

FORM NO PAS-4
PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER
[See Rule 14(3)]

PART - A

The Private Placement Offer Letter shall contain the following:

1. GENERAL INFORMATION

a. Name, address, website and other contact details of the company indicating both <u>registered office</u> and <u>corporate office</u>;	M/s. MN TAKSHILA INDUSTRIES PRIVATE LIMITED <u>Regd. Office & corporate office:</u> Building 450, Genome Valley, Turkapally(v), Shamirpet Mandal, Hyderabad, Telangana, India – 500078. www.mn-park.com
b. Date of incorporation of the company;	09/07/2016
c. Business carried on by the company and its subsidiaries with the details of branches or units, if any;	1. To carry on the business as developers, builders, masonry, managers, operators, hirers and general construction contractors of all kinds of immovable properties, including but not limited to that of specialized life science parks, bio technology parks, laboratories, incubation centers, centers for Bio information, human genetics and related research, nutraceutical research, fermentation, microbiology, downstream processing, molecular biology, plant tissue culture, animal tissue culture and analysis, agricultural biotechnology, customized cold storages etc., and among other things to constitute, execute, carry out, equip, improve work and advertise research and development centers, industrial parks,



	<p>sheds, laboratories, commercial complexes and various kinds of buildings.</p> <p>2. To carry on the business of purchase, lease, exchange or in any other lawful manner to deal in wet labs, plots, buildings, structures, residential property, shops, offices and commercial buildings for development and to develop the same and lease, sell or dispose of or maintain and to build and market complexes or other buildings or conveniences thereon and to equip the same or any part thereof with all or any amenities or conveniences and to deal with the same in any manner whatsoever and to obtain all the licenses or approvals or permission thereof.</p> <p>3. To sell, lease, rent, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof.</p> <p>4. To erect, Build, construct, alter, equip, maintain or replace and to manage industrial parks, buildings, factories, sheds, offices, warehouses, workshops, stores, dwellings, mills, shops, roads, tanks, waterworks and other works and conveniences which may seem necessary for the purpose of the Company.</p>
d. Brief particulars of the management of the	The management of the Company is being



company;	looked after by Mr. Sanket Sinha, Mr. Anil Sukhwani and Mr. Chandan Kumar Mishra, directors of the Company and Mr. Atul Bhardwaj, CEO and Mr. Rajesh Bhardwaj, CFO of the Company.		
e. Names, addresses, DIN and occupations of the directors;			
Name	Address	DIN/PAN	Occupation
Mr. Sanket Sinha	53B Grange Road, #03-03 Spring Grove, Singapore 249567	DIN: 06992265	Director
Mr. Anil Sukhwani	55 Meyer Road, #12-01 the Seafront on Meyer, Singapore 437978	DIN: 08117521	Director
Mr. Chandan Kumar Mishra	5130/5131, Janpriya Metropolis and classic homes, Don bosco Road, Motinagar, Erragadda, Sanathnagar, Hyderabad, Telangana - 500018	DIN: 08399881	Director

f. Management's perception of risk factors;	<p>Delay, Delinquency and Credit Risk:</p> <p>The investments can be subject to investment risk, including interest rate risk, credit risk, exchange risk.</p> <p>Industry Specific Risk Factors:</p> <p>i. The market conditions do not remain stable for a long period of time and future results depend on the factors which are beyond the control of the management. The combined impact of all the factors may have an impact on the price of the share of the Company.</p> <ul style="list-style-type: none"> ii. The Government policies and fiscal policies do have an effect on the
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		functioning of the Company and any change in such policies may have an impact on the price of the share of the Company.
g. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of -		
I)	statutory dues;	Nil
II)	debentures and interest thereon;	Nil
III)	deposits and interest thereon;	Nil
IV)	Loan from any bank or financial institution and interest thereon.	Nil
h. Names, designation, address and phone number, email ID of the nodal/ compliance officer of the company, if any, for the private placement offer process;		Name: Rajesh Begwani Designation: CFO Address: 15, Manbhum bougainville, Ruby block, Satyam enclave, Konpally, Near Cineplant, KV Rangareddy, Hyderabad, Telangana – 500014 Ph No: 9654995055 E-mail: rajesh@lc-reit.com
i. Any Default in Annual filing of the company under the Companies Act, 2013 or the rules made thereunder.		Nil

