



# Integrated

Corporate Solutions Simplified



29/03/2019

National Securities Depository Ltd.  
5<sup>th</sup> Floor, Trade World  
Kamala Mills Compound, Senapati Bapat Marg  
Lower Parel, Mumbai 400 013.

We hereby certify that the names of the allottees of the (DEBENTURES) of (Oceanus Dwellings (P) Ltd) issued consequent to (Unlisted Redeemable Non Convertible Debentures) have been verified with the names provided by NSDL, based on the list of the DP Id and Client Ids of the allottees provided by us. We hereby certify that the Credits are being effected only to those accounts which are in "active" status and where the names and order of names as per the application matched with that of the names and order of the names as provided by NSDL. The details of the Corporate Action are given under:

Sr. No.	ISIN	No. of Records	Quantity
1	INE635O07047	1	400

Yours faithfully

FOR INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LTD

  
S.VIJAYAGOPAL  
VICE PRESIDENT

## INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LTD

#30, Ramana Residency, 4<sup>th</sup> Cross, Sampige Road, Malleswaram, Bangalore - 560 003.

☎ Phone No.: 080 2346 0815 to 818 ☎ Fax No.: 080 2346 0819 ✉ Email ID: gopi@integratedindia.in

Regd. Office: 2<sup>nd</sup> Floor, Kences Towers, No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017

CIN : U74900TN2015PTC101466 ; SEBI Regn No: INR000000544

"Appointment of a nominee for the shares held by you is not an option but your right!! Please exercise your right to nominate"



**CORPORATE ACTION INFORMATION FORM**  
(For Debt instruments - Allotment)

Ref. No. : CAF/ALL/DEB/2018-19

Date : 26<sup>th</sup> March 2019

To,  
Vice President  
National Securities Depository Limited  
Trade World, A Wing  
Kamala Mills Compound, Lower Parel  
Mumbai - 400013.

We wish to execute corporate action to credit the following securities to the accounts in NSDL. The details of the securities allotted are given below:

ISIN	INE635O07047
Security Description	18% SECURED UNRATED UNLISTED REDEEMABLE NON CONVERTIBLE DEBENTURES. SERIES A.
Allotment Date	26 <sup>th</sup> March 2019
Face Value per security	1,00,000/-
Distinctive Numbers	1-400
Whether this issue is placed through Electronic Book Provider (EBP) Mechanism	No
If through EBP, name of Electronic Book Provider	N.A
Funds Settlement (Tick any one as applicable)	<input checked="" type="checkbox"/> Through Issuer's Escrow Bank
If through Clearing Corporation, name of clearing corporation	N.A

<i>Allotment Details</i>	<i>No. of records</i>	<i>No. of Securities (Quantity)</i>
Electronic Form - NSDL	1	400
Electronic Form - CDSL		
Physical Form		
<b>Total Allotted</b>	<b>1</b>	<b>400</b>

I, P.K.Chacko, Managing Director of Oceanus Dwellings Private Limited declare that the issuer has obtained all the necessary approvals for the aforesaid issue of securities and is in compliance with all the applicable rules and regulations. The allotment is in terms of Board Resolution dated 26<sup>th</sup> March 2019 (copy enclosed / copy already submitted to NSDL on vide letter dated).

For Oceanus Dwellings (P) Ltd.

Signature :

**Notes:**

1. Enclose a copy of the Board Resolution for allotment of the above securities.
2. Ensure that the above details reach NSDL atleast two days before execution of corporate action.
3. The form should be signed by the Company Secretary or Compliance Officer or Managing Director.
4. After submitting the Corporate Action Information Form and payment of fees to NSDL, you may advise your R & T Agent / Registry Division to execute the corporate action.

