

**OFFER LETTER
(FORM PAS – 4)**

S. No - 1

To: Greens India LLC

Address: 8815 Research Drive, Irvine, California 92618, United
States

1. GENERAL INFORMATION

- a. Name, address, website and other contact details of the company indicating both registered office and corporate office;

Name : JMK GEC REALTORS PRIVATE LIMITED
Registered office : 5-2-223, Gokul Distillery Road, Secunderabad, Telangana 500003, India
Website : The company does not have any website
Phone : 9121282860
E-mail : accounts@modiproperties.com

- b. Date of incorporation of the company: **25th March 2010.**

- c. Business carried on by the company and its subsidiaries with the details of branches or units, if any;

The Company was incorporated for below activities:

The main objects to be pursued by the company on its incorporation are:

1. To carry on the business of sale, purchase of immovable and landed properties, to improve and develop lands for the purpose of sale or otherwise and to develop, manage residential, commercial properties and houses and all kinds of real estate business.
2. To purchase, construct, erect, build, improve, develop, repair, remodel, demolish and/ or maintain landed property, plots, buildings, structured houses, apartments, townships, multi-storeyed complexes, landscapes, golf courses, business entertainment infrastructure, convention centres, constructions, properties and to dispose, maintain or lease out the same and to purchase, acquire through lease, exchange or in any lawful manner any area , land, buildings, structures and to remodel, alter, modify the same and to township colonies, habitats, markets or other buildings and to equip the same with all the amenities and to dispose, maintain or lease out the same.

Nature of Business of the Company's Subsidiary: **Not applicable since the company is not having any subsidiaries**

- d. Brief particulars of the management of the company:

Board of the Company currently consists of Three (3) Directors and all management powers are vested with the Board.

- e. Names, addresses, DIN and occupations of the directors;

JMK GEC Realtors Private Limited
(Corporate Identification Number: U70100TG2010PTC067673)

S.No	Name of the Director	Full Address	DIN	Occupation
1.	Mr. Soham Satish Modi	Plot No. 280, Road No. 25, Near Peddamma Temple, Jubilee Hills, Hyderabad, Telangana – 500034	00522546	Business
2.	Rajesh Kumar Jayantilal Kadakia	910 S El Camino Real, Ste 100, San Clemente, California 92672, United States	02903019	Business
3.	Sharad Kumar Jayantilal Kadakia	14252, Culver Drive A-358, Irvine CA 92604, USA	02903050	Business

f. Management's perception of risk factors:

As per the management of the company, the Company is subject to risks that are applicable to the industry and does not perceive any significant/ material risk to the business 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 | : Not applicable |
| (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 placement offer process:

Name : Soham Satish Modi
Designation : Director
Address : Plot No. 280, Road No. 25, Near Peddamma Temple, Jubilee Hills, Hyderabad, Telangana – 500034
Ph. No : +91 98493 49373
Email id : sohammodi@modiproperties.com

2. PARTICULARS OF THE OFFER

- Date of passing of board resolution: 01st June 2022 (Refer Annexure 1)
- Date of passing of resolution in the general meeting, authorizing the offer of securities: 24th June 2022 (Refer Annexure 2)
- Kinds of securities offered (i.e., whether share or debenture) and class of security:

New Equity Shares, which shall rank pari-passu to the existing shares of the Company

- d. Price at which the security is being offered including the premium, if any, along with justification of the price:

The Company proposes to allot 84 Equity shares of face value of Rs.10 (Rupees Ten Only) each at a premium of Rs. 9,679 (Rupees Nine Thousand Six Hundred and Seventy-Nine only).

- e. Name and address of the valuer who performed valuation of the security offered:

Name	M/S V Mandhana & Associates
Address	7th Floor, Hubtown Solaris, N.S. Phadke Marg, Nr. East West Flyover, Andheri East, Mumbai – 400096

- f. Amount which the company intends to raise by way of securities;

The Company intends to raise an amount of Rs. 8,13,876 by issuing 84 Equity shares of Rs. 10/- each at premium of Rs. 9,679 (Rupees Nine Thousand Six Hundred and Seventy-Nine only)

- g. **Terms of raising of securities:** Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment:

Terms	Particulars
Terms of Equity Shares	The shares are to be issued at a premium of Rs. 9,679 per equity share on preferential basis.
Rights	Ranking pari-passu with existing Equity shares
Allotment	Shares shall be allotted within 12 months from the date of passing special resolution.

Promoters are participating in this offer.

- h. Principle terms of assets charged as security, if applicable:

Not applicable

- i. 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;

There are no orders passed by any Regulators, Courts and Tribunals impacting the going concern status of the Company and its future operations.

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- j. The pre-issue and post issue shareholding pattern of the Company:

S.no.	Category of shareholders	Pre-Issue		Post issue	
		No. of Shares Held	% of Share Holding	No. of Shares	% of Share

JMK GEC Realtors Private Limited
(Corporate Identification Number: U70100TG2010PTC067673)

				Held	Holding
A	Promoters				
1	Indian:				
	Individual/HUF	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub-Total	-	-	-	-
2	Foreign Promoters	25,381	100%	25,465	100%
	Sub-Total (A)	25,381	100%	25,465	100%
B	Non-Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution Investors				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub Total (B)	-	-	-	-
	Grand Total (A+B)	25,381	100%	25,465	100%

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

- a. 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 financial or other material interest of the directors, promoters or key managerial personnel in the offer except to the extent of their shareholding

- b. 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 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

No litigation exists

- c. Remuneration of directors (during the current year and last three financial years);

S. No.	Particulars	FY 2021-22	FY 2021-20	FY 2019-20
1	Mr. Soham Satish Modi	Nil	Nil	Nil
2	Mr. Rajesh Kumar Jayantilal Kadakia	Nil	Nil	Nil
3	Mr. Sharad Kumar Jayantilal Kadakia	Nil	Nil	Nil

- d. 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

NA

- e. 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

No such reservations or qualifications or adverse remarks by the Auditors.

- f. 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

No such inquiry, inspections or investigations initiated or conducted under the Companies Act

- g. 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

No such material frauds committed against the Company

4. FINANCIAL POSITION OF THE COMPANY

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

- (i) (a) The authorised, issued, subscribed and paid-up capital (number of securities, description and aggregate nominal value);

(Amount in Rs.)

Particular	Authorized capital	Issued capital	Subscribed capital	Paid up capital
Number of Equity shares	5,00,000	25,381	25,381	25,381
Nominal value per share	10	10	10	10
Total amount of equity shares	50,00,000	2,53,810	2,53,810	2,53,810
Number of Preference shares	Nil	Nil	Nil	Nil
Nominal value per share	Nil	Nil	Nil	Nil

JMK GEC Realtors Private Limited
(Corporate Identification Number: U70100TG2010PTC067673)

Total amount of preference shares	Nil	Nil	Nil	Nil
Total	50,00,000	2,53,810	2,53,810	2,53,810

(b) Size of the present offer - Rs. 8,13,876

(c) Paid up capital:

(A) After the offer -Rs. 2,54,650

(B) After conversion of convertible instruments (if applicable) –**Not applicable**

(d) Share premium account (before and after the offer) – Share premium account before and after the offer is as follows:

Share premium account - before the offer (in Rs.)	Share premium account - After the offer (in Rs.)
8,48,44,741	8,56,57,777

(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

Date of Allotment	No. of Shares Allotted	Face Value of each share	Price (including premium)	Nature of allotment	Cumulative No. of Equity Shares	Equity Share Capital (Rs.)
25 th March 2010	10,000	10	10	Subscription to equity	10,000	1,00,000
06 th August 2021	6,540	10	1,726	Conversion of CCDs	16,540	1,65,400
30 th April 2022	8,841	10	8,337.35	Conversion of CCDs	25,381	2,53,810
30 th December 2022	84	10	9,689	S Issue of Shares private placement	25,465	2,54,650

b. A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of circulation of offer letter;

The audited financial statements for the three preceding financial years are attached as Annexure-3.

c. Any change in accounting policies during the last one year and their effect on the profits and the reserves of the company.

Not applicable

I, **Soham Satish Modi** is hereby authorized 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

SM

Signed

Date: 30th June 2022

Place: Hyderabad

Attachments: -

Annexure 1- Copy of board resolution

Annexure 2- Copy of shareholders resolution

Annexure 3- Copy of audited financial statements for the three preceding financial year

Record Of Offer To Be Kept By The Company

Name of the Company	JMK GEC Realtors Private Limited
Registered office	5-2-223, Gokul Distillery Road, Secunderabad, Telangana 500003, India
CIN	U70100TG2010PTC067673

DETAILS OF OFFER

Date when approval of the relevant authority (board or the shareholders, as the case may be) obtained for the current Offer Letter

Board approval	01 st June 2022
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Details of the persons to whom Offer Letter has been circulated: NA

Details of Allottee

i	Name	Greens India LLC
ii	Address	8815 Research Drive, Irvine, California 92618, United States
iii	Phone no	9121282860
iv	Email ID	accounts@modiproperties.com
v	Initial of the Officer of the company designated to keep the Record	NA

TABLE A

Name of the allottee	Greens India LLC
Date of allotment	30 th December 2022
Type of security allotted	Equity shares
Nominal Amount per security (in Rs.)	10
Total number of Allottees	1
Brief particulars in respect of terms and condition, voting rights etc.	Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company

TABLE C

(List of allottees, applicable in case of allotment of securities for consideration otherwise than in cash)

S. no	Name & Occupation of Allottee	Address of the Allottee	Nationality of the Allottee	Number of securities allotted	Whether securities allotted as fully or partly paid up	If partly paid-up amount outstanding (in Rs.)
1	Greens India LLC	8815 Research Drive Irvine, California 92618 United States	Indian	84	Yes	NA
Total				84		