

# DLF PROMENADE LIMITED

Regd. Office: Shopping Mall, Phase-I, DLF City, Gurugram, Haryana-122 002  
(CIN - U74920HR1999PLC034138) Website: [www.dlfpromenade.com](http://www.dlfpromenade.com)  
Tel No.: 0124-4778121, Email: [dlfpromenade@dlf.in](mailto:dlfpromenade@dlf.in)

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To,  
Standard Chartered Bank  
Crescenzo, 5<sup>th</sup> Floor, C-38/39,  
G Block, Opp. MCA Club, Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400051.

## FORM NO PAS-4

### PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER

*Pursuant to Section 42 of the Companies Act, 2013 and rule 14(3) of the Companies  
(Prospectus and Allotment of Securities) Rules, 2014*

### **DLF PROMENADE LIMITED**

(A public company registered under the Companies Act, 1956)

**PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER IN RESPECT FOR  
PRIVATE PLACEMENT OF UPTO 76 SENIOR, SECURED, RATED, UNLISTED,  
REDEEMABLE, RUPEE DENOMINATED, NON-CONVERTIBLE DEBENTURES  
OF THE NOMINAL VALUE OF INR 5,00,00,000 (INDIAN RUPEES FIVE CRORE)  
EACH, AGGREGATING UP TO INR 380 (INDIAN RUPEES THREE HUNDRED  
EIGHTY CRORE) (“PRIVATE PLACEMENT OFFER CUM APPLICATION  
LETTER”)**

#### **GENERAL INFORMATION:**

- A. **Name, address, website, if any, and other contact details of the Company, indicating both registered office and the corporate office:**

Issuer / Company: **DLF Promenade Limited**

Registered Office: **Shopping Mall, Phase-1, DLF City, Gurugram, Haryana-122002.**

Corporate Office: **Same as above**

Telephone No.: **0124 -4778002/8121**

Website: **[www.dlfpromenade.com](http://www.dlfpromenade.com)**


Fax: **N.A.**

Contact Person: **Mr. Manoj Kumar Dua**

Email: **[dua-manoj@dlf.in](mailto:dua-manoj@dlf.in)/[punjani-rp@dlf.in](mailto:punjani-rp@dlf.in)**

- B. **Date of Incorporation of the Company: 02.02.1999**

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

**Certified True Copy**  
**For DLF Promenade Limited**  
  
**Company Secretary**

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The Company has constructed a shopping mall-cum-entertainment complex named as "DLF Promenade Mall" at Vasant Kunj, New Delhi consisting of shops, commercial spaces, entertainment centre including but limited to eateries, convention hall, indoor games court, food courts, restaurants etc. and basement for parking and other spaces etc. for the purpose of leasing it to intending tenants.

## C. Brief particulars of the management of the Company:

Mr. S.S. Chawla, Independent Director;  
Mr. Santosh Kumar Garg, Independent Director;  
Mr. Raj Kumar Jain, Nominee Director;  
Ms. Pushpa Bector, Director;  
Mr. R.P. Punjani, Director;  
Mr. Siddhartha Natu, Manager;  
Mr. Manoj Kumar Dua, Company Secretary; and  
Mr. Gurpreet Singh, Chief Financial Officer.

## D. Name, address, DIN and occupations of the directors:

S. No.	Name and Designation	DIN	Address	Occupation
1	Mr. S.S. Chawla, Independent Director;	00102064	22/10, First Floor, Geeta Mandir Marg, New Rajinder Nagar, New Delhi - 110060.	Service
2	Mr. Santosh Kumar Garg, Independent Director	01153590	House No. - 1467, Sector-8, Faridabad, Haryana - 121002.	Service
3	Mr. Raj Kumar Jain, Nominee Director	00026544	1601, A- Wing, Nalanda Evershine Nagar, Malad (W), Mumbai - 400064.	Service
4	Ms. Pushpa Bector, Director	02917318	Flat No. J 292, DLF Park Place, DLF Phase-5, Sector 54, Gurugram-122011.	Service
5	Mr. R.P. Punjani, Director	00050645	158, Avtar Enclave, Paschim Vihar, West Delhi-110063.	Service