Date: 26/03/2019

To,  
**The Managing Director,**  
 National Securities Depository Limited.  
 Trade World, 4<sup>th</sup> floor,  
 Kamala Mills Compound,  
 Senapati Bapat Marg,  
 Lower Parel,  
 Mumbai - 400 013

Dear Sir,

We intend to issue securities under existing ISIN as per details given below. We hereby declare that there is no modification in terms or structure of the issue viz. change in terms of payment, change in interest pay-out frequency etc. and are pari passu with the bonds / debentures under the following ISIN wherein the new securities being issued.

**Details of current issue:**

ISIN	INE635007047
Date of Allotment (in DD-MM-YYYY)	26-03-2019
Date of Maturity (in DD-MM-YYYY)	26-12-2020
Allotment Quantity	400 Nos
Issue Price (in Rs.)	1,00,000/- PER DEBENTURE
Face Value (in Rs.)	1,00,000/- PER DEBENTURE
Issue Size (in Rs. Crs.)	4 CR
Certificate Nos./Distinctive Nos. (From - To)	N.A/1 TO 400

**Issuance history under the aforesaid ISIN (including current issue):**


Sr. No.	Date of Allotment	Allotment Quantity	Cumulative Quantity	Issue Price (in Rs.)	Issue Size (in Rs. Crs.)	Cumulative Issue Size (in Rs. Crs.)
1	26/03/2019	400	400	1,00,000/- PER DEBENTURE	4,00,00,000	4,00,00,000

Note: Add rows, if applicable

For \_\_\_\_\_

For Oceanus Dwellings (P) Ltd.,

Name: P.K. CHACKO

Designation: MANAGING DIRECTOR  
  
 MANAGING DIRECTOR**Oceanus Dwellings (P) Ltd.,** (An ISO 9001:2008 & ISO 14001:2004 COMPANY)

No. 1090/B, P.N. Plaza, 4th Floor, 18th Cross, 3rd Sector, HSR Layout, Bangalore-560 102, India.

Phone : +91-80-4012 4235. E-mail : info@oceanus.co.in Website: www.oceanus.co.in CIN : U07010KA2U03PTC031632



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS (THE "BOARD") OF OCEANUS DWELLINGS PRIVATE LIMITED (THE "COMPANY") AT THEIR MEETING HELD ON 26th MARCH, 2019 AT PN PLAZA, NO. 1090/B, 18TH CROSS, 3RD SECTOR, HSR LAYOUT BENGALURU - 560102, KARNATAKA AT 10.00 A.M.**

**ALLOTMENT OF 400 (FOUR HUNDRED) 18%, UNLISTED, SECURED, REDEEMABLE, NON-CONVERTIBLE SERIES A DEBENTURES:**

The Board recapitulated the approval accorded by the shareholders in the Extra Ordinary General Meeting held on 20<sup>th</sup> March 2019 for issue and allotment of 500 (Five Hundred) unlisted, secured, redeemable, non-convertible Series A debentures of Rs. 5,00,00,000/- (Rupees Five Crore Only) each at par bearing an interest of 18% (Eighteen percent) per annum to Sundaram Alternative Opportunities Series- High Yield Secured Debt Fund on private placement. After studying the Articles of Association and after the due deliberations the following resolution was passed:

**"RESOLVED THAT** pursuant to provisions Section 42 and Section 71 of the Companies Act, 2013 and such other approvals as may be necessary, the approval of the Board of Directors be and is hereby accorded for allotment of 400 (Four Hundred) unlisted, secured, redeemable, non-convertible Series A debentures of Rs. 4,00,00,000/- (Rupees Four Crore Only) each per Debenture bearing an interest of 18% (Eighteen percent) per annum at par to be allotted to the following allottees.

Sl No.	Name	No. of Series A Debentures
1	Sundaram Alternative Opportunities Series- High Yield Secured Debt Fund	400

RESOLVED FURTHER THAT the Company be and are hereby severally authorized Mr.P.K.Chacko, Managing Director or Mrs.Daisy Chacko, Director of the Company to file Return on Allotment of aforesaid debenture in e-form PAS-3 or such other applicable form from time to time with Registrar of companies by affixing Digital Signature thereto.