2. PARTICULARS OF THE OFFER

a. Date of passing of board resolution;	14/12/2021. The certified true copy of the board resolution dated December 14 th , 2021 has been attached in Annexure - A.
b. Date of passing of resolution in the general meeting, authorizing the offer of securities;	15/12/2021. The certified true copy of the Shareholders' resolution dated December 15 th , 2021 has been attached in Annexure - B.
c. Kinds of securities offered (i.e. whether share or debenture) and class of security; the total number of shares or other securities to be issued.	Series A Compulsorily convertible debentures ("Series A CCD") for a total subscription amount of INR 10,00,00,000/- (India Rupees Ten Crore Only)



d. price at which the security is being offered including the premium, if any, along-with justification of the price;	Series A CCD at a face value of INR 10/- per debenture.															
e. name and address of the valuer who performed valuation of the security offered; and basis on which the price has been arrived at along with report of the registered valuer.	Conversion – Share valuation report prepared by Gautam Maurya (IBBI Registration No.: IBBI/RV/05/2019/10980). Basis on which price has been arrived at: Discounted Cash Flow Method															
f. Relevant Date with reference to which the price has been arrived at; Note: A date at least 30 days prior to the date on which the General Meeting of the Company is scheduled to be held	17/09/2021															
g. The Class or classes of persons to whom the allotment is proposed to be made;	Non-Resident Foreign entity															
h. Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer) [not required in case of issue of non- convertible debentures];	None of the Promoters, directors or key managerial personnel are proposing to subscribe to any Series A CCD's under this preferential issue.															
j. The names of the proposed allottees and the percentage of post private placement capital that may be held by them [not required in case of issue of non-convertible debentures];	<table><tr><th>S. No.</th><th>Name of the Proposed Allottee</th><th>Existing shares</th><th>No. of shares to be issued</th><th>% Of existing and post offer</th></tr><tr><td>1.</td><td>CANTON RE 2 PTE. LTD.</td><td>185,14,747</td><td>347,222</td><td>20%</td></tr><tr><td>2.</td><td>IVANHOE INDIA EQUITIES INC.</td><td>46,28,687</td><td>13,88,888</td><td>80%</td></tr></table> <p><u>Note:</u> The shareholding has been calculated on Fully</p>	S. No.	Name of the Proposed Allottee	Existing shares	No. of shares to be issued	% Of existing and post offer	1.	CANTON RE 2 PTE. LTD.	185,14,747	347,222	20%	2.	IVANHOE INDIA EQUITIES INC.	46,28,687	13,88,888	80%
S. No.	Name of the Proposed Allottee	Existing shares	No. of shares to be issued	% Of existing and post offer												
1.	CANTON RE 2 PTE. LTD.	185,14,747	347,222	20%												
2.	IVANHOE INDIA EQUITIES INC.	46,28,687	13,88,888	80%												



	Diluted Basis.
k. The change in control, if any, in the company that would occur consequent to the private placement;	No change in control post allotment
l. The number of persons to whom allotment on preferential basis/private placement/rights issue has already been made during the year, in terms of number of securities as well as price;	Please see 5(a)(ii) below.
m. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;	Not Applicable.
n. Amount which the company intends to raise by way of securities;	INR 10,00,00,000/- (India Rupees Ten Crore Only)
o. Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment;	<p>Tenure - 10 Years</p> <p>Interest rate: Interest– 10% p.a. payable yearly.</p> <p>Conversion: The Debentures shall be converted at the option of the investor anytime with maximum cap of 10 years from date of issue. The debentures shall be converted at the ratio of 1:0.173611 Equity share at the time of issuance of shares, Face of Rs. 10/- (Rupees Ten Only) and at a premium of Rs. 47.6/- (Rupees Forty-Seven sixty paise only) per Equity share.</p> <p>Security – Unsecured.</p>
p. Proposed time schedule for which the offer letter is valid;	60 days from the date of Special Resolution passed by members.
q. Purposes and objects of the offer	The proceeds of the issue will be utilized towards satisfying the capital expenditure requirement for Building 3600.



r. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	None.
s. Principal terms of assets charged as security, if applicable	Not Applicable.
t. The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations;	Nil

3. MODE OF PAYMENT FOR SUBSCRIPTION -

- Cheque - NA
- Demand Draft - NA
- Other Banking Channels - Applicable

Bank Name	IndusInd Bank
Name of Account	MN Takshila Industries Private Limited
IFSC Code	INDB0000001
Account Number	201003918976
Swift Code	INDBINBBBOO

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

i. Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons.	None.
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ii. details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offered company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed	Nil			
iii. remuneration of directors (during the current year and last three financial years);	Director	FY 2020-21	FY 2019-2020	FY 2018-2019
	NIL			
iv Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided	As per Annexure - D			
v. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark	Nil			



vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries	Nil.
vii. Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company	Nil.