Certified True Copy  
For DLF Promenade Limited  
*Manoj Dua*  
Company Secretary

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## E. Management perception of Risk Factors:

- i. Susceptible to economic conditions: Retail malls, such as DLF Promenade mall, are the last link between manufacturers and individual consumers. An economic slowdown can result in a decline of individual consumers' disposable incomes. Such factors can affect the sale of lifestyle goods and affect the performance of the mall.
- ii. Volatility in rentals: The mall has lease arrangements either on a minimum guarantee basis, or a revenue sharing basis. The retail sales are driven by festive seasons, promotions and discounts, and other factors, which could result in volatility in revenues, and consequently in rental income.

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

- (i) Statutory Dues: **NIL**
- (ii) Debenture and interest thereon: **NIL**
- (iii) Deposits and interest thereon: **NIL**
- (iv) Loans from banks and financial institutions and interest thereon: **NIL**

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

Name: **Mr. Manoj Kumar Dua**  
Designation: **Company Secretary**  
Address: **Shopping Mall, Phase-1, DLF City, Gurugram, Haryana-122002.**  
Phone No.: **0124-4778002**  
Email: [dua-manoj@dlf.in](mailto:dua-manoj@dlf.in)

## H. Any default in annual filing of the Company under the Companies Act, 2013 or the rules made thereunder: **No**

### 1.2 PARTICULARS OF THE OFFER:

- a. Financial position of the Company for the last 3 financial years Refer Point No. 1.5(b)
- b. Date of passing of Board Resolution 7<sup>th</sup> June 2019

**Certified True Copy**

**For DLF Promenade Limited**

  
**Company Secretary**

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- c. Date of passing of resolution in general meeting, authorizing the offer of securities N.A.
- d. Kinds of securities offered (i.e. whether share or debenture) and class of security Non-convertible debentures of nominal value Rs. 5,00,00,000/- each
- e. Total number of shares or other securities to be issued 76 senior, secured, rated, unlisted, redeemable, Rupee denominated, non-convertible debentures of nominal value of Rs. 5,00,00,000/- (Rupees Five Crore) each for cash at par, an aggregating principal amount of up to Rs. 380,00,00,000 (Rupees Three Hundred Eighty Crores Only)
- f. Price at which the security is being offered, including premium if any, along with justification of the price 76 senior, secured, rated, unlisted, redeemable, Rupee denominated, non-convertible debentures, of face value of Rs. 5,00,00,000/- (Rupees Five Crore) each for cash at par, an aggregating principal amount of up to Rs. 380,00,00,000 (Rupees Three Hundred Eighty Crores Only)
- g. 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 (if applicable) Not applicable.
- h. Relevant date with reference to which the price has been arrived at Not applicable.
- i. The class or class of persons to whom the allotment is proposed to be made Banks and Mutual Funds
- j. The proposed time within which the allotment shall be completed The allotment shall be completed within a period of Twelve months from 7<sup>th</sup> June 2019 the date of passing of the Board Resolution.
- k. The change in control, if any, in the Company that would occur There will be no change in control consequent to the private placement.

For DLF Promenade Limited

*Neelam*  
Company Secretary

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consequent to the private placement

