

FORM NO PAS - 4
PART-A
PRIVATE PLACEMENT OFFER CUM APPLICATION 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	mPokket Financial Services Private Limited
	Corporate Identity No. (CIN)	U65999WB2019PTC233120
	Registered Office	PS Srijan Corporate Park, Unit-1204, Tower-I, Plot-G2, Street No.25, GP Block, Sector-V, Kolkata -700091
	Website	www.mpokketfinancial.in
	Contact details	compliance@mpokket.com
b.	Date of incorporation	26 th July, 2019
c.	Business carried on by the company and its subsidiaries with the details of branches or units, if any	The Company is an RBI registered Non-Banking Financial Company having registration number N-05-07091 dated 12.10.2020. It is a wholly owned subsidiary of Maybright Ventures Private Limited ("MVPL") which is the owner and developer of Digital Lending Application (DLA) "mPokket". It is engaged in the business of providing unsecured loan through mPokket to Indian population. The Company does not have any subsidiaries.

d) Brief Particulars of the Management

Gaurav Jalan is the Founder and Chief Executive Officer of the Company. He provides overall strategic direction to the affairs of the company.

e) Details of Directors

The following table sets forth details regarding the Board of Directors of the Company:

Sl.No.	Name	Address	DIN No.	Occupation
1.	Gaurav Jalan	54/10, Active Acres, Tower-6A, Flat-8A, D.C. Dey Road, Kolkata 700015	03535318	Business
2.	Abhishek Agarwal	11, Diabile Nagar, Mathura, Uttar Pradesh-281004	08721009	Business
3.	Amitabh Mattoo	V- 29/8, DLF City Phase -III, Gurgaon Haryana-122002	07075816	Professional
4.	Anirudh Chaudhary	House No. 1, Ashok Road, Vijay Nagar Colony, Bhiwani- 127021	01469233	Professional
5.	Supriyo Kumar Chaudhuri	Flat E-7, Middleton Apartments, 3 Middleton Row, Kolkata- 700071	06915387	Professional


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f) Management perception of risk factors

The Company is engaged in the business of facilitating loan transactions. We face the risk that high default rates on loans facilitated by us may deter lenders from doing business with us. There is a risk that new competitors may enter our market or existing competitors may get more aggressive, making the business environment more difficult. Regulatory changes may also affect the business in unforeseen ways. Management takes steps to run the business such that impact of these risks is mitigated to the extent possible.

g) Default status

NIL

h) Nodal/ Compliance Officer

Name	Ms. Neha Gupta
Designation	Company Secretary
Contact No.	96811491182
Email id	compliance@mpokket.com

i) Any default in Annual filing of the Company under the Companies Act, 2013 or the rules made thereunder

The Company has not defaulted in its Annual filing under the Companies Act, 2013 in any of the previous years.

2. **PARTICULARS OF THE OFFER**

a. Date of passing Board/ Committee resolution

The Board of Directors in its meeting held on 15th December, 2023 formed a Board committee named Finance Committee and thereby delegated the power to approve the issue of all kinds of Securities and further determine the terms and other related matters to Finance Committee up to a limit of Rs. 500 crores for the financial year 2023-24 including further allotment once subscribed.

The Finance Committee has approved to issue 60,000 redeemable, unsecured, unlisted, non-convertible, Debentures of face value of Rs.10,000/- each, to be issued in one or more tranches, aggregating to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) on a private placement basis ("Issue") on 20th December, 2023 vide resolution passed by the members of the Finance Committee of the Company ("Board Committee").

b. Date of passing resolution in general meeting authorizing the offer of securities

Holding of General meeting and passing of special resolution is not required in case the issue will be within the borrowing limit of the Company as prescribed under Section 180(1)(C) of the Act. Since Company is a private limited company section 180 of the Act is not applicable to it.



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c. Kind, class and price of security offered:

Sl.No.	Kind of Securities	No. of NCD	Face Value	Offered Price	Premium, If any
1.	Non-convertible debentures	20,000	10,000/-	10,000/-	-

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

The NCD is being offered at a price of INR 10,000/- (Rupees Ten Thousand) per debenture.

