

FORM PAS - 4

Part - A

PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER

[Pursuant to section 42 and rule 14(3) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

Date: May 17, 2021

To,
Northern Arc Capital Limited
Mumbai.

The Private Placement offer cum Application Letter shall contain the following:

1. GENERAL INFORMATION

(i)	Name, address, website, if any, and other contact details of the company indicating both registered office and corporate office	Name: Quadrillion Finance Private Limited Registered and Corporate Office: 747, Pooja Building, 80ft Road, 4th Block, Koramangala, Bangalore - 560034, India															
(ii)	Date of incorporation of the company	September 28, 2018															
(iii)	Business carried on by the company and its subsidiaries with the details of branches or units, if any	The company is engaged in business of providing investment and finance services as permitted by the section 45I of reserve bank of India and providing consultancy or advisory services related to asset and liability solutions for individuals and corporate, and undertake activities like to act as agents of banks, financial institution and financial service providers in different capacities.															
(iv).	Brief particulars of the management of the company	<table><tr><th>Name</th><th>Qualifications</th><th>Role</th><th>Experience</th></tr><tr><td>Rajan Bajaj</td><td>B-Tech in Civil Engineering</td><td>Director</td><td>6 years</td></tr><tr><td>Mahima Garg</td><td>B-Tech</td><td>Director</td><td>12 Years</td></tr></table>				Name	Qualifications	Role	Experience	Rajan Bajaj	B-Tech in Civil Engineering	Director	6 years	Mahima Garg	B-Tech	Director	12 Years
Name	Qualifications	Role	Experience														
Rajan Bajaj	B-Tech in Civil Engineering	Director	6 years														
Mahima Garg	B-Tech	Director	12 Years														

		<table><tr><td>Ramadoss Krishnan</td><td>Degree of Bachelor of Science</td><td>Independent Director</td><td>45 years</td></tr><tr><td>Sudhesh Chandrasekar</td><td>MBA</td><td>Chief Finance Officer</td><td>10 Years</td></tr><tr><td>Jineesha Porwal</td><td>Company secretary</td><td>Company secretary</td><td>2.5 years</td></tr></table>	Ramadoss Krishnan	Degree of Bachelor of Science	Independent Director	45 years	Sudhesh Chandrasekar	MBA	Chief Finance Officer	10 Years	Jineesha Porwal	Company secretary	Company secretary	2.5 years
Ramadoss Krishnan	Degree of Bachelor of Science	Independent Director	45 years											
Sudhesh Chandrasekar	MBA	Chief Finance Officer	10 Years											
Jineesha Porwal	Company secretary	Company secretary	2.5 years											
(v).	Names, addresses, Director Identification Number (DIN) and occupations of the directors	Name: Mr. Rajan Bajaj DIN: 07197443 Address: A001 Raheja Residency, Koramangala 3rd Block, Bangalore 560034 Occupation: Business Name: Ramadoss Krishnan DIN: 03230018 Address: F-44, Sriram Sadhana Apartment Opposite M.S. Ramaiah Road, Gokula Mathikere Bangalore 560064 Occupation: Business Name: Mahima Garg DIN: 08386565 Address: E-1103, Mahaveer Tranquil, 2nd Main Road, Narullahalli, Whitefield, Bangalore – 560 066 Occupation: Business												
(vi).	Management's perception of risk factors	The following are the risks relating to the Company, the Debentures and the market in general envisaged by the management of the Company. Potential Investors should carefully consider all the risk factors in this Private Placement Offer Cum Application Letter 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 risks of holding the Debentures are exhaustive. The ordering 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/or the Private Placement Offer Cum Application Letter and reach their own views prior to making any investment decision.												

(i) REPAYMENT IS SUBJECT TO THE CREDIT RISK OF THE ISSUER.

Potential Investors should be aware that receipt of the principal amount, (i.e. the redemption amount) and any other amounts that may be due in respect of the Debentures is subject to the credit risk of the Issuer. Potential Investors assume the risk that the Issuer will 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 Issuer, the payment of sums due on the Debentures may not be made or may be substantially reduced or delayed.

(ii) THE SECONDARY MARKET FOR DEBENTURES MAY BE ILLIQUID.

The Debentures may be very illiquid and no secondary market may develop in respect thereof. Even if there is a secondary market for the Debentures, it is not likely to provide significant liquidity. Potential Investors may have to hold the Debentures until redemption to realize any value.

(iii) CREDIT RISK & RATING DOWNGRADE RISK

In the event of deterioration in the financial health of the Issuer, there is a possibility that the Rating Agency may downgrade the rating of the Debentures. In such cases, potential Investors may incur losses on revaluation of their investment or make provisions towards sub-standard/ non-performing investment as per their usual norms.

(iv) CHANGES IN INTEREST RATES MAY AFFECT THE PRICE OF NCDS.

All securities where a fixed rate of interest is offered, such as this Issue, are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, i.e. when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the pricing of the Debentures.

(v) TAX CONSIDERATIONS AND LEGAL CONSIDERATIONS

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

financial, legal, tax and other implications of this investment.

(vi) 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.

(vii) SECURITY MAYBE INSUFFICIENT TO REDEEM THE DEBENTURES

In the event that the Company is unable to meet its payment and other obligations towards Investors under the terms of the Debentures, the Debenture Trustee may enforce the Security as per the terms of security documents, and other related documents. The Investor's recovery in relation to the Debentures will be subject to (i) the market value of such secured property, (ii) finding willing buyers for the Security at a price sufficient to repay the potential Investors amounts outstanding under the Debentures. The value realised from the enforcement of the Security may be insufficient to redeem the Debentures.

(viii) MATERIAL CHANGES IN REGULATIONS TO WHICH THE ISSUER IS SUBJECT COULD IMPAIR THE ISSUER'S ABILITY TO MEET PAYMENT OR OTHER OBLIGATIONS.

The Issuer 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 Issuer or its future financial performance, by requiring a restructuring of its activities, increasing costs or otherwise.