- l. The number of persons to whom allotment on preferential basis/ private placement/ rights issue has already been made during the year, in terms of number of securities as well as price NIL
- m. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer N.A.
- n. Amount, which the Company intends to raise by way of proposed offer of securities 76 senior, secured, rated, unlisted, redeemable, Rupee denominated, non-convertible debentures, of face value of Rs. 5,00,00,000/- (Rupees Five Crore) each for cash at par, an aggregating principal amount of up to Rs. 380,00,00,000 (Rupees Three Hundred Eighty Crores Only)
- o. Terms of raising securities:
- i. Duration, if applicable: 9 years from Deemed Date of Allotment
- ii. Rate of Interest or dividend: 6 Months SCB MCLR (-)20 basis points, presently 9.20% payable semi-annually
- iii. Mode of Payment RTGS/NEFT/ Cheque/Any other electronic mode through banking channel
- iv. Mode of Repayment RTGS/NEFT/ Cheque/ Any other electronic mode through banking channel
- p. Proposed time schedule for which the private placement offer cum application letter is valid The Offer Letter is valid till the issue closes. The issue will open for 3 days i.e. from 10.06.2019 (Monday) to 12.06.2019 (Wednesday) or can be closed on receipt of 100% subscription money whichever is earlier.
- q. Purpose and objects of the offer The proceeds of the issue would be utilized for repayment of existing debt raised through CMBS structure read with debenture trust deed dated 15<sup>th</sup> May 2014

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- 
- executed between the Company Axis Trustee Services Limited, Debenture Trustee and transaction related expenses.
- r. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects Promoters and Directors of the Company do not intend to participate in the proposed issue.
- s. Principal terms of assets charged as security, if applicable
1. First ranking pari-passu charge by way of equitable mortgage of Project (including land & building)
  2. First ranking pari-passu charge on present and future receivables from the Project
  3. First ranking pari-passu charge on Designated Account into which all the proceeds from the Project will be deposited
  4. Interest Service Reserve Account ("ISRA") for 3 months interest
- "Project" means 'DLF Promenade' mall, built on Commercial Plot No. 03 (admeasuring 25,780 square meters) and having leasable area of approximately 4,61,730 square feet at Vasant Kunj, New Delhi.
- Guarantee Corporate guarantee from DLF Cyber City Developers Limited, the holding Company, throughout the tenor of the Debentures
- t. The details of significant and material orders passed by the regulators, courts, tribunals impacting the going concern status of the Company and its future operations NIL
- u. The pre-issue and post-issue shareholding pattern of the Company as under:

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Sl. No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoters' holding</b>				
<b>1</b>	<b>Indian</b>				
	<b>Individual</b>	-	-	-	-
	<b>Bodies corporate</b>	65,21,500	100	65,21,500	100
	<b>Sub-total</b>	65,21,500	100	65,21,500	100
<b>2</b>	<b>Foreign promoters</b>	-	-	-	-
	<b>Sub-total (A)</b>	65,21,500	100	65,21,500	100
<b>B</b>	<b>Non-promoters' holding</b>				
<b>1</b>	<b>Institutional investors</b>	-	-	-	-
<b>2</b>	<b>Non-institutional investors</b>				
<b>3</b>	<b>Private corporate bodies</b>	-	-	-	-
<b>4</b>	<b>Directors and relatives</b>	-	-	-	-
<b>5</b>	<b>Indian public</b>	-	-	-	-
<b>6</b>	<b>Others [including Non-resident Indians (NRIs)]</b>	-	-	-	-
	<b>Sub-total (B)</b>	-	-	-	-
	<b>GRAND TOTAL</b>	<b>65,21,500</b>	<b>100</b>	<b>65,21,500</b>	<b>100</b>

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## 1.3 MODE OF PAYMENT FOR SUBSCRIPTION

NEFT/ RTGS/Cheque or any other electronic mode through banking channels.