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

Not Applicable

f. Relevant date with reference to which the price has been arrived at

Not Applicable

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

The class or classes of persons as may be approved by the board.

h. Intention of promoters, directors or key managerial personnel to subscribe to the offer.

The promoters, directors or key managerial personnel do not intend to subscribe to the offer.

i. The proposed time within which the allotment shall be completed:

The allotment of securities under Section 42 of the Act, shall be within sixty days from the date of receipt of the application money for such securities.

j. The names of the proposed allottees and the percentage of post private placement capital that may be held by them

The allotment of NCD shall be made to following persons for a total consideration set out below:

Name of the Investor	Number of NCDs	Amount (Rs.)
VT Capital Market Private Limited	20,000	20,00,00,000
Total	20,000	20,00,00,000

Since the issue is for NCD there is no change in share capital post preferential issue of debentures.

k. Change in control, if any, in the Issuer/ Company that would occur consequent to the private placement

There will be no change in control consequent to the issuance of the NCD

l. 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

Nil



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

Not applicable

n. Amount which the company intends to raise by way of securities

The Company is intending to raise Rs. 20,00,00,000 (Rupees Twenty Crores only) by way of issuance of the NCD.

o. Terms of the issue

The NCD is being issued on such terms and conditions as set out in Annexure A.

p. Proposed time schedule for which this offer letter is valid:

This Offer Letter shall remain valid for a period of 60 days from 24th day of December, 2023 to 22nd day of February, 2024. The Board may, however, at its discretion proceed to allot the NCD in tranches on receipt of application money from all/ any of the proposed Investors and further close the offer immediately upon receipt of response from the proposed Investors.

q. Purpose & objects of the offer:

The Company will use the proceeds to augment resources for on-lending by the company; Repayment/Refinance of existing debt; Working capital requirement; Purchase of assets and General corporate purposes

r. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects:

Nil

s. Principal terms of assets charged as security, if applicable:

Not applicable

t. 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.



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u. The pre-issue and post-issue shareholding pattern of the company in the following format

I. EQUITY SHARE CAPITAL:

Sl. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A.	Promoter Shareholding				
1.	Indian				
	Individual	10	0.01	10	0.01
	Bodies Corporate	4,94,47,590	99.99	4,94,47,590	99.99
	Sub-total	4,94,47,600	100.00	4,94,47,600	100.00
2.	Foreign promoters	-	-	-	-
	Sub-total (A)	4,94,47,600	100.00	4,94,47,600	100.00
B.	Non-promoters holding				
1.	Institutional Investors	-	-	-	-
2.	Non-Institutional Investors				
	Private corporate bodies	-	-	-	-
	Directors and relatives	-	-	-	-
.12	Indian public	-	-	-	-
	Other [including NRIs]	-	-	-	-
	Sub-total (B)	-	-	-	-
	GRAND TOTAL	4,94,47,600	100.00	4,94,47,600	100.00



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II. PREFERENCE SHARE CAPITAL: NIL

Sl. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A.	Promoter Shareholding				
1.	Indian				
	Individual	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub-total	-	-	-	-
2.	Foreign promoters	-	-	-	-
	Sub-total (A)	-	-	-	-
B.	Non-promoters holding				
1.	Institutional Investors	-	-	-	-
2.	Non-Institutional Investors				
	Private corporate bodies	-	-	-	-
	Directors and relatives	-	-	-	-
	Indian public	-	-	-	-
	Other [including NRIs]	-	-	-	-
	Sub-total (B)	-	-	-	-
	GRAND TOTAL	-	-	-	-

3. Mode of payment or subscription

The payment to be made for subscription to securities shall be made from the bank account of the person subscribing to such securities. Thus, the payment for the subscription of NCD shall be made through RTGS/NEFT / cheque / other mode of banking in favor of "mPokket Financial Services Private Limited". Cash transaction is not permitted.

Beneficiary Name	mPokket Financial Services Private Limited
Beneficiary Bank and Address	ICICI Bank, Technopolis Branch, Kolkata-700091
IFSC code	ICIC0000229
Account No.	022905001673

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

- i. There is no financial or other material interest of the directors, promoters or key managerial personnel in the offer.