(ix) LEGALITY OF PURCHASE

Potential Investors of the Debentures will be responsible for the lawfulness of the acquisition of the Debentures, whether under the laws of the jurisdiction of its incorporation or the jurisdiction in which it operates or for compliance by that potential Investor with any law, regulation or regulatory policy applicable to it.

(x) POLITICAL AND ECONOMIC RISK IN INDIA

The Issuer operates only within India and, accordingly, all of its revenues are derived from the domestic market. As a result, it is highly dependent on prevailing economic conditions in India and its results of operations are significantly affected by factors influencing the Indian economy. An uncertain economic situation, in India and

globally, could result in a further slowdown in economic growth, investment and consumption. A slowdown in the rate of growth in the Indian economy could result in lower demand for credit and other financial products and services and higher defaults. Any slowdown in the growth or negative growth of sectors where the Issuer has a relatively higher exposure could adversely impact its performance. Any such slowdown could adversely affect its business, prospects, results of operations and financial condition.

(xi) RISKS RELATED TO THE BUSINESS OF THE ISSUER

A. If the Issuer is unable to control the level of non-performing loans ("NPAs") in the future, or if the Issuer's loan loss reserves are insufficient to cover future loan losses, the financial condition and results of operations may be materially and adversely affected.

The Issuer's Loans are unsecured/secured against hypothecation of property and other current assets and the clients of these loans are of the high-risk category. There is uncertainty on the client's ability to fulfil its loan obligations. Such non-performing or low credit quality loans can negatively impact our results of operations.

As on March 31, 2021, the gross NPA was Rs. 1.63 Cr on a gross portfolio of Rs. 143. 73 Cr. (* Please note that this data is based on Provisional Financials)

The Issuer cannot assure that the Issuer will be able to effectively control and reduce the level of NPAs in its total loan portfolio. The amount of the Issuer's reported non-performing loans may increase in the future as a result of growth in the total loan portfolio, and also due to factors beyond the Issuer's control. Failure to manage NPAs or effect recoveries will result in operations being adversely affected.

The Issuer's current loan loss reserves may not be adequate to cover an increase in the amount of NPAs or any future deterioration in the overall credit quality of the Issuer's total loan portfolio. As a result, if the quality of the Issuer's total loan portfolio deteriorates the Issuer may be required to increase the loan loss reserves, which will adversely affect the Issuer's financial condition and results of operations. The Issuer's customers might be vulnerable if economic conditions worsen or growth rates decelerate in India, or if there are natural disasters such as floods and droughts in areas where the Issuer's customers live and/or conduct business.

Moreover, there is no precise method for predicting loan and credit losses, and the Issuer cannot assure that the Issuer's monitoring and risk management procedures will effectively predict such losses or that loan loss reserves will be sufficient to cover actual losses. If the Issuer is unable to control or reduce the level of its NPAs or poor credit quality loans, the Issuer's financial condition and results of the Issuer's operations could be materially and adversely affected.

B. Large scale attrition, especially at the senior management level, can make it difficult for the Issuer to manage its business.

If the Issuer is not able to attract, motivate, integrate or retain qualified personnel at levels of experience that are necessary to maintain the Issuer's quality and reputation, it will be difficult for the Issuer to manage its business and growth. The Issuer depends on the services of its executive officers and key employees for its continued operations and growth. In particular, the Issuer's senior management has significant experience in the banking and financial services industries. The loss of any of the Issuer's executive officers, key employees or senior managers could negatively affect its ability to execute its business strategy, including its ability to manage its rapid growth. The Issuer's business is also dependent on its team of personnel who directly manage its relationships with its members. The Issuer's business and profits would suffer adversely if a substantial number of such personnel left the Issuer or became ineffective in servicing its members over a period of time. The Issuer's future success will depend in large part on its ability to identify, attract and retain highly skilled managerial and other personnel. Competition for individuals with such specialized knowledge and experience is intense in this industry, and the Issuer may be unable to attract, motivate, integrate or retain qualified personnel at levels of experience that are necessary to maintain its quality and reputation or to sustain or expand its operations. The loss of the services of such personnel or the inability to identify, attract and retain qualified personnel in the future would make it difficult for the Issuer to manage its business and growth and to meet key objectives.

C. *Issuer requires certain statutory and regulatory approvals for conducting business and failure to obtain or retain them in a timely manner, or at all, may adversely affect operations.*

NBFCs in India are subject to strict regulation and supervision by the RBI. The Issuer requires certain approvals, licenses, registrations and permissions for operating its business, including registration with the RBI as a NBFC pursuant to Section 45-IA of the RBI Act, 1934. Further, such approvals, licenses, registrations and permissions must be maintained/renewed over time, applicable requirements may change and the Issuer may not be aware of or comply with all requirements all of the time. Additionally, RBI has issued detailed directions on prudential norms inter alia prescribing guidelines on income recognition, asset classification and provisioning requirements applicable to NBFCs, exposure norms, disclosures in the balance sheet, requirement of capital adequacy, restrictions on investments in land and building and unquoted shares besides others. In particular, the Issuer is required to obtain a certificate of registration for carrying on business as a **NBFC-ND** that is subject to numerous conditions. Additionally, RBI has issued detailed directions on prudential norms *inter alia* prescribing guidelines on income recognition, asset classification and provisioning requirements applicable to NBFCs, exposure norms, disclosures in the balance sheet, requirement of capital adequacy, restrictions on investments in land and building and unquoted shares besides others. In addition, its branches are required to be registered under the relevant shops and establishments laws of the states in which they are located. The shops and establishments laws regulate various employment conditions, including working hours, holidays and leave and overtime compensation. If the Issuer fails to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, its business may be adversely affected. If the Issuer fails to comply, or a regulator claims that it has not complied, with any of these conditions, the Issuer's certificate of registration may be suspended or cancelled, and it shall not be able to carry on such activities. If the Issuer fails to comply with any directions issued applicable on NBFCs and fails to maintain the status of NBFC it may attract penal provisions under the RBI Act, 1934 for non-compliance. The penal action can also result in RBI cancelling the certificate of registration issued to the NBFC.