## 1.4 DISCLOSURE WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION, ETC:

- i. Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons No
- ii. #Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any Promoter of the offeree Company during the last 3 (three) years immediately preceding the year of the issue of the private placement offer cum application letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed
- There are no significant material orders passed by the regulators/ courts which would impact the going concern status of the promoter entity i.e. DLF Cyber City Developers Limited, the holding Company (DCCDL) and its future operations. However, a significant order in the past is hereunder:
- Land parcel admeasuring 19.5 acres at Nathupur, Gurugram was acquired by DLF from Government of Haryana ('GoH') in August 2006 for development of Cyber City Project, which was earlier acquired by GoH from Gram Panchayat, Nathupur on February 2004 through proceedings of compulsory acquisition. DCCDL had constructed certain portions of its two IT/IT SEZ buildings of the Cyber City Project as well as entered third party rights vide lease/sale of office space in the said buildings. Subsequently, the High Court of Punjab and Haryana, pursuant to a public interest litigation, vide order dated 1st October 2010, quashed the land acquisition proceedings and Conveyance Deed by GoH and directed the GoH to refund the amount, which was earlier paid by DLF and also directed DLF to remove any construction on the said land. Against the said order, DLF filed a Special Leave Petition in November 2010 before

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the Supreme Court of India, who vide order dated 3rd January 2012, stayed the order of the High Court and the matter is pending disposal before the Supreme Court. The Conveyance Deed in favour of DCCDL in respect of the said land parcel shall be done, subject to the final settlement of above appeals in favour of DLF.

Based on the advice of the independent legal counsel, the management of DCCDL believes that there is a strong likelihood of succeeding before the Hon'ble Supreme Court of India.

#Kindly note that for the sake of brevity we have provided the significant material order for the holding company only. If you require any other details pertaining to significant cases of DLF Limited or its holding company i.e. Rajdhani Investment and Agencies Private Limited, it would be furnished and provided separately.

- |      |  |   |
|------|--|---|
| iii. | Remuneration of directors (during the last 3 (three) financial years)  | N.A.  |
| iv.  | Related party transactions entered during the last 3 (three) financial years immediately preceding the year of issue of private placement offer cum application letter including with regard to loans made or, guarantees given or securities provided                         | As mentioned in Financial statement annexed as Annexure-I |
| v.   | Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (five) financial years immediately preceding the year of issue of private placement offer cum application letter and of their impact on the financial statements and financial position | NIL   |

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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

- vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last 3 (three) years immediately preceding the year of issue of private placement offer cum application letter in the case of the 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 3 (three) years immediately preceding the year of the private placement offer cum application 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 3 (three) years, if any, and if so, the action taken by the company NIL

## 1.5 FINANCIAL POSITION OF THE COMPANY:

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

<i>The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value)</i>	The authorised Share Capital of the Company is Rs. 6,56,25,000 divided into 65,21,500 Equity Shares of Rs. 10/- each and 100, 12% Non- Cumulative Redeemable Preference Share of Rs. 100/-each and 4,000, 9% Non- Cumulative Redeemable Preference Share of Rs. 100/-each.  The issued, subscribed and Paid up Share Capital of the Company is Rs. 65,215,000 divided into 6,521,500 Equity Shares of Rs. 10/-
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<i>Size of the Present Offer</i>	Rs. 380,00,00,000 (Three hundred Eighty crores only)																														
<i>Paid-up Capital:</i> A. <i>After the offer:</i>  B. <i>After the conversion of Convertible Instruments (if applicable)</i>	There would be no change in paid-up capital pursuant to the issuance of aforesaid non-convertible debentures.																														
<i>Share Premium Account:</i> A. <i>Before the offer:</i>  B. <i>After the offer:</i>	N.A.  N.A.																														
<b>Details of the existing share capital of the Company:</b>																															
i) <b>Equity Share Capital</b>																															
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;">S No:</th> <th style="width: 15%;">Date of Allotment</th> <th style="width: 15%;">Number of Shares</th> <th style="width: 10%;">Face Value of Shares</th> <th style="width: 10%;">Price</th> <th style="width: 45%;">Details of Consideration</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td style="text-align: center;">25.02.1999</td> <td style="text-align: center;">03</td> <td style="text-align: center;">10</td> <td style="text-align: center;">10</td> <td style="text-align: center;">30</td> </tr> <tr> <td style="text-align: center;">2</td> <td style="text-align: center;">12.12.2002</td> <td style="text-align: center;">8,997</td> <td style="text-align: center;">10</td> <td style="text-align: center;">10</td> <td style="text-align: center;">89,970</td> </tr> <tr> <td style="text-align: center;">3</td> <td style="text-align: center;">23.03.2011</td> <td style="text-align: center;">49,50,000</td> <td style="text-align: center;">10</td> <td style="text-align: center;">10</td> <td style="text-align: center;">24,75,00,000</td> </tr> <tr> <td style="text-align: center;">4</td> <td style="text-align: center;">16.09.2015</td> <td style="text-align: center;">15,62,500</td> <td style="text-align: center;">10</td> <td style="text-align: center;">10</td> <td style="text-align: center;">1,25,00,00,000</td> </tr> </tbody> </table>		S No:	Date of Allotment	Number of Shares	Face Value of Shares	Price	Details of Consideration	1	25.02.1999	03	10	10	30	2	12.12.2002	8,997	10	10	89,970	3	23.03.2011	49,50,000	10	10	24,75,00,000	4	16.09.2015	15,62,500	10	10	1,25,00,00,000
S No:	Date of Allotment	Number of Shares	Face Value of Shares	Price	Details of Consideration																										
1	25.02.1999	03	10	10	30																										
2	12.12.2002	8,997	10	10	89,970																										
3	23.03.2011	49,50,000	10	10	24,75,00,000																										
4	16.09.2015	15,62,500	10	10	1,25,00,00,000																										
ii) <b>Compulsory Convertible Non-Cumulative Preference Shares: N.A.</b>																															
Details of allotments (number and price) made by the Company for Consideration other than cash in the last one year preceding the date of the private placement offer	NIL.																														