RESOLVED FURTHER THAT the Company that the necessary entries in respect of issue and allotment of aforesaid debentures be made in the register of debenture holders.

RESOLVED FURTHER THAT the Company be and are hereby severally authorized Mr.P.K.Chacko, Managing Director or Mrs.Daisy Chacko, Director of the Company authorized to execute the necessary or requisite forms with the National Securities Depository Limited for the allotment of the Debentures in the dematerialised form .

RESOLVED FURTHER THAT the aforesaid resolutions shall come into effect immediately and a copy of the foregoing resolution certified to be a true copy by any of the Directors may be furnished to such parties concerned with respect to the allotment of Debentures."

For Oceanus Dwellings (P) Ltd.

  
MANAGING DIRECTOR



**OCEANUS**

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby authorised to do all such acts and deeds including but not limited to filing of required forms with the Registrar of Companies so as to give effect to this Resolution."

**//Certified True Copy//**

**For OCEANUS DWELLINGS PRIVATE LIMITED**

  
\_\_\_\_\_  
**Name of Director: POTHYIL KORIAKOSE CHACKO**  
**DIN: 00495284**  
**Managing Director**

**Oceanus Dwellings (P) Ltd.,** (An ISO 9001:2008 & ISO 14001:2004 COMPANY)

No. 1090/B P.N. Plaza, 4th Floor, 18th Cross, 3rd Sector, HSR Layout, Bangalore-560 102, India

Phone : +91-80-4012 4235. E-mail : info@oceanus.co.in Website: www.oceanus.co.in CIN : U07010KA2003PTC031632

**OCEANUS**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS (THE "BOARD") OF OCEANUS DWELLINGS PRIVATE LIMITED (THE "COMPANY") AT THEIR MEETING HELD ON 25<sup>th</sup> FEBRUARY 2019, AT PN PLAZA, NO. 1090/B, 18TH CROSS, 3RD SECTOR, HSR LAYOUT BENGALURU - 560102, KARNATAKA AT 10.00 A.M.**

**AUTHORISATION TO BORROW FUNDS BY ISSUANCE OF UNLISTED, SECURED, REDEEMABLE, NON-CONVERTIBLE SERIES A DEBENTURES THROUGH PRIVATE PLACEMENT**

**"RESOLVED THAT** pursuant to Section 179 (3)(c) , Section 42, Section 71 and other applicable provisions, if any, of the Companies Act, 2013 or subject to such modification and re-enactment thereof, and subject to approval of Members in the General Meeting, consent of the Board of Directors of the Company be and is hereby accorded to borrow funds for an amount not exceeding Rs. 5,00,00,000/- (Rupees Five Crore Only) by way of 500 (Five Hundred) unlisted, secured, redeemable, non-convertible Series A debentures of the nominal value INR 1,00,000/- (Rupees One Lakh only) each bearing an interest rate of 18% (Eighteen percent) per annum, on such other terms and conditions as may be mutually agreed between the parties."

**"RESOLVED FURTHER THAT** subject to approval of Shareholders, offer letter for the issue of NCD be and hereby approved."

**"RESOLVED FURTHER THAT** any one Director of the Company and authorized signatory who will be nominated by one of the Directors be and is hereby authorized severally to do all such acts, deeds and things and to sign all such documents including Debenture subscription agreement, charge creation agreements and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

**//Certified True Copy//**

**For OCEANUS DWELLINGS PRIVATE LIMITED**



**Name of Director: POTHYITTAYIL KORIAKOSE CHACKO**

**DIN: 00495284**

**Managing Director**

**Oceanus Dwellings (P) Ltd., (An ISO 9001:2008 & ISO 14001:2004 COMPANY)**

No. 1090/B, P.N. Plaza, 4th Floor, 18th Cross, 3rd Sector, HSR Layout, Bangalore-560 102, India.