(vii).	Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of (a) statutory dues; (b) debentures and interest thereon; (c) deposits and interest thereon; (d) loan from any bank or financial institution and interest thereon;	a. Not Applicable b. There is no default c. Not Applicable d. Not Applicable
(viii)	Name, Designation, Address & phone number, email id of the nodal/compliance officer of the Company, if any for the private placement offer process.	Company has not appointed any nodal/compliance officer for the private placement offer process, therefore, Ms. Jineesha Porwal, company secretary of the company is looking into the process of the private placement offer. Email Id: secretarial@quadrillion.finance Phone No: +91 89494 50979
(ix)	Any Default in Annual filing of the company under the Companies Act, 2013 or the rules made thereunder	No, there was no default in Annual filing of the Company

2. PARTICULARS OF OFFER:

(i) .	Financial position of the Company for the last 3 financial years	Refer to Annexure 1.
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(ii).	Date of Passing of Board Resolution	May 14, 2021
(iii) .	Date of Passing of Resolution in General Meeting, authorizing the offer of securities	May 14, 2021
(iv).	Kind of securities offered (i.e., whether share or debenture) and class of security;	Secured, unlisted, unrated, Unsubordinated, Redeemable Non-convertible Debentures (“NCD”).
(v) .	Price at which the security is being offered including the premium, if any, along with justification of the price;	Company is proposing to issue 80 (Eighty) NCD of the nominal value of INR. 10,00,000/- (Indian Rupees Ten Lakhs only) each aggregating to INR. 8,00,00,000/- (Indian Rupees Eight Crores only).
(vi).	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	As per the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 sub-rule 14(1) of the said rule shall not apply in case of offer or invitation for non-convertible debentures.
(vii)	Relevant date with reference to which the price has been arrived at	Not Applicable
(viii).	The class or classes of persons to whom the allotment is proposed to be made	The allotment is proposed to be made to Indian Body Corporate and a Foreign Portfolio Investor (FPI) duly registered under the SEBI (Foreign Portfolio Investors) Regulations, 2014

(ix) .	Intention of promoters, directors or key managerial personnel (KMP) to subscribe to the offer	The Promoter or the Director have not participated in the existing Private Placement offer.															
(x) .	The proposed time within which the allotment shall be completed	30 (Thirty) days from the date of receipt of Application Money by the Company.															
(xi)	The names of the proposed allottees and the percentage of post private placement capital that may be held by them	<table><tr><th>Sr. No.</th><th>Name of the proposed allottees</th><th>No of securities held</th><th>% post private placement capital*</th></tr><tr><td>1.</td><td>Aviator Emerging Market Fund</td><td>40</td><td>0</td></tr><tr><td>2</td><td>Northern Arc Capital Limited</td><td>40</td><td>0</td></tr></table>	Sr. No.	Name of the proposed allottees	No of securities held	% post private placement capital*	1.	Aviator Emerging Market Fund	40	0	2	Northern Arc Capital Limited	40	0	*The Company has issued NCD, thus there are no changes in the pre issue and post issue pattern of the shareholding		
Sr. No.	Name of the proposed allottees	No of securities held	% post private placement capital*														
1.	Aviator Emerging Market Fund	40	0														
2	Northern Arc Capital Limited	40	0														
(xii) .	The change in control, if any, in the company that would occur consequent to the private placement	There won't be change in control post allotment of NCD.															
(xiii)	The number of persons to whom allotment on private placement issue has already been made during the year, in term, of number of securities as well as price	Company has issued Non-convertible Debentures through private placement basis during the Financial Year 2021-22 to the below allottee: 1. Niyogin Fintech Limited (100 NCD of the face value of INR 10,00,000 (Indian Rupee Ten Lakhs)															
(xiv).	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	The proposed allotment is not done for consideration other than cash. Thus, this is not applicable to the Company.															

(xv).	Amount that the Company intends to raise by way of securities	Company intends to raise INR 8,00,00,000 (Indian Rupees Eight Crores) vide allotting 80 NCD of face value of INR 10,00,000 (Indian Rupees Ten Lakhs) to the allottees as mentioned under point (xi)
(xvi).	Terms of raising of securities	a. Tenor: 13 (Fifteen) months b. Face Value: INR. 10,00,000/- c. Coupon Rate: 15.00% p.a. d. Principal Repayment: At maturity e. Interest Payment: Quarterly basis (starting from 30th June 2021)
(xvii) .	Proposed time schedule for which the private placement offer cum application letter is valid	Offer Letter is Valid for a period of 30 days
(xviii).	Purposes of the Offer	The NCD are issued exclusively for general corporate purpose and for ordinary course of business of the Company
xix.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	The Promoter or the Director have not participated in the existing Private Placement offer.
xx.	Principle terms of assets charged as security & Guarantee , if applicable	NCD shall be secured by a pool of loans originated by the relevant Issuer, with a security cover of 1.10x (One Point One Zero) time over the outstanding Debentures. Subject to the debenture repayment, if borrower fails repay the loan the Guarantor (Guarantee of Garagepreneurs Internet Private Limited) will be financially responsible for the borrower's obligation. This includes the unpaid principal amount of the loan plus accumulated interest and cost

xxi.	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	Not Applicable
xxii.	The pre-issue and post-issue shareholding pattern of the company in the following format:	

The Company is allotting Debentures. So, there will be no change in post-issue shareholding pattern of the company.