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For DLF Promenade Limited

*[Signature]*  
Company Secretary

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cum application letter.													
Profits of the Company, before and after making provision for tax, for the 3 (three) financial years immediately preceding the date of issue of private placement offer cum application letter	(Rs. in Lakhs)												
	<table border="1"> <thead> <tr> <th></th> <th>FY 2018-19</th> <th>FY 2017-18</th> <th>FY 2016-17</th> </tr> </thead> <tbody> <tr> <td>Before making provision for Tax</td> <td>3,168.43</td> <td>(985.62)</td> <td>1,784.52</td> </tr> <tr> <td>After making provision for Tax</td> <td>2,370.48</td> <td>(2,239.73)</td> <td>1,052.48</td> </tr> </tbody> </table>		FY 2018-19	FY 2017-18	FY 2016-17	Before making provision for Tax	3,168.43	(985.62)	1,784.52	After making provision for Tax	2,370.48	(2,239.73)	1,052.48
	FY 2018-19	FY 2017-18	FY 2016-17										
Before making provision for Tax	3,168.43	(985.62)	1,784.52										
After making provision for Tax	2,370.48	(2,239.73)	1,052.48										
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)	No Dividend declared during last 3 financial years.												
Any change in accounting policies during the last 3 (three) years and their effect on the profits and the reserves of the Company	No												

(b) A summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of issue of private placement offer cum application letter:

Particulars	Rs. in Lakh		
	FY 2018-19	FY 2017-18	FY 2016-17
Net worth	11,679.22	9,308.74	11,562.17
Total Borrowings (including current maturities of long term borrowing and interest accrued)	40,715.28	44,348.08	45,254.12
Other Non-current liabilities	3,533.12	2,781.16	2,695.63
Fixed Assets	51,655.86	52,570.07	53,675.62
Non-Current Assets	1,949.27	2,986.66	3,294.71
Investment	-	-	41.18

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*Mehru*  
Company Secretary

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Deferred Tax Assets (Net)	1,648.51	1,756.94	3,004.63
Cash and Cash Equivalents	645.49	678.07	823.89
Other Bank balances	250.62	710.17	479.31
Current Assets	2,509.11	1,048.66	1,188.05
Current Liabilities	2,731.24	3,312.59	2,995.47
Revenue (incl. Other Income)	15,428.93	14,847.14	14,308.98
EBITDA	9,744.84	9,505.07	8,874.44
EBIT	8,567.83	8,335.60	7,704.75
Interest	5,399.40	5,616.74	5,920.23
PAT	2,370.48	-2,253.43	1,058.16
Dividend amounts -	-	-	-

