

INFORMATION MEMORANDUM PURSUANT TO SECTION 42 OF THE
COMPANIES ACT, 2013

RMZ INFOTECH PRIVATE LIMITED

CIN: U01119KA2003PTC041807

Date of Incorporation: 25/11/2003

Registered Office: 'The Millenia', Tower – B, Level 12-14, No.1 & 2, Murphy Road,
Ulsoor, Bangalore-560 008

Corporate Office: The Millenia', Tower B, Level 12 -14, No. 1 & 2, Murphy Road,
Ulsoor, Bangalore-560 008

Telephone No.: 080 4000 4000

Fax: 080 4000 4100

Website: www.rmzcorp.com

Contact Person: R. Santhosh, Company Secretary

Email: r.santhosh@rmzcorp.com

INFORMATION MEMORANDUM FOR PRIVATE PLACEMENT OF UPTO 7500 (SEVEN THOUSAND FIVE HUNDRED) UNLISTED SENIOR SECURED RATED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF THE FACE VALUE OF RS. 10,00,000/- (RUPEES TEN LAKH ONLY) EACH, AGGREGATING UPTO RS. 750,00,00,000/- (RUPEES SEVEN HUNDRED AND FIFTY CRORES ONLY) FOR CASH, IN DEMATERIALISED FORM, ON A PRIVATE PLACEMENT BASIS (HEREINAFTER REFERRED TO AS "DEBENTURES" or "NCDS") (THE "ISSUE")

BACKGROUND

This Information Memorandum is related to the Debentures to be issued by RMZ Infotech Private Limited (the "Issuer" or "Company") on a private placement basis and contains relevant information and disclosures required for the purpose of issuing of the Debentures. The issue of the Debentures described under this Information Memorandum has been authorised by the Issuer through the resolutions passed by the shareholders of the Issuer under section 42 of the Companies Act, 2013, passed at the extra-ordinary general meeting of the Issuer held on June 26, 2018 and the resolution passed by the board of directors of the Issuer on June 26, 2018 in accordance with the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company. The present issue of the Debentures in terms of this Information Memorandum is within the overall powers of the Board as per the above shareholder resolution.

This Information Memorandum has been prepared in conformity with Section 42 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.

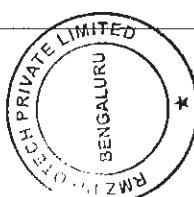
GENERAL RISKS

Investment in debt and debt related securities involve a degree of risk and investors should not invest any funds in the debt instruments, unless they can afford to take the risks attached to such investments. Investors are advised to read the risk factors carefully before taking an investment decision in relation to this Issue. For taking an investment decision, the investors must rely on their own examination of the Company, this Information Memorandum issued in pursuance hereof and the Issue including the risks involved. **Specific attention of investors is invited to statement of Risk Factors contained under Section 3 of this Information Memorandum.** These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the Debentures or investor's decision to purchase the Debentures.

CREDIT RATING

The Debentures proposed to be issued by the Issuer have been rated by ICRA Limited ("Rating Agency"). The Rating Agency has *vide* its letter dated June 28, 2018 assigned a rating of Provisional [ICRA]A1+(SO) (pronounced as "A one plus SO") in respect of the Debentures. The above rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The ratings may be subject to

Note: This Disclosure Document is strictly for a private placement and is only an information brochure intended for private use. Nothing in this Disclosure Document shall constitute an offer or an invitation to offer to the public or any section thereof to subscribe for or otherwise acquire the Debentures in general under any law for the time being in force. This Disclosure Document should not be construed to be a prospectus or a statement in lieu of prospectus under the Act. This Disclosure Document and the contents hereof are restricted for only the intended recipient(s) who have been addressed directly and specifically through a communication by the Company and only such recipient(s) are eligible to apply for the Debentures. All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue.



revision or withdrawal at any time by the rating agency and should be evaluated independently of any other ratings. Please refer to **Annexure IV** of this Information Memorandum for the letter dated June 28, 2018 from the Rating Agency assigning the credit rating abovementioned and the rating rationale adopted for the aforesaid rating.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Information Memorandum contains all information as required under Section 42 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, and that this information contained in this Information Memorandum is true and fair in all respects and is not misleading in any respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any respect.

Issue Schedule

Issue Opening Date	June 28, 2018
Issue Closing Date	June 28, 2018
Decmed Date of Allotment	June 28, 2018

LISTING

The Debentures are not proposed to be listed on any stock exchange.

This Information Memorandum is dated June 28, 2018.

Sole Arranger	Debenture Trustee
Kotak Mahindra Bank Limited 27, BKC, C27, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400051 Email: dcml@kotak.com	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001 Tel: +91 22 4080 7000; Fax: +91 22 6631 1776 Email: itsl@idbitrustee.com Contact Person: Vice President



SECTION 1: NOTICE TO INVESTORS AND DISCLAIMERS

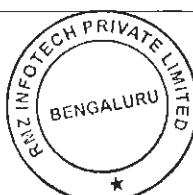
This Information Memorandum (the “**Information Memorandum**”) is **neither a prospectus nor a statement in lieu of prospectus** under the Act. This Information Memorandum has not been submitted to or approved by the Securities and Exchange Board of India (“**SEBI**”) and has been prepared by the Company in conformity Section 42 of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time. This Issue of NCDs is being made strictly on a private placement basis. This Information Memorandum does not constitute and shall not be deemed to constitute an offer or an invitation to the public to subscribe to the NCDs. Neither this Information Memorandum nor any other information supplied in connection with the NCDs is intended to provide the basis of any credit or other evaluation and a recipient of this Information Memorandum should not consider such receipt a recommendation to purchase any NCDs. Each potential investor contemplating the purchase of any NCDs should make its own independent investigation of the financial condition and affairs of the Company and its own appraisal of the creditworthiness of the Company as well as the structure of the Issue. Potential investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the NCDs and should possess the appropriate resources to analyze such investment and the suitability of an investment to the investor's particular circumstances. No person has been authorized to give any information or to make any representation not contained in or incorporated by reference in this Information Memorandum or in any material made available by the Company to any potential investor pursuant hereto and, if given or made, such information or representation must not be relied upon as having been authorized by the Company.

This Information Memorandum and the contents hereof are addressed only to the intended recipients who have been addressed directly and specifically through a communication by the Company. All potential investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue. The contents of this Information Memorandum are intended to be used only by those potential investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced by the recipient or made public or its contents disclosed to a third person. No invitation is being made to any person other than the investor to whom this Information Memorandum has been sent. Any application by a person to whom this Information Memorandum has not been sent by the Company may be rejected without assigning any reason.

You shall not and are not authorised to: (1) deliver this Information Memorandum to any other person; or (2) reproduce this Information Memorandum, in any manner whatsoever. Any distribution or reproduction or copying of this Information Memorandum in whole or in part or any public announcement or any announcement to third parties regarding the contents of this Information Memorandum is unauthorised. Failure to comply with this instruction may result in a violation of Applicable Laws of India and/or other jurisdictions. This Information Memorandum has been prepared by the Company for providing information in connection with the proposed Issue. The Company does not undertake to update this Information Memorandum to reflect subsequent events after the date of this Information Memorandum and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Company.

Neither the delivery of this Information Memorandum nor the issue of any NCDs made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Company since the date thereof.