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding:				
1	Indian				
	Individual	1	0.00	1	0.00
	Bodies Corporate	2,50,67,199	100	2,50,67,199	100
	Sub Total	2,50,67,200	100	2,50,67,200	100
2	Foreign Promoters	0	0	0	0

	Sub Total (A)	2,50,67,200	100	2,50,67,200	100
B	Non-Promoters' holding:				
1	Institutional Investors	0	0	0	0
2	Non-Institution:	0	0	0	0
	Private Corporate Bodies	0	0	0	0
	Directors and Relatives	0	0	0	0
	Indian Public	0	0	0	0
	Others (Including NRIs)	0	0	0	0
	Sub Total(B)				
Total		2,50,67,200	100	2,50,67,200	100

3. MODE OF PAYMENT FOR SUBSCRIPTION

- Cheque
- Demand Draft
- Other Banking Channels – Net Banking or Online Banking

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

(i) .	Any financial or other material Interests of the directors and promoters or key managerial personnel (KMP) in the offer and the effect of such interest in so far as it is different from the interest of other person	None of the promoter, directors or KMP are intended to subscribe the NCD .																													
(ii).	Details of any litigation or legal action pending or taken by any Ministry Department or of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding three years 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	Nil																													
(iii)	Remuneration to the Directors	Remuneration of Directors (during the current year and last three Financial years) (a) Rajan Bajaj was appointed as director of the company on September 28, 2018 and the remuneration payable to him is as follows: <table><tr><th>Sr. No</th><th>Particulars</th><th>Amount (INR) (28/09/2018 - 31/03/2019)</th><th>Amount (INR) (01/04/2019- 31/03/2020)*</th><th>Amount (INR) (01/04/2020- 31/03/2021)*</th></tr><tr><td>1.</td><td>Basic Salary</td><td>-</td><td>2,30,347</td><td>23,25,160</td></tr><tr><td>2.</td><td>Commission</td><td>-</td><td>-</td><td>-</td></tr><tr><td>3.</td><td>Special Allowances</td><td>-</td><td>-</td><td>10,02,470</td></tr><tr><td>4.</td><td>Perquisites</td><td>-</td><td>-</td><td>-</td></tr></table>					Sr. No	Particulars	Amount (INR) (28/09/2018 - 31/03/2019)	Amount (INR) (01/04/2019- 31/03/2020)*	Amount (INR) (01/04/2020- 31/03/2021)*	1.	Basic Salary	-	2,30,347	23,25,160	2.	Commission	-	-	-	3.	Special Allowances	-	-	10,02,470	4.	Perquisites	-	-	-
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4.	Perquisites	-	-	-																											

**On the basis of Unaudited Financial Data*

		(b) Mahima Garg was appointed as Additional Director of the Company on March 18, 2019 and her designation was changed to Director on August 23, 2019. The remuneration payable to her is as follows: <table><tr><th>Sr. No</th><th>Particulars</th><th>Amount (INR) (28/09/2018-31/03/2019)</th><th>Amount (INR) (01/04/2019-31/03/2020)*</th><th>Amount (INR) (01/04/2020-31/03/2021)*</th></tr><tr><td>1.</td><td>Basic Salary</td><td>1,66,667</td><td>13,69,599</td><td>40,37,618</td></tr><tr><td>2.</td><td>Commission</td><td>-</td><td>-</td><td>-</td></tr><tr><td>3.</td><td>Special Allowances</td><td>-</td><td>-</td><td>18,08,352</td></tr><tr><td>4.</td><td>Perquisites</td><td>-</td><td>-</td><td>6,60,000</td></tr></table> <i>*On the basis of Unaudited Financial Data</i> (c) Ramadoss Krishnan was appointed as Additional Director of the Company on October 03, 2018 and his designation was changed to Independent Director on May 13, 2019. The remuneration payable to him is as follows: <table><tr><th>Sr. No</th><th>Particulars</th><th>Amount (INR) (28/09/2018-31/03/2019)</th><th>Amount (INR) (01/04/2019-31/03/2020)*</th><th>Amount (INR) (01/04/2020-31/03/2021)*</th></tr><tr><td>1.</td><td>Basic Salary</td><td>-</td><td>-</td><td>-</td></tr><tr><td>2.</td><td>Commission</td><td>-</td><td>-</td><td>-</td></tr><tr><td>3.</td><td>Special Allowances</td><td>-</td><td>-</td><td>-</td></tr><tr><td>4.</td><td>Perquisites</td><td></td><td></td><td></td></tr><tr><td>5</td><td>Sitting fees</td><td>50,000</td><td>7,00,000</td><td>7,00,000</td></tr></table> <i>*On the basis of Unaudited Financial Data</i>	Sr. No	Particulars	Amount (INR) (28/09/2018-31/03/2019)	Amount (INR) (01/04/2019-31/03/2020)*	Amount (INR) (01/04/2020-31/03/2021)*	1.	Basic Salary	1,66,667	13,69,599	40,37,618	2.	Commission	-	-	-	3.	Special Allowances	-	-	18,08,352	4.	Perquisites	-	-	6,60,000	Sr. No	Particulars	Amount (INR) (28/09/2018-31/03/2019)	Amount (INR) (01/04/2019-31/03/2020)*	Amount (INR) (01/04/2020-31/03/2021)*	1.	Basic Salary	-	-	-	2.	Commission	-	-	-	3.	Special Allowances	-	-	-	4.	Perquisites				5	Sitting fees	50,000	7,00,000	7,00,000
Sr. No	Particulars	Amount (INR) (28/09/2018-31/03/2019)	Amount (INR) (01/04/2019-31/03/2020)*	Amount (INR) (01/04/2020-31/03/2021)*																																																					
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(iv).	Related Party Transactions entered during the last in the last three years immediately preceding the year of issue of private placement offer cum application letter including with the regard to loan made or guarantee given, or securities provided	Related party transactions entered during 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. 1. <u>Loan repaid during the year:</u> <table><tr><th>Sr. No</th><th>Name of Related Party</th><th>Amount (INR) (28/09/2018) 31/03/2019)</th><th>Amount (INR) (01/04/2019-31/03/2020)</th></tr><tr><td>.</td><td></td><td></td><td></td></tr></table>	Sr. No	Name of Related Party	Amount (INR) (28/09/2018) 31/03/2019)	Amount (INR) (01/04/2019-31/03/2020)	.																																																		
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	Garagepreneurs Internet Private Limited	NA	3,70,00,000							
		2. <u>Loan accepted during the year:</u>								
		<table><tr><th>Sr. No</th><th>Name of Related Party</th><th>Amount (INR) (28/09/2018-31/03/2019)</th><th>Amount (INR) (01/04/2019-31/03/2020)</th></tr><tr><td>1</td><td>Garagepreneurs Internet Private Limited</td><td>1,50,00,000</td><td>14,45,00,000</td></tr></table>	Sr. No	Name of Related Party	Amount (INR) (28/09/2018-31/03/2019)	Amount (INR) (01/04/2019-31/03/2020)	1	Garagepreneurs Internet Private Limited	1,50,00,000	14,45,00,000
Sr. No	Name of Related Party	Amount (INR) (28/09/2018-31/03/2019)	Amount (INR) (01/04/2019-31/03/2020)							
1	Garagepreneurs Internet Private Limited	1,50,00,000	14,45,00,000							
		3. <u>Outstanding Loan:</u>								
		<table><tr><th>Sr. No</th><th>Name of Related Party</th><th>Amount (INR) (28/09/2018-31/03/2019)</th><th>Amount (INR) (01/04/2019-31/03/2020)</th></tr><tr><td>1</td><td>Garagepreneurs Internet Private Limited</td><td>1,50,00,000</td><td>10,75,00,000</td></tr></table>	Sr. No	Name of Related Party	Amount (INR) (28/09/2018-31/03/2019)	Amount (INR) (01/04/2019-31/03/2020)	1	Garagepreneurs Internet Private Limited	1,50,00,000	10,75,00,000
Sr. No	Name of Related Party	Amount (INR) (28/09/2018-31/03/2019)	Amount (INR) (01/04/2019-31/03/2020)							
1	Garagepreneurs Internet Private Limited	1,50,00,000	10,75,00,000							
		4. <u>Reimbursement of Expenses :</u>								
		<table><tr><th>Sr. No.</th><th>Name of Related Party</th><th>Amount (INR) (28/09/2018-31/03/2019)</th><th>Amount (INR) (01/04/2019-31/03/2020)</th></tr><tr><td>1</td><td>Garagepreneurs Internet Private Limited</td><td>5,85,615</td><td>1,03,004</td></tr></table>	Sr. No.	Name of Related Party	Amount (INR) (28/09/2018-31/03/2019)	Amount (INR) (01/04/2019-31/03/2020)	1	Garagepreneurs Internet Private Limited	5,85,615	1,03,004
Sr. No.	Name of Related Party	Amount (INR) (28/09/2018-31/03/2019)	Amount (INR) (01/04/2019-31/03/2020)							
1	Garagepreneurs Internet Private Limited	5,85,615	1,03,004							
(v)	Summary of reservations or qualifications or adverse remarks of auditors in the last 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 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	There are no reservations or qualifications or adverse remarks of auditors.								