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- ii. There is no litigation or legal action pending or taken by any ministry or department of the Government or any other statutory authority against the promoters of the company during the last three years immediately preceding the year of the circulation of the offer letter.
- iii. Remuneration of Directors for the year ended 31st March 2021
No remuneration has been drawn by the directors during the year ended 31st March, 2021.
- iv. Remuneration of Directors for the year ended 31st March 2022
No remuneration has been drawn by the directors during the year ended 31st March, 2022.
- v. Remuneration of Directors for the year ended 31st March 2023
Mr. Gaurav Jalan, serving as Managing Director & CEO, received a remuneration of Rs. 122.89 Lakhs as salary for the financial year ending on March 31, 2023.
- vi. Related Party transactions:

Sl. No	Statement of Related Party transactions	Nature of Transactions	Year ended 31 st March, 2023
1	Maybright Ventures Private Limited -Parent Company	Interest expense	Rs. 1,003.96 Lakhs
2	Maybright Ventures Private Limited - Parent Company	Business Support Services	Rs. 3,527.20 Lakhs
3	Maybright Ventures Private Limited - Parent Company	Reimbursement of expenses	Rs. 1,514.86 Lakhs
4	Maybright Ventures Private Limited - Parent Company	Reimbursement of processing fees	Rs. 16,624.82 Lakhs
5	Maybright Ventures Private Limited - Parent Company	Reimbursement of transaction fees	Rs. 187.82 Lakhs
6	Gaurav Jalan	Remuneration	Rs. 122.89 Lakhs
7	Neha Gupta	Remuneration	Rs. 6.84 Lakhs

Sl. No	Statement of Related Party transactions	Nature of Transactions	Year ended 31 st March, 2022
1	Maybright Ventures Private Limited -Parent Company	Interest expense	Rs. 2,897.74 Lakhs
2	Maybright Ventures Private Limited - Parent Company	Business Support Services	Rs. 1,303.64 Lakhs



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3	Maybright Ventures Private Limited - Parent Company	Reimbursement of expenses	Rs. 185.15 Lakhs
4	Maybright Ventures Private Limited - Parent Company	Reimbursement of processing fees	Rs. 10,616.98 Lakhs
5	Neha Gupta	Remuneration	Rs. 6.46 Lakhs

Sl. No	Statement of Related Party transactions	Nature of Transactions	Year ended 31 st March, 2021
1	Maybright Ventures Private Limited -Parent Company	Interest expense	-
2	Maybright Ventures Private Limited - Parent Company	Business Support Services	Rs. 0.56 Lakh
3	Maybright Ventures Private Limited - Parent Company	Reimbursement of expenses	Rs. 13.06 Lakhs
4	Maybright Ventures Private Limited - Parent Company	Reimbursement of processing fees	Rs. 5.68 Lakhs
5	Neha Gupta	Remuneration	Rs. 0.54 Lakh

- vii. There are no reservations, qualifications or adverse remarks from auditors of the Company in the last three financial years immediately preceding the year of circulation of offer letter.
- viii. There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law against the Company since incorporation. Also, there were no prosecutions filed (whether pending or not) fines imposed, compounding of offences since incorporation.
- ix. There have been no material frauds committed against the Company since incorporation.



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5. FINANCIAL POSITION OF THE COMPANY

a) The share capital of the Company as on the date of the Offer Letter is as set forth below:

S. No.	Particulars	(Amount in Rs.)
		Nominal Value
(i)	Authorised share capital	
	Equity Shares of Face Value of Rs. 10/- each	1,00,00,00,000
(ii)	Issued, Subscribed and Paid-Up Capital	
	Equity Shares of Face Value of Rs. 10/- each	49,44,76,000
(iii)	Paid Up Capital after the present issue of NCD	
	Equity Shares of Face Value of Rs. 10/- each	49,44,76,000

b) Size of the present offer

This is a private placement upto Unsecured, Redeemable, Unlisted Non-Convertible Debentures Debentures having face value of Rs. 10,000/- each.