(c) Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of issue of private placement offer cum application letter:

Particulars	Rs. in Lakh		
	FY 2018-19	FY 2017-18	FY 2016-17
<b>Profit/Loss before tax</b>	3,168.43	-985.62	1,784.52
<b>Adjustment for:</b>			
Interest expense	5,119.85	5,261.38	5,591.05
Interest income	-169.00	-176.15	-397.75
Depreciation	1,177.01	1,169.47	1,169.69
Loss on sale of Investment	-	3,704.48	-
Other adjustment	-15.46	-26.35	-60.43
<b>Operating profit before working capital changes</b>	<b>9,280.83</b>	<b>8,947.21</b>	<b>8,087.08</b>
<b>Adjustment for change in working capital:</b>			
Decrease/(increase) in trade receivables	-152.51	100.15	-71.00
Decrease/(increase) in financial assets and other current assets	132.67	-28.51	14.85
Increase/(decrease) in trade payables	-416.15	262.36	317.75
Increase/(decrease) in financial liabilities and other current liabilities	561.96	165.12	560.63
<b>Cash flow from operations</b>	<b>9,406.80</b>	<b>9,446.33</b>	<b>8,909.31</b>

Certified True Copy

For DLF Promenade Limited  
*Meeta*  
Company Secretary

# DLF PROMENADE LIMITED

Regd. Office: Shopping Mall, Phase-I, DLF City, Gurugram, Haryana-122 002

(CIN - U74920HR1999PLC034138) Website: [www.dlfpromenade.com](http://www.dlfpromenade.com)

Tel No.: 0124-4778121, Email: [dlfpromenade@dlf.in](mailto:dlfpromenade@dlf.in)

Income tax paid (net of refunds)	-1,003.29	433.34	906.81
<b>Net cash flow from operating activities</b>	<b>8,403.51</b>	<b>9,879.67</b>	<b>9,816.12</b>
<b>Cash flow from investing activities</b>			
Interest received	153.00	168.93	144.67
(Investment in)/proceeds from fixed deposits (net)	-73.45	-67.01	144.89
(Investment in)/proceeds from other bank balances	459.55	-230.86	-106.45
Purchase of fixed assets (including capital work in progress)	-222.54	-47.99	-6.25
Proceeds from sale of investments	-	94.53	-
Payment on sale of investment	-	-3,775.67	-
<b>Net cash flow from investing activities</b>	<b>316.56</b>	<b>-3,858.07</b>	<b>176.86</b>
<b>Cash flow from financing activities</b>			
Interest paid	-4,929.65	-5,397.42	-4,596.90
Receipt of loans from related parties	-	3,800.00	-
Payment of loans to related parties	-3,823.00	-4,570.00	-5,004.00
<b>Net cash used in financing activities</b>	<b>-8,752.65</b>	<b>-6,167.42</b>	<b>-9,600.90</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>-32.58</b>	<b>-145.82</b>	<b>392.08</b>
Cash and cash equivalents at the beginning of the year	678.07	823.89	431.81
Cash and cash equivalents at the end of the year	645.49	678.07	823.89

## 1.6 APPLICATION PROCESS

### How to Apply

Application(s) for the Debentures must be made submitting the applications forms (the "Application Form") which must be completed in block letters in English.

Certified True Copy  
For DLF Promenade Limited

  
Company Secretary

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Application Form(s) must be accompanied by either a demand draft or cheque, drawn or made payable in favour of DLF Promenade Limited and crossed Account Payee only.