Phone : +91-80-4012 4235. E-mail : info@oceanus.co.in Website: www.oceanus.co.in CIN : U07010KA2003PTC031632



## Payment Summary

**Payment of INR 1,180.00 to NATIONALSECURITIESDEPOSITOTYLT**

**Reference ID: 226713168**

**To Account: NATIONALSECURITIESD  
EPOSITOTYLT**

**From Account: OCEANUS DWELLINGS P  
LTD**

**Amount: INR 1,180.00**

**Payment Date(dd/MM/yyyy): 26/03/2019**

**Remarks: NSDL ALLOTMENT FEE**

**Network: NEFT**

**Manual Release Required: No**

**Transaction Status: Success**



**Non-Binding Indicative Term Sheet**

This letter has been issued at the request of Oceanus Dwellings Private Limited (hereinafter referred to as "the Investee", "the Company" or "ODPL"), a company registered in Bangalore.

**Background:**

ODPL is in the business of real estate development since 2003 and has delivered 3 million square feet of residential developments across Bangalore, Cochin, Trivandrum and Palakkad. In Bangalore, the Company principally focuses on premium apartment projects in the specific micro-markets (East Bangalore) and the current developments include 2 ongoing projects at advanced stage of construction (Tranquil & Classic) and an early stage project (Carmel Heights) with all necessary approvals (ready to be launched) located in Whitefield, Bangalore.

The Company availed facility of INR 40 Crores from Sundaram AMC (via its new AIF Category II fund vehicle, hereinafter referred to as "SAMC" or "the Investor") to refinance Walton Street capital facility that was previously availed on 3 Projects (Oceanus Tranquil, Classic and Carmel Heights – collectively referred as "Project") and fund working capital needs of these Projects. This facility is further enhanced by INR 5 Crores on the back drop of increased sales velocity, to expedite construction and to ensure faster realization. This term sheet does not constitute an offer or a proposal and the availability of the credit facility referred to herein are subject to receipt of internal approvals, satisfactory due diligence on the Investee & the Security and the execution of binding agreements related to the Facility as well as security ("Agreements") between the Investor and the Investee, to the satisfaction of the Investor. The broad terms at which SAMC intends to fund the Investee are set out below.

1.	<b>Facility</b>	Unlisted Non-Convertible Debentures ("Facility")
2.	<b>Enhanced Facility Amount</b>	INR 5,00,00,000 (Rupees Five Crores Only)
3.	<b>Use of Proceeds</b>	Up to INR 5 Crores for construction expenses of ongoing Projects.
4.	<b>Tentative Drawdown Schedule</b>	Upfront INR 5 Cr for construction expenses of the identified Projects on need basis
5.	<b>Tenor</b>	In line with the tenor of existing facility of INR 40 Cr with principal repayment commencing from quarter ending March 2019 and ending on December 2020.
6.	<b>Interest Rate</b>	18% per annum compounded monthly and payable quarterly in arrears
7.	<b>Processing Fees</b>	1.5% of the Facility Amount (plus relevant taxes); payable by Investee upon first drawdown.
8.	<b>Repayment</b>	Equated quarterly instalments in line with the existing facility of INR 40 Crs/
9.	<b>Security Structure</b>	<ul style="list-style-type: none"> <li>• Exclusive first charge by way of registered Mortgage on Developer share of the Projects' lands</li> <li>• Exclusive first charge by way of Hypothecation of receivables of Developer share of Projects through escrow arrangement</li> <li>• Exclusive first charge by way of of Equitable Mortgage with registered MOTD on project Oceanus Meadows – which has a saleable area of 33,756 sq. ft. (plotted development).</li> </ul>

Strictly Confidential

For Oceanus Dwellings

MANAGING DIRECTOR

For Oceanus Dwellings (P) Ltd.