This Issue is a domestic issue restricted to India and no steps have been taken or will be taken to facilitate the Issue in any jurisdictions other than India. Hence, this Information Memorandum does not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. No action is being taken to permit an offering of the NCDs or the distribution of this Information Memorandum in any jurisdiction where such action is required. This Information Memorandum is not intended for distribution to, or use by, any person or entity in any jurisdiction or country where distribution or use of such information would be contrary to law or regulation. Persons into whose possession this Information Memorandum comes are required to inform themselves about and to



observe any such restrictions. This Information Memorandum is made available to potential investors in the Issue on the strict understanding that it is confidential and may not be transmitted to others, whether in electronic form or otherwise.

It is the responsibility of allottees of these NCDs to also ensure that they/it will transfer these Debentures in strict accordance with this Information Memorandum and other applicable laws.

DISCLAIMER CLAUSE OF THE COMPANY

The Company has certified that the disclosures made in this Information Memorandum are adequate and in conformity with Section 42 of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014, in force for the time being. This requirement is to facilitate investors to take an informed decision for making an investment in the proposed Issue. The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or any other material issued by or at the instance of the Company and that anyone placing reliance on any other source of information would be doing so at their own risk.

DISCLAIMER IN RESPECT OF JURISDICTION

Issue of these Debentures have been/will be made in India to investors as specified under clause "Who Can Apply" in this Information Memorandum, who have been/shall be specifically approached by the Company. This Information Memorandum is not to be construed or constituted as an offer to sell or an invitation to subscribe to Debentures offered hereby to any person to whom it is not specifically addressed. Any disputes arising out of this Issue will be subject to the non-exclusive jurisdiction of the courts and tribunals at Bengaluru. This Information Memorandum does not constitute an offer to sell or an invitation to subscribe to the Debentures herein, in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction.

DISCLAIMER IN RESPECT OF RATING AGENCIES

Ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. The Rating Agency has based its ratings on information obtained from sources believed by it to be accurate and reliable. The Rating Agency does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by the Rating Agency have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

ISSUE OF DEBENTURES IN DEMATERIALISED FORM

The NCDs will be issued in dematerialised form. The Issuer has made arrangements with the Depositories for the issue of the NCDs in dematerialised form. The investor will have to hold the Debentures in dematerialised form as per the provisions of Depositories Act. The Issuer shall take necessary steps to credit the Debentures allotted to the beneficiary account maintained by the investor with its depositary participant. The Issuer will make the Allotment to Investors on the Deemed Date of Allotment after verification of the Application Form, the accompanying documents and on realisation of the application money.

DISCLAIMER CLAUSE OF THE ARRANGER

The Company has mandated Kotak Mahindra Bank Limited as Arrangers for the Debentures and to distribute either by themselves and/or through their respective affiliates this Information Memorandum to identified potential Investors.

The Company hereby declares that it has exercised due-diligence to ensure complete compliance with prescribed disclosure norms in this Information Memorandum. The Company is solely responsible for the



truth, accuracy and completeness of all the information provided in this Information Memorandum. The Arrangers are neither responsible for preparing, clearing, approving, scrutinizing or vetting of this Information Memorandum, nor are the Arrangers responsible for doing any due-diligence for verification of the truth, correctness or completeness of the contents of this Information Memorandum. The Arrangers shall be entitled to rely on the truth, correctness and completeness of this Information Memorandum. It is to be distinctly understood that the aforesaid use of this Information Memorandum by the Arrangers should not in any way be deemed or construed to mean that the Information Memorandum has been prepared, cleared, approved, scrutinized or vetted by the Arrangers. Nor should the contents of this Information Memorandum in any manner be deemed to have been warranted, certified or endorsed by the Arrangers as to the truth, correctness or completeness thereof. Each recipient must satisfy itself as to the accuracy, reliability, adequacy, reasonableness or completeness of the Information Memorandum. The Information Memorandum is not an offer or invitation to participate in the Issue or a recommendation by the Arrangers that the recipient should participate in the Issue.

The Arrangers have not conducted any due diligence review on behalf or for the benefit of the Debenture Trustee or any of the Debenture Holders. Each of the Debenture Holders should conduct such due diligence on the Company and the Debentures as it deems appropriate and make its own independent assessment thereof.

The Arrangers and/or any of their respective affiliates are not responsible for updating the information provided herein nor does the distribution of this Information Memorandum constitute a representation or warranty, express or implied by the Arranger and/ or any of their respective Affiliates that the information and opinions herein will be updated at any time after the date of this Information Memorandum. The Arrangers and/or their respective affiliates is not responsible for notifying any recipient of any information that comes to the attention of the Arrangers and/or their respective affiliates in relation to the Issue nor are the Arrangers and/or their respective affiliates undertaking to notify any recipient of any information coming to the attention of the Arranger and/or its respective affiliates after the date of this Information Memorandum. No responsibility or liability or duty of care is or will be accepted by the Arrangers and/ or their respective affiliates for updating or supplementing this Information Memorandum nor for providing access to any additional information as further information becomes available.

Neither the Arrangers nor any of their respective Affiliates nor their respective directors, employees, officers or agents shall be liable for any direct, indirect or consequential loss or damage suffered by any person as a result of relying on any statement in or omission from this Information Memorandum or in any other information or communications made in connection with the Debentures.

The Arrangers are acting for the Company in relation to the Issue and not on behalf of the recipients of this Information Memorandum. The receipt of this Information Memorandum by any recipient is not to be constituted as the giving of investment advice by the Arrangers and/ or any of their respective affiliates to that recipient, nor to constitute such a recipient a customer of the Arrangers. The Arrangers and/ or their respective affiliates are not responsible to any other person for providing the protection afforded to the customers of the Arrangers or for providing advice in relation to the Debentures. The Arrangers have relied upon the authorisation letter issued by the Company and the Arrangers assume no responsibility for ensuring, and make no representation, warranty or undertaking (express or implied) as to the accuracy, reliability, adequacy, reasonableness or completeness of the contents of the Information Memorandum and neither assume nor accept any responsibility or liability (whether for negligence or otherwise) for it.



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SECTION 2: DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or requires, the following terms shall have the meanings given below in this Information Memorandum.

General terms

Term	Description
the Company/ the Issuer	RMZ Infotech Private Limited

Company related terms

Term	Description
Board of Directors/Board Director(s)	The board of directors of the Company or any committee thereof Director(s) of the Company, as may change from time to time, unless otherwise specified
KMP	Key managerial personnel, as defined under the Companies Act, 2013
Memorandum and Articles	The Memorandum & Articles of Association of the Company, as amended from time to time

Issue related terms

Term	Description
Act	The Companies Act, 1956, and to the extent repealed and replaced by the Companies Act, 2013, shall mean the Companies Act, 2013
Allotment/Allot	The allotment of the NCDs or Debentures
Application Form	The form in which an investor can apply for subscription to the NCDs, as provided for in Annexure I hereto
Beneficial Owner(s)	Holder(s) of the Debentures in dematerialized form as defined under Section 2 of the Depositories Act
Debentures / NCDs	shall mean 7500 (Seven thousand five hundred) 9.15% Unlisted Senior Secured Rated Redeemable Non-Convertible Debentures each having a face value of Rs. 10,00,000/- (Rupees Ten Lakhs only).
Debenture Holder	The Debenture holder whose name appears in the register of debenture holders or in the beneficial ownership record furnished by NSDL for this purpose
Debenture Trustee	Trustee for the Debenture Holders, in this case being IDBI Trusteeship Services Limited, having its registered office at Asian Building, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001. The consent letter of the Debenture Trustee is annexed hereto as Annexure VIII .
Debenture Trust Deed cum Indenture of Mortgage	Deed to be executed by and between the Debenture Trustee and the Company <i>inter alia</i> for creation of the first ranking exclusive charge by way of a mortgage over certain identified immovable property and for recording the terms of issuance of the Debentures.
Depository(ies)	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996, as amended from time to time, in this case being NSDL.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depository Participant/DP	A depository participant as defined under the Depositories Act.
Information Memorandum	This information memorandum dated June 28, 2018 for private placement of the Debentures, as the same may be amended and supplemented from time to time
DP-ID	Depository Participant Identification Number
ECS	Electronic clearing system
Issue	Private placement of the Debentures
NEFT	National Electronic Fund Transfer Service



Term	Description
NSDL	National Securities Depository Limited
RTGS	Real Time Gross Settlement
Rating Agency	ICRA
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992.



