cupid Private Limited (formerly Body Cupid Cosmetics Private Limited)
Registered/Corporate office of the Company:	IndiQube Penta, New No. 51, Old No. 14, 5 th Floor, Richmond Floor, Richmond Road, Bengaluru - 560 025, Karnataka, India.
CIN:	U52190KA2016PTC085256



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Website	www.bodycupid.com
Phone:	9035001984
Email:	karan@buywow.in

ii. **Date of incorporation of the Company:**

13 January 2016.

iii. (a) **Business carried on by the Company with the details of branches or units, if any:**

To buy, sell, manufacture, import, export, trade, distribute and otherwise deal directly or through a third person by the way of distributorship or franchisee or any other model in all kinds and varieties of cosmetics, non-prescribed drugs, health care products, ayurvedic and dietary supplement products, medicinal preparations, food preservatives and additives, fast foods, artificial flavoring substances, artificial dyes and coloring agents, oleoresins, beauty and skin care products, perfumes, luxury products, colognes, food supplements, health aids, glamour products, birth control medicines, devices and lubricants.

(b) **Subsidiaries with the details of branches or units:**

The Company does not have any subsidiary company.

iv. **Brief particulars of the management of the Company:**

Name	Designation	Profile
Karan Chowdhary	Director	Karan has vast experience in the areas of marketing, advertising and management fields. He has been inducted on the board of directors of the Company ("Board") to assist the company to expand its business with his valuable contribution. He has been introduced on the Board of the company on 22 February 2021.
Manish Chowdhary	Director	Manish conceptualised a new-age beauty and wellness brand that was truly India with an international flavour. Manish is bringing beauty and wellness products that define a new paradigm in wellness, skincare and hair care. He has been introduced on the Board of the company on 31 March 2021.



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v. **Names, addresses, Director Identification Number (DIN) and occupations of the directors:**

Names	Addresses	DIN	Occupations
Karan Chowdhary	No. 15/32, Jeevan Kendra Layout, Cambridge Road Cross, Bengaluru 560008.	09076181	Business
Manish Chowdhary	No. 15/32-1, Sai Basera, Jeevan Kendra Layout, Cambridge Road, Bangalore- 560008.	09084488	Business
Jyoti Chowdhary	No. 401, Vishwa Nyati Garden, Mohnned Wadi, Pune City, Pune, Hadapsar - 411028	07701216	Business
Ashish Agarwal	B-6 (Third Floor), Hauz Khas Market Road, Hauz Khas Enclave, New Delhi 110016	08016128	Business

vi. **Management's perception of risk factors:**

(a) **Business risk**

The Company is engaged in the business of manufacturing (directly or through third parties) of personal care products and nutraceuticals, and related activities such as sale through wholesale trading, retail trading, and online or e-commerce channels; distribution, marketing, advertisement, and promotion of such manufactured personal care products and nutraceuticals. Since the products dealt are very personal and individual specific, the business risk the Company foresees is the changes in the needs of the consumers, introduction of new products, variance in the effectiveness of the products, changes in taste and preferences. The Company quickly identifies such indications through its constant market surveys, research and development activities.

(b) **Market risk**

As mentioned above the industry in which the Company is operating is very dynamic and vulnerable to quick changes. The market risk could be sudden drop in the demand for the products or shift in the consumer tastes and preferences and the demand is cyclic in nature. Also owing to introduction of new formulation by the competitors there is a chance of falling market share. Since the Company also trades on e-commerce platforms, any legal, policy or operational changes in these platforms could affect the sales of the Company.

(c) **Credit and collection risk**

Generally the Company allows a credit period of 30-60 days and is linked to the collection period of the businesses with which it deals. Also, since the products of the Company are sold through



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e-commerce portals the collection risk is low. However, the market risk could pose challenges on timely collection and except this the Company does not foresee any major risk.

(d) Project risk

The Company is planning to use the funds for expansion of the business in general and is not planning to invest on a specific project. Hence the general risk exposure the Company faces is applicable here.