c) Paid-up Share Capital after issue of convertible Instruments and securities premium account (before and after the offer)

S. No.	Particulars	Nominal Value
(i)	Issued, Subscribed and Paid-Up Capital (before issue)	
	Equity Shares of Face Value of Rs. 10/- each	49,44,76,000
(ii)	Paid Up Capital after the present issue of NCD	
	Equity Shares of Face Value of Rs. 10/- each	49,44,76,000
(iii)	Securities Premium account (before issue)	1,45,02,37,838
(iv)	Securities Premium account (after issue)	1,45,02,37,838



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d) Details of the existing share capital of the Issuer company in a tabular form indicating 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:

Equity Share Capital:

Date of Allotment	No. of Equity Shares	Face value per share (Rs.)	Issue Price (Rs.)	Consideration	Cumulative		
					No. of Equity Shares	Equity Share Capital (Rs.)	Securities Premium (Rs.)
Since incorporation	21,00,000	10	10	2,10,00,000	21,00,000	2,10,00,000	-
31-03-2021	10,00,000	10	10	1,00,00,000	10,00,000	1,00,00,000	-
13-04-2021	69,00,000	10	10	6,90,00,000	69,00,000	6,90,00,000	-
27-04-2021	75,00,000	10	10	7,50,00,000	75,00,000	7,50,00,000	-
05-05-2021	75,00,000	10	10	7,50,00,000	75,00,000	7,50,00,000	-
12-07-2021	6,25,000	10	80	5,00,00,000	6,25,000	62,50,000	4,37,50,000
20-07-2021	3,12,500	10	80	2,50,00,000	3,12,500	31,25,000	2,18,75,000
06-09-2021	6,25,000	10	80	5,00,00,000	6,25,000	62,50,000	4,37,50,000
30-03-2022	17,02,128	10	117.50	20,00,00,040	17,02,128	1,70,21,280	18,29,78,760
27-07-2022	8,51,064	10	117.50	10,00,00,020	8,51,064	85,10,640	9,14,89,380
20-09-2022	8,51,064	10	117.50	10,00,00,020	8,51,064	85,10,640	9,14,89,380
22-03-2023	9,43,396	10	43	4,99,99,988	9,43,396	94,33,960	4,05,66,028
27-03-2023	18,86,792	10	43	9,99,99,976	18,86,792	1,88,67,920	8,11,32,056
28-03-2023	9,15,657	10	43	4,85,29,821	9,15,657	91,56,570	3,93,73,251
26-06-2023	8,77,193	10	47	5,00,00,001	8,77,193	87,71,930	4,12,28,071
28-07-2023	16,12,903	10	52	9,99,99,986	16,12,903	1,61,29,030	8,38,70,956
02-08-2023	6,93,162	10	52	4,29,76,044	6,93,162	69,31,620	3,60,44,424
25-08-2023	16,12,903	10	52	9,99,99,986	16,12,903	1,61,29,030	8,38,70,956
29-08-2023	8,46,903	10	52	5,25,07,986	8,46,903	84,69,030	4,40,38,956
08-09-2023	30,27,419	10	52	18,76,99,978	30,27,419	3,02,74,190	15,74,25,788
13-09-2023	32,25,806	10	52	19,99,99,972	32,25,806	3,22,58,060	16,77,41,912
15-09-2023	24,19,354	10	52	14,99,99,948	24,19,354	2,41,93,540	12,58,06,408
18-09-2023	14,19,356	10	52	8,80,00,072	14,19,356	1,41,93,560	7,38,06,512

Preference Share Capital: NA

a) Profits of the Company for three financial years:

Profits	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Profit before tax	3,554.82 Lakhs	5,849.22 Lakhs	6.80 Lakhs
Profit after tax	2,522.31 Lakhs	4,368.42 Lakhs	5.84 Lakhs



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b) Dividends declared by the company in respect of the said three financial years:

No dividend has been declared by the Company since incorporation.

c) Interest coverage ratio for last three years

	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Interest Coverage Ratio	1.86	2.76	NA

d) A summary of the financial position of the Company as in the three audited balance sheets immediately preceding the date of circulation of offer letter:

e) Audited Cash Flow Statement for the last three financial years are as given below:

f) There was no change in accounting policies during the last three years.