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SECTION 3: RISK FACTORS

The following are the risks envisaged by the management of the Company relating to the Company, the Debentures and the market in general. Potential investors should carefully consider all the risk factors in this Information Memorandum for evaluating the Company and its business and the Debentures before making any investment decision relating to the Debentures. The Company believes that the factors described below represent the principal risks inherent in investing in the Debentures but does not represent that the statements below regarding the risks of holding the Debentures are exhaustive. The order of the risk factors is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another. Investors should also read the detailed information set out elsewhere in this Information Memorandum and reach their own views prior to making any investment decision.

If any one of the following stated risks actually occurs, the Company's business, financial conditions and results of operations could suffer and, therefore, the value of the Company's Debentures could decline and/or the Company's ability to meet its obligations in respect of the Debentures could be affected. More than one risk factor may have simultaneous effect with regard to the Debentures such that the effect of a particular risk factor may not be predictable. In addition, more than one risk factor may have a compounding effect which may not be predictable. No prediction can be made as to the effect that any combination of risk factors may have on the value of the Debentures and/or the Company's ability to meet its obligations in respect of the Debentures. Potential investors should perform their own independent investigation of the financial condition and affairs of the Company, and their own appraisal of the creditworthiness of the Company. Potential investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations with respect to the Debentures. Potential investors should thereafter reach their own views prior to making any investment decision.

These risks and uncertainties are not the only issues that the Company faces. Additional risks and uncertainties not presently known to the Company or that the Company currently believes to be immaterial may also have a material adverse effect on its financial condition or business. Unless specified or quantified in the relevant risk factors, the Company is not in a position to quantify the financial or other implications of any risk mentioned herein below.

The Company believes that the factors described below represent the principal risks inherent in investing in the Debentures, but the inability of the Company, as the case may be, to pay principal or other amounts on or in connection with any Debentures may occur for other reasons and the Company does not represent that the statements below regarding the risks of holding any Debentures are exhaustive.

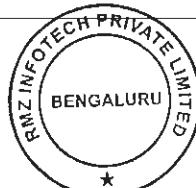
Please note that unless specified or quantified in the relevant risk factors, the Company is not in a position to quantify the financial or other implications of any risk mentioned herein below:

a. **Repayment of principal is subject to the credit risk of the Company.**

Potential investors should be aware that receipt of the principal amount along with coupon payable thereon and any other amounts that may be due in respect of the Debentures is subject to the credit risk of the Company and the potential investors assume the risk that the Company may not be able to satisfy their obligations under the Debentures. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Company, the payment of sums due on the Debentures may be substantially reduced or delayed.

b. **Rating Downgrade Risk**

The Rating Agency has assigned the credit ratings to the Debentures. In the event of deterioration in the financial health of the Company, there is a possibility that the rating agency may downgrade the rating of the Debentures. In such cases, potential investors may incur losses on re-valuation of their investment or make provisions towards sub-standard/ non-performing investment as per their usual norms. The rating is not a recommendation to purchase, hold or sell the Debentures in as much as the ratings do not comment on the market price of the Debentures or



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its suitability to a particular investor. There is no assurance either that the rating will remain at the same level for any given period of time or that the rating will not be lowered or withdrawn entirely by the Rating Agency. In the event of deterioration, the rating of the Debentures, the investors may have to take loss on revaluation of their investment.

c. Tax Considerations and Legal Considerations

Special tax considerations and legal considerations may apply to certain types of potential investors. Potential investors are urged to consult with their own financial, legal, tax and other professional advisors to determine any financial, legal, tax and other implications of this investment.

d. Company's indebtedness and covenants imposed by its financing arrangements may restrict its ability to conduct its business or operations

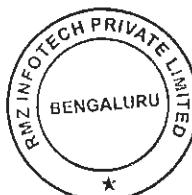
Company's financing arrangements require it to maintain certain security cover for some of its borrowings. Should there be any breach of financial or other covenants of any financing arrangements and such breach continues beyond the stipulated cure period (if any), the Company may be subjected to various consequences as a result of such default including forced repayment of such borrowings. Further, under some of the financing arrangements, the Company is required to inform / obtain prior approval of the lenders / debenture holders / debenture trustee for various actions. This may restrict / delay some of the actions / initiatives of the Company from time to time.

e. Accounting Considerations

Special accounting considerations may apply to certain types of taxpayers. Potential investors are urged to consult with their own accounting advisors to determine implications of this investment.

f. Material changes in regulations to which the Company are subject could impair the Company's ability to meet payments or other obligations.

The Company is subject generally to changes in Indian law, as well as to changes in government regulations and policies and accounting principles. Any changes in the regulatory framework could adversely affect the profitability of the Company or its future financial performance, by requiring a restructuring of its activities, increasing costs or otherwise.



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SECTION 4: REGULATORY DISCLOSURES

4.1 General Information:

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

RMZ Infotech Private Limited

Registered Office:

'The Millenia', Tower – B, Level 12-14, No.1 & 2, Murphy Road, Ulsoor, Bangalore-560 008
Tel No: 080 4000 4000
Fax: 080 4000 4100

Corporate Office:

'The Millenia', Tower – B, Level 12-14, No.1 & 2, Murphy Road, Ulsoor, Bangalore-560 008
Tel No: 080 4000 4000
Fax: 080 4000 4100

Website: www.rmzcorp.com

B. Date of Incorporation of the Company:

25/11/2003

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

Business of developing, operating, maintaining and providing infrastructural facilities to various sectors by setting up Industrial Parks, Software Technology Parks, Hardware Technology Parks, Bio-Technology Parks, Special Economic Zones [SEZs], Information Technology Parks, Export Oriented Undertakings [EOUs] and other Training Centres and Institutions in India and abroad

Names of Subsidiaries

RMZ Ecoworld Infrastructure Private Limited ("REIPL")
RMZ Consultancy Services Private Limited ("RCSPL")
RMZ Azure Projects Private Limited ("RAPPL")
Abhishaya Infrastructure Private Limited. ("AIPL")
Softech Ecoworld Private Limited. ("SEPL")
RMZ Infinity (Chennai) Limited ("RICL")
RMZ Software Parks Private Limited ("RSPPL")

Branches

No Branches

D. Brief particulars of the management of the Company:



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The Company is managed under Mr. Manoj Menda, Managing Director and Mr. Raj Menda, whole-Time Director of the Company

Mr. Manoj Menda, one of the founder members of RMZ Corp has been actively involved in various aspects of Investment, Development & Management. Under his leadership position under which the Company has seen a significant expansion of its holdings, products and services, a dramatic increase in its capital base, and reinforcement of its reputation for excellence and commitment to sustainability.

Mr. Raj Menda is the Co-Owner of RMZ Corp, a leading commercial and residential real estate company in India. He has been transforming RMZ into a progressive, competitive and customer-driven organization. As the Chief Strategist of RMZ Corp, his responsibilities include managing organizational performance, formulating business strategy and plans, defining the scope of enterprise, initiating business goals, developing new markets, forecasting and analysing finance for projects.

