

**FORM NO. PAS- 4**  
**PRIVATE PLACEMENT OFFER LETTER**  
*[Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014]*

The Private Placement Offer Letter shall contain the following:

**1. GENERAL INFORMATION**

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

**BENARA BEARINGS AND PISTONS LIMITED,  
A-3 &-4, SITE-B, INDUSTRIAL AREA, SIKANDRA, AGRA-285007**

**CIN: U50300UP1990PLC012518**

**CONTACT NO. : 8430955558**

- b. Date of incorporation of the company: **26.11.1990**
- c. Business carried on by the company and its subsidiaries with the details of branches or units, if any;

Dealing in Bi-metal strips, Bearings, Engines Parts, Use of Solar Energy, solar LED Lamps and other items that can issued with solar power, lubricants, oil, greases, lead acid batteries etc.

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

**The management consists of persons who have good experience and knowledge about the manufacturing of engines parts and use of solar energy.**

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

<b>Names</b>	<b>DIN</b>	<b>Occupation</b>
<b>PANNA LAL JAIN 1/205, PROFESSOR COLONY, HARI PARVAT, AGRA-282002</b>	<b>00204869</b>	<b>BUSINESS</b>
<b>SARLA JAIN 1/205, PROFESSOR COLONY, HARI PARVAT, AGRA-282002</b>	<b>00204813</b>	<b>BUSINESS</b>
<b>VIVEK BENARA 1/205, PROFESSOR COLONY, HARI PARVAT, AGRA-282002</b>	<b>00204647</b>	<b>BUSINESS</b>

**KETAKI BENARA**  
**1/205, PROFESSOR COLONY,**  
**HARI PARVAT, AGRA-282002**

**00204749 BUSINESS**

- f. Management's perception of risk factors; **COMPETITION IN CASE OF ANY CHEAPER INVENTION OF SUBSTITUTES; DELAYED PAYMENTS.**
- g. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of –
- |      |   |             |
|------|---|-------------|
| i.   | statutory dues;   | <b>NONE</b> |
| ii.  | debentures and interest thereon;                                  | <b>NONE</b> |
| iii. | deposits and interest thereon;                                    | <b>NONE</b> |
| iv.  | loan from any bank or financial institution and interest thereon. | <b>NONE</b> |
- h. Names, designation, address and phone number, email ID of the nodal/compliance officer of the company, if any, for the private placement offer process; **NONE**

## **2. PARTICULARS OF THE OFFER**

- a. Date of passing of board resolution; **04/02/2016**
- b. Date of passing of resolution in the general meeting, authorizing the offer of securities; **12/02/2016**
- c. Kinds of securities offered (i.e. whether share or debenture) and class of security; **EQUITY SHARES**
- d. Price at which the security is being offered including the premium, if any, alongwith justification of the price; **Rs. 31/-**
- e. Name and address of the valuer who performed valuation of the security offered; **M/s PMA & Co., Chartered Accountants,**
- f. Amount which the company intends to raise by way of securities; **Rs. 15,000,001/-** (Rs. One Crore fifty lacs and one only)
- g. Terms of raising of securities : Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment; **THE SHARES WILL RANK PARI PASSU WITH THE EXISTING ONES.**
- h. Proposed time schedule for which the offer letter is valid: **30 DAYS**
- i. Purposes and objects of the offer; **TO RAISE THE FUNDS FOR THE WORKING CAPITAL AND EXPANSION**
- j. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects; **Rs. 1,50,00,001/-**
- k. Principle terms of assets charged as security, if applicable; **N.A.**

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

i. Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons.