(vi).	Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last three years immediately preceding the year of issue of private placement offer cum application letter in the case of company and all of its subsidiaries, and 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 private placement offer cum application letter and if so, section-wise details thereof for the company and all of its subsidiaries	There is no inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law.
(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	Company has not committed any frauds.

5. FINANCIAL POSITION OF THE COMPANY

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

i) A.	Authorised Capital	INR 251,500,000/- (Indian Rupees Twenty Five crore Fifteen Lakhs Only) divided into 25,150,000 (Two crore fifty one lakhs fifty thousand Only) equity shares of INR 10/- (Indian Rupees Ten] only) each.
	Issued Capital	INR 251,500,000/- (Indian Rupees Twenty Five crore Fifteen Lakhs Only) divided into 25,150,000 (Two crore fifty one lakhs fifty thousand Only) equity shares of INR 10/- (Indian Rupees Ten] only) each.
	Subscribed Capital	INR 251,500,000/- (Indian Rupees Twent Five crore Fifteen Lakhs Only) divided into 25,150,000 (Two crore

		fifty one lakhs fifty thousand Only) equity shares of INR 10/- (Indian Rupees Ten] only) each.
	Paid-up Capital	INR 250,672,000 (Indian Rupee Twenty-five six lakhs seventy-two thousand) equity shares of INR 25,067200/- (Indian Rupees Two crore fifty lakhs sixty-seven thousand Two hundred) each amounts to INR 10/- (Indian Rupees Ten Only).
B.	Size of the Offer	80 NCD (Indian Rupee Hundred) of the nominal value of INR 10,00,000/- each (Indian Rupee Ten Lakhs) aggregating to INR 8,00,00,000/-. (Indian Rupee Eight crore)
C.	Paid Up Capital	
	I. Paid-up Capital post offer	The Company has issued NCD thus there is no change in the paid up capital after the offer of NCD
	II. Paid-up Capital after conversion of convertible instruments	Not Applicable
D.	Share Premium Account (before and after the offer)	Share Premium Account after the offer – No change.

- (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:

Name of Shareholder	Date of Allotment	No. of Shares Allotted	Face Value of Shares Allotted (INR)	Consideration(IN R)	Form of Consideration
Garagepreneurs Internet Private Limited	Subscriber to MOA	25,00,000 (Equity)	10	-	Cash
Garagepreneurs Internet Private Limited	10-09-2019	34,55,083 (Equity)	10	3,49,99,990.79	Cash
Garagepreneurs Internet Private Limited	27/09/2019	1,20,30,108 (Equity)	10	12,18,64,994.04	Cash
Garagepreneurs Internet Private Limited	21/10/2019	70,14,809 (Equity)	10	7,10,60,015.17	Cash
Garagepreneurs Internet Private Limited	03-07-2020	67200	10	20,16,00,000	Cash

S No	Date of Allotment	Type of securities	Total No. of Securities	Nominal Value (In INR)	Remarks
1	7 May 2021	NCD	100	10,00,000	-

b) provision for tax, for the three financial years immediately preceding the date of issue of private placement offer cum application letter:

(Amount in INR)

Period	Profit before Tax	Profit after Tax
2019-20	89,20,190	64,69,920
2018-19	2,57,369	1,89,368
2017-18	NA	NA

- 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): No Dividend was declared by the Company in the last 3 years
- d) A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of issue of private placement offer cum application letter: As per Annexure 1 attached herewith.
- e) Audited Cash Flow statement for the three years immediately preceding the date of issue of private placement offer cum application letter: As per Annexure 2 attached herewith.
- f) Any change in accounting policies during the last three years and their effect of the profits and the reserves of three company: There are no changes in the Accounting Policy.