E. Name, address, DIN and occupations of the directors:

Name, Designation and DIN	Address	Occupation
Name: Manoj Menda Designation: Managing Director DIN: 00018414 Nationality: Indian	The Haven, No. 78/A-1, Benson Cross Road, Benson Town, Bangalore- 560 046	Company Executive
Name: Raj Menda Designation: Director DIN: 00018399 Nationality: Indian	The Haven, No. 78/A-1, Benson Cross Road, Benson Town, Bangalore- 560 046	Company Executive
Name: Arshdeep Singh Sethi Designation: Director DIN: 03404021 Nationality: Indian	C1, 1502 L & T South City, Arakere Mico Layout, Bannerghatta Road, Bangalore – 560 076	Company Executive
Name: Deepak Monoharlal Chhabria Designation: Director DIN: 02918115 Nationality: Indian	Flat No. 606, Olympus III Prestige ACROPOLIS, No. 20, Hosur Road, Bangalore- 560 029	Company Executive
Name: Thirumal Govindraj Designation: Director DIN: 06731085 Nationality: Indian	602, Hardarshan Villa, 6th Floor Plot No. 660-A, 16th Road, Khar West Mumbai 400052	Company Executive

F. Management perception of Risk Factors:

Please refer to Section 3 of the Information Memorandum

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

(i) Statutory Dues:	None
(ii) Debenture and interest thereon:	None
(iii) Deposits and interest thereon:	None



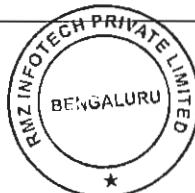
(iv) Loans from banks and financial institutions and interest thereon: None

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

Name: R. Santhosh
 Designation: Company Secretary
 Address: The Millenia, Tower B, Level 12-14,
 No. 1 and 2, Murphy Road,
 Ulsoor, Bangalore-560008
 Phone No.: 080 40004217
 Email: r.santhosh@rmzcorp.com

4.2 Particulars of the Offer:

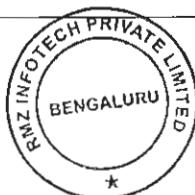
Date of passing of Board Resolution	June 26, 2018 (Please refer Annexure IX)
Date of passing of resolution under section 42 of the Act, in general meeting, authorizing the offer of securities	June 26, 2018 (Please refer Annexure X)
Kinds of securities offered (i.e. whether share or debenture) and class of security	Unlisted, Senior, Secured, Redeemable Non-Convertible Debentures of face value of Rs. 10,00,000/- (Rupees Ten lakh only).
Price at which the security is being offered, including premium if any, along with justification of the price	Rs. 10,00,000/- (Rupees Ten lakh only) per Debenture.
Name and address of the valuer who performed valuation of the security offered	N.A.
Amount, which the Company intends to raise by way of securities	Rs. 750,00,00,000/- (Rupees Seven Hundred and Fifty Crores only).
Terms of raising of securities:	As per the Term Sheet Attached as 'Annexure V' to this Information memorandum.
Proposed time schedule for which the Issue is valid	June 28, 2018.
Issue opens on	June 28, 2018.
Issue closes on	June 28, 2018.
Pay in date	June 28, 2018.
Deemed Date of Allotment	June 28, 2018.
Purpose and objects of the Issue	The proceeds of the Issue shall be utilised by the Company for general corporate purposes of the Company including repayment of existing debt availed by the Issuer.
Contribution being made by the Promoters or directors either as part of the offer or separately in furtherance of the object	None



Principal terms of assets charged as security, if applicable	As per the Term Sheet Attached as 'Annexure V' to this Information memorandum.
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4.3 Disclosure with regard to interest of directors, litigation, etc:

Any financial or other material interest of the directors, promoters or key managerial personnel in the Issue and the effect of such interest in so far as it is different from the interests of other persons	None
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 Company during the last 3 (three) years immediately preceding the year of the circulation of this Information Memorandum and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed	None
Remuneration of directors (during the current year and last 3 (three) financial years)	Rs. 7.20 crs per annum for the last three financial years including subsidiary share of expenses.
Related party transactions entered during the last 3 (three) financial years immediately preceding the year of circulation of this Information Memorandum including with regard to loans made or, guarantees given or securities provided	As per 'Annexure VI' to this Information Memorandum
Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (five) financial years immediately preceding the year of circulation of this Information Memorandum and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark	None
Details of any inquiry, inspections or investigations initiated or conducted under the Act or any previous company law in the last 3 (three) years immediately preceding the year of circulation of this Information Memorandum in the case of the Company and all of its subsidiaries. Also, if there were any were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last 3 (three) years immediately preceding the year of this Information Memorandum and if so, section-	NIL



wise details thereof for the Company and all of its subsidiaries	
Details of acts of material frauds committed against the Company in the last 3 (three) years, if any, and if so, the action taken by the company	NIL

4.4 Financial Position of the Company:

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

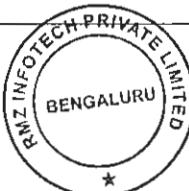
The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value)	Share Capital	Rs.
	Authorised 65,00,00,000 Equity Shares of Rs. 10/- each	(in Rs.) 650,00,00,000
	Total	650,00,00,000
	Issued, Subscribed and Fully Paid- up 41,90,70,571 Equity Shares of Rs. 10/- each	(in Rs.) 419,07,05,710
	Total	419,07,05,710
Size of the Present Issue	7,500 (Seven Thousand Five Hundred) Unlisted Senior Secured Rated Redeemable Non-Convertible Debentures of face value of Rs. 10,00,000/- (Rupees Ten Lakh Only) each of an aggregate value of Rs. 750,00,00,000/- (Rupees Seven Hundred and Fifty Crores only).	
Paid-up Capital:		
a. After the offer:	Rs. 419,07,05,710/- comprising of 41,90,70,571 Equity shares of Rs. 10/- each	
b. After the conversion of Convertible Instruments (if applicable)	The issuance of NCDs shall not alter the paid-up Capital of the Company	
Share Premium Account:		
a. Before the offer:	Rs. 858,48,71,790/-	
b. After the offer:	Rs. 858,48,71,790/-	

Details of the existing share capital of the Issuer:

S No:	Date of Allotment/ Transfer	Name of Shareholder	Number of Shares	Face Value of Shares	Price (in Rs.)	Details of Consideration
Equity Shares						
1.	Transfer 7.11.2005	Millennia Realtors Private Limited	26,76,698	10	-	-