(e) Policy risk

The Company does not foresee any policy risk.

(f) Foreign exchange risk

The Company conducts business outside India and also has foreign currency exposure. Hence the Company foresees foreign exchange risk in the matter of its operations to the extent of rate fluctuations. The risk involved is normal risks and does not have any significant exposure to financial health of the Company. However, the Company is being funded by its non-resident foreign investors in convertible currency through equity shares and debentures. The exchange fluctuation in the currency could pose risk to the Company at the time of repayment of these funds. The Company however is currently weighing its options to hedge the fluctuation risk as the same will only arise in the long term.

vii. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of:

a) Statutory dues: NIL.

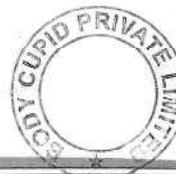
b) Debentures and interest thereon: NIL.

c) Deposits and interest thereon: The Company has not accepted any deposit till date.

d) Loan from any bank or financial institution and interest thereon: NIL.

viii. Names, designation, address and phone number, email ID of the nodal/ compliance officer of the Company, if any, for the private placement offer process:

Name	Designation	Address	Phone number	Email ID
Karan Chowdhary	Director	No. 15/32-1, Sai Basera, Jeevan Kendra Layout,	9035001984	karan@buywow.in



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		Cambridge Road, Bangalore - 560008.		
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- ix. Any default in Annual Filing of the Company under the Companies Act, 2013 or rules made thereunder:
NIL.

B. PARTICULARS OF THE OFFER

- i. Financial position of the Company for the last 3 (three) financial years:

Please refer to paragraph "E" below.

- ii. Date of passing of board resolution: May 26, 2022. A certified true copy of the board resolution is annexed to this Offer Letter as Annexure A.

- iii. Date of passing of resolution in the general meeting, authorising the offer of securities: May 26, 2022. A certified true copy of the shareholders' resolution is annexed to this Private Placement Offer Cum Application Letter ("Offer Letter") as Annexure B.

- iv. Kinds of securities offered (i.e. whether share or debenture) and class of security:

The compulsory convertible debentures having face value of Rs. 10 are being offered to Waverly Pte. Ltd. the details of which are set out below:

Kinds of securities	Class of securities	Number of securities
Compulsory convertible debenture (CCD)		3,168

- v. Price at which the security is being offered including the premium, if any, along with justification of the price:

The CCDs are being offered at a price of Rs. 11,83,712.121 per CCD, of which the face value of the CCDs is Rs 10 per debenture and the premium per debenture is Rs 11,83,702.121, arrived at by discounted cash flow method as per the valuation report dated May 26, 2022 issued by Ashish Koppa, Registered Valuer For Securities and Financial Assets.



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- vi. **Name and address of the registered valuer who performed valuation of the security offered, and basis on which the price has been arrived at along with report of registered valuer:**

Name – Ashish Koppa,

Address – No.16, Skyline Towers, 7th Cross, Malleshwaram, Bangalore-560003.

IBBI/RV/04/2019/11841

Based on the valuation report dated May 26, 2022 issued by Ashish Koppa, Registered Valuer for Securities and Financial Assets the price of the CCDs have been arrived at using the discounted cash flow method. The report of the registered valuer is attached to this Form PAS-4 as **Annexure D**.

- vii. **Relevant date with reference to which the price has been arrived at:**

March 31, 2022

- viii. **The class or classes of persons to whom the allotment is proposed to be made:**

Foreign body corporate.

- ix. **Intention of promoters, directors or key managerial personnel to subscribe to the offer:**

None of the promoters, directors or key managerial personnel intend to subscribe to the offer.

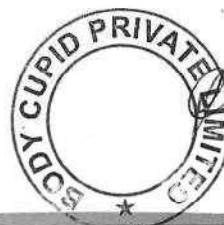
- x. **The proposed time within which the allotment shall be completed:**

Within 60 days from the date of receipt of the subscription consideration subject to the terms of the SSA.