The payment can also be made by Real Time Gross Settlement (RTGS) or National Electronic Fund Transfer (NEFT) by crediting the funds to the account given below:

<b>Beneficiary Name</b>	DLF Promenade Limited
<b>Bank Name</b>	Standard Chartered Bank
<b>C/a No</b>	53105113179
<b>Branch Address</b>	DLF Gurugram Branch
<b>IFSC Code</b>	SCBL0036025

The applications must be accompanied by certified true copies of (i) a letter of authorization, and (ii) specimen signatures of authorised signatories.

## Instructions for Application

1. Application must be completed in BLOCK LETTERS IN ENGLISH. A blank must be left between two or more parts of the name.
2. Signatures should be made in English.
3. The Debentures are being issued at par to the face value. Full amount has to be paid on application per Debenture applied for. Applications for incorrect amounts are liable to be rejected. Face Value: Rs. 5,00,00,000 (Rupees Five Crores Only) per debenture..
4. The payments can be made by RTGS/ NEFT, the details of which are given above. Payment shall be made from the bank account of the person subscribing. In case of joint holders, monies payable shall be paid from the bank account of the person whose name appears first in the application.
5. No cash will be accepted.
6. The applicant should mention its permanent account number or the GIR number allotted to it under the Income Tax Act, 1961 and also the relevant Income-tax circle/ward/District.
7. Applications under power of attorney/relevant authority

In case of an application made under a power of attorney or resolution or authority to make the application a certified true copy of such power of attorney or resolution or authority to make the application and the Memorandum and Articles of Association and/or bye-laws of the Debenture Holder must be attached to the Application Form at the time of making the application, failing which, the Company 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 therefore. Further any modifications / additions in the power of attorney or

For DLF Promenade Limited

*Neelue*  
Company Secretary

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authority should be notified to the Company at its registered office. Names and specimen signatures of all the authorised signatories must also be lodged along with the submission of the completed application.

8. An application once submitted cannot be withdrawn. The applications should be submitted during normal banking hours at the office mentioned below:

DLF Promenade Limited  
Shopping Mall, Phase -1  
DLF City, Gurugram, Haryana -122002.

9. The applications would be scrutinised and accepted as per the terms and conditions specified in this Private Placement Offer cum Application Letter.
10. The applicant shall apply for the Debentures in electronic, i.e., dematerialised form only. Applicants should mention their depository participant's name, DP-ID and beneficiary account number in the Application Form. In case of any discrepancy in the information of depository/beneficiary account, the Company shall be entitled to not credit the beneficiary's demat account pending resolution of the discrepancy.
11. The application form is annexed to this Private Placement Offer cum Application Letter as an **Annexure II**.
12. The applicant is requested to contact the office of the Company as mentioned above for any clarifications.

## 1.7 DEBENTURE TRUSTEE:

**Axis Trustee Services Limited** having its registered office at a company incorporated under the Companies Act, 1956 and having its registered office at 2<sup>nd</sup> floor, E, Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai-400025. The aforementioned debenture trustee has consented to act as debenture trustee *vide* letter no. ATLS/CO/19-20/0029 dated 28<sup>th</sup> May 2019.

## 1.8 INCONSISTENCY/REPUGNANCY

In the event of any inconsistency or repugnancy between the contents of this Private Placement Offer cum Application Letter and any provision of the Transaction Documents, the relevant provisions of the Transaction Documents shall prevail.

## 1.9 DECLARATION BY THE DIRECTORS THAT:

- a. the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;
- b. the compliance with the said Act and the rules made thereunder do not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government; and

For DLF Promenade Limited

  
Company Secretary



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- c. the monies received under the offer shall be used only for the purposes and objects indicated in the private placement offer cum application letter.

I am authorized by the Board of Directors of the Company *vide* resolution number 4 dated 7<sup>th</sup> June 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 all the required attachments have been completely, correctly and legibly attached to this form.