2.	Transfer 7.11.2005	Raj Menda	1	10	-	-																
3.	Transfer 7.11.2005	Manoj Menda	1	10																		
4.	Allotment 29.03.2010	Millennia Realtors Private Limited	2,15,12,000	10	21,51,20,000	21,51,20,000																
5.	Allotment 25.11.2011	Millennia Realtors Private Limited	7,25,66,094	10	Bonus Allotment	Bonus Allotment																
6.	Allotment 25.11.2011	Raj Menda	3	10	Bonus Allotment	Bonus Allotment																
7.	Allotment 25.11.2011	Manoj Menda	3	10	Bonus Allotment	Bonus Allotment																
8.	Allotment 13.01.2012	Millennia Realtors Private Limited	12,70,00,000	10	127,00,00,000	127,00,00,000																
9.	Transfer 14.06.2018	RMZ Infotech (Pune) Private Limited	19,53,15,771	10	3262,48,24,750	3262,48,24,750																
Details of allotments made by the Company for Consideration other than cash			NIL																			
Profits of the Company, before and after making provision for tax, for the 3 (three) financial years immediately preceding the date of circulation of this Information Memorandum			<table border="1"> <thead> <tr> <th>Particulars</th> <th>March 31, 2018</th> <th>March 31, 2017</th> <th>March 31, 2016</th> </tr> </thead> <tbody> <tr> <td>Profit/ (Loss) before Tax</td><td>5,467.46</td><td>9,492.79</td><td>6,174.50</td></tr> <tr> <td>Provision for Tax</td><td>2,440.32</td><td>3,212.75</td><td>863.10</td></tr> <tr> <td>Profit/ (Loss) after Tax</td><td>3,027.13</td><td>6,280.04</td><td>5,311.40</td></tr> </tbody> </table>				Particulars	March 31, 2018	March 31, 2017	March 31, 2016	Profit/ (Loss) before Tax	5,467.46	9,492.79	6,174.50	Provision for Tax	2,440.32	3,212.75	863.10	Profit/ (Loss) after Tax	3,027.13	6,280.04	5,311.40
Particulars	March 31, 2018	March 31, 2017	March 31, 2016																			
Profit/ (Loss) before Tax	5,467.46	9,492.79	6,174.50																			
Provision for Tax	2,440.32	3,212.75	863.10																			
Profit/ (Loss) after Tax	3,027.13	6,280.04	5,311.40																			
Dividends declared by the Company in respect of the said 3 (three) financial years; interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid)			NIL																			
A summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of circulation of this Information Memorandum			As per 'Annexure III' of this Information Memorandum																			
Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of circulation of this Information Memorandum			As per 'Annexure II' of this Information Memorandum																			
Any change in accounting policies during the last 3 (three) years and their effect on the			None																			



profits and the reserves of the Company	
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4.5 Details of other borrowings including any other issue of debt securities in past:

Name of the Project	Type of facilities	Amount of Loan (Sanctioned) INR crore	Amount of Loan (outstanding as on 26-06- 2018) INR crore	Maturity	Security	Bank/FI
RMZ Ecospace	Lease Rental Discounting	685.00	654.47	Sep-29	Mortgage of Land & Building and Future rentals	Vijaya Bank
RMZ Centennial & NXT	Lease Rental Discounting	366.00	355.28	Jan-24	Mortgage of Land & Building and Future rentals	Indiabulls Housing Finance Limited
RMBP II - (3A & 3B)	Lease Rental Discounting	230.00	212.56	Dec-28	Mortgage of Land & Building and Future rentals	Union Bank of India
RMZ Infinity	Lease Rental Discounting	640.00	637.49	Feb-28	Mortgage of Land & Building and Future rentals	Kotak Mahindra
RMBP II - (4A & 4B)	Lease Rental Discounting	200.00	99.82	Apr-30	Mortgage of Land & Building and Future rentals	IndusInd Bank
RMZ Infinity - Gurgaon (BPTP Crest)	Lease Rental Discounting	550.00	550.00	Jul-20	Mortgage of Land & Building and Future Receivables	Deutsche Bank
Total		2,671.00	2,509.62			

4.6 Any condition relating to tax exemption, capital adequacy etc.:

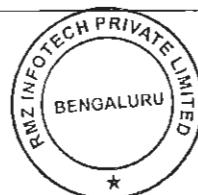
NA

4.7 Details of the Project including:

- Profile of the Project: Grade A Commercial Office situated at Bangalore, India
- Cost of the Project: Not applicable as the project is completed.
- Source and usage of fund: Not applicable for the reason stated above.
- Date of commencement of project: Project completed during the year 2008
- Projected cash flows: Not applicable for the reason stated above.
- Date of financial closure: Not applicable for the reason stated above.
- Risk pertaining to the Project: General market risks as described in this document under "Risk Factors".

4.8 Total outstanding NCDs of maturity upto one year:

Nil



4.9 Whether outstanding NCDs have been serviced promptly and interest paid on due dates and if not, details of overdue payments:

Yes. NCDs have been serviced promptly and interest paid on due dates.

4.10 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 Issue shall be used only for the purposes and objects indicated in the Information Memorandum;

I am authorized by the Board of Directors of the Company *vide* resolution dated June 26, 2018 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 Information Memorandum 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 RMZ INFOTECH PRIVATE LIMITED



Name: G. MADHUSUDHANA
Title: Authorised Signatory
Date: June 28, 2018



SECTION 5: OTHER INFORMATION AND APPLICATION PROCESS

The Debentures being offered as part of the Issue are subject to the provisions of the Act, the Memorandum and Articles of Association of the Issuer, the terms of this Information Memorandum, Application Form and other terms and conditions as may be incorporated in the Transaction Documents.

5.1 Mode of Transfer/Transmission of Debentures

The Debentures shall be transferable freely. The Debenture(s) shall be transferred and/or transmitted in accordance with the applicable provisions of the Act and other applicable laws. The Debentures held in dematerialized form shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL and the relevant DPs of the transferor or transferee and any other applicable laws and rules notified in respect thereof. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in dematerialised form. The seller should give delivery instructions containing details of the buyer's DP account to his DP.

5.2 Debentures held in Dematerialised Form

The Debentures shall be held in dematerialised form and no action is required on the part of the Debenture Holder(s) for redemption purposes and the redemption proceeds will be paid by cheque/ECS/ NEFT/fund transfer/RTGS to those Debenture Holder(s) whose names appear on the list of beneficiaries maintained by the Depository(ies). The names would be as per Depository(ies) records on the record date fixed for the purpose of redemption. All such Debentures will be simultaneously redeemed through appropriate debit corporate action. If permitted, the Issuer may transfer payments required to be made in any relation by NEFT/RTGS to the bank account of the Debenture Holder(s) for redemption payments.

5.3 Sharing of Information

The Issuer may, at its option, but subject to applicable laws, use on its own, as well as exchange, share or part with any financial or other information about the Debenture Holder(s) available with the Issuer, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Issuer nor its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

5.4 Debenture Holder not a Shareholder

The Debenture Holder(s) shall not be entitled to any right and privileges of shareholders other than those available to them under the Act. The Debentures shall not confer upon the Debenture Holders the right to receive notice(s) or to attend and to vote at any general meeting(s) of the shareholders of the Issuer.

5.5 Modification of Debentures

The Debenture Trustee and the Issuer will agree to make any modifications in the Information Memorandum which in the opinion of the Debenture Trustee is of a formal, minor or technical nature or is to correct a manifest error.

Any other change or modification to the terms of the Debentures shall require approval by the Majority Debenture Holders.

For the avoidance of doubt, the following matters require the consent of Majority Debenture Holders, either by providing their express consent in writing or by way of a resolution at a duly convened meeting of the Debenture Holders:

- A. Creating of any additional security; and
- B. Amendment to the terms and conditions of the Debentures or the Transaction Documents.

5.6 Right to accept or reject Applications



The Board of Directors/Committee of Directors reserves its full, unqualified and absolute right to accept or reject any application for subscription to the Debentures, in part or in full, without assigning any reason thereof.

5.7 Issue Procedure

Only Eligible Investors as given hereunder may apply for the Debentures by completing the Application Form in the prescribed format in block letters in English as per the instructions contained therein. The minimum number of Debentures that can be applied for and the multiples thereof shall be set out in the Application Form. No application can be made for a fraction of a Debenture. Application forms should be duly completed in all respects and applications not completed in the said manner are liable to be rejected. The name of the applicant's bank, type of account and account number must be duly completed by the applicant. This is required for the applicant's own safety and these details will be printed on the refund orders and /or redemptions warrants.