Subject to Contract

		<ul style="list-style-type: none"> <li>• In case of any shortfall to 2x security cover based on the mandated IPC's valuation, the company is to bring in additional collateral to an extent of the shortfall</li> <li>• Personal guarantee of Promoters of Investee company- Mr. P K Chacko and Mrs. Daisy Chacko</li> <li>• Personal Guarantee of Mr Surya Reddy, Promoter of INCOR group</li> <li>• Corporate Guarantee of INCOR Infrastructure Private Limited</li> <li>• 26% share pledge of Investee Company and Non-Disposal Undertaking on remaining of Promoter's shares</li> <li>• Undated cheques, Demand Promissory Note, Affirmative step in rights in case of default</li> </ul> <p>At all times, security shall provide a hard asset cover of at least 2x the value of the Facility outstanding and a cash flow escrow of at least 2x times the Facility outstanding.</p>
10.	<b>Pre-disbursement Conditions</b>	<p>The Investee and Obligors (as applicable) shall:</p> <ul style="list-style-type: none"> <li>- Hand over the undated cheques to the Investor/Trustee</li> <li>- Creation of DSRA equivalent to 2 quarters of debt obligations</li> <li>- Comply with any other conditions as may be required by the Investor after Due Diligence</li> </ul>
11.	<b>Post disbursement conditions</b>	<p>The Investee shall do the following within 15 days after the disbursement or as specified below:</p> <ul style="list-style-type: none"> <li>• Execute all the documents, in form and substance satisfactory to the Investor.</li> <li>• Mention in demand notice (to end customers) that cheques will be issued in favor of "Escrow A/c No ....."</li> <li>• Comply with any other conditions as may be mutually agreed by the Parties in the Definitive Agreements.</li> </ul>
12.	<b>Prepayment Charges</b>	<p>Prepayment of the Facility from the project cash flows (sale receipts) shall not attract any prepayment penalty post moratorium period. However, prepayment from any other source (permitted after moratorium period) shall attract a penalty of 2% of the amount being prepaid.</p> <p>Any amount of Mandatory Prepayment so made shall be adjusted towards the next installment due from the Investee.</p> <p>The Investee shall submit a CA Certificate certifying source of funds for the prepayment within 7 days of the prepayment.</p>
13.	<b>Transaction Costs</b>	<p>The Investee shall bear the cost of legal due diligence, security valuation, documentation and stamp duty charges etc.</p>
14.	<b>Other terms and conditions</b>	<p>In addition to the terms and conditions contained in this letter, the Agreement shall contain other rights, terms and conditions, including but not limited to Financial/ Affirmative/ Negative/ Information Covenants, Representations &amp; Warranties, Indemnities, and Events of Default &amp; Remedies as maybe relevant and applicable.</p>
15.	<b>Jurisdiction</b>	<p>The Agreement shall be subject to the exclusive jurisdiction of the Courts at Chennai.</p>

For Oceanus Dwellings (P) Ltd.

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MANAGING DIRECTOR

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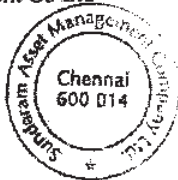
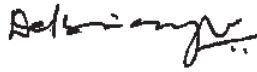
For Oceanus Dwellings (P) Ltd.

MANAGING DIRECTOR

*Subject to Contract*

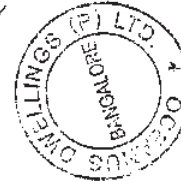
Nothing contained in this letter shall constitute any obligation or liability on the part of the Investor to make available to the Investee, or any right or entitlement on the part of the Investee to avail from the Investor the credit facility described above till the Binding Agreements are executed.

For Sundaram Asset Management Co Ltd



Place:  
Date:

For Oceanus Dwellings Pvt Ltd



Place:  
Date:

For Oceanus Dwellings (P) Ltd.



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# FORM NO. PAS-3

[Pursuant to section 39(4) and 42 (9) of the Companies Act, 2013 and rule 12 and 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014]



## Return of Allotment

Form language ☒ English ☐ Hindi

Refer the instruction kit for filling the form.