PART – B
(To be filed by the Applicant)

Sr. No.	Particulars	Details
1.	Name	
2.	Father's name	
3.	Complete Address	
4.	Phone Number	
5.	Email ID	
6.	PAN Number	
7.	Bank Account Details	

For Northern Arc Capital Limited

Authorized Signatory

Initial of the officer of the Company designated to keep the record:

6. DECLARATION BY THE DIRECTOR 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 offer shall be used only for the purposes and objects indicated in the Offer letter;

I am authorized by the Board of Directors of the Company vide resolution number 06 (as recorded in the minutes) dated May 14, 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 QUADRILLION FINANCE PRIVATE LIMITED

RAJA
N
BAJAJ

Digitally signed
by RAJAN
BAJAJ
Date:
2021.05.17
17:12:06
+05'30'

Rajan Bajaj
Director

DIN: 07197443

**Address: A001, Raheja Residency, 3rd Block,
Koramangala, Bangalore - 560034**

Date: May 17, 2021

Place: Bangalore

Attachments:

- (1) Annexure I as stated above
- (2) Annexure II as stated above
- (3) Copy of Shareholders Resolution

Annexure 1

Financial Position of the Company

Quadrillion Finance Private Limited			
Balance Sheet as at 31 March 2020			
(All amounts in ₹ except otherwise stated)			
	Notes	As at 31 March 2020	As at 31 March 2019
I. EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	25,00,00,000	2,50,00,000
Reserves and surplus	4	95,84,289	1,89,368
		<u>25,95,84,289</u>	<u>2,51,89,368</u>
Non-current liabilities			
Long-term borrowings	5	12,25,00,000	1,50,00,000
Long-term provisions	6	5,54,104	-
		<u>12,30,54,104</u>	<u>1,50,00,000</u>
Current liabilities			
Trade payables	7	-	-
total outstanding dues of micro enterprises and small enterprises		1,81,70,176	9,67,465
total outstanding dues of creditors other than micro enterprises and small enterprises	8	3,29,90,072	-
Short term borrowings	6	1,18,43,679	2,02,429
Short-term provisions	9	15,55,08,227	68,961
Other liabilities		<u>21,85,12,154</u>	<u>12,38,855</u>
		<u>60,11,50,547</u>	<u>4,14,28,223</u>
II. ASSETS			
Non-current assets			
Deferred tax assets (net)	10	28,43,597	36,999
Long-term loans and advances	11	17,71,586	-
Other assets	14	1,90,00,318	-
		<u>2,36,15,501</u>	<u>36,999</u>
Current assets			
Trade receivables	12	66,44,343	-
Cash and bank balances	13	4,80,04,341	47,17,179
Short-term loans and advances	11	44,47,12,462	3,57,68,873
Other assets	14	7,81,73,900	9,05,172
		<u>57,75,35,046</u>	<u>4,13,91,224</u>
		<u>60,11,50,547</u>	<u>4,14,28,223</u>
Summary of significant accounting policies	2		
The accompanying notes form an integral part of these financial statements			
As per our report of even date.			
For Walker Chandlok & Co LLP Chartered Accountants Firm Registration No.: 001076/N/500013		For and on behalf of the Board of Directors of QUADRILLION FINANCE PRIVATE LIMITED Quadrillion Finance Private Limited	
 Ashish Kedia Partner Membership No.: 215834		 RAJAN BAJAJ DIRECTOR	
 MAHIMA GARG DIRECTOR		 JINEESHA PORWAL Company Secretary Membership No.: A52461	
Bengaluru 28 October 2020		Bengaluru 28 October 2020	
			

Quadrillion Finance Private Limited
Statement of Profit and Loss for the year ended 31 March 2020
 (All amounts in ₹ except otherwise stated)

	Notes	Year ended 31 March 2020	For the period 28 September 2019 to 31 March 2019
Revenue			
Revenue from operations	15	11,82,84,006	9,05,172
Other income	16	18,44,307	4,89,265
Total revenue		12,01,28,313	13,94,437
Expenses			
Employee benefits expense	17	1,45,66,785	2,87,776
Finance costs	18	2,55,84,872	72,124
Provisions and write-offs	19	2,93,23,343	1,42,305
Other expenses	20	4,15,33,123	6,34,883
Total expenses		11,12,08,123	11,37,068
Profit before tax		89,20,190	2,57,369
Tax expense			
Current tax		52,56,868	1,05,000
Deferred tax credit		(23,06,598)	(36,999)
		24,50,270	68,001
Profit after tax		64,69,920	1,89,368
Earning per equity share (Nominal value of ₹ 10 per share)			
Basic and diluted (₹)		0.47	0.22

Summary of significant accounting policies

The accompanying notes form an integral part of these financial statements

As per our report of even date.

For **Walker Chandlok & Co LLP**
 Chartered Accountants
 Firm Registration No.: 001076N/N500013


Ashish Kedia
 Partner
 Membership No.: 215834
 Bengaluru
 28 October 2020

For and on behalf of the Board of Directors of
Quadrillion Finance Private Limited


RAJAN BAJAJ
 DIRECTOR

Rajan Bajaj
 Director
 DIN: 0007197443
 Bengaluru
 28 October 2020


MAHIMA GARG
 DIRECTOR

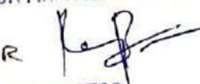
Mahima Garg
 Director
 DIN: 08386565
 Bengaluru
 28 October 2020


Jinesha Porwal
 Company Secretary

Membership No.: 2152461
 Bengaluru
 28 October 2020



QUADRILLION FINANCE PRIVATE LIMITED


RAJAN BAJAJ
 DIRECTOR

QUADRILLION FINANCE PRIVATE LIMITED


MAHIMA GARG
 DIRECTOR

Annexure - 2

Quadrillion Finance Private Limited Cash Flow Statement for the year ended 31 March 2020 (All amounts in ₹ except otherwise stated)