g) A summary of the financial position of the Company as in the three audited balance sheets immediately preceding the date of circulation of offer letter:

For the year ended 31st March, 2023:



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BALANCE SHEET AS AT 31 MARCH 2023

Particulars	Note No.	(Amount in ₹ Lakhs)	
		31 Mar 2023	31 Mar 2022
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds :			
Share capital	2	3,371.26	2,826.46
Reserves and surplus	3	13,262.31	7,299.50
		<u>16,633.57</u>	<u>10,125.96</u>
(2) Non-current liabilities :			
Long-term borrowings	4	2,291.04	-
Long Term provisions	5	75.85	1.89
		<u>2,366.89</u>	<u>1.89</u>
(3) Current liabilities :			
Short-term borrowings	6	48,272.52	30,973.04
Trade payables	7	117.93	-
(i) total outstanding dues of micro enterprises and small enterprises and		138.93	16.58
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises.			
Other current liabilities	8	4,626.95	681.40
Short-term provisions	9	1,689.67	1,788.50
		<u>54,846.00</u>	<u>33,459.52</u>
		<u>73,846.46</u>	<u>43,587.37</u>
II. ASSETS			
(1) Non-current assets :			
Property, plant and equipment and Intangible assets			
(i) Property, plant and equipment	10	0.68	-
Deferred tax assets (net)	11	1,852.12	268.99
Long term loans and advances	12	-	185.48
Other non-current assets	13	81.53	-
		<u>1,934.33</u>	<u>454.47</u>
(2) Current assets :			
Cash and cash equivalents	14	3,644.50	1,583.17
Short-term loans and advances	15	65,799.36	38,822.12
Other current assets	16	2,468.27	2,727.61
		<u>71,912.13</u>	<u>43,132.90</u>
		<u>73,846.46</u>	<u>43,587.37</u>

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Particulars	Note No.	(Amount in ₹ lakhs)	
		31.03.2022	31.03.2021
I EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share capital	3	2,826.46	310.00
(b) Reserves & Surplus	4	7,299.49	7.54
		10,125.95	317.54
(2) NON-CURRENT LIABILITIES			
(a) Long term provision	5	1.89	0.02
		1.89	0.02
(3) CURRENT LIABILITIES			
(a) Short term borrowings	6	30,973.05	-
(b) Trade payables	7	-	-
(i) total outstanding dues of micro enterprises and small enterprises and		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises.		16.58	0.87
(c) Other current liabilities	8	681.41	2.91
(d) Short term provision	9	1,788.49	5.04
		33,459.53	8.81
TOTAL		43,587.37	326.37
II ASSETS			
(1) NON-CURRENT ASSETS			
(a) Long term loans and advances	10	185.48	-
(b) Deferred tax asset (net)	11	268.99	0.99
		454.47	0.99
(2) CURRENT ASSETS			
(a) Cash and bank balances	12	1,583.17	31.19
(b) Short-term loans & advances	13	38,822.12	283.03
(c) Other current assets	14	2,727.61	11.16
		43,132.90	325.38
TOTAL		43,587.37	326.37


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For the year ended 31st March, 2021:

Particulars	Note No	Amount in (Rs.) As at 31-Mar-2021	Amount in (Rs.) As at 31-Mar-2020
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	3	3,10,00,000	2,10,00,000
(b) Reserves & Surplus	4	7,53,737	1,69,357
(2) Non Current Liabilities			
(a) Long Term Provisions	5	2,251	-
(3) Current Liabilities			
(a) Trade Payables			
- total outstanding dues of micro enterprises and small enterprises	6	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		86,533	36,800
(b) Other Current Liabilities	7	5,90,617	8,341
(c) Short Term Provisions	8	2,03,820	76,376
Total		3,26,36,958	2,12,90,874
II. ASSETS			
(1) Non Current Assets			
(a) Deferred Tax Assets	9	98,840	-
(2) Current Assets			
(a) Cash and Bank Balances	10	31,19,114	2,12,90,874
(b) Short Term Loans & Advances	11	2,83,03,083	-
(c) Other Current Assets	12	11,15,921	-
Total		3,26,36,958	2,12,90,874