- xi. **The name of proposed allottees and the percentage of post private placement capital that may be held by them:**

This is the first private placement of CCDs to Waverly Pte. Ltd., a private company limited by shares incorporated in Singapore.

Percentage of post private placement issue capital to be held by the proposed allottee will be as follows:



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Equity capital: 17.24% of the total equity share capital (on a fully diluted basis) of the Company.

CCD: 38.99% of the total compulsory convertible debentures of the Company.

- xii. **The change in control, if any, in the Company that would occur consequent to the private placement:**

There shall be no change in control of the Company consequent to the above-mentioned private placement.

- xiii. **The number of persons to whom allotment on preferential basis/ private placement/right issue has been made during the year, in terms of number of securities as well as price;**

The Company has not made any allotment of securities on preferential basis/private placement/right issue during the financial year 2022-23.

- xiv. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable.

- xv. **Amount which the Company intends to raise by way of proposed offer of securities:**

Rs. 3,75,00,00,000.

- xvi. **Terms of raising of securities: Duration, if applicable, rate of dividend or rate of interest, mode of payment and repayment:**

Face value	Rs. 10
Premium	Rs. 11,83,702.121
Coupon rate	0.01% cumulative
Term	10 years from March 31, 2021.
Mode of payment	The identified investors should pay the subscription money by wire transfer to the following bank account of the Company: Name of the bank : Kotak Mahindra Bank Address of the bank : 10/7, Umiya Landmark, Lavelle Road, Next to Chancery Hotel, Bangalore - 560001



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	Account number : 6146421792 IFSC code : KKBK0000422 MICR : 560485002 Mode: Other Banking Channels
Conversion	Subject to the adjustments to the conversion ratio pursuant to the occurrence of certain events as agreed between the shareholders as per the terms of the SSA, the CCDs will convert on the ratio of 1:1.

- xvii. **Proposed time schedule for which private placement offer cum application letter is valid:** 30 days.

Offer opening date: May 27, 2022

Offer closing date: June 25, 2022

- xviii. **Purposes and objects of the offer:**

The Company is planning to utilise the funds for expansion of its business and to gain a larger market share in the healthcare and consumer goods industry in India as well as abroad and for the general corporate activities 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:**

NIL.

- 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 as follows:**



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Sr. No	Pre-Issue			Post Issue	
A	Promoters' holding:	No. of equity Shares held	% holding	No. of equity Shares held	% holding
1	Indian:				
	Individual	9684	96.84%	9684	96.84%
	Sub Total	9684	96.84%	9684	96.84%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	9684	96.84%	9684	96.84%
B	Non-Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution:	-	-	-	-
	Private Corporate Bodies	316	3.16%	316	3.16%
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub Total(B)	316	3.16%	316	3.16%
	GRAND TOTAL	10,000	100%	10,000	100%
Sr. No	Pre-Issue			Post Issue	
A	Promoters' holding:	No. of CCD held	% holding	No. of CCD held	% holding



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1	Indian:				
	Individual	-	-	-	-
	Sub Total	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	-	-	-	-
B	Non-Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution:	-	-	-	-
	Private Corporate Bodies	4958	100%	8126	100%
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub Total(B)	4958	100%	8126	100%
	GRAND TOTAL	4958	100%	8126	100%

C. MODE OF PAYMENT FOR SUBSCRIPTION-

- o Cheque; or
- o Demand Draft; or

✓ Other Banking Channels NEFT/RTGS etc. The identified investors should pay the subscription money by wire transfer to the following bank account of the Company:

Name of the bank : Kotak Mahindra Bank

Address of the bank : 10/7, Umiya Landmark, Lavelle Road,
Next to Chancery Hotel, Bangalore - 560001

Account number : 6146421792



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IFSC code : KKBK0000422

MICR : 560485002

D. 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:

No such interest.

- 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:

Not applicable.

