

Information Memorandum



DIVITIAE INDIA ADVISORY SERVICES PVT LTD

A NEW PERSPECTIVE OF INVESTMENT

Registered & Corporate Office:

*P.S Qube Building, 6th floor, Room No. 606, New Town, Kolkata –
700156*

GENERAL RISKS



- This IM should not be considered as a recommendation by the Company or its respective directors, officers, affiliates, employees, advisers or agents to invest in the Company and any potential investor must make his own independent assessment of the merits or otherwise of the IM and/or any investment in the Company should take his own professional advice. Neither the issue of this IM nor any part of its contents is to be taken as any form of commitment on the part of the Company or any of its affiliates to proceed with the investment envisaged by the issue of this IM and the Company reserves the right to amend the procedures set out herein, to terminate any of the procedures and to terminate any discussions and negotiations with any prospective investor at any time and without giving any notice or reason therefore.
- In no circumstances will the Company or its respective directors, officers, affiliates, employees, advisers or agents be responsible for any costs or expenses incurred in connection with any appraisal or investigation of the IM or the Company or for any other costs or expenses incurred by prospective investors in connection with any proposed investment in the Company.
- The business of the Company is subject to a number of risks and uncertainties that could adversely affect its financial performance. Such risks include, but are not limited to any alteration in general economic conditions and trends including, for example, changes to interest rates, rates of inflation, industry conditions, or political and diplomatic events, tax laws, regulation and other factors which can substantially and adversely affect equity investments and the Company's prospects. Such risks also include the ability to obtain required consents, effect the listing of the Debentures and the ordinary shares, complete the proposed financing and implement the business plan, the impact of competition and associated pricing pressures, changes in interest rates, the impact of war and terrorism and other risks and uncertainties, many of which are beyond the control of the Company or its advisers.





ABSOLUTE RESPONSIBILITY

The company, having made all reasonable inquiries, accepts responsibility for and confirms that this Information Memorandum contains all information with regard to the Company, which is material, that the information contained in this Information Memorandum is true and correct in all material respects, that the opinions and intentions expressed herein are honestly held and that there no other facts, the omission of which makes this information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

This Information Memorandum (“Memorandum”) is being delivered to a limited number of parties who have expressed an interest in acquiring equity stake in an existing venture (“the company”), such transaction hereinafter referred to as the “Proposed Transaction”. This Memorandum has been prepared by Professionals and associates for an on behalf of the company.

This Memorandum is being made available to you or your associates for your exclusive use and for the sole purpose of assisting you in deciding whether you wish to proceed with.



CONFIDENTIALITY

This Memorandum is issued subject to the detailed provisions set out in the confidentiality agreement that you have signed (the “Confidentiality Agreement”). You shall ensure that all persons to whom disclosure of the Memorandum is made by you or on your behalf, as permitted by the Confidentiality Agreement, are aware of the contents of the Confidentiality Agreement and adhere to the terms as if such persons were parties to the Confidentiality Agreement.

The information and opinions contained in the Memorandum are strictly confidential. Accordingly, the contents of this Memorandum and any other information or opinions subsequently supply or given to you will constitute Confidential information for the purposes of the Confidentiality Agreement which you have signed. Accordingly, the use and disclosure of such information by you is strictly subject to the terms of the confidentiality Agreement. On no account may this Memorandum (or any part of it) be copied, disclose or made available to any person other than the recipient to whom it is addressed.

You agree that you will, on request, return or procure the return of this Memorandum and all further information and material sent or made available in connection with the Proposed Transaction.

The information contained herein does not constitute an offer to sell or a solicitation of an offer or a recommendation to purchase securities under the securities laws of any jurisdiction.

The Memorandum does not purport to be all-inclusive or necessarily to contain all the information that a prospective investor may desire in investigating the Company or its divisions, and may be subject to updating, revision or amendment.

DIVITIAE'S VISION & VALUE PROPOSITION



We partner with our clients to understand their needs and create tailored solutions to help meet them. With leading capabilities across public and private markets, we help investors by understanding and managing risks and by helping them make the most of the investment possibilities around them. When clients sign a mandate with us, they are rest assured that the deal will be executed. Our credibility is our trust of clients & associates. Our associate's network all across the globe is the key to our success. As Divitiae India is creating a new perspective of investment it always helps others to create wealth by managing risk and creating opportunities.

The Company and its directors whose names appear on page 7 of this IM, accept responsibility, both individually and collectively for the information contained in this IM. To the best of the knowledge and belief of the Company and its directors, who have taken all reasonable care to ensure that such is the case, the information contained in this IM is in accordance with the facts and contains no omission likely to affect the import of such information. However where information has been obtained from third party sources, the Company and its directors cannot accept responsibility for the completeness or accuracy of that information and potential investors must form their own opinion as to the reliance they place on that information.

Prospective investors will need and be expected to make their own independent assessment of the Company and to rely on their own judgment (or that of their independent financial adviser) in respect of any investment they may make in the Company and the legal, regulatory, tax and investment consequences and risks of doing so. Investors should not expect to have legal recourse to the Company, its directors or others if this IM is not complete or correct, or if they consider that their understanding of the present financial and trading position of the Company and of its prospects differs from the reality. In connection with this IM no person is authorised to give any information or make any representations other than as contained in this IM and, if given or made, such information or representation must not be relied upon as having been so authorised.

All statements of opinion and/or belief contained in this IM, all views expressed and all projections, forecasts or statements relating to expectations as regarding future events or the possible future performance of the Company, represent the directors' own assessment and interpretation of the information available to them as at the date of this IM.

The Company and its directors accept responsibility accordingly.



Mission

- Create a global network to leverage opportunities worldwide.

Vision

- Managing & diffusing risk of investment to protect client & associate.

Value

- We work on the following principal

Loyalty.

Honesty.

Trust.

Ingenuity.

Accountability.

Simplicity.

Respect.

Value-centricity.



DIVITIAE's Sustainability Initiatives :

- Our services are broadly classified into three different divisions namely:

CONSULTING

- Divitiae India provides end-to-end consultancy to clients to transform their business. We believe in the power of the network and whatever may be your industry we have our business partner who has vast knowledge and expertise to provide solutions to any business problem. We help our clients to imagine, execute our researched strategy, and help them to achieve their goals. Our consulting services range from providing end-to-end solution be it management, finance, marketing, HR, or strategy our team of expert always have a solution ready to overcome all challenges.

MERGER AND ACQUISITION

- At Divitiae India we know that every choice matters so when it comes to bringing organizations together through M&A, the gut feeling of the board of directors should be re-verified by a professional team. With the combination of technology and experienced professionals around the globe, we ensure our client's maximum value across every stage of the deal. Our network partner all across the globe has vast and rich experience in dealing with any M&A Situation.

FINANCING

- Our end-to-end Financing solution helps clients to overcome financial crises. We mainly provide services to clients all across the industry be it start-ups, Small, Medium or Large companies we have solutions for all.

Our Financial Services



- **A:- All Retail Loan**

(PL, BL, HL, LAP, LRD,LAS,OD, CC, etc)

- **B:- Start-up India under the Government scheme**

- **C:- Equity funding**

- **D:- Debt Funding**

- **E:- Equity + Debt combination**

- **F:- Big-ticket Project funding**

- **G:- Loan Restructuring & OTS**

- **H:- Distress / NPA Funding**

- **I:- IPO (Listing and Funding)**

- **J:- Promoter Funding (Applicable for Directors listed on the stock exchange)**

- **K: CGTMSE (Credit Guarantee Fund Trust for Micro and Small Enterprises)**



CHECKLISTS -

☐ CLIENT'S MASTER CHECKLIST:

1. *Company Profile (must be on letterhead)/PPT*
2. *Basic Company documents (MOA, AOA, Incorporation Certificate/ Partnership Deed)*
3. *Company PAN*
4. *Place of Business/Plant (Title Papers/Agreements) & Valuation*
5. *Investments already Made (Detail breakup)*
6. *Machinery /Plants details (Existing /Proposed)-If Any*
7. *Details of other Capital Expenses (Existing/Proposed)*
8. *Required Manpower & Cost thereof.*
9. *Details of Raw Materials/Purchases & Price thereof*
10. *Details and selling Price of Manufactured Products / Goods.*
11. *Required Total Loan amount –FB/NFB Break-up*
12. *Proposed Repayment Schedule...*

13. *Details of security to be offered.*

14. *Last 3 Years Audited Balance Sheets (Existing business).....(AY 22-23 must)*

15. *Projected Balance Sheets for next 3 years (Both existing /proposed business)*

16. *Trade Licence*

17. *Necessary Statutory Clearance Certificates & Licences.*

18. *Rating Agency Report (as on current date).*

19. *Bank accounts statements of last 1year.(Saving & Current both)*

20. *Proprietor's /Partner's/Director's personal KYC documents+ Personal BS+ Personal ITR.*

21. *Collaterals to be offered... With current valuation.*

22. *Asset & Liabilities Statement*

23. *Individual Net Worth*

**❑ FOR STARTUP INDIA
PRELIMINARY DOCUMENTS
REQUIRE.**

- 1) *Kyc of all the directors*
- 2) *4 copies photo each*
- 3) *3 years balance sheet*
- 4) *1 year bank statement (both company and personal)*
- 5) *All company documents*
- 6) *Project report..*

**❑ List for CC/OD Loan
(Under CGTMSE)**

1. *KYC - Pancard, Aadhaar card, Photo 1 copy*
2. *Trade Licence last 4years*
3. *IT File last 2years with Computation and P/L & B/S CA stamp,(3CB 3CD if applicable)*
4. *GST Certificate and return copy, 3B,GSTR-1*
5. *All Bank Statement all C/A account last one year.*
6. *Existing Loan Sanction Letter (if applicable)*
7. *Electricity bill Last month copy.(Ownership proof*
8. *MSME Certificate*
9. *Loan account statement (if applicable)*

DIVITIAE'S OTHER SERVICES FOR CLIENTS



1. *MSME*
2. *P Tax*
3. *GST*
4. *FSSAI*
5. *IEC*
6. *ISO / IAF*
7. *PF & ESI*
8. *Trademark Registration*
9. *Pollution & Fire License*
10. *Website Design, Logo design, Letter Head, Stamp*
11. *Formation of Company*
12. *Income Tax Filing*
13. *ROC filing, Private Limited, Limited, LLP formation*
14. *Individual audit & Company audit*
15. *CMA & DPR (for any bank) loan*
 - ****Any Trade License for KMC*
 - ****All kind of legal Assistance*
 - ****Individual & Company Net-worth with CA attestation*





SUMMARY OF THE OFFERING

Divitiae is seeking to implement an innovative investment strategy, being commercially-focused but simultaneously seeking to provide Investors with social benefits and climate impact as well as the potential for a financial return.

- The Loan Programme will be “closed-ended” and illiquid in nature and will initially target 1-5 Crore of third-party investment.
- Divitiae will seek to deliver value for money by minimising leakage to commercial interests.
- The Investment Programme has been devised in pursuit of these objectives as a social impact investment programme with a sustainable financing model. The investment programme seeks to encourage development

NOTICES OF THE OFFERING



This memorandum contains forward looking statements that involve risks and uncertainties. We use words such as “anticipates,” “believes,” “plans,” “expects,” “future,” “intends,” “seeks,” and similar expressions to identify such forward looking statements. You should not place undue reliance on these forward-looking statements. The Investment Programme’s actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including but not limited to the risks described in the section of this Memorandum entitled “Risk Factors”.

Entry into a Loan Agreement is not a donation to the Loan Programme and is not tax deductible. Interest paid on a loan is taxable.

You should not rely on this Memorandum for investment, legal, accounting advice. You should consult your own professional advisors before entering into a Loan Agreement. Please consult your tax adviser for information specific to your circumstances (as well as referring to the section of this Memorandum entitled “Tax Aspects”).

It is anticipated that Investors will be persons who wish to align their investments with their values of environmental sustainability and social responsibility.

Our existing Clients

Shri Ram Properties

Biomax

Sunshine

KPDK Build Tech Pvt Ltd

Embark Life Science Hospital

Stay Well Formulation Pvt Ltd

Re-Live MKN Hospital

And many more...

DEFINITIONS AND ABBREVIATIONS



| We, us, Company, Our Company, The Company | Refers to Divitiae India Advisory Services Pvt Ltd |
|---|---|
| Act | The Companies Act, 1956 |
| AGM | Annual General Meeting |
| Articles | Articles of Association of the Company |
| BL | Business Loan |
| CAR | Credit Audit Report |
| CMA | Credit Monitoring Analysis |
| CRM | Customer relationship management |
| CIS | Customer Information Sheet |
| DIN | Director Identification Number |
| DSC | Digital Signature Certificate |
| DPR | Detailed Project Report |
| DSCR | Debt-service coverage ratio |
| EBITDA | Earnings before interest, taxes, depreciation, and amortization |
| FY | Financial Year |
| GSTIN | Goods and Services Tax Identification Number |
| HBL | Home Business Loan |
| I T Act | Income Tax Act, 1961 and subsequent amendments thereto |
| ITR | Income Tax Return |
| KYC | Know Your Client |
| LOI | Letter of intent/interest |
| LSR | Liquidity Stress Ratio |
| LAP | Loan against property |

| We, us, Company, Our Company, The Company | Refers to Divitiae India Advisory Services Pvt Ltd |
|---|--|
| MOA | Memorandum of Association |
| MOU | Memorandum of understanding |
| MSME | Micro, Small & Medium Enterprises |
| NOC | No Objection Certificate |
| OCR | Own Contribution Receipts |
| OPL | Opinion Letter |
| POA | Power of Attorney |
| PE | Private Equity |
| P-Tax | Professional tax |
| PAN | Permanent Account Number |
| PL | Personal Loan |
| ROC | Registrar of Companies |
| TIN | Tax Information Network |
| WP | Writ Petition |
| WIP | Work in Progress |
| CGTMSE | Credit Guarantee Fund Trust for Micro and Small Enterprises |
| IEC | Importer -Exporter Code |
| ISO/IAF | International Organization for Standardization/International Accreditation Forum |





❖ OUR OFFICES:

- ❑ **Registered & Corporate Office:** P.S Qube Building, 6th floor, Room No. 606, New Town, Kolkata – 700156
- ❑ **Branch Office:** Park Street, Kolkata- 700016
- ❑ **Mumbai Office :** Office no. 47 First Floor Ashoka shopping center near commissioner of police Mumbai, Mumbai – 400001
- ❑ **Assam Office:** RRB Road, Near Naamghar Chariali, Haibargaon, Nagaon Assam – 782002

❖ CONTACT DETAILS:-

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