The applicant should transfer payments required to be made in any relation by NEFT/RTGS, to the bank account of the Issuer as per the details mentioned in the Application Form.

5.8 Application Procedure

Potential investors will be invited to subscribe by way of the Application Form prescribed in the Information Memorandum during the period between the Issue Opening Date and the Issue Closing Date (both dates inclusive). The Issuer reserves the right to change the issue schedule including the Deemed Date of Allotment at its sole discretion, without giving any reasons or prior notice. The Issue will be open for subscription during the banking hours on each day during the period covered by the Issue Schedule.

5.9 Fictitious Application

All fictitious applications will be rejected.

5.10 Basis of Allotment

Notwithstanding anything stated elsewhere, Issuer reserves the right to accept or reject any application, in part or in full, without assigning any reason. Subject to the aforesaid, in case of over subscription, priority will be given to Investors on a first come first serve basis. The investors will be required to remit the funds as well as submit the duly completed Application Form along with other necessary documents to Issuer by the Deemed Date of Allotment.

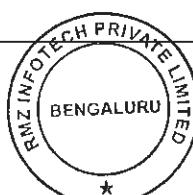
5.11 Payment Instructions

The Application Form should be submitted directly. The entire amount of Rs. 10,00,000/- (Rupees Ten Lakh only) per Debenture is payable along with the making of an application. Applicants can remit the application amount through RTGS on Pay-in Date. The RTGS details of the Issuer are as under:

Account Name	RMZ INFOTECH PRIVATE LIMITED
Account No.	3811867572 (Current Account)
Bank	Kotak Mahindra Bank
Branch and Address	Kotak Mahindra Bank, M.G. Road Branch, Bangalore- 560 001.
Branch IFSC Code	KKBK0008066

5.12 Eligible Investors

The following categories of Investors, when specifically approached, are eligible to apply for this private placement of Debentures subject to fulfilling their respective investment norms/rules and compliance with



laws applicable to them by submitting all the relevant documents along with the Application Form (“Eligible Investors”):

- A. Mutual Funds
- B. Non-banking financial companies
- C. Provident Funds and Pension Funds
- D. Corporates
- E. Banks
- F. Insurance Companies
- G. Investment holding companies of high net worth individuals
- H. Any other person eligible to invest in the Debentures

All Investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue of Debentures.

Note: Participation by potential investors in the issue may be subject to statutory and/or regulatory requirements applicable to them in connection with subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that they comply with all regulatory requirements applicable to them, including exchange controls and other requirements. Applicants ought to seek independent legal and regulatory advice in relation to the laws applicable to them.

5.13 Procedure for Applying for Dematerialised Facility

- A. The applicant must have at least one beneficiary account with any of the DP's of NSDL prior to making the application.
- B. The applicant must necessarily fill in the details (including the beneficiary account number and DP - ID) appearing in the Application Form under the heading “Details for Issue of Debentures in Electronic/Dematerialised Form”.
- C. Debentures allotted to an applicant will be credited to the applicant's respective beneficiary account(s) with the DP.
- D. For subscribing to the Debentures, names in the Application Form should be identical to those appearing in the details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details maintained with the DP.
- E. If incomplete/incorrect details are given under the heading “Details for Issue of Debentures in Electronic/Dematerialised Form” in the Application Form, it will be deemed to be an incomplete application and the same may be held liable for rejection at the sole discretion of the Issuer.
- F. For allotment of Debentures, the address, nomination details and other details of the applicant as registered with his/her DP shall be used for all correspondence with the applicant. The applicant is therefore responsible for the correctness of his/her demographic details given in the Application Form vis-a-vis those with his/her DP. In case the information is incorrect or insufficient, the Issuer would not be liable for the losses, if any.
- G. The redemption amount or other benefits would be paid to those Debenture Holders whose names appear on the list of beneficial owners maintained by the Depository(ies) as on the record date. In case of those Debentures for which the beneficial owner is not identified in the records of the Depository(ies) as on the record date, the Issuer would keep in abeyance the payment of the redemption amount or other benefits, until such time that the beneficial owner is identified by the Depository(ies) and conveyed to the Issuer, whereupon the redemption amount and benefits will be paid to the beneficiaries, as identified.

5.14 Depository Arrangements



The Issuer shall make necessary arrangement with NSDL for issue and holding of Debenture in dematerialised form.

5.15 List of Beneficiaries

The Issuer shall request the Depository(ies) to provide a list of beneficiaries as at the end of each record date. This shall be the list, which will be used for payment or repayment of redemption monies.

5.16 Application under Power of Attorney

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signature(s) of all the authorized signatories of the Investor and the tax exemption certificate/document of the Investor, if any, must be lodged along with the submission of the completed Application Form. Further modifications/additions in the power of attorney or authority should be notified to the Issuer or to its agents or to such other person(s) at such other address(es) as may be specified by the Issuer from time to time through a suitable communication.

In case of an application made by companies under a power of attorney or resolution or authority, a certified true copy thereof along with memorandum and articles of association and/or bye-laws along with other constitutional documents must be attached to the Application Form at the time of making the application, failing which, the Issuer reserves the full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason thereto. Names and specimen signatures of all the authorized signatories must also be lodged along with the submission of the completed Application Form.

5.17 Procedure for application by Mutual Funds and Multiple Applications

In case of applications by mutual funds and venture capital funds, a separate application must be made in respect of each scheme of an Indian mutual fund/venture capital fund registered with the SEBI and such applications will not be treated as multiple application, provided that the application made by the asset management company/trustee/custodian clearly indicated their intention as to the scheme for which the application has been made.

The application forms duly filled shall clearly indicate the name of the concerned scheme for which application is being made and must be accompanied by certified true copies of:

- A. SEBI registration certificate
- B. Resolution authorizing investment and containing operating instructions
- C. Specimen signature of authorized signatories

5.18 Documents to be provided by Investors

Investors need to submit the following documents, as applicable:

- A. Memorandum and Articles of Association or other constitutional documents
- B. Resolution authorising investment
- C. Power of Attorney to custodian
- D. Specimen signatures of the authorised signatories
- E. SEBI registration certificate (for Mutual Funds)
- F. Copy of PAN card
- G. Application Form (including RTGS details)

5.19 Applications to be accompanied with Bank Account Details

Every application shall be required to be accompanied by the bank account details of the applicant and the magnetic ink character reader code of the bank for the purpose of availing direct credit of redemption amount and all other amounts payable to the Debenture Holder(s) through NEFT/RTGS.

5.20 Mode of Payment



A handwritten signature in blue ink, appearing to read "S. P." or a similar initials.

All payments must be made through NEFT/RTGS/Cheque/ Fund Transfer as set out in the Application Form.

5.21 Refunds

For applicants whose applications have been rejected or allotted in part, refund orders will be dispatched within 7 (Seven) days from the Deemed Date of Allotment of the Debentures.

In case the Issuer has received money from applicants for Debentures in excess of the aggregate of the application money relating to the Debentures in respect of which allotments have been made, the Registrar shall upon receiving instructions in relation to the same from the Issuer repay the moneys to the extent of such excess, if any.

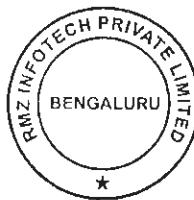
5.22 Pan Number

Every applicant should mention its Permanent Account Number ("PAN") allotted under Income Tax Act, 1961, on the Application Form and attach a self-attested copy as evidence. Application forms without PAN will be considered incomplete and are liable to be rejected.