- iii. Remuneration of directors (during the current year and last three financial years):

Mansi Chowdhary:

Current year FY 2022-23 upto April 30, 2022 – Nil

FY 2021-22 – Nil

FY 2020-21 – INR 19,62,000

FY 2019-20 – INR 2,40,000

Karan Chowdhary:

Current year FY 2022-23 upto April 30, 2022 – INR 7,50,000

FY 2021-22 – INR 90,00,000

FY 2020-21 – INR 1,38,000

FY 2019-20 – Nil

Jyoti Chowdhary

Current year FY 2022-23 upto April 30, 2022 – INR 1,91,666

FY 2021-22 – INR 22,99,992



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FY 2020-21 – INR 5,74,998

FY 2019-20 – Nil

Ashish Agarwal

Current year FY 2022-23 upto April 30, 2022 – Nil

FY 2021-22 – Nil

FY 2020-21 – Nil

FY 2019-20 – Nil

Manish Chowdhary

Current year FY 2022-23 upto April 30, 2022 – INR 7,50,000

FY 2021-22 – INR 90,00,000

FY 2020-21 – Nil

FY 2019-20 – Nil

Anu Nadagouda

Current year FY 2022-23 upto April 30, 2022 – Nil

FY 2021-22 – Nil

FY 2020-21 – Nil

FY 2019-20 – INR 5,80,000

- 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:

Financials attached as Annexure E.

Sl No.	Nature of Transaction	Amount of Transaction	Related Party name	Relation with related party
1.	Remuneration to directors.	FY 2021-22 – Rs 9,000,000 FY 2020-21 – Nil FY 2019-20 – Nil	Manish Chowdhary	Director
2	Remuneration to directors.	FY 2021-22 – Nil FY 2020-21 – Rs 1,962,000 FY 2019-20 – Rs 240,000	Mansi Chowdhary	Director



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3	Remuneration to directors.	FY 2021-22 – Rs 2,299,992 FY 2020-21 – Rs 574,998 FY 2019-20 – Nil	Jyoti Chowdhary	Director
4	Remuneration to directors.	FY 2021-22 – Rs 9,000,000 FY 2020-21 – Rs 138,000 FY 2019-20 – Nil	Karan Chowdhary	Director
5	Remuneration to directors.	FY 2021-22 – Nil FY 2020-21 – Nil FY 2019-20 – Rs 580,000	Anu Nadagouda	Director
5	Sale of goods/ services from Hindveda Private Limited.	FY 2021-22 – Nil FY 2020-21 – Rs. 4,584,471 FY 2019-20 – Rs 12,799,556	Mansi Chowdhary	Entity with common director.
6	Purchase of goods/ services from Hindveda Private Limited.	FY 2021-22 – Nil FY 2020-21 – Rs. 117,816,372 FY 2019-20 – Rs 8,738,342	Mansi Chowdhary	Entity with common director.
7	Legal and professional fees.	Rs. 876,000	Karan Chowdhary	Director
8	Legal and professional fees.	Rs. 400,000	Manish Chowdhary	Director
9	Advertising and marketing expense From Hindveda Private Limited.	Rs. 66,125,850	Mansi Chowdhary	Entity with common director.
10	Trade Payables for Hindveda Private Limited.	Rs. 167,774,873	Mansi Chowdhary	Entity with common director.
11	Issue of Compulsorily Convertible Debentures to Tuscany Limited.	Rs. 3,525,138,000	M/s Tuscany Limited	Shareholder



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- 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 steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark:

Not applicable.

- 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 issue 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 issue of private placement offer cum application letter and if so, section-wise details thereof for the Company and all of its subsidiaries:

Not applicable.

- 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:

Not applicable.