	Year ended 31 March 2020	For the period 28 September 2018 to 31 March 2019
Cash flow from operating activities		
Profit before tax	89,20,190	2,57,369
Adjustments for:		
Provisions and write-offs	2,93,23,343	1,42,305
Interest expense	2,54,71,827	72,124
Profit on sale of investments in mutual funds	(4,74,591)	-
Operating profit before working capital changes	6,32,40,769	4,71,798
Changes in working capital		
Increase in other assets	(9,62,69,046)	(10,97,710)
Increase in trade receivables	(1,80,59,227)	-
Increase in loan and advances	(40,89,43,589)	(3,55,76,335)
Increase in trade payables, other liabilities and provisions	1,64,37,878	9,91,550
Cash (used in) operations	(44,35,93,215)	(3,52,10,697)
Direct taxes paid (net of refunds)	(70,88,578)	-
Net cash flow used in operating activities (A)	(45,06,81,793)	(3,52,10,697)
Cash flow from investing activities:		
Purchase of mutual funds	(64,50,00,000)	-
Redemption of mutual funds	64,54,74,691	-
Net cash flow from investing activities (B)	4,74,591	-
Cash flow from financing activities		
Proceeds from issue of share capital (including securities premium)	22,79,25,000	2,50,00,000
Proceeds from Long-term borrowings	14,45,00,000	1,50,00,000
Repayment of Long-term borrowings	(3,70,00,000)	-
Proceeds from short-term loans (net)	3,29,90,072	-
Proceeds from issuance of non-convertible debentures (NCDs)	14,40,00,000	-
Interest expense	(1,89,20,708)	(72,124)
Net cash from financing activities (C)	49,34,94,364	3,99,27,876
Net increase in cash and cash equivalents (A+B+C)	4,32,87,162	47,17,179
Cash and cash equivalents at the beginning of the year	47,17,179	-
Cash and cash equivalents at the end of the year (refer note 13)	4,80,04,341	47,17,179
Components of cash and cash equivalents		
Balances with banks in current and deposit accounts	4,80,04,341	47,17,179
Total cash and cash equivalents	4,80,04,341	47,17,179

The accompanying notes form an integral part of these financial statements

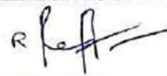
As per our report of even date.

For Walker Chandlok & Co LLP
Firm Registration No.: 001076N/N500013
Chartered Accountants


Ashish Kedla
Partner
Membership No.: 215834

Bengaluru
28 October 2020

For and on behalf of the Board of Directors of
Quadrillion Finance Private Limited


RAJAN BAJAJ
DIRECTOR

Rajan Bajaj
Director
DIN: 0007197443

Bengaluru
28 October 2020


MAHIMA GARG
DIRECTOR

Mahima Garg
Director
DIN: 08386565

Bengaluru
28 October 2020


Jineesha Porwal
Company Secretary
Membership No. 2152461



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF QUADRILLION FINANCE PRIVATE LIMITED ("COMPANY") HELD ON MAY 14, 2021 AT 12:00 PM AT ITS REGISTERED OFFICE AT 747, POOJA BUILDING, 80 FT. ROAD, 4TH BLOCK, KORAMANGALA, BANGALORE – 560034 THROUGH AUDIO-VISUAL MEANS ("OAVM")

ISSUE OF 80 SECURED, UNLISTED, UNRATED, UNSUBORDINATED AND REEDEMABLE NON-CONVERTIBLE DEBENTURES ("NCD") THROUGH PRIVATE PLACEMENT BASIS AND CIRCULATION OF PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER

"**RESOLVED THAT** pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, circulars and notifications of the Reserve Bank of India ("RBI"), as amended and or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company, and subject to approvals, consents, sanctions, permissions as may be required from any appropriate statutory and regulatory authorities from time to time, consent of the shareholders of the Company be and is hereby accorded to offer, issue and allot up to 40 secured, unlisted, unrated, unsubordinated and redeemable Non-Convertible Debentures ("NCD") to Aviator Emerging Market Fund (Debenture Holder) and 40 (Forty) Secured, Unlisted, Unrated, Unsubordinated, Redeemable Non-convertible Debentures ("NCD") to Northern Arc Capital Limited (Debenture Holder) (being the identified persons for the purposes of Section 42 of the Act) ("**Investors**") denominated in Indian Rupees ("**INR**") each having a face value of INR 10,00,000 (Indian Rupees Ten Lakhs) and total aggregating to INR 8,00,00,000 (Indian Rupees Eight crores) ("Debentures"), for cash on a private placement basis in dematerialized format. Further, Debenture Trust Deed to be executed in relation to the issue of the NCD between the Company and IDBI Trusteeship Services Limited ("Debenture Trustee") and in compliance all such terms as set out in the Debenture Trust Deed and other transaction documents to be executed with respect to the issue of NCD.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, amendments or agreements as may be required and to do all such acts, deeds, matters, regulatory filings, compliances, including appointment of intermediaries and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to take necessary steps to give effect to the issue of NCD through private placement by the Company.

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FURTHER RESOLVED THAT the consent of the members be and is hereby accorded to the Board to circulate the private placement offer cum offer letter to propose allottees/Debenture holders.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to sign all /any e-forms, other forms, returns, documents as may be required to be filed whether physically or electronically with the Minister of Corporate Affairs, Registrar of Companies, consequent upon the issuance of the NCD through private placement.

RESOLVED FURTHER THAT, a certified copy of this resolution be given to the concerned parties by the Board for their records and necessary actions.”