Disclaimer: Please note that only those persons to whom this memorandum has been specifically addressed are eligible to apply. However, an application, even if complete in all respects, is liable to be rejected without assigning any reason for the same. The list of documents provided above is only indicative, and an investor is required to provide all those documents / authorizations / information, which are likely to be required by the Issuer. The Issuer may but, is not bound to, revert to any investor for any additional documents / information, and can accept or reject an application as it deems fit. Investment by investors falling in the categories mentioned above are merely indicative and the Issuer does not warrant that they are permitted to invest as per extant laws, regulations, etc. Each of the above categories of investors is required to check and comply with extant rules/regulations/ guidelines, etc. Governing or regulating their investments as applicable to them and the Issuer is not, in any way, directly or indirectly, responsible for any statutory or regulatory breaches by any investor, neither is the Issuer required to check or confirm the same.

5.23 Inconsistency

In the event there is any conflict between the terms of this Information Memorandum (including the term sheet annexed hereto and marked as **Annexure V**) and other Transaction Documents, the terms mentioned in the other Transaction Documents shall prevail.



A handwritten signature in blue ink, appearing to read "G" or "Ganesh".

ANNEXURE I

APPLICATION FORM

RMZ INFOTECH PRIVATE LIMITED

CIN: U01119KA2003PTC041807

Date of Incorporation: 25/11/2003

Registered Office: 'The Millenia', Tower - B, Level 12-14, No.1 & 2,
Murphy Road, Ulsoor, Bangalore-560 008

Corporate Office: 'The Millenia', Tower B, Level 12 -14, No. 1 & 2,
Murphy Road, Ulsoor, Bangalore-560 008

Telephone No.: 080 4000 4000

Fax: 080 4000 4100

Website: www.rmzcorp.com

Contact Person: R. Santhosh, Company Secretary

Email: r.santhosh@rmzcorp.com

DEBENTURE APPLICATION FORM SERIAL NO. 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 1

ISSUE OF UPTO 7500 (SEVEN THOUSAND FIVE HUNDRED) SENIOR SECURED RATED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF RS. 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH, FOR CASH, IN DEMATERIALIZED FORM, AGGREGATING TO RS. 750,00,00,000/- (RUPEES SEVEN HUNDRED AND FIFTY CRORES ONLY) ON PRIVATE PLACEMENT BASIS.

DEBENTURES APPLIED FOR:

Number of Debentures in words

Amount Rs. /- in words Rupees

DETAILS OF PAYMENT:

Cheque / Demand Draft / RTGS

No. _____ Drawn on _____

Funds transferred to RMZ Infotech Private Limited

Dated _____

Total Amount Enclosed

(In Figures) Rs. _____ /- (In words) _____ only

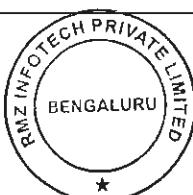
APPLICANT'S NAME IN FULL (CAPITALS)

SIGNATURE

SPECIMEN

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APPLICANT'S ADDRESS



ADDRESS				
STREET				
CITY				
PIN		PHONE		FAX

APPLICANT'S PAN/GIR NO. AACCR6283P IT CIRCLE/WARD/DISTRICT Bangalore

WE ARE () COMPANY () OTHERS () SPECIFY _____

We have read and understood the Terms and Conditions of the issue of Debentures including the Risk Factors described in the Information Memorandum and have considered these in making our decision to apply. We bind ourselves to these Terms and Conditions and wish to apply for allotment of these Debentures. We request you to please place our name(s) on the Register of Holders.

Name of the Authorised Signatory(ies)	Designation	Signature

Applicant's
Signature

We the undersigned, are agreeable to holding the Debentures of the Company in dematerialised form. Details of my/our Beneficial Owner Account are given below:

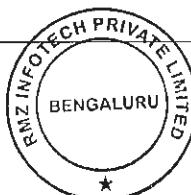
DEPOSITORY	NSDL ()
DEPOSITORY PARTICIPANT NAME	
DP-ID	
BENEFICIARY ACCOUNT NUMBER	
NAME OF THE APPLICANT(S)	

Applicant Bank Account : (Settlement by way of Cheque / Demand Draft / Pay Order / Direct Credit / ECS / NEFT/RTGS/other permitted mechanisms)	
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Beneficiary Bank Account Details

BANK ACCOUNT DETAILS OF RMZ INFOTECH PRIVATE LIMITED:

Particulars	
Account No	3811867572
Bank Name	Kotak Mahindra Bank
Address	MG Rd Branch, Bangalore
IFSC Code	KKBK0008066



DATE OF RECEIPT _____ FOR OFFICE USE ONLY
DATE OF CLEARANCE _____

(Note: Cheque and Drafts are subject to realisation)

We understand and confirm that the information provided in the Information Memorandum is provided by the Issuer and the same has not been verified by any legal advisors to the Issuer and other intermediaries and their agents and advisors associated with this Issue. We confirm that we have for the purpose of investing in these Debentures carried out our own due diligence and made our own decisions with respect to investment in these Debentures and have not relied on any representations made by anyone other than the Issuer, if any.

We understand that: i) in case of allotment of Debentures to us, our Beneficiary Account as mentioned above would get credited to the extent of allotted Debentures, ii) the Applicant must ensure that the sequence of names as mentioned in the Application Form matches the sequence of name held with our Depository Participant, iii) if the names of the Applicant in this application are not identical and also not in the same order as the Beneficiary Account details with the above mentioned Depository Participant or if the Debentures cannot be credited to our Beneficiary Account for any reason whatsoever, the Company shall be entitled at its sole discretion to reject the application or issue the Debentures in physical form.

Applicant's
Signature

FOR OFFICE USE ONLY
DATE OF RECEIPT _____ DATE OF CLEARANCE _____
(Note: Checks and Drafts are subject to re-clearance.)

(Note : Cheque and Drafts are subject to realisation)

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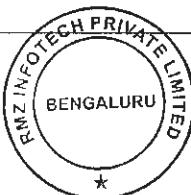
ACKNOWLEDGMENT SLIP

(To be filled in by Applicant) SERIAL NO.

Received from

Address

Cheque/Draft/UTR # _____ Drawn on _____
Rs. _____ on account of application of _____ Debenture for _____