E. FINANCIAL POSITION OF THE COMPANY

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

Authorised capital, issued, subscribed, paid up capital	Size of the present offer	Paid up capital		Share premium account (before and after the offer)
(a)	(b)	(c)		(d)
Authorised capital: 50,000 equity shares of Rs 10 each.	3,168 compulsorily convertible debentures of Rs 10 each issued at a	After the offer – Authorised capital: 50,000	After conversion of convertible instruments (if applicable) –	Before the offer: Rs 3,525,088,420 After the offer:



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Authorised capital, issued, subscribed, paid up capital (a)	Size of the present offer (b)	Paid up capital (c)	Share premium account (before and after the offer) (d)
<p>Total authorised capital: Rs 5,00,000.</p> <p>Issued, subscribed and paid-up capital: 10,000 equity shares of Rs 10 each.</p> <p>Total issued, subscribed and paid-up capital: Rs 1,00,000.</p> <p>4,958 compulsorily convertible debentures (CCD) of Rs.10 each issued at a premium of Rs. 7,10,990 each.</p> <p>Total nominal value of CCDs: Rs. 49,580.</p>	<p>premium of Rs. 11,83,702.121 each, totaling to Rs 3,750,000,000 (considering the exchange fluctuations).</p>	<p>equity shares of Rs 10 each</p> <p>Total authorized capital: Rs. 5,00,000.</p> <p>Issued, subscribed and paid-up capital: 10,000 equity shares of Rs 10 each.</p> <p>Total issued, subscribed and paid-up capital: Rs 1,00,000.</p> <p>4,958 compulsorily convertible debentures of Rs.10 each issued at a premium of Rs. 7,10,990 each.</p> <p>Total: 49,580</p> <p>Additionally, 3,168 compulsorily convertible debentures of Rs.10 each will</p>	<p>The Company will be allotting 3,168 CCDs under the present offer. Subject to certain adjustments as agreed between the shareholders of the Company as per the terms of the SSA, the CCDs will convert at the ratio 1:1. Accordingly, the paid-up capital of the Company post the conversion of the CCDs where the CCDs are converted at a ratio of 1:1 will be Rs. 181,260 divided in 18,126 equity shares of Rs. 10 each. The above however, may be subject to</p> <p>Rs 7,275,056,740</p>



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Authorised capital, issued, subscribed, paid up capital	Size of the present offer	Paid up capital	Share premium account (before and after the offer)
(a)	(b)	(c)	(d)
		be issued a change on premium of Rs. adjustments to 11,83,702.121 the conversion each under the ratio, on the present offer. occurrence of certain events, as agreed between the shareholders of the Company as per the terms of the SSA.	



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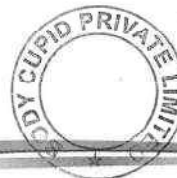
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(ii) The details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration:

Name	Date of allotment/ transfer	Type of allotment	Number of shares allotted	Face value of the shares allotted	Price (per share)	Form of consideration
Mansi Chowdhary	January 13, 2016	Subscribers to Memorandum of Association	2550	Rs. 10	Rs. 10	Cash/Bank
Anu Nadagouda	January 13, 2016	Subscribers to Memorandum of Association	2550	Rs. 10	Rs. 10	Cash/Bank
Fit and Glow Healthcare Private Limited	January 13, 2016	Subscribers to Memorandum of Association	4900	Rs. 10	Rs. 10	Cash/Bank
Anu Nadagouda	April 2, 2018	Transfer from Fit and Glow Healthcare Private Limited	2450	Rs. 10	Rs. 10	Cash/Bank
Mansi Chowdhary	April 2, 2018	Transfer from Fit and Glow Healthcare Private Limited	2450	Rs. 10	Rs. 10	Cash/Bank
Varun Kapoor	March 18, 2020	Transfer from Mansi Chowdhary	384	Rs. 10	Rs. 10	Cash/Bank
Varun Kapoor	March 18, 2020	Transfer from Anu Nadagouda	385	Rs. 10	Rs. 10	Cash/Bank
Karan Chowdhary	January 12, 2021	Transfer from Anu Nadagouda	4615	Rs. 10	Rs. 10	Received by way of GIFT



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Manish Chowdhary	January 12, 2021	Transfer from Mansi Chowdhary	4616	Rs. 10	Rs. 10	Received by way of GIFT
Anchor Partners	April 15 2021	Transfer from Manish Chowdhary	158	Rs. 10	Rs. 711,000/-	Cash/Bank
Tuscany Limited	April 15 2021	Transfer from Karan Chowdhary	26	Rs. 10	Rs. 711,000/-	Cash/Bank
Anchor Partners	April 15 2021	Transfer from Karan Chowdhary	28	Rs. 10	Rs. 711,000/-	Cash/Bank
Sage Investment Trust	April 15 2021	Transfer from Karan Chowdhary	104	Rs. 10	Rs. 711,000/-	Cash/Bank

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,

None.