5. FINANCIAL POSITION OF THE COMPANY

(A) the capital structure of the company in the following manner in a tabular form-				
Share Capital	Number of securities	Description	Nominal value (Rs.)	
			Per Share	Aggregate
(i) (a) the authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value)				
Authorised Share Capital				
Equity shares	90,00,000	Equity Shares	10	9,00,00,000
Issued Capital				
Equity shares	72,39,214	Equity shares	10	7,23,92,140
Subscribed and Paid up Capital				
Equity shares	72,39,214	Equity shares	10	7,23,92,140
(b) size of the present offer	1,00,00,000	Series A CCD	10	10,00,00,000
(c) paid up capital				
(A) after the offer; if the offer is fully subscribed by all the offerees, the paid-up share capital after subscription of the securities by such offerees will be:				
➤ 72,39,214 Equity Shares of Rs. 10 each = Rs. 723,92,140/-				
(B) after conversion of convertible debentures (if applicable):				
➤ 248,79,544 Equity Shares of Rs. 10 each = Rs. 24,87,95,440/-				



(d) share premium account (before and after the offer)	Before	After
	0	0
(d) after conversion of convertible debentures share premium account (before and after the offer)	18,18,98,600	26,45,37,436

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

(a) For Cash

Date of allotment	Number of Equity /Preference/shares/CCD allotted	Face value	Issue Price	Form of consideration
09.07.2016	10,000 Equity Shares	10	10	Subscribers to the MOA
27.08.2016	40,000 Equity Shares	10	10	Preferential Allotment
19.09.2016	48,35,000 Equity Shares	10	10	Right Issue
19.09.2016	145,05,000 CCD	10	10	Preferential Allotment
06.08.2018	195,653 CCD	10	130	Preferential Allotment
22.08.2018	489,281 CCD	10	130	Preferential Allotment
13.12.2018	714,286 CCD	10	130	Preferential Allotment

(b) For other than cash

Date of allotment	Number of shares allotted	Face value	Price	Details of the consideration
11.01.2018	22,63,752 Equity Shares	10	10	Pursuant to scheme of Demerger
29.09.2018	90,462 Equity Shares	10	10	Pursuant to scheme of Demerger

(B) Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter;



Year/Profits	Before Tax (Rs. In Lakhs)	After Tax (Rs. In Lakhs)
2018-19	(1419.51)	(1288.40)
2019-20	(345.10)	(345.10)
2020-21	1456.98	1456.98

- (C) Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid)

Year	Dividend declared	Interest Coverage Ratio (Cash profit after tax plus interest paid/interest paid)
2018-19	Nil	Nil
2019-20	Nil	Nil
2020-21	Nil	Nil

- (D) Summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of circulation of offer letter:

Audited financial position for FY's 2018-19, 2019-20, 2020-21 is enclosed in Annexure D

- (E) Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter:

Audited financial position for FY's 2018-19, 2019-20, 2020-21 is enclosed in Annexure D

(F) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company.	Nil
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6. A DECLARATION BY THE DIRECTORS THAT-

- the Company has complied with the provisions of the Act and the rules made thereunder;
- the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;



- (c) the monies received under the offer shall be used only for the purposes and objects indicated in the offer letter;
- (d) The Company has complied with the FEMA act, 1999 and rules and regulations made under the Act.

I am authorized by the Board of Directors of the Company vide resolution number 03 dated 14.12.2021 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

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

For and on the behalf of Board
MN Takshila Industries Private Limited

Chandan Kumar Mishra

Chandan Kumar Mishra
Director
DIN: 08399881
Place: Hyderabad
Date: 15/12/2021



Attachments:-
Copy of board resolution (Annexure A)
Copy of shareholders resolution (Annexure B)
Valuation Certificate (Annexure C)
Audited Financials (Annexure D)