1. (a) Corporate Identity Number (CIN) of company

U07010KA2003PTC031632

(b) Global Location Number (GLN) of Company

2. (a) Name of the company

OCEANUS DWELLINGS PRIVATE LIMITED

(b) Address of the Registered office of the company

PN PLAZA, No.1090/B,18th Cross,  
3rd Sector, HSR Layout  
Bengaluru  
Bangalore  
Karnataka  
560102

(c) Email ID of the company

sumaa@oceanus.co.in

3. Securities allotted payable in cash

\*Number of allotments

1

1 (i)\* Date of allotment

26/03/2019

(DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution

20/03/2019

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

H47958624

Brief particulars of terms and conditions				Secured, unlisted, redeemable non
Number of securities allotted				400
Nominal amount per security (in Rs.)				100000.00
Total nominal amount (in Rs.)				40,000,000
Amount paid per security on application (excluding premium) (in Rs.)				100000.00
Total amount paid on application (excluding premium) (in Rs.)				40,000,000
Amount due and payable on allotment per security (excluding premium) (in Rs.)				0.00
Total Amount payable on allotment (excluding premium) (in Rs.)				0.00
Premium amount per security due and payable (if any) (in Rs.)				0.00
Total premium amount due and payable (if any) (in Rs.)				0.00
Premium amount paid per security (if any)				0.00
Total premium amount paid (if any) (in Rs.)				0.00
Amount of discount per security (if any) (in Rs.)				0.00
Total discount amount (if any) (in Rs.)				0.00
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				0.00

For Oceanus Dwellings (P) Ltd.

Page 1 of 5

MANAGING DIRECTOR

4. Securities allotted for consideration other than cash

\* Number of allotments

(i)\* Date of allotment

(ii)(a) Date of passing shareholders' resolution

(b) SRN of Form No. MGT-14


(DD/MM/YYYY)

(DD/MM/YYYY)

Number of securities allotted				
Nominal amount per security (in Rs.)				
Total nominal amount (in Rs.)				
Amount to be treated as paid up on each security (in Rs.)				
Premium amount per security (if any) (in Rs.)				
Total premium amount (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				
Total discount amount (if any) (in Rs.)				

(iv)\* Details of consideration

(a) Property and assets acquired		
(b) Goodwill		
(c) Services (give nature of services)		
(d) Conversion of Debentures		
(e) Conversion of Loans		
(f) Other items (to be specified)		

(v)\* Whether an agreement or contract is executed in writing for allotting securities for consideration other than cash  
(if yes, attach a copy of such agreement or contract). ☐ Yes ☐ No

(vi) Whether valuation report of the Valuated person has been obtained.

☐ Yes ☐ No

For Oceanus Dwellings (P) Ltd.

  
MANAGING DIRECTOR

5. Bonus shares issued

- (a) Date of allotment  
 (b) Number of bonus shares  
 (c) Nominal amount per share (in Rs.)  
 (d) Amount to be treated as paid up per share (in Rs.)  
 (e) \* Date of passing shareholders' resolution  
 (f) \* SRN of Form No MGT-14

	(DD/MM/YYYY)
	(DD/MM/YYYY)

6. In respect of private placement

- (a) Category to whom allotment is made:

- ☐ Existing shareholders  
☐ Employee  
☐ Directors  
☐ Qualified Institutional Buyers  
☒ Others

- (b) Declaration that in respect of preferential allotment or private placement the company has:

- ☒ allotted securities to less than two hundred persons in aggregate in a financial year excluding exempted categories;  
☒ offered such securities through private placement offer letter and no prospectus or any other public advertisement has been issued for the same;  
☒ completed allotment in respect of earlier private placement offers;  
☒ received money payable on subscription of such securities through cheque or demand draft or other banking channels but not in cash;  
☒ made such offers only to the persons whose names were recorded by the company prior to such invitation and such persons have received such offer by name;  
☒ Maintained a complete record of such offers and acceptances in Form No. PAS-5.