(b) Profits of the Company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of issue of private placement offer cum application letter:

Particulars	FY 2020-21 (Rs) (Audited)	FY 2019-20 (Rs) (Audited)	FY 2018-19 (Rs) (Audited)
Income from operation	9,98,269,683	6,48,70,458	1,81,64,746
Other Income	6,575	200	20,04,930
EBIDT	87,622,615	8,57,451	25,05,235
Depreciation & Amortization Expenses	87,992	60,323	35,343
EBIT	87,534,623	7,97,128	24,69,892
Interest	15,978	6,683	5,512
Tax Provisions	(40,075)	2,00,000	6,41,000
Deferred Tax Asset	3,26,418	(3,16,361)	8,59,985



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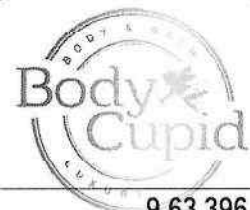
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PAT	(87,804,988)	9,06,806	9,63,396
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(c) Dividends declared by the Company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid):

NIL.

(d) 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:

Particulars	FY 2020-21(Rs) (Audited)	FY 2019-20(Rs) (Audited)	FY 2018-19(Rs) (Audited)
Net worth	(88,326,263)	(5,21,275)	(1,428,080)
Total Debt	-	-	-
Other non-current Liability	-	-	-
Net Fixed Tangible Assets	39,107,415	1,51,025	1,77,801
Capital Work in progress	-	-	-
Intangible Assets	5,100	5,950	6,800
Non-Current Assets	-	-	-
Cash and Cash equivalent	3,597,091,899	3,97,799	369022
Current investment	-	-	-
Current Asset (other than cash)	5,90,565,875	17,575,488	14,935,180
Current Liabilities	7,54,466,942	18,977,955	16,926,940
Dividend Amount	-	-	-
Current Ratio	5.55:1 (Approx)	1:1 (Approx)	1:1 (Approx.)
Gross Debt Equity Ratio	-	-	-
Debt Service Ratio	-	-	-

(e) Audited Cash Flow Statement for the three years immediately preceding the date of issue of private placement offer cum application letter:

Cash Flow Statement (as applicable) attached as Annexure C.

(f) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the Company:

None.



BODY CUPID PRIVATE LIMITED

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Part B

(To be filled by the Applicant)

- I. Name :
- II. Father's Name : Not applicable.
- III. Complete Address :
- IV. Phone Number :
- V. E-Mail id :
- VI. PAN Number : Not applicable.
- VII. Bank Account details :
- VIII. Tick whichever is applicable:-
- (a) The applicant is not required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares. ☒
- (b) The applicant is required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares and the same has been obtained, and is enclosed herewith. ☐

Signature

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






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A DECLARATION BY THE DIRECTORS THAT-

- (a) the Company has complied with the provisions of the Act and the rules made thereunder;
- (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 offer shall be used only for the purposes and objects indicated in the private placement offer cum application letter;

Declaration executed by the Directors in this regard is annexed as **Annexure E** to this Offer Letter.

I am authorized by the Board of Directors of the Company vide resolution number 09 dated May 26, 2022 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 Body Cupid Private Limited

Jyoti Chowdhary
Director
DIN: 07701216



Date: May 26, 2022
Place: Bangalore

Attachments:

1. Copy of the Board resolution – Annexure A.



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2. Copy of the shareholders resolution – Annexure B.
3. Cash flow statement – Annexure C.
4. Valuation report – Annexure D.
5. Financial Statements – Annexure E.