For DLF Promenade Limited



Manoj Kumar Dua  
Company Secretary  
Membership No: A12025  
Date: 7<sup>th</sup> June 2019  
Place: Gurugram

Attachments:  
Copy of board resolution

Certified True Copy  
For DLF Promenade Limited  
  
Company Secretary

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## ANNEXURE II APPLICATION FORM

Date: 7<sup>th</sup> June 2019

Serial No. 0001

To,  
DLF Promenade Limited  
Shopping Mall, Phase-1,  
DLF City, Gurugram, Haryana -122002.

Dear Sirs,

We have received, read, reviewed and understood all the contents, terms and conditions and required disclosures in the Private Placement Offer cum Application Letter dated 7<sup>th</sup> June 2019. We have also done all the required due diligence (legal or otherwise) without relying upon the information contained in the Private Placement Offer cum Application Letter, now, therefore, we hereby agree to accept the debentures mentioned hereunder or such smaller number as may be allocated to us, subject to the terms of the said Private Placement Offer cum Application Letter, this application form and the documents. We undertake that we will sign all such other documents and do all such other acts, if any, necessary on our part to enable us to be registered as the holder(s) of the debentures which may be allotted to us.

We authorise you to place our name(s) on the register of debenture holders of DLF Promenade Limited (the "**Company**") that may be so allocated and to register our address(es) as given below. We note that the Company is entitled in their absolute discretion to accept or reject this application in whole or in part without assigning any reason whatsoever.

Yours faithfully,

For Standard Chartered Bank

(Name and Signature of Authorised Signatory)

Certified True Copy

For DLF Promenade Limited



Company Secretary

# DLF PROMENADE LIMITED

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The details of the application are as follows:

## APPLICATION FORM FOR DEBENTURES (CONT.)

We are applying as (Tick whichever is applicable):

1	Mutual Fund	2	Bank	3	Financial Institution
4	Insurance Company	5	Company	6	Others (please specify)

Details of the series of debentures applied for, if applicable	No. of Debentures (in figures and in words)	Issue Price per Debenture (Rs.)	Amount (Rs.)
-	76	5,00,00,000/-	380,00,00,000/-

## APPLICANT DETAILS

NAME, FATHER'S NAME, ADDRESS <sup>1</sup> , PHONE NUMBER & EMAIL of the Applicant (Post Box No. alone is not sufficient)			
<b>TAX DETAILS</b>	PAN or GIR No.	IT Circle/Ward/District	Not Allotted
Fully Exempt	(Please furnish exemption certificate):	Rate of Tax to be deducted at source	_____
<b>DETAILS OF BANK ACCOUNT<sup>2</sup> (for incorporation in payment warrants)</b>			
Bank	Name	&	Branch
_____			
Account No.	_____	Nature of Account	_____

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[I/ We, the undersigned, want delivery of the debentures in Electronic Form]. Details of my / our Beneficiary (Electronic) account are given below:

Depository Name	NSDL <input checked="" type="checkbox"/>							CDSL <input type="checkbox"/>	
Depository Participant Name	Standard Chartered Bank								
DP - ID	I	N	3	0	1	5	2	4	
Beneficiary Account Number	3	0	0	3	6	3	4	7	
Name of Applicant	Standard Chartered Bank								


We understand that in case of allocation of the debentures to us, our beneficiary account as mentioned above would get credited to the extent of allocated debentures. In case, the debentures cannot be credited to our beneficiary account, for any reason whatsoever, we will be given physical debentures. (Applicants must ensure that the sequence of names as mentioned in the application form matches that of the account held with the depository participant).

## Payment Instructions towards subscription of the Debentures

Payment towards subscription of the Debentures should be made by [RTGS/Fund Transfer] as per the following details:

Account No.	53105113179
Account Bank	Standard Chartered Bank
Account Branch	DLF Gurugram Branch
IFSC	SCBL0036025

Name of the Authorised Signatory(ies)	Designation	Signature
1.		
2.		
3.		

Certified True Copy  
For DLF Promenade Limited  
  
Company Secretary