7.\* Capital structure of the company after taking into consideration the above allotment(s) of shares:

Number of equity shares	9,000,000	1,252,771	1,252,771	1,252,771
Nominal amount per equity share	100	100	100	100
Total amount of equity shares	900,000,000.00	125,277,100.00	125,277,100.00	125,277,100.00
Number of preference shares	1,000,000	34,000	34,000	34,000
Nominal value per preference share	100	100	100	100
Total amount of preference shares	100,000,000.00	3,400,000.00	3,400,000.00	3,400,000.00
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	1,000,000,000.00	128,677,100.00	128,677,100.00	128,677,100.00

For Oceanus Dwellings (P) Ltd.

MANAGING DIRECTOR

8.\* Debt Structure of the company after taking into consideration the above allotment(s) of debentures/ other security:

	Number of securities	Nominal value per unit of security	Total amount
Debentures	4,400	100000	440,000,000
Secured loans			187,984,745.42
Others, specify	0	0	0

9.\* Whether complete list of allottees has been enclosed as an attachment.

In case No, then submit the details of all the allottees in a CD separately.

☒ Yes ☐ No

#### Attachments

#### List of attachments

1.\* List of allottees. Attach separate list for each allotment (refer instruction kit for format). If not attached, then it shall be submitted separately in a CD.

2.\* Copy of Board or shareholders' resolution.

list of allottees.pdf  
Board resolution for allotment of 4 cr deb with PAS-5.pdf  
PAS-4.pdf  
CBRE Final Valuation Report.pdf

6. Complete record of private placement offers and acceptances in Form PAS-5.

7. Optional attachment(s), if any.

For Oceanus Dwellings (P) Ltd.

*Paul*  
MANAGING DIRECTOR



### Declaration

I am authorized by the Board of Directors of the Company vide resolution no \* 04 dated \* 26/03/2019 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that:

1. All the required attachments have been completely, correctly and legibly attached to this form.
2. The list of allottees is correct and complete as per records of the company.
3. Where the securities are issued other than cash, the contract as well as list of allottees and any other contract of sale, or a contract for services or other consideration in respect of which that allotment is made is attached herewith. If not, then an attachment has been attached by the company mentioning all the particulars of the contract in writing.

\* To be digitally signed by

\* Designation Director



\* Director identification number of the director; or  
DIN or PAN of the manager or CEO or CFO; or  
Membership number of the Company Secretary

00495284

### Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii. All the required attachments have been completely and legibly attached to this form.

\* To be digitally signed by



\* ☒ Chartered accountant (in whole-time practice) or ☐ Cost accountant (in whole-time practice) or  
☐ Company secretary (in whole-time practice)

\* Whether associate or fellow ☐ Associate ☒ Fellow

\* Membership number

023637

\* Certificate of practice number

023637

**Note: Attention is also drawn to provisions of Section 448 of the Act which provide for punishment for false statement and certification.**



This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.

For Oceanus Dwellings (P) Ltd.

*[Signature]*  
MANAGING DIRECTOR

**MINISTRY OF CORPORATE AFFAIRS**  
**RECEIPT**  
**G.A.R.7**

SRN : H48345904

Service Request Date : 26/03/2019

Payment made into : Indian Bank

Received From :

Name : Raj Kamal Ganeriwala  
Address : No.1, 2nd Floor, RNG Palazzo,  
South End Street, Kumara Park East,  
Bangalore, Karnataka  
IN - 560001

Entity on whose behalf money is paid

CIN: U07010KA2003PTC031632  
Name : OCEANUS DWELLINGS PRIVATE LIMITED  
Address : PN PLAZA, No.1090/B,18th Cross,  
3rd Sector, HSR Layout  
Bengaluru, Karnataka  
India - 560102

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form PAS-3	Normal	600.00
Total		600.00

Mode of Payment: Internet Banking - Indian Bank

Received Payment Rupees: Six Hundred Only

Note -The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

For Oceanus Dwellings (P) Ltd.

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MANAGING DIRECTOR