GP

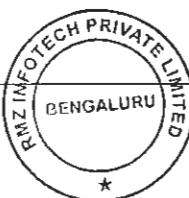
ANNEXURE II

AUDITED CASH FLOW STATEMENT FOR THE LAST THREE YEARS

RMZ Infotech Private Limited Statement of cash flows *	Amount in INR million		
	For the year ended 31 March 2018	For the year ended 31 March 2017	For the year ended 31 March 2016
Cash flows from operating activities			
Profit before tax for the year	546.75	949.28	617.45
Adjustments:			
- Interest income	(462.02)	(400.51)	(805.88)
- Bad/ doubtful debts	-	2.72	4.80
- Interest expense	2,846.52	2,723.98	2,708.01
- Depreciation and amortization	439.28	408.69	345.05
Operating cash flow before working capital changes	3,370.52	3,684.15	2,869.43
<i>Changes in</i>			
- Trade receivables	(61.85)	(94.92)	(16.85)
- Current and non-current financial assets	(524.31)	(112.53)	(60.55)
- Other current and non-current assets	(408.62)	(48.21)	(104.81)
- Trade payables	180.49	(18.72)	13.30
- Current and non-current financial liabilities	199.55	(554.67)	1,556.94
- Other current and non-current liabilities	11.79	15.36	(1,453.93)
Cash generated from operations	2,767.58	2,803.53	
Income taxes paid/ refund received	(184.35)	(108.57)	(92.35)
Net cash from operations [A]	2,583.23	2,761.90	2,711.18
Cash flows from investing activities			
Purchase of property, plant and equipment / intangibles	(124.11)	(6.61)	(36.49)
Proceeds from sale of property, plant and equipment	-	4.80	-
Purchase of investment property	(141.78)	(152.63)	(54.67)
(Investment in) / sale of subsidiaries	-	(18.35)	(270.43)
Loans to subsidiaries	-	-	(6,307.41)
(Investment) withdrawal of fixed deposits	(120.06)	439.90	(13.10)
Interest received	471.79	398.72	447.01
Net cash generated from/(used in) investing activities [B]	85.84	665.84	(6,235.09)
Cash flows from financing activities			
Proceeds from/ (repayment of) long term and short term borrowings	2,663.16	1,308.03	(2,117.27)
Interest paid	(2,502.90)	(2,562.30)	(2,528.57)
Unsecured loans received/ (given) from related party	(3,908.15)	(399.37)	650.00
Decrease/ (increase) in fixed deposits accounts kept as escrow	99.40	(473.55)	15.34
Net cash used in financing activities [C]	(3,648.49)	(2,127.18)	(3,980.50)
Net Increase in cash and cash equivalents [A+B+C]	(979.42)	1,300.55	(7,504.41)
Cash and cash equivalents at the beginning of the year	1,893.56	593.01	7,999.57
Cash and cash equivalents at the end of the year	914.14	1,893.56	495.16
Components of cash and cash equivalents			
Balances with banks:			
- in current accounts	35.99	1,725.63	262.41
- in fixed deposits	877.25	166.66	232.38
Cash on hand	0.90	1.27	0.37
Cash and cash equivalents at the end of the year	914.14	1,893.56	495.16

Note:

On 31 August 2016, the Board of Directors of the Company approved a Scheme of arrangement ("Scheme") for amalgamation of RMZ Infotech Private Limited and Vital Construction Private Limited ("the transferor / transferor companies") with the Company ("the transferee company") under Section 391 to 394 of the Companies Act, 1956 read with Rule 9 of the Companies (Court) Rules, 1959. On 18 October 2016, the transferee Company and the transferor Companies filed a petition for approval of the scheme with the Hon'ble High Court of Karnataka and subsequently as per the Notification No GSR.1119 (E) dated 7 December 2016 issued by the Ministry of Corporate Affairs, New Delhi, the said cases were transferred to National Company Law Tribunal ("Tribunal"). The Tribunal approved the scheme vide its order dated dated 20 September 2017 with an Appointed Date of 1 April 2016. The Company has given effect to the Scheme as approved by the Tribunal in the financial statements for the year ended 31 March 2017.

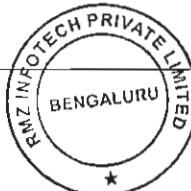


ANNEXURE III

FINANCIAL POSITION OF THE COMPANY AS IN THE LAST THREE AUDITED BALANCE SHEETS

RMZ Infotech Private Limited		Amount in INR million		
Balance sheet		As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
ASSETS				
Non-current assets				
Property, plant and equipment		149.80	58.85	51.42
Investment properties		23,098.29	23,403.73	15,662.52
Investment property under development		153.09	108.68	-
Intangible assets		8.36	11.66	18.67
Investment in subsidiaries		12,006.16	11,841.35	13,292.31
Financial assets				
- Loans		-	-	4,634.58
- Other Non-current financial assets		867.94	520.27	372.95
Non-current tax assets (Net)		17.37	132.75	141.23
Other non-current assets		984.74	903.55	1,724.62
Total non-current assets		37,285.74	36,980.83	35,898.30
Current assets				
Financial assets				
- Trade receivables		258.93	197.09	93.75
- Cash and cash equivalents		914.14	1,893.56	495.16
- Bank balances other than cash and cash equivalents		511.61	611.01	37.97
- Loans		4,607.52	699.37	300.00
- Other current financial assets		592.39	359.98	188.21
Other current assets		303.99	320.19	770.99
Total current assets		7,188.58	4,081.19	1,886.08
Total assets		44,474.32	41,062.02	37,784.38
EQUITY AND LIABILITIES				
Equity				
Equity share capital		4,190.71	4,190.71	4,190.71
Other equity		11,386.79	11,084.08	11,439.81
Total equity		15,577.50	15,274.79	15,630.52
Non-current liabilities				
Financial liabilities				
- Borrowings		23,093.42	20,514.17	16,849.76
- Other financial liabilities (other than those specified above)		2,068.43	1,978.96	2,342.93
Other non-current liabilities		5.08	1.42	44.40
Total non-current liabilities		25,166.94	22,494.54	19,237.09
Current liabilities				
Financial liabilities				
- Borrowings		-	-	650.00
- Trade payables				
-Due to micro, small and medium enterprises		-	-	-
-Due to creditors other than micro, small and medium enterprises		377.47	196.98	195.74
- Other financial liabilities (other than those specified above)		3,099.41	2,795.13	1,949.96
Current tax liabilities (net)		114.74	170.43	-
Other current liabilities		138.27	130.15	121.07
Total current liabilities		3,729.88	3,292.69	2,916.77
Total equity and liabilities		44,474.32	41,062.02	37,784.38

Statement of Profit and Loss for last three years



RMZ Infotech Private Limited Statement of profit and loss		Amount in INR million		
		For the year ended 31 March 2018	For the year ended 31 March 2017	For the year ended 31 March 2016
Income				
Revenue from operations		4,800.36	4,739.13	3,543.32
Other income		474.14	403.57	809.34
Total income		5,274.50	5,142.70	4,352.66
Expenses				
Property management expenses		546.73	578.49	418.66
Employee benefits expense		51.19	7.20	(127.80)
Finance costs		2,846.52	2,723.98	2,708.01
Depreciation and amortization expense		439.27	408.69	345.05
Property tax		130.85	130.80	120.27
Other expenses		713.19	344.26	271.02
Total expenses		4,727.76	4,193.42	3,735.21
Profit/(loss) before tax		546.75	949.28	617.45
Tax expense:				
- Current tax / Minimum Alternate Tax for the year		244.03	315.38	86.31
- Adjustments recognised in the period for current tax of prior periods		-	5.89	-
Profit/(loss) for the year		302.71	628.00	531.14
Other comprehensive income				
Total other comprehensive income for the year		-	-	-
Total comprehensive income for the year		302.71	628.00	531.14
Earnings per equity share:				
- Basic		0.72	1.50	1.27
- Diluted		0.72	1.50	1.27

Note:

On 31 August 2016, the Board of Directors of the Company approved a Scheme of arrangement ("Scheme") for amalgamation of RMZ Infotech Private Limited and Vital Construction Private Limited ("the transferor / transferor companies") with the Company ("the transferee company") under Section 391 to 394 of the Companies Act, 1956 read with Rule 9 of the Companies (Court) Rules, 1959. On 18 October 2016, the transferee Company and the transferor Companies filed a petition for approval of the scheme with the Hon'ble High Court of Karnataka and subsequently as per the Notification No GSR.1119 (E) dated 7 December 2016 issued by the Ministry of Corporate Affairs, New Delhi, the said cases were transferred to National Company Law Tribunal ("Tribunal"). The Tribunal approved the scheme vide its order dated dated 20 September 2017 with an Appointed Date of 1 April 2016. The Company has given effect to the Scheme as approved by the Tribunal in the financial statements for the year ended 31 March 2017.