For **QUADRILLION FINANCE PRIVATE LIMITED**

RAJAN Digitally signed
by RAJAN BAJAJ
Date:
2021.05.14
12:12:16 +05'30'
BAJAJ

Rajan Bajaj

Director

DIN: 07197443

**Address: A001 Raheja Residency,
Koramangala 3rd Block, Bangalore – 560 034.**

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013, TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRA-ORDINARY GENERAL MEETING

Item No. 1: ISSUE OF 80 SECURED, UNLISTED, UNRATED, UNSUBORDINATED AND REDEMABLE NON-CONVERTIBLE DEBENTURES (“NCD”) THROUGH PRIVATE PLACEMENT BASIS AND CIRCULATION OF PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER

The Company is a Non- Banking Financial Company (“NBFC”) registered with the Reserve Bank of India. The lending book of the Company consists of diversified products, customer segments, geographies and varying tenors (Short Term and Long Term). In order to meet the business requirements, the Board of Directors of the Company in their meeting held on May 14, 2021, the Directors had pursuant to the provision of Section 23, 42 and 71 of the Companies Act, 2013 (“Act”) and the rules framed thereunder, approved an issue of 80 secured, unlisted, unrated, unsubordinated and redeemable Non-Convertible Debenture (“NCD”) equally to Aviator Emerging Market Fund and Northern Arc Capital Limited i.e. 40 NCD each having face value of INR 10,00,000 (Indian Rupees Ten Lakhs) and total aggregating to INR 8,00,00,000 (Indian Rupee Eight Crores) through private placement basis.

Further, the Company issuing unsecured NCD shall follow the provisions with respect to Section 73 of the Act w.r.t. acceptance of deposits from public. However, the said provisions of Section 73 of the Act are exempt to NBFC.

Furthermore, as per Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Section 71 of the Act read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, a Company offering or making an invitation to subscribe to NCD on a private placement basis, is required to obtain prior approval of the members by way of a Special Resolution, for each of the offer and invitation.

The approval of the members is accordingly being sought by way of Special Resolutions under Section 42 and 71 of the Act read with the Rules framed there under, for the issue, offer and allotment of 80 NCD having face value of INR 10,00,000 (Indian Rupees Ten Lakhs) each on following terms and condition:

- (a) Type of Instrument: Secured, Unlisted, Unrated, Unsubordinated and Redeemable Non-Convertible Debenture (“NCD”)
- (b) Face value of NCD: The face value of NCD is INR 10,00,000 (Indian Rupees Ten Lakhs)
- (c) Term of NCD: The NCD shall be redeemed after completion of 13 months from the date of allotment of NCD
- (d) Utilization of NCD subscription amount: The NCD subscription amount shall be utilized

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exclusively for general corporate and ordinary course of business of the Company and for no other purpose.

- (e) Interest rate: The NCD holder shall yield interest of 15% p.a., which shall be payable on quarterly basis or in any other manner decided by the Board.
- (f) Redemption: The NCD shall be redeemed at par on completion of the term of 13 months from the date of allotment of NCD

Disclosure as per Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows:

Sr. No.	Particulars	Details
1.	Particulars of the offer including date of passing board resolution	Issue and offer of 80 secured, unlisted, unrated, unsubordinated and redeemable NCD divided into 40 NCD each having face value of INR 10,00,000 (Indian Rupees Ten Lakhs) which was approved by the Board of Directors in their meeting held on May 14, 2021
2.	Kinds of securities offered and the price at which security is being offered	Secured, unlisted, unrated, unsubordinated and redeemable Non-convertible debentures ("NCD") are offered at an issue price of INR 10,00,000 (Indian Rupees Ten Lakhs)
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The price will be determined by the Board in accordance with the data available with them
4.	Name and address of valuer who performed valuation	As per the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 sub-rule 14(1) of the said rule shall not apply in case of offer or invitation for Non-Convertible Debentures.
5.	Amount which the Company intends to raise by way of securities	INR 8,00,00,000 (Indian Rupees Eight Crores)
6.	Material terms of raising such securities,	(a) Type of Instrument: secured, unlisted, unrated, unsubordinated and redeemable Non-Convertible Debenture ("NCD") (b) Face value of NCD: The face value of NCD is INR 10,00,000 (Indian Rupees Ten Lakhs) (c) Term of NCD: The NCD shall be redeemed after completion of 13 months from the date of allotment

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		of NCD (d) Utilization of NCD subscription amount: The NCD subscription amount shall be utilized exclusively for general corporate and ordinary course of business of the Company and for no other purpose. (e) Interest rate: The NCD holder shall yield interest of 15% p.a., which shall be payable on quarterly basis or in any other manner decided by the board. (f) Redemption: The NCD shall be redeemed at par on completion of the term of 13 months from the date of allotment of NCD
7.	proposed time schedule,	The NCD shall be allotted within a period of 30 days from the date of passing of this resolution provided that if the approval or permission by any regulatory authority for allotment is pending if any, the period of 30 days shall be counted from the date of such approval or permission as the case may be.
8.	purpose or objects of offer., contribution be	The NCD subscription amount shall be utilized exclusively for general corporate and ordinary course of business of the Company and for no other purpose.
9.	contribution being made by the promoters or directors either as par of the offer or separately in furtherance of objects	None of the Promoters, Directors or Key Management Personnel intends to subscribe to the preferential offer.
10.	Principle terms if assets charged as securities	- NCD shall be secured by a pool of loans originated by the relevant Issuer, with a security cover of 1.10x (One Point One Zero) time over the outstanding Debentures. - Subject to the debenture repayment, if borrower fails repay the loan the Guarantor (Guarantee of Garagepreneurs Internet Private Limited, holding Company) will be financially responsible for the borrower's obligation. This includes the unpaid principal amount of the loan plus accumulated interest and cost.

Quadrillion Finance™

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The Board of Directors recommends the resolution for approval of members of the Company at item 2 as special resolution.

Interest of the Directors and KMP: None of the Directors, Key Managerial Personnel (KMP) of the Company and their relatives may be deemed to be concerned or interested in this resolution except to the extent of their shareholding held in the Company.

For **QUADRILLION FINANCE PRIVATE LIMITED**

RAJAN
BAJAJ

Digitally signed
by RAJAN BAJAJ
Date: 2021.05.14
12:12:36 +05'30'

Rajan Bajaj

Director

DIN: 07197443

Address: A001 Raheja Residency,

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