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h) Audited Cash Flow Statement for the last three financial years are as given below:
For the year ended 31st March 2023:

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2023		
Particulars	(Amount in ₹ Lakhs)	
	31 Mar 2023	31 Mar 2022
A. Cash flow from operating activities		
Profit before tax		
Adjustments for :	3,554.82	5,849.22
Depreciation		-
Provision for gratuity expenses	0.17	1.01
Provision for leave encashment	(27.65)	2.00
Provisions against standard assets & sub-standard assets	41.36	
Operating profit before working capital changes	6,687.76	1,431.24
Adjustments for working capital changes	10,256.46	7,283.48
Increase/(Decrease) in borrowings	19,590.52	30,973.05
Increase / (Decrease) in current & non current liabilities	4,446.57	1,046.57
(Increase)/Decrease in loans & advances	(34,850.92)	(38,539.09)
(Increase)/Decrease in other current & non current assets	177.81	(2,716.45)
Cash Generated from / (used in) operations	(379.56)	(1,952.45)
Direct taxes paid (net of refunds)	(1,543.57)	(1,935.57)
Net cash flow from / (used in) operating activities	(1,923.13)	(3,888.02)
B. Cash flow from investing activities		
(Purchases)/Sales of fixed assets	(0.85)	-
Net cash from / (used in) investing activities	(0.85)	-
C. Cash flow from financing activities		
Proceeds from issue of equity share capital	3,985.30	5,440.00
Net cash from / (used in) financing activities	3,985.30	5,440.00
Net increase / (decrease) in cash & cash equivalents (A+B+C)	2,061.32	1,551.98
Cash & cash equivalents at beginning of the year	1,583.17	31.19
Cash & cash equivalents at end of the year	3,644.50	1,583.17



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For the year ended 31st March 2022:

PARTICULARS	(Amount in ₹ lakhs)	
	31.03.2022	31.03.2021
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before tax	5,849.21	6.80
Adjustment for:		
Provision for gratuity	1.01	-
Provision for leave encashment	2.00	-
Provisions against standard assets	96.34	0.71
Accrued interest	-	-
Interest income	(18,048.40)	(7.02)
Bad debts written-off	4,613.59	-
Provision for bad and doubtful debts	1,334.91	-
Cash outflow towards interest expense	(2,975.78)	-
Cash inflow from interest on loans	15,526.02	-
Operating cash flow before working capital changes	9,723.66	0.48
Changes in working capital		
Increase / (Decrease) in trade payables	15.72	0.50
Increase / (Decrease) in other liabilities	128.09	5.82
Increase / (Decrease) in short-term provisions	1,687.26	0.07
(Increase) / Decrease in short-term loans and advances	(44,487.59)	(283.03)
(Increase) / Decrease in other current assets	7.35	(11.16)
Cash from operations before taxes	(32,925.51)	(287.31)
Direct Taxes Paid (net of refunds)	(1,935.56)	(1.42)
Net cash generated from / (used in) operating activities (a)	(34,861.07)	(288.74)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Fixed deposits made during the year	-	(1,404.00)
Proceeds on maturity of Fixed deposits	-	1,614.00
Interest received from Fixed deposits	-	8.35
Net cash generated from / (used in) investing activities (b)	-	218.35
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from issue of Equity Share Capital (including securities premium)	5,440.00	100.00
Proceeds from short term borrowings	38,181.00	-
Repayment of short term borrowings	(7,207.95)	-
Net cash generated from / (used in) financing activities (c)	36,413.05	100.00
Net Increase / (Decrease) in Cash & Cash Equivalents (a+b+c)	1,551.98	29.61
Add: Cash and Cash Equivalents at the beginning of the period	31.19	1.58
Cash and Cash Equivalents at the end of the year	1,583.17	31.19


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Particulars	Amount in (Rs.)	Amount in (Rs.)
	For the year ended March 31, 2021	For the period 26th July 2019 to March 31, 2020
A. Cash Flow From Operating Activities		
Profit before tax	6,79,540	3,27,753
Adjustment to reconcile profit before tax to net cash flows		
Provisions against Standard Assets	70,728	-
Interest Income on Bank Deposits	(7,02,147)	(8,20,195)
Operating profit before working capital changes	48,121	(4,92,442)
Movement in Working Capital		
Increase in trade payables	49,733	36,800
Increase in other liabilities	5,82,276	8,341
Increase in provisions	7,433	-
(Increase) in loans and advances	(2,83,03,083)	-
(Increase) in other assets	(11,15,921)	-
Cash used in operations	(2,87,31,441)	(4,47,301)
Direct Taxes Paid	(1,42,466)	(82,020)
Net Cash used in operating activities (A)	(2,88,73,907)	(5,29,321)
B. Cash Flows from Investing Activities		
Fixed deposits made during the year	(14,04,00,000)	(4,18,00,000)
Proceeds on maturity of Fixed Deposits	16,14,00,000	2,08,00,000
Interest received from Fixed Deposits	8,35,354	6,86,988
Net Cash generated from / (used in) investing activities (B)	2,18,35,354	(2,03,13,012)
C. Cash flow from Financing Activities		
Proceeds from issuance of Equity Shares	1,00,00,000	2,10,00,000
Net Cash generated from Financing activities (C)	1,00,00,000	2,10,00,000
Net increase/(decrease) in cash and cash equivalent (A+B+C)	29,61,447	1,57,667
Cash & Cash Equivalents at beginning of the year	1,57,667	-
Cash & Cash Equivalents at end of the year	31,19,114	1,57,667
Components of Cash and Cash Equivalent		
Balance with Bank on Current Accounts (Refer note 10)	31,19,114	1,57,667



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PART-B**(To be filled by the Applicant)****Name:****Father's Name:****Complete Address including Flat/House no., Street, Locality, Pin code:****Phone Number:****e-mail ID:****PAN:****Bank Account Details:****Signature****CIN: U65999WB2019PTC233120****GSTIN : 19AAMCM8428P1ZG****Registered Office: PS Srijan Corporate Park, Unit - 1204, Tower-I, Plot- G2, Street No. 25, GP Block, Sector V, Kolkata - 700091, India****Phone: 033 6645 2400 Email: compliance@mpokket.com Website: www.mpokketfinancial.in**

6. DIRECTORS DECLARATION

A DECLARATION IS HEREBY MADE 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 Companies Act, 2013 and the rules thereunder does not imply that payment of dividend or interest or the repayment of NCD's, if applicable, is guaranteed by the Central Government;
- c) the monies received under this Offer Letter and for the Issue shall be used only for the purposes and objects indicated in this Offer letter;

I am authorized by the Finance Committee of the Company vide resolution dated 20th day of December, 2023 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 mPokket Financial Services Private Limited

mPokket Financial Services Pvt. Ltd.


— Director

Gaurav Jalan

Director

Date: 24.12.2023

Place: Kolkata

Attachments:

Copy of Board resolution



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ANNEXURE A

TERMS OF THE DEBENTURES

1. Aggregate Quantity: Unsecured, Redeemable, Unlisted Non-Convertible Debentures. NCD's to be issued pursuant to this agreement shall be in multiple tranches.
2. Face Value per debenture: Rs. 10,000/-
3. Issue Price: At 10,000/- (i.e. Rupees Ten Thousand each.)
4. Coupon Rate: 16% p.a.
5. Tenure: 380 days
6. Transferability: NCD's shall be transferable.
7. Depository: National Securities Depository Limited (NSDL) and Central Depository (India) Limited (CDSL)
8. Registrar: KFin Technologies Private Limited
9. Redemption Terms: The NCDs shall be redeemable at the expiry of 380 days from the date of their Issue.

In the event of the failure of the company to redeem the NCD upon maturity as contemplated above, the NCD shall become payable forthwith. The NCD shall be governed by the terms and conditions of the Debenture Subscription Agreement dated 31st January, 2024 entered into between the parties.



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