#### **NO SUCH INTEREST EXCEPT TO GET THE ALLOTMENT OF 4,83,871 EQUITY SHARES**

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 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; **NONE**

iii. remuneration of directors (during the current year and last three financial years);

<b>YEAR</b>	<b>AMOUNT (IN RS.)</b>
<b>2014-15</b>	<b>18,00,000.00</b>
<b>2013-14</b>	<b>18,00,000.00</b>
<b>2012-13</b>	<b>18,00,000.00</b>
<b>2011-12</b>	<b>18,00,000.00</b>

iv. Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided :

#### **AS PER THE AUDITED BALANCE SHEETS ATTACHED FOR THE LAST THREE FINANCIAL YEARS.**

v. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark ; **NONE**

vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries; **NONE**

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 : **NONE**

### 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);

Capital Structure	No. of shares	Description of security	Aggregate nominal value
Authorised share capital	3,600,000	Equity shares	36,000,000
Issued share capital	2,981,698	Equity shares	29,816,980
Subscribed share capital	2,981,698	Equity shares	29,816,980
Paid up share capital	2,981,698	Equity shares	29,816,980

(b) size of the present offer; 483,871 equity shares of Rs. 31/- each including premium of Rs.21/-; Rs.15,000,001/-

(c) paid up capital

(A) after the offer; Rs.34,655,690 /-

(B) after conversion of convertible instruments (if applicable) ---

(d) share premium account (before and after the offer) :

Before the offer : Rs. 73,048,548/-

After the offer : Rs. 83,209,839/-

(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 provided that the issuer company shall also disclose the number and price at which each of the allotments were made in the last one year preceding the date of the offer letter separately indicating the allotments made for considerations other than cash and the details of the consideration in each case;

Date of Allotment	No. of shares allotted	value Per Share (Rs.)	Issue Price(Rs.)	Form of consideration
26/11/1990	200	10/-	2,000	Cash
07/05/1993	90,070	10/-	900,700	Cash
01/08/1994	62,000	10/-	620,000	Cash
15/02/1995	132,500	10/-	1,325,000	Cash
29/03/1996	161,862	10/-	1,618,620	Cash
31/12/1996	100,000	60/-	6,000,000	Cash
06/03/1997	50,000	10/-	500,000	Cash
31/03/1998	217,000	60/-	13,020,000	Cash
31/03/1999	137,268	60/-	8,236,080	Cash
26/07/1999	100,000	60/-	6,000,000	Cash
21/01/2000	75,000	60/-	4,500,000	Cash
20/03/2001	3,910	60/-	234,600	Cash
30/03/2002	49,000	31/-	1,519,000	Cash
31/03/2003	12,000	31/-	372,000	Cash
26/03/2004	161,000	31/-	4,991,000	Cash
08/02/2005	266,000	31/-	8,246,000	Cash

24/02/2005	57,000	31/-	1,767,000	Cash
31/03/2012	323,000	31/-	10,013,000	Cash
31/03/2013	500,000	31/-	15,500,000	Cash
15/01/2016	161,300	31/-	5,000,300	Cash
04/02/2016	322,588	31/-	10,000,228	Cash

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

Year	Profit before tax	Profit after tax
2012-13	81,57,827.09	61,48,011.09
2013-14	12,18,280.65	(68,386.35)
2014-15	78,42,905.24	31,16,041.38

(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) : **NONE**

(d) 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;

**AS PER THE AUDITED BALANCE SHEETS ATTACHED FOR THE LAST THREE FINANCIAL YEARS.**

(e) Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter;

**AS PER THE AUDITED BALANCE SHEETS ATTACHED FOR THE LAST THREE FINANCIAL YEARS.**

(f) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company. **NO**

**5. A DECLARATION BY THE DIRECTORS 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;

### **DECLARATION**

I am authorized by the Board of Directors of the Company vide resolution number **6** dated **04/02/2016** 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.



PANNA LAL JAIN  
(MANAGING DIRECTOR)  
DIN : 00204869

Date: 12/02/2016

Place: AGRA

#### **Attachments:-**

Copy of board resolution

Copy of shareholders resolution

Copy of Balance Sheets with auditors Report for the last three financial years.

Optional